



Audit, Governance and Risk Terms of Reference

1. PURPOSE

The Committee is established to assist the Taillem Bend Community Centre (TBCC) to have effective audit compliance, governance and risk over the strategy, operations and performance.

The establishment of the Committee provides a governance system to assess, monitor and drive improvement in the quality and safety of the care and services that are delivered.

The Committee is established to advise the TBCC Board of Management on:

- The provision of a range of quality care options for people of all ages.
- The provision of services to the community including home care; health and wellness, evidenced based children and family services and transport.

The Committee is responsible for assisting the Board as set out below:

- advice on the processes in place and/or to be implemented or modified to ensure TBCC is compliant with the requirements of relevant Acts (and the related Principles) and the rules and standards applied by the Aged Care Quality and Safety Commission and National Child Safe Principles.

2. TERMS OF REFERENCE

- Provide advice on TBCC annual business plan and supporting financial plan and policies, and whether they align to TBCC Strategic Plan. Set out the strategies, actions and performance targets and measures for TBCC. The Committee will review TBCC's annual business plan