**INFORMATION PACK AND APPLICATION**

**INDEPENDENT MEMBER OF COUNCIL’S**

**AUDIT, RISK AND IMPROVEMENT COMMITTEE**

**March 2024**

**1. Background**

City of Ryde is committed to open and transparent governance that satisfies the community expectations and best practice standards. As part of the overall governance framework Council’s Audit, Risk and Improvement Committee is made up of both elected Councillors and independent members. This is in line with the existing Office of Local Government (OLG) guidelines on Audit, Risk & Improvement Committees.

Through this Expression of Interest (EOI) process, Council is seeking to appoint a person with appropriate skills for the role of an independent member of the Audit, Risk and Improvement Committee. This appointment is for an interim period until September 2024, due to the new legislative and regulatory changes which come into effect from 1 July 2024 (with the possibility of extension).

**2. Role of the Committee**

The key role of the Committee is to provide independent assurance and assistance to Council in a number of areas including;

* Compliance
* Risk Management
* Fraud control
* Governance
* Financial management
* Service reviews
* Policy development and review
* Collection of Performance Measurement data by council
* Any other matters prescribed by legislation.
* Provide information to Council for the purpose of improving council’s performance of its functions.
* Administrative and attendance duties associated with running the Committee.

The Audit, Risk and Improvement Committee will provide an oversight function in the following key areas:

* Risk management.
* Regulatory compliance;
* Review the scope of work, performance and independence of both Internal and External Auditors;
* Determine scope of budgetary limitations that may impede an Internal Auditor’s ability to function properly;
* Financial performance and the financial reporting process;
* Matters of accountability and internal control affecting the operations and management of risk in the council;
* Review implementation of Annual Internal Audit Plan and implementation of Audit recommendations.

**3. How the Committee will operate**

The Audit, Risk and Improvement Committee will operate in accordance with best practice principles and the Terms of Reference of the Audit, Risk and Improvement Committee.

The following paragraphs provide information to be considered in applying for this role.

**3.1 Membership of the Committee**

The membership of the Audit, Risk and Improvement Committee is currently comprised of the following:

1. Two (2) elected Councillors and three (3) independent members.
2. Council’s Manager Business Assurance and Governance, Internal Auditor and the Chief Executive Officer (CEO) will attend the Committee meetings. Council’s External Auditors and other Council officers will also be invited to attend as independent advisors or to participate in certain agenda items.

**3.2 Duties of the Member**

The duties of the member will be in accordance with the Terms of Reference of the Audit, Risk and Improvement Committee and include:

1. Attend and actively participate in meetings of the Audit, Risk and Improvement Committee. This will include working collaboratively with other members in achieving the aims of the Committee;
2. Understand the relevant legislative and regulatory requirements appropriate to City of Ryde and provide strategic advice;
3. Contribute the time needed to review and understand the papers provided and suggest ideas relevant to items on the meeting agenda;
4. Provide well considered advice and recommendations to Council, based on objective analysis of facts that are relevant to the agenda items being considered;
5. Action and follow up tasks established by the Committee.

**3.3 Appointment of Committee Independent Member and duration of appointment**

The Independent Audit, Risk and Improvement Committee member will be appointed by a resolution of Council following an Expression of Interest and/or Interview process. Terms of appointment will be in accordance with the Audit, Risk and Improvement Committee Terms of Reference which include the following conditions:

1. Under the existing Terms of Reference, all appointments of independent member are to be for a term of up to four years. Council may set the initial period of a member’s appointment to less than 4 years to allow the staggering of appointments and allow for the continuity and transfer of corporate knowledge. This will be at Council’s discretion. (due to the new legislative and regulatory changes which come into effect from 1 July 2024, this may vary).
2. This may be subject to any changes required by the OLG when they issue their Risk Management & Internal Audit Guidelines for NSW Local Councils and associated Terms of Reference.
3. All appointments are to be made by Council based upon demonstrated ability to meet the selection criteria.

Any conflict of interest that an applicant identifies will be evaluated with respect as to whether it is manageable. If the risks presented by a conflict cannot, in the opinion of Council, be mitigated, the application will not be considered.

