

## APPENDIX 2



### TERMS OF REFERENCE FOR THE RISK & ASSURANCE COMMITTEE

<b>Title</b>	Risk and Assurance Committee
<b>Authorising Body</b>	Mayor/Council
<b>Status</b>	Standing Committee
<b>Quorum</b>	Chair plus 2 members (must include 1 Councillor)
<b>Adopted by Council</b>	24 November 2022
<b>Administrative Support</b>	Chief Executive Office

This document outlines the Terms of Reference for the Risk and Assurance Committee.

The Chief Executive (CE) will assign the Group Manager: Corporate Services (GMCS) to the Committee. The GMCS will be responsible for coordinating agendas and be the principal point of contact for committee members.

#### 1. Purpose

The purpose of the Risk and Assurance Committee is to contribute to improving the governance, performance, and accountability of the Westland District Council by:

- Ensuring that the Council has appropriate financial, health and safety, risk management and internal control systems in place.
- Seeking reasonable assurance as to the integrity and reliability of the Council's financial and non-financial reporting.
- Provide a communication link between management, the Council and the external and internal auditors and ensuring their independence and adequacy.
- Promoting a culture of openness and continuous improvement.

#### 2. Responsibilities

##### Risk Management

- Review the risk management framework, and associated manual to ensure they are current, comprehensive, and appropriate for effective identification and management of Council's risks.
- Assist Council with determining 'risk appetite'.
- Review the effectiveness of Council's risk management framework.
- Review the effectiveness of the risk assessment and management policies and processes.
- Review risk management reporting on a quarterly basis.

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### Audit and External Accountability

- Engage with Councils external auditors regarding the external audit work programme and agree the terms and arrangements of the external audit
- Recommend to Council the terms and arrangements for the external audit programme
- Review of effectiveness of the annual audit and Long-Term Plan audit
- Oversee the preparation of and review key formal external accountability documents such as the Long-Term Plan and the Annual Report in order to provide advice and recommendation to Council in respect of the appropriateness of the documents and disclosures made.
- To review in depth the Council's annual report and recommend the adoption of the annual report to Council.
- Monitor the organisations response to the external audit reports and the extent to which recommendations are implemented.
- To engage with the external auditors on any one-off assignments.

### Internal Control

- Review the existence and quality of cost-effective internal control systems and the proper application of procedures.
- Monitor the delivery of the internal audit work programme.
- Review the annual internal audit plans and assess whether resources available to internal audit are adequate to implement the plans, and
- Assess whether all significant recommendations of the internal audit have been properly implemented by management.
- Monitor existing corporate policies and recommend new corporate policies to prohibit unethical, questionable, or illegal activities. This also includes reviewing and monitoring of policies and procedures.
- Review the effectiveness of the control environment established by management including computerised information systems controls and security. This also includes reviewing and monitoring of the documentation of policies and procedures.
- Review the existence and quality of cost-effective health and safety management systems and the proper application of the health and safety management policy and processes.
- Review the Council's insurance policies on an annual basis.

### Other Matters

- Review reports related to any protected disclosure, ethics, bribery, and fraud related incidents and assist in any investigations related to these matters.
- Review the process of the development of the financial strategy and infrastructure strategy as required by the Long-Term Plan.
- Monitor Council's treasury activities to ensure that it remains within policy limits, where there are good reasons to exceed policy, that this be recommended to Council.
- Review any other policies.
- Ensure compliance with applicable laws, regulations, standards, and best practice guidelines.
- The Risk and Assurance Committee will also periodically review its own effectiveness and report the results of that review to the Council.

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### 3. Delegated Authority

- The risk and assurance committee can conduct and monitor special investigations in accordance with Council policy, including engaging expert assistance, legal advisors, or external auditors, and where appropriate, recommend action (s) to Council.
- Subject to any expenditure having been approved in the Long-Term Plan or Annual Plan the Risk and Assurance Committee have delegated authority to approve:
  - Risk management and internal audit programmes.
  - The appointment of the internal auditor, risk management and internal audit programmes, audit engagement letters and letters of undertaking for audit functions, and additional services provided by the external auditor.
  - The proposal and scope of the internal audit.

#### The Risk and Assurance Committee can recommend to Council

- Governance policies associated with Council's financial, accounting, risk management, compliance and ethics programmes, and internal control functions, including the Liability Management Policy, Treasury Policy, Sensitive Expenditure Policy, Fraud Policy, and Risk Management Policy.
- Accounting treatments, changes in generally accepted accounting practice (GAAP).
- New accounting and reporting requirements.

#### Power to delegate

The audit and risk committee may not delegate any of its responsibilities, duties, or powers.

### 4. Committee Meetings, records, and reporting structure

- The committee will meet at least quarterly in each financial year.
- One meeting must consider the draft annual report prior to adoption of the annual report by Council
- Minutes of the committee be presented to the Council for its consideration
- Report to the Council at least twice a year on the effectiveness of internal controls, risk management and financial reporting, noting any recommendations for improvement.
- The committee will be attended by a representative of External Audit for one meeting each year

#### Role of Chair

The role of Chair is key to achieving committee effectiveness, to achieve this;

- The chair should meet with the GMCS before each meeting to discuss and agree the business for the meeting.
- The Chair should take ownership of, and have final say in, the decisions about what business will be pursued at any particular meeting.
- The Chair should ensure that after each meeting appropriate reports (minutes) are prepared from the Risk and Assurance Committee to the Council.
- Encourage good, open relationships between the Risk and Assurance Committee, CE, GMCS and internal and external auditors.

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### Committee Membership

- Independent Chair
- Her Worship the Mayor
- Deputy Mayor Gillett
- Councillor Baird
- Councillor Neale
- Kw Madgwick
- Kw Tumahai

The Committee Chair will usually be the spokesperson on matters of public interest within the committee's scope of work. Some issues may be of such public interest that it is more appropriate for the Mayor to be the spokesperson. On technical matters or where the status is still at the staff proposal level, senior staff may be the appropriate spokesperson. Where necessary and practical the Mayor, Committee Chair and senior staff will confer to determine the most appropriate course of action for advising the public.

The Committee shall record minutes of all its proceedings.