

## Audit, Risk and Improvement Committee Chair EOI

### Overview

MidCoast Council encompasses the previous areas of Great Lakes Council, Gloucester Shire Council and Greater Taree City Council (Manning Valley) as well as incorporating the former MidCoast Water and consists of:

- 10,052km<sup>2</sup>
- 190km pristine coastline
- 222 towns and villages
- 3,590km of roads
- 487 bridges

A diverse population of 90,975 call MidCoast home.

Council manages a budget of \$320 million per year (which includes capital and operating expenditure) and a \$4.2 billion asset base. Over 900 staff provide a diverse range of services to the community that extends across our region.

Our 6,540 businesses drive our economy, with a focus on the retail sector in Great Lakes, health care and social assistance in Gloucester, and agriculture in the Manning Valley region. Unemployment is in line with state average (5.4%).

### Objectives

The objective of the committee is to provide independent assurance, oversight and assistance to Council on risk management, control, governance, internal audits, organisational performance and external responsibilities in an advisory capacity.

The responsibilities of the committee will include, but not be limited to, keeping under review the following aspects of Council's operations:

- Compliance
- Risk management
- Fraud control
- Financial management
- Governance
- Implementation of the strategic plan, delivery program and strategies
- Service reviews
- Collection of performance measurement data by the Council, and
- Any other matter prescribed by the regulations

As part of this objective, the Committee will ensure that there are adequate and effective systems of internal control in place throughout Council and will assist in the implementation of the internal and external audit plans. The committee is also to provide information to the Council for the purpose of improving the Council's performance of its functions.

## Charter

The Committee will operate in accordance with the Audit, Risk and Improvement Committee Charter. The Charter is based on the guidelines issued by the Chief Executive of the Office of Local Government pursuant to section 23A of the Local Government Act 1993 and drafted in consideration of the amendments proposed in Part 4A of the Local Government Amendment (Governance and Planning) Act 2016.

## Membership

The Committee membership (voting) comprises two elected Councillors and three independent external members, one of whom is the Chairperson.

The General Manager and other staff participate in Committee meetings as required.

## Appointment of Committee members

Appointment of members will be for a term up to three (3) years, or as otherwise determined by resolution of Council, after which members may be eligible for extension or re-appointment following a formal review of performance by Council.

All appointees are to be made based upon a demonstrated ability to meet the selection criteria.

Appointments will be staggered to allow for continuity of the Committee.

- One external member elected as Chair shall be appointed for an initial period of two years.
- Two external members shall be appointed, one for a two year period and one for a three year period.

External members may be re-appointed following public advertising and expression of interest process.

Vacancies shall be filled by public advertising followed by an evaluation and interview of shortlisted candidates and a recommendation to Council.

Any person / company or organisation (or their clients) contracting services to MidCoast Council may be ineligible from being a member of the Committee on the grounds of a conflict of interest.

## Selection criteria

The independent external members of the Committee, taken collectively, will have a broad range of personal qualities, skills and experience relevant to the operations of MidCoast Council.

A least one member of the Committee will have a strong financial management and/or audit background, with an understanding of accounting and auditing standards in a public sector environment. Legal, governance, risk management, information and communications technology (ICT) and business management skills and experience are desirable.

The following criteria will be considered in relation to skills and experience when assessing applications for the position of Chair:

- Relevant professional qualifications
- Relevant professional knowledge and expertise
- Accounting or related financial management
- Current and prior experience on similar committees in local government, broader public and private sector
- Performance improvement
- Governance, risk and compliance

- Knowledge of the local government environment
- The broad range of activities and services that Council provides

### Role and responsibilities

The role and responsibilities of the Committee is in accordance with the Audit, Risk and Improvement Committee Charter, which may be revised or expanded by Council from time to time.

