

Torres Strait Regional Authority

Audit Committee Charter

As approved by the Torres Strait Regional Authority Board

Meeting 144 – 9 June 2023

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Torres Strait Regional Authority Audit Committee

1. Background

1.1. The Torres Strait Regional Authority (TSRA) Board (the Board) has established an Audit Committee in compliance with:

- Section 45 of the *Public Governance, Performance and Accountability Act 2013* (PGPA Act)
- *Public Governance, Performance and Accountability Rule 2014* (PGPA Rules), and
- Section 17 *Audit Committees for Commonwealth Entities*.

Legislation	Details pertaining to the Audit Committee
The Public Governance, Performance and Accountability Act (PGPA Act)	Section 45 – Audit Committees and Commonwealth entities (1) The accountable authority of a Commonwealth entity must ensure that the entity has an audit committee. (2) The committee must be constituted, and perform the functions, in accordance with any requirement prescribed by the rules.
The Public Governance, Performance and Accountability Rule (PGPA Rule) Section 17 – Audit committee for Commonwealth entities <i>Made under S45(2) of the PGPA Act</i>	Functions of the Audit Committee (1) The accountable authority of a Commonwealth entity must, by written charter, determine the functions of the audit committee that is established for the entity as required by subsection 45(1) of the Act. (2) The functions must include reviewing the appropriateness of the accountable authority's: (a) financial reporting; and (b) performance reporting; and (c) system of risk oversight and management; and (d) system of internal control; for the entity. Membership of the audit committee (3) The audit committee must consist of at least 3 persons who have appropriate qualifications, knowledge, skills or experience to assist the committee perform its functions. (4AA) If the entity is a corporate Commonwealth entity, all of the members of the audit committee must be persons who are not employees of the entity. (4A) However, a person employed or engaged primarily for the purpose of being a member of the audit committee is to be treated, for the purpose of subsection (4AA) as not being an official or employee of the entity. (5) Despite subsection (4A), the following persons must not be a member of the audit committee: (a) The accountable authority or, if the accountable authority has more than one member, the head (however

	described) of the accountable authority; (b) The Chief Financial Officer (however described) of the entity; (c) The Chief Executive Officer (however described) of the entity.
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1.2. The Committee is a sub-committee of the TSRA Board established to assist the Board discharge its responsibilities under:

- the *Aboriginal and Torres Strait Islanders Act 2005*, and
- the PGPA Act in respect of providing independent assurance on TSRA's:
 - financial and performance reporting responsibilities;
 - risk oversight and management;
 - system of internal control; and
 - compliance with relevant laws and policies.

This Charter sets out the TSRA Audit Committee's (the Committee) authority, responsibilities, composition and tenure, roles and responsibilities, reporting and administrative arrangements.

2. Authority

2.1. The Board authorises the Committee, within its responsibilities, to:

- 2.1.1. obtain any information it requires from any employee, official or external party (subject to any legal obligation to protect information);
- 2.1.2. discuss any matters with the external auditor, or other external parties (subject to confidentiality considerations);
- 2.1.3. request the attendance of a Board Member or any employee, including the Chairperson and Chief Executive Officer, at committee meetings; and
- 2.1.4. obtain external legal or other professional advice, as considered necessary to meet its responsibilities, all at TSRA's expense.

3. Audit Committee Member responsibilities

3.1. Members of the Committee are required to, at all times:

- 3.1.1. be directly responsible and accountable to the Board for the exercise of its responsibilities;
- 3.1.2. recognise that primary responsibility for the management of TSRA rests with the Chief Executive Officer;
- 3.1.3. understand and observe the legal requirements of the PGPA Act and the PGPA Rules;
- 3.1.4. act in the best interests of the TSRA as a whole;
- 3.1.5. apply good analytical skills, objectivity and good judgment;
- 3.1.6. express opinions constructively and openly, raise issues that relate to the Committee's responsibilities and pursue independent lines of enquiry;
- 3.1.7. contribute the time required to meet their responsibilities;

- 3.1.8. engage with management in a constructive and professional manner in discharging its advisory responsibilities and formulating its advice to the Board;
- 3.1.9. not use or disclose information obtained by the Committee except in meeting the committee's responsibilities, or unless expressly agreed by the Board; and
- 3.1.10. Ensure the Functions (see Section 4 below) of the Audit Committee are appropriate and working effectively.

4. Functions

The Committee has no executive powers, unless delegated to it by the Board. The Committee is not responsible for the executive management of these functions. The Committee will be assisted by the CEO and Executive Management as well the TSRA's internal audit function which will be responsible for delivering an internal audit programme in line with the Audit Committee's guidance.

