



**Independent Members  
Risk Management and Audit Committee  
Candidate Information Pack**

Applications must be lodged:

5.00pm Friday 11 August 2023 to

[darwin@darwin.nt.gov.au](mailto:darwin@darwin.nt.gov.au)

## **Notice to Interested Parties**

City of Darwin is seeking applications from highly skilled and qualified professionals to serve on its Risk Management and Audit Committee (“Committee”).

Due to current independent members reaching the end of their term, Council is looking to appoint three (3) independent pre-qualified members to the Committee.

All enquiries relating to this vacancy are to be directed to City of Darwin’s nominated Contact Person as listed below:

**Name:** Chris Kelly

**Title:** Executive Manager Corporate and Customer Service

**Phone:** 08 8930 0537

**Email:** [chris.kelly@darwin.nt.gov.au](mailto:chris.kelly@darwin.nt.gov.au)

## Background

The Risk Management and Audit Committee plays a pivotal role in providing City of Darwin with independent oversight, internal and external reporting, strategic risk management, internal and external audit and compliance governance. The Committee provides guidance for the internal audit function and ensures that City of Darwin achieves maximum value from risk management, internal controls, governance and external accountability responsibilities.

The Committee acts primarily as an advisory body to the Council and does not have the power or authority of the Council in dealing with the matters on which it advises, except where certain powers are specifically set out in the Committee Terms of Reference (attached) or are otherwise delegated by the Council.

In accordance with the *Local Government Act 2019* the Risk Management and Audit Committee has the following functions:

- to monitor and review the integrity of City of Darwin's financial management
- to monitor and review internal controls
- monitor the performance of City of Darwin's risk management framework, including strategic, operational and project risk assessments
- oversee the internal and external audit functions including development of audit programs, the conduct of audits by appropriately qualified personnel, the monitoring of audit recommendations and findings, management responses, and the implementation of actions
- monitor City of Darwin's fraud and corruption prevention, compliance and governance frameworks
- review quality of annual financial statements and other performance reporting documents (such as annual reports) prior to their adoption by the Council
- review management's responses to external audit recommendations and monitor implementation of the agreed recommendations
- meet with the external and internal auditors at least once each year to receive direct feedback about any key risk and compliance issues, and to provide feedback about the auditor's performance

The Committee consists of seven (7) members, four of which are independent external members, including the Chairperson, and three (3) Councillors. The Committee will meet at least four (4) times per year, with one of these meetings to include review and endorsement of the annual audited financial statements, external audit opinion and annual report. These meetings may be held face to face or electronically, depending on circumstances at that particular time.

Applicants must be able to commit to serve on the Committee for a two year term.

## **Term of Appointment and Remuneration**

The term of appointment for independent members will be two (2) years and members will be eligible for re-appointment at the end of their term.

City of Darwin remunerates a meeting fee of \$719 per meeting payable to the independent member to recognise the expertise and effort from the independent member.

## Evaluation and Selection

All applications will be assessed against the assessment criteria as set out below. Applications will be assessed by a formal panel and Council will appoint the successful applicants. The process shall be transparent and accountable, with a written report on the selection process, detailing the qualifications and experience of all eligible applicants for the positions of community member/s and chair.

Please include a copy of your CV and a 3 page (maximum) supporting statement summarising your skills, experience and qualifications as they align to the essential criteria as outlined below:

- you are a professional with proven governance, business or financial management experience and reporting knowledge
- qualifications in Business, Commerce, Accounting or other related disciplines
- previous service on an Audit, Finance, Risk Committee or similar type of committee
- knowledge of the local government sector
- monitor and review the integrity of financial management and monitor and review internal controls
- assess the risk management framework, including strategic, operational and project risk assessments
- oversee the internal and external audit functions including development of audit programs, the conduct of audits by appropriately qualified personnel, the monitoring of audit recommendations and findings, management responses, and the implementation of actions
- monitor fraud prevention, compliance and governance frameworks
- review quality of annual financial statements and other performance reporting documents (such as annual reports) prior to their adoption by the Council

Please submit applications to [darwin@darwin.nt.gov.au](mailto:darwin@darwin.nt.gov.au) by 5.00pm Friday 11 August 2023.

### Privacy Notice

City of Darwin will comply with the Information Privacy Principles contained in the Northern Territory Information Act. These principles protect the privacy of personal information collected and held by the Council. The Council's Privacy Policy explains how personal information is collected, used and stored. It also details how you can access your personal information. Council's privacy statement is available from the City of Darwin, Harry Chan Ave, Darwin or via the Council's website at [www.darwin.nt.gov.au](http://www.darwin.nt.gov.au)

# Risk Management and Audit Committee - Terms of Reference

## No. 1235.001.E.R

### 1 Purpose

The City of Darwin Risk Management and Audit Committee (Committee) is established in accordance with section 86 of the *Local Government Act 2019* (NT.) The purpose of the Committee is to provide independent assurance and assistance to the Council and the Chief Executive Officer in matters relating to the monitoring of the risk management framework, financial reporting processes, compliance, performance of auditors and the audit program.

### 2 Scope

In relation to the monitoring of the risk management framework, financial reporting processes, compliance, performance of auditors and the audit program, the Committee will:

- consider officers reports and provide recommendations to the Council as required, and
- provide a forum to enable matters to be reviewed and discussed.

### 3 Authority / delegation

The Risk Management and Audit Committee is subject to the control and direction by the Council.