### Members of the Committee are expected to:

- Have a high level of personal integrity and ethics, as well as acting honestly and in good faith
- Perform their duties in a manner that engenders public trust in the integrity, objectivity, and impartiality of the Committee
- Attend and actively participate in meetings of the Audit, Risk and Improvement Committee
- Contribute the time needed to study and understand the papers provided and to devote to their responsibilities as a committee member
- Broadly be aware of and understand the relevant legislative and regulatory requirements appropriate to MidCoast Council
- Work collaboratively with other members of the Committee in achieving the Committee's objectives
- Express opinions frankly and ask questions that go to the fundamental core of issues
- Pursue independent lines of enquiry when required
- Review the risks, progress, controls, finances and performance surrounding major projects
- Have an understanding of management principles required recognising and evaluating the materiality and significance of deviations from good business practices
- Have an appreciation of fundamental concepts in areas such as accounting, economics, commercial law, finance, governance and information technology
- Have strong interpersonal skills, oral and written communication skills, analytical skills and ability to apply objectivity with sound judgment
- Assist the Council and the General Manager with the formulation of relevant policies and procedures
- Be independent ensuring that you or your clients have no business interests in the MidCoast region
- Comply with the Audit, Risk and Improvement Committee Charter

### Committee meetings

The Committee shall meet at least four times per year (quarterly), with the standard duration for a meeting being three hours. If necessary, an additional meeting will be held to review and endorse the annual audited financial reports and external audit opinion. Preparation will involve review and critical analysis of the agenda pack.

### Reporting arrangements

The Committee's role is to review aspects of Council's operation and provide advice and guidance to Council for the purpose of improving the performance of its functions.

Minutes of the Committee are to be reported quarterly to Council.

On an annual basis the Chair will provide a consolidated Audit, Risk and Improvement Annual Report to Council along with a Two Year Audit Plan.

### Constraints

All Committee members are required to comply with the following:

- Maintain confidentiality in relation to all discussions and information obtained during or as a result of Committee meetings

- Declare a potential conflict of interest with any issue on the agenda at the commencement of the meeting or should any potential conflicts occur
- All conflicts of interest are to be declared and recorded in the minutes and, if necessary, the parties involved will be asked to leave the room while the matter is discussed
- Due to the nature and sensitivity of the information provided at the Committee meetings, independent members will be required to sign a Declaration of Confidentiality
- Sign a Declaration of Independence stating that you have no business interests in the region, including your clientele

### **Code of conduct**

All Committee members shall abide by Council's Code of Conduct and relevant policies at all times.

### **Induction and training**

Committee members will receive information and briefings on their appointment to assist them to meet their Committee responsibilities

### **Remuneration for meetings**

Council's nominated remuneration for independent external membership of the Audit, Risk and Improvement Committee is \$1,000 per meeting (excluding GST) with an additional \$200 per meeting (excluding GST) paid to the Chairperson. This rate is inclusive of time spent on preparation for the meeting. Reasonable travel will be reimbursed in accordance with Council's Expenses and Facilities Policy.

### **Attachments**

Audit, Risk and Improvement Committee Charter as adopted by Council May 2019.

### **Evaluation**

The evaluation of external members will be undertaken by the General Manager and the two elected Councillors who form part of the Committee and will review the Expression of Interest application, taking into account the experience of applicants and their likely ability to have appropriate analytic and strategic management skills for the position of Chair.

Applicants should provide the following information as part of their Expression of Interest:

- A resume
- Completion of the Audit, Risk and Improvement Application form (see below) addressing the selection criteria
- At least two referees contact details

### **Expression of interest**

Council invites interested persons to submit an Expression of Interest to Council by 4pm on 19 February 2021.

Expressions of Interest can be submitted electronically by completing the online application form available at [www.midcoast.nsw.gov.au/ARIC](http://www.midcoast.nsw.gov.au/ARIC)

### **Enquiries**

All enquiries or requests for information should be directed to Rob Griffiths, Manager Governance on 0427 062 593 or email [council@midcoast.nsw.gov.au](mailto:council@midcoast.nsw.gov.au)