The responsibilities of the Committee may be revised or expanded in consultation with, or as requested by, the Board from time to time.

The Committee's Functions are:

4.1. Financial reporting

PGPA Act - An accountable authority must:

SS 15 (a) – govern the entity in a way that promotes the proper use and management of public resources

SS 15 (c) – promotes the financial statements of the entity

SS 41 (1) – cause accounts and records to be kept that properly detail and explain the entity's transactions and financial position

SS 41 (2) – ensure that the accounts and records are kept in a way that complies with any requirements prescribed by the rules

S 42 – enable the preparation of the annual financial statements

S 42 (1) – prepare, as soon as practicable after the end of the reporting period, annual financial statements of the entity that comply with the accounting standards and any other requirements prescribed by the rules

S 42 (2) – present fairly the entity's financial position, financial performance and cash flows

S 43 - allow those financial statements to be conveniently and properly audited

PGPA (Financial Reporting) Rule 2015 – An accountable authority provide signed certification stating the following:

SS 10 (a) – whether the annual financial statements comply with subsection 42 (2) of the PGPA Act

SS 10 (b) to 10 (g) – whether the financial statements, in its view, have been prepared on the basis of properly maintained financial records as per SS 41 (2) of the PGPA Act.

SS 18 (4) – information not reported in the annual financial statements but required for Government consolidated financial accounts must be made available to the Department of Finance at the time and in the format required.

The Committee's Financial Reporting Functions are:

- 4.1.1. review the financial statements and provide advice to the Board; (including whether appropriate action has been taken in response to audit recommendations and adjustments to the draft financial statements), and recommend their signing by the Board; In particular, the Committee will:

- 4.1.1.1. assess the TSRA's compliance with accounting standards, including an assessment of the appropriateness of accounting policies and disclosures;
- 4.1.1.2. assess areas of significant judgment and financial statement balances that require estimation;
- 4.1.1.3. assess any significant changes to accounting policies and practices;
- 4.1.1.4. review significant or unusual transactions not covered by 4.1.1.2 or 4.1.1.3 above; and
- 4.1.1.5. assess whether appropriate management action has been taken in response to any issues raised by external audit, including financial statement adjustments or revised disclosures.
- 4.1.2. satisfy itself that the financial statements are supported by appropriate management signoff on the statements and on the adequacy of key internal controls;
- 4.1.3. review the processes in place designed to ensure that financial information included in the TSRA's annual report is consistent with the signed financial statements;
- 4.1.4. monitor the standard of the financial information provided to the Board.
- 4.1.5. review the proposed reporting of TSRA's performance to ensure that the information is consistent with TSRA's reported financial information;
- 4.1.6. discuss with the external auditors the auditor's judgments about the adequacy of the TSRA's accounting policies and the quality of the TSRA's processes for the preparation of the TSRA's financial statements; and

4.2. Performance reporting

PGPA Act – An accountable authority must:

SS 15 (1) (b) – govern the entity in a way that promotes the achievement of the purposes of the entity

SS 35 (1) – prepare a corporate plan for the entity at least once each reporting period

SS 37 (1) – cause records to be kept that properly detail and explain the entity's performance in achieving its purposes

SS 37 (2) – enable the preparation of annual performance statements

SS 38 (1) & (2) – measure and assess the performance of the entity in achieving its purposes in compliance with the PGPA Rule

SS 39 (2) (a) – prepare annual performance statements that provide information about the entity's performance in achieving its purposes

PGPA Rule – An accountable authority must:

S 16 E – produce a corporate plan for the entity that includes – the purposes of the entity, its key activities, the operating context and details of how the performance of the entity in achieving its purposes will be measured and assessed

S 16 F – produce an annual performance statement that sets out the results of the measurement and assessment outlined in the corporate plan and any related budget statements

The Committee's Performance Reporting Functions are:

- 4.2.1. consider any issues relating to the TSRA's performance that the Committee considers warrant review, or are referred to the Committee by the Board;
- 4.2.2. monitor the standard of non-financial performance information provided to the Board;
- 4.2.3. review the TSRA's systems and procedures for assessing and reporting the achievement of the TSRA's performance. Specifically, the Committee will:
 - 4.2.3.1. provide an annual update on the TSRA's performance reporting framework;
 - 4.2.3.2. provide advice annually about processes for developing the performance statement;
 - 4.2.3.3. review the draft TSRA performance statement at the financial statements meeting; and
 - 4.2.3.4. cause to be undertaken, a biennial review/audit of the TSRA's assurance mechanisms as they relate to the performance framework. This would be measured against the points set out in the Quick Reference Guide RMG 131 – Developing Good Performance Information.