The Risk Management and Audit Committee does not have any delegation to make decisions. The Committee is able to put recommendations to Council for endorsement, and then may be responsible for completing the action determined by Council resolution.

The Committee is authorised to:

- obtain any information it requires from any member of staff and/or external party
- discuss any matters with internal and/or external auditors, or other external parties
- request, via the Chief Executive Officer, the attendance of any member of staff at Committee meetings, and
- request external legal or other professional advice, as considered necessary to meet its responsibilities.

## 4 Functions

In accordance with Section 87 of the *Local Government Act 2019* (NT) the Risk Management and Audit Committee has the following functions:

- 1 To monitor and review the integrity of the council's financial management
- 2 To monitor and review internal controls
- 3 To make recommendations to council about any matters the committee considers require the council's consideration as a result of the committee's functions outlined in (1) and (2).

Further, the City of Darwin Risk Management and Audit Committee will undertake the following key responsibilities and functions:

- monitor the performance of City of Darwin's risk management framework, including strategic, operational and project risk assessments
- oversee the internal and external audit functions including development of audit programs, the conduct of audits by appropriately qualified personnel, the monitoring of audit recommendations and findings, management responses, and the implementation of actions
- monitor City of Darwin's fraud and corruption prevention, compliance and governance frameworks
- review quality of annual financial statements and other performance reporting documents (such as annual reports) prior to their adoption by the Council
- review management's responses to external audit recommendations and monitor implementation of the agreed recommendations, and
- meet with the external and internal auditors at least once each year to receive direct feedback about any key risk and compliance issues, and to provide feedback about the auditor's performance.

## 5 Membership

### 5.1 Chair

The Chair of the Risk Management and Audit Committee will be an Independent Chair appointed by Council.

The Chair will be appointed from the community membership of the Committee in accordance with section 86(4) of *the Local Government Act 2019* (NT) for a term of no greater than two years.

In addition to the duties and responsibilities as a committee member, the Chair shall:

- provide leadership and direction to the Risk Management and Audit Committee including overseeing meeting procedure at the meeting
- ensure effective communication between the Committee, Chief Executive Officer management, External Audit, Internal Audit, and
- ensure the independence and objectivity of the committee functions are maintained.

## 5.2 Members

Membership of the Committee will be appointed by Council resolution pursuant to section 86(2) of the *Local Government Act 2019* (NT.)

The Committee will comprise seven (7) members:

- three (3) Council Members
- four (4) Community Members
- at least one (1) of whom should be either a Certified Practising Accountant or a Chartered Accountant
- at least one (1) be qualified or have significant business experience in the field of risk management
- The Committee shall appoint a Deputy Chair for the purposes of chairing a meeting if the Chair is not present or at a meeting as required.
- Preference will be given to local representation; however, the Council may appoint members from outside the Darwin local government area to ensure appropriate expertise.
- The Chief Executive Officer or delegate will attend all meetings.

The Lord Mayor may attend as ex-officio.

## 6 Meetings

The Risk Management and Audit Committee will adhere to the requirements for meetings as outlined in the *Local Government Act 2019* (NT), *Local Government (General) Regulations 2021* and 0043.100.E.R - City of Darwin Meetings Policy.

### 6.1 Frequency of meeting and location

Subject to direction by Council, the Committee will set its meeting schedule for the calendar year at the last meeting of the year prior.

The Committee will meet a minimum of four (4) times per year at times and dates set by the committee.

Special meetings can be convened by the Chief Executive Officer on the request of the Chair, or a majority of Committee members. The Chief Executive Officer will then issue a Notice of Meeting with the time, date and location of the meeting, and the items to be discussed at the special meeting.

### 6.2 Voting

A quorum will be half of the Committee's membership plus one (1), which is currently four (4.)

A resolution of the Committee will be passed by a majority vote. A majority vote is half plus one (1) of the members present at the meeting.

The Chair must exercise, in the event of an equal number of votes, a second or casting vote.

Version:	Decision Number:	Adoption Date:	Next Review Date:
2	ORD207/23	11 July 2023	11 July 2025

Responsible Officer: Chief Executive Officer

*Electronic version current. Uncontrolled copy valid only at time of printing.*

### 6.3 Secretariat

City of Darwin will provide secretarial services to the Committee. This includes assisting the CEO to ensure:

- the business papers are distributed three business days prior to a meeting and posted on the website, and
- proper minutes are kept and ensure they are tabled at the next meeting of Council.

## 7 Code of conduct

All members are accountable to the *Local Government Act 2019* (NT), Code of Conduct, Schedule 1. This includes the requirement to declare gifts and/or benefit.

## 8 Conflict of interest

On appointment to a committee, all members must identify if there are any conflicts of interest in performing their role on the committee.

Conflicts of Interest must also be identified at any meeting in which a member has a conflict of interest on a matter.

## 9 Review and performance evaluation

### 9.1 Terms of reference

The Terms of Reference will be reviewed every two years by the Committee and formally approved by Council.

### 9.2 Performance evaluation

The Chief Executive Officer will initiate a review of the performance of the Committee at least once every two (2) years. The review will be on an internal assessment basis with appropriate input from the Council, Chief Executive Officer and senior staff, internal and external auditors, and any other relevant stakeholders.

## 10 Responsibility / application

All members of the Committee will be asked to sign the Terms of Reference as part of their induction to the Committee, to ensure they are aware of their responsibilities under the *Local Government Act 2019* (NT) as member of a Council appointed committee.

These Terms of Reference were adopted by Council on 11 July 2023.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_