



## RISK AND AUDIT COMMITTEE CHARTER

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### 1 - Establishment

The Board has resolved to establish a Risk and Audit Committee ("Committee") as a sub-committee of the Board, and has approved this Charter which will govern the operations of the Committee. The Charter will be reviewed at the same time as those of the other Board sub-committees.

### 2 - Membership

The Committee should have at least five members with membership of the Committee appointed by the Board. Membership as required by the Menzies Act:

- i. Chairperson;
- ii. The Director;
- iii. Deputy Chair of the Board plus one other Board member;
- iv. Two or more Independent members.

Independent members will be appointed for a period of two years, renewable. The Committee Chair, who may not be the Chair of the Board, is appointed by the Board for a two year, renewable term. Members will have finance, accounting, risk management and/or auditing experience, and at least one member will have formal accounting qualifications.

### 3 - Other Attendees

The Charles Darwin University's Director of Strategic Services and Governance is an ex officio member.

Members of Senior Management may be invited by the Committee to be present for all or part of the meetings of the Committee.

Board members are to receive notification of Committee meetings so that they may attend if they wish. In addition to attending any Committee meeting, all board members may speak at Committee meetings but, unless they are a member that Committee, they may not vote at the meetings.

Representatives of the external auditor and internal auditor will be invited to attend each meeting of the Committee and at least once a year the Committee shall meet with the external auditors and separately with the internal auditors.

#### **4 - Quorum required for meetings**

A quorum will consist of 2 members plus one Independent member. At least one of those members is to have financial and accounting experience.

#### **5 - Meetings and Minutes**

The Chief Operating Officer will provide secretariat services to the Committee. The Secretary is not a member of the Committee.

The Committee Chair is required to call a meeting of the Committee if requested to do so by any member of the Committee, the Director, the Board Chair, the internal auditor or the external auditor.

The secretary will draw up an agenda in conjunction with the Chair. The papers will be circulated at least one week prior to each meeting, to the members of the Committee. External and internal auditors may be requested to contribute to the agenda and have the right to attend or be represented at meetings.

Meetings should be held at least twice a year, or more as required by the Committee, the Board or the Menzies Act.

Committee meetings may be held either in person or by using such technology as appropriate.

Minutes of each Committee meeting shall record the decisions of the Committee and shall be:-

- i. referred by the Secretary to the Chair of the Committee for finalisation of content,
- ii. confirmed as a true and correct record of proceedings at the next Committee meeting,
- iii. provided to the Board for information, discussion and acknowledgement of receipt, and
- iv. retained for future reference.

#### **6 - Authority**

The Committee is authorised to:

- i. investigate any activity within its Charter;
- ii. to seek any information it requires from any employees and all employees are directed to cooperate with any request made by the Committee;
- iii. After first informing the Chairman of the Board, obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary; and
- iv. to have access to Management and auditors (external and internal) with or without Management present and has the right to seek explanations and additional information.

#### **7 - Role of the Committee**

The Committee established under this Charter shall consider any matter relating to the financial reporting, internal control structure (including Internal Audit), internal risk management systems and external audit function of Menzies and any of its controlled entities.

#### **8 - Responsibilities of the Committee**

The duties of the Committee are to undertake the following and, to report to the Board on its findings:

#### Risk Management

- i. Monitor Menzies' risk register, risk management system and progress in implementing risk management strategies as part of a continuous improvement regime.
- ii. monitor controls in place to ensure awareness of, and compliance with, risk mitigation strategies , legislative and other requirements

#### Internal audit

- i. Recommend to the Board an internal audit program in conjunction with the internal auditor, taking into account the Menzies' risk register.
- ii. To recommend to the Board the appointment of the internal auditor, if the auditor is not the same as that appointed by the controlling entity.
- iii. Regularly review Menzies internal audit program.
- iv. Monitor progress in implementing the recommendations of the internal audit as part of a continuous improvement regime.

#### External audit

- i. To confirm that the Northern Territory Auditor General is engaged annually;
- ii. Each year, to review the appointment of the Auditor General, their independence, performance, the audit fee, and any questions as deemed appropriate;
- iii. Where the Auditor General provides non-audit services, to determine whether the Committee is satisfied that the provision of those services has not compromised the auditor's independence;
- iv. To discuss with the Auditor General and internal auditor before the audit commences the nature and scope of the audit, and to ensure coordination between the internal and external auditor;
- v. To meet privately with the external auditor on at least an annual basis;
- vi. To determine that no Management restrictions are being placed upon the external auditor;
- vii. To discuss problems and reservations arising from the interim and final audits, and any matters the auditors may wish to discuss (in the absence of Management where necessary);
- viii. To review the Auditor General's Management letters and Management's response;
- ix. Monitor progress in communicating and implementing the recommendations of the external audit as part of a continuous improvement regime.

### **9 - Accounting Practices and External Reporting**

#### Financial Statements

To review the audited annual financial statements and any reports which accompany published financial statements before submission to the Board, recommending their approval, focusing particularly on:

- i. any changes in accounting policies and practices;
- ii. major judgmental areas;

- iii. significant adjustments, accounting and financial reporting issues resulting from the internal and external audit;
- iv. compliance with accounting policies and standards; and
- v. compliance with legal requirements.

#### Independence

To review the evaluation by Management of factors related to the independence of the Menzies Executive, and to assist them in the preservation of such independence.

#### Related Party Transactions

To monitor and review the propriety of any related party transactions.

### **10 - Communication**

- i. Providing, through regular meetings, a forum for communication between the Board, senior financial management staff involved in internal control procedures and the external auditors.
- ii. Enhancing the credibility and objectivity of financial reports with other interested parties, including creditors, key stakeholders and the general public.
- iii. Oversee procedures for complaints and reports relating to the organisation's activities and ensuring a mechanism for the confidential treatment of such complaints and reports including the ability to submit them anonymously.

### **11 - Assessing the Audit and Risk Committee's Performance**

The Committee should be subject to a review annually, including the completion of a self-assessment program. The reviews shall include, but not limited to, the following:

- i. Obtaining feedback on the Committee's performance and operations from key people such as the external auditor, the internal auditor, and senior financial and other management staff;
- ii. Obtaining feedback from the Menzies Board on the effectiveness of the Committee;
- iii. Assessing the performance of the Committee against its terms of reference;
- iv. Assessing the contribution of individual Committee members (review to be completed by the Committee's Chair) for discussion with the Chair of the Board.

### **12 - Other**

The Committee will:

- i. Instigate and oversee any special investigations they consider appropriate to protect the assets or the integrity of Menzies;
- ii. receive reports and guidance from the Finance Committee;
- iii. Oversee Menzies' system for monitoring compliance with laws and regulations, and obtain regular updates from management regarding compliance matters. Consider the findings of any audits or reviews conducted by regulatory agencies, funding bodies or other such organisations.
- iv. Approve reimbursements to board members for such reasonable travelling,

accommodation and other expenses as the board member may incur when travelling to or from meetings of the board or a Committee or when otherwise engaged on Menzies activities.

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