In particular, the Committee will satisfy itself that the TSRA's:

- 4.2.4. Portfolio Budget Statements and Corporate Plan include details of how the TSRA's performance will be measured and assessed;

4.3. Risk oversight and management

PGPA Act – An accountable authority must:

SS 16 (a) – establish and maintain an appropriate system of risk oversight and management for the entity

PGPA Rule – An accountable authority must:

S 10 – take all reasonable measures to prevent, detect and deal with fraud relating to the entity

The Committee's Risk Oversight and Management Functions are:

- 4.3.1. assess whether management has in place a current and comprehensive risk management framework and associated procedures for effective identification and management of the TSRA's financial and business risks, including fraud; and endorse the Risk Management Framework;
- 4.3.2. determine whether a sound and effective approach has been followed in managing the TSRA's major risks including those associated with individual projects, programme implementation and activities.;
- 4.3.3. satisfy itself that management has assessed the impact of TSRA's enterprise risk management framework on the TSRA's control environment;
- 4.3.4. monitor the adequacy of insurance cover for the TSRA;
- 4.3.5. monitor reports on fraud from the TSRA's management that outline any significant or systemic allegations of fraud, the status of any ongoing investigations and any changes to identified fraud risk in the TSRA;
- 4.3.6. at least annually, commission and endorse an entity-wide assurance map that identifies the TSRA's key assurance arrangements; and

- 4.3.7. Program Managers and the Portfolio Member responsible for that Program to present a report on general risks in their program/s on a rotating basis to cover all programs over the course of any year.

4.4. Internal control

Accountable authorities must ensure compliance with:

- The entity's enabling legislation (Aboriginal and Torres Strait Act (2005) ATSI Act)
- Employment legislation (*Public Service Act 1999, Work Health and Safety Act 2011*)
- Freedom of Information requirements
- Privacy Act 1988

PGPA Act – An accountable authority must:

- SS 15 (a) – govern the entity in a way that promotes the proper use and management of public resources
- SS 16 (b) – establish and maintain an appropriate system of internal control
- S 16 – implement measures directed at ensuring that officials of the entity comply with the finance law
- S 20A (1) – an accountable authority may, by written instrument, give an instruction to an official in respect to any matter relating to the finance law

The Committee's Internal Control Functions are:

- 4.4.1. assess whether management has in place comprehensive and relevant policies and procedures designed to maintain an effective internal control framework, including over external parties such as contractors and advisors;
- 4.4.2. determine whether management has in place relevant policies and procedures, including Accountable Authority Instructions or their equivalent, and that these are periodically reviewed and updated;
- 4.4.3. assess the adequacy of the TSRA's information security infrastructure;
- 4.4.4. assess whether appropriate policies and supporting procedures are in place for the management and exercise of delegations;
- 4.4.5. determine whether a sound and effective approach has been followed in establishing the TSRA's business continuity planning arrangements, including whether business continuity and disaster recovery plans are periodically updated and tested;
- 4.4.6. consider how management identifies any required changes to the design or implementation of internal controls; and
- 4.4.7. assess whether management has taken steps to embed a culture that promotes the proper use of Commonwealth resources and which is committed to ethical and lawful behaviour.

4.5. Legislative and policy compliance

- 4.5.1. review the effectiveness of the system for monitoring the TSRA's compliance with those laws, regulations and associated government policies that the entity must comply with;

4.6. Internal Audit

- 4.6.1. act as a forum for communication between the Board, senior management and internal and external audit;
- 4.6.2. review the proposed internal audit coverage, ensure the coverage is aligned with the TSRA's key risks; and endorse the Strategic Internal Audit Plan (to the Board) and internal audit budget (to the CEO);
- 4.6.3. advise the Chief Executive Officer on the adequacy of internal audit resources to carry out its responsibilities, including completion of the approved (by the Board) internal audit work plan;
- 4.6.4. review the coordination of the audit programmes conducted by internal audit and other review functions;
- 4.6.5. review all audit reports and provide advice to the Board on significant issues identified in audit reports and recommend action on issues raised, including identification and dissemination of good practice;
- 4.6.6. monitor management's implementation of internal audit recommendations;
- 4.6.7. periodically review and endorse the internal audit charter to the Board to ensure appropriate organisational structures, authority, access and reporting arrangements are in place;
- 4.6.8. at least once each year, assess the performance of Internal Audit;
- 4.6.9. provide advice to the Chief Executive Officer and the Board on the appointment of the Head of Internal Audit (in the case of an in-house internal audit function) and/or recommend to the Chief Executive Officer and the Board the appointment of the internal auditor where outsourced or co-sourced; and
- 4.6.10. meet separately, as required with the Head of Internal Audit (but not less than once per year) and obtain an annual report from the Head of Internal Audit on the overall state of the TSRA's internal controls.