**3.4 Eligibility Criteria**

The following are non-negotiable criteria that an applicant must meet for their application to be considered:

* Applicant must be an Australian Citizen or a Permanent Resident.

**3.5 Selection Criteria**

Please refer to the EOI advertisement on City of Ryde Careers page website.

**3.6 Committee Meetings**

1. It is proposed that the Committee will meet on a quarterly basis with one of these meetings to include review and endorsement of the annual audited financial reports and external audit opinion. In total, there are four to five meetings in a year and an informal meeting to review the Financial Statements;
2. A typical meeting will run for up to 3 hours and preparation will involve review and critical analysis of papers;
3. The Chairperson may convene meetings as required and in accordance with the Audit, Risk and Improvement Committee Charter;
4. Currently, Council’s ARIC meetings are held in a hybrid environment which includes in person meetings held at 1A Pope Street, Ryde and online via MS Teams.

**3.7 Reporting and Accountability**

1. The Committee shall report to City of Ryde’s Council;
2. The Committee’s role is to review and provide advice and recommendations to Council.

A nominated Council secretariat will keep minutes of meetings, which must include the following: attendance, apologies, and declarations of interest, delegations of authority and all decisions taken.

**3.8 Assessment of Committee Performance**

The Chairperson will initiate a review of the performance of the Committee every twelve months. This review will consider the overall performance of the Committee. The review will be conducted on the following basis:

* + Self-assessment by the Committee.
  + An assessment by stakeholders with input sought from the Council, the Chief Executive Officer, the Manager Business Assurance and Governance and the Internal Auditor.

The assessment will be conducted utilising a standard evaluation format.

The assessment of the performance of the Audit, Risk and Improvement Committee will form part of the chairperson’s report on the ARIC activities which is prepared on an annual basis.

**3.9 Governance Considerations**

1. Committee members must keep all discussions during meetings in confidence.
2. Committee members must declare a conflict of interest (actual, perceived or potential) with any item on the agenda at the commencement of the meeting.
3. 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.

**3.10 Termination of Committee Membership**

Committee membership can be terminated in accordance with the adopted Audit, Risk and Improvement Committee Terms of Reference which may include the following conditions:

1. the term of the appointment of the member expires; or
2. the member resigns in writing to the Mayor; or Chief Executive Officer.
3. the member is removed by a resolution of Council; or
4. The member misses two consecutive meetings without providing an apology;
5. The member does not comply with Council’s Code of Conduct.

**3.11 Council’s Code of Conduct**

The Member must always abide by Council’s Code of Conduct and relevant policies.

Council’s Media Policy and social media Policy must always be complied with. Copies of the Code of Conduct and Media Policies will be made available to committee member on induction. Induction may be provided in person, via video conference or via e-learning.

**3.12 Induction and Training**

At the beginning of the Audit, Risk and Improvement Committee term, the Committee member will participate in an induction and training session via video conference or via e-learning.

**3.13 Remuneration for Independent Committee Member**

Audit, Risk and Improvement Committee meetings are anticipated to be up to 3 hours in length dependent upon the issues to be discussed at the time of the meeting. There will also be an amount of pre-reading required prior to attending Audit, Risk and Improvement Committee meetings.

**Remuneration for meetings:**

Council nominated remuneration for independent member of the Audit, Risk and Improvement Committee is approximately $1,500 per meeting (excluding GST) per meeting. This rate is inclusive of time spent on preparation for the meeting and travel. This rate will be negotiated with the successful applicant depending on skills and experience.

Reasonable expenses will be considered with prior approval from either the Chief Executive Officer or Manager Business Assurance and Governance.

**4.0 EOI Submission**

Council invites interested members from the community to submit an Expression of Interest to Council by in accordance with the advertised expression of interest and lodged online via the City of Ryde Career’s page on its website. Interested parties should address the selection criteria stated and complete an online application form as advertised.

All enquiries or requests for information should be directed to Mr Graham Humphreys, on telephone (02) 9952 8116 or e-mail: [**GrahamH@ryde.nsw.gov.au**](mailto:GrahamH@ryde.nsw.gov.au)

**4.1 Submission Requirements**

1. To submit your Expression of Interest, please go to our website at

[www.ryde.nsw.gov.au](http://www.ryde.nsw.gov.au) and apply online.