4.7. External Audit

- 4.7.1. The committee will engage with the ANAO, as the TSRA's external auditor, in relation to the ANAO's financial statement and performance audit coverage. In particular, the committee will meet privately with the ANAO at least once per year.

4.8. Governance arrangement

- 4.8.1. periodically review the TSRA's governance arrangements or elements of the arrangements as determined by the Board and suggest improvements, where appropriate, to the Board.

4.9. Other Responsibilities

- 4.9.1. satisfy itself that the TSRA has appropriate mechanisms in place to review and implement, where appropriate, relevant parliamentary committee reports and external reviews of the TSRA and recommendations arising from these reports and reviews.

5. Membership and tenure

5.1. Member appointment by the Board

- 5.1.1. The Audit Committee comprises five members appointed by the Board.
- 5.1.2. One of the Committee members, who will also be the Chairperson, shall be an independent person selected externally. This external independent member of the Committee will have accounting or related financial management experience with expertise in accounting and auditing standards in a public sector environment. The other four members, taken collectively, will have a broad range of skills and experience relevant to the operations of the TSRA and shall be drawn from the Board.

5.2. Committee Chair appointment

- 5.2.1. The Board will appoint the Chairperson of the Committee, who will be the independent Audit Committee member.

5.3. Alternate Member appointment by the Board

- 5.3.1. The Chairperson of the TSRA Board may appoint any other person, excluding the Chairperson of the Board or a member of the Administration, as an alternate member of the Committee. This person would be available to act for any member of the Committee if that member is unavailable for any reason to attend a particular meeting. When attending such a meeting the alternate member would have all rights and duties of an ordinary member of the Committee and would be counted for the purpose of establishing a quorum of the Committee.

5.4. Appointment by the Committee

- 5.4.1. The Committee is authorised to appoint a Deputy Chairperson who will act as the Chairperson in the absence of the Chairperson.

5.5. Tenure

- 5.5.1. Three Board members will be appointed for a period which aligns with the term of the Board.
- 5.5.2. A fourth Board member will be appointed for one year, commencing on 1 October on a rotating basis with a new member being appointed at the discretion of the Board on an annual basis. The Board, on the recommendation of the Committee may extend the fourth member. The objective of the inclusion of a 'rotating' member is to provide capacity building opportunities to a larger number of Board members throughout the term of the Committee.
- 5.5.3. There are no minimum or maximum terms for committee members mandated by the PGPA Act (See Section 2.5 of *RMG 202: A guide for corporate Commonwealth entities on the role of audit committees*).
- 5.5.4. An independent person, who is appointed by the Board (see section 5.2 above) will be the Chair of the Audit Committee. For any audit committee member (including the Chairperson) the frequency of rotation would need to be balanced against the time it takes to develop experience and knowledge of the entity's operations and to develop productive relationships with the entity's officials and other audit committee members.

5.6. Observers at Meetings

- 5.6.1. With the prior approval of the TSRA Chairperson, any TSRA Board Member may attend Committee meetings and when they elect to do so will be provided with access to Committee papers.
- 5.6.2. The Chief Executive Officer, Corporate Services Manager and Chief Financial Officer and the Head of Internal Audit cannot be members of the Committee, but may attend meetings as observers as determined by the Chairperson of the Audit Committee.
- 5.6.3. A representative of the Australian National Audit Office will be invited to attend all meetings of the Committee, as observer.

5.7. Induction

- 5.7.1. The Committee will adopt and maintain a programme of induction, training and awareness-raising for its members, with the objective of enabling the Committee to keep abreast of contemporary developments and leading practices in relation to its functions.

6. Annual Work Plan

- 6.1. The Committee will prepare a detailed work plan that outlines the activities to be undertaken to achieve the committee's functions that will be provided to the Board for information.
- 6.2. The Committee will develop a forward meeting schedule that includes the dates, location and proposed agenda items for each meeting for the forthcoming year, that cover all the responsibilities outlined in this charter.

7. Sub-Committees

- 7.1. The Committee may establish one or more sub-committee(s) to assist the full Committee in meeting its responsibilities.
- 7.2. The responsibilities, membership and reporting arrangements for each sub-committee shall be documented and approved by the full Committee. The Committee stipulates that:
 - 7.2.1. A member of the full Committee is appointed as Chairperson of the sub-committee; the membership of the sub-committee may extend beyond members of the full Committee if additional expertise on particular matters is required;
 - 7.2.2. Minutes of all meetings of sub-committees are to be taken, distributed promptly to all members of the full Committee and tabled for discussion at the next full Committee meeting; and
 - 7.2.3. Important issues that may require consideration by the full Committee are brought to the attention of the Chairperson immediately following a sub-committee following subcommittee meeting so that the Chairperson is in a position to decided what action to take. Audit Committee sub-committees should not assume any management functions nor should management exert inappropriate influence over the work of the sub-committees.

8. Reporting

- 8.1. The Committee will regularly update the Board on its activities and make recommendations to the Board as appropriate.

- 8.2. The Committee will as often as is necessary and at least once a year, report to the Board on its operation and activities during the year and confirm to the Board that all functions outlined in this charter have been carried out, and comply with any other reporting requirements specified by the Board from time to time.
- 8.3. The Committee may, at any time, report to the Board any other matter it deems of sufficient importance to do so. In addition, at any time an individual committee member may request a meeting with the Chairperson of the Board.

9. Administrative Arrangements

9.1. Meetings

- 9.1.1. The Committee will meet at least four times per year. One or more special meetings may be held to review the TSRA's annual financial statements and performance statements or to meet other responsibilities of the committee.
- 9.1.2. All Committee members are expected to attend each meeting in person or via telephone or video conference.
- 9.1.3. The Chairperson is required to call a meeting if asked to do so by the Chairperson of the Board and decide if a meeting is required if requested by another member, internal or external audit.

9.2. Attendance at meetings and quorums

- 9.2.1. A quorum will be three members, which must consist of the external independent Chairperson plus two other members of the Committee. The quorum must be in attendance at all times during the meeting.

9.3. Secretariat

- 9.3.1. The TSRA Governance and Leadership (G&L) Programme will provide secretariat support to the Committee.
- 9.3.2. The secretariat will ensure:
- 9.3.2.1. the agenda for each meeting is approved by the Chairperson;
 - 9.3.2.2. the agenda and supporting papers are circulated, at least one week before the meeting; and
 - 9.3.2.3. Minutes of the meetings are prepared and maintained.
 - 9.3.2.4. Minutes must be reviewed by the Chairperson and circulated within two weeks of the meeting to each member and Committee observers, as appropriate.

9.4. Conflicts of interest

- 9.4.1. Once a year Audit Committee members will provide written declarations to the Chairperson for provision to the Board declaring any potential or actual conflicts of interest they may have in relation to their responsibilities. External members should consider past employment, consultancy arrangements and related party issues in making these declarations and the Chairperson should be satisfied that there are sufficient processes in place to manage any real or perceived conflict.
- 9.4.2. At the beginning of each Audit Committee meeting, members are required to declare any potential or actual conflicts of interest that may apply to specific matters on the

meeting agenda. Where required by the Chairperson, the member will be excused from the meeting or from the item during the meeting.

- 9.4.3. Committee's consideration of the relevant agenda items(s). The Chairperson is also responsible for deciding, in consultation with the Board where appropriate, if he / she should excuse themselves from the meeting or from the Committee's consideration of the relevant agenda item(s). Details of potential or actual conflicts of interest declared by the members and action taken will be appropriately recorded in the minutes.

9.5. Induction

- 9.5.1. New members of the Committee will receive relevant information and briefings on their appointment to assist them to meet their Committee responsibilities.

9.6. Assessment arrangements

- 9.6.1. The Chairperson of the Committee, in consultation with the Chairperson of the Board, will initiate a review of the performance of the Committee annually.
- 9.6.2. The review will be conducted on a self-assessment basis (unless otherwise determined by the Board) with appropriate input sought from Board members, Committee members, senior management, the internal and external auditors, Chief Financial Officer and any other relevant stakeholders, as determined by the Committee.
- 9.6.3. The Chairperson will provide advice to the Board on a member's performance where an extension of the member's tenure is being considered.

9.7. Review of charter

- 9.7.1. The Committee will review this Charter every three years. This review will include consultation with the Board.
- 9.7.2. Any substantive changes to the Charter will be recommended by the Committee and formally approved by the Board.



Pedro Stephen AM
Chairperson
Torres Strait Regional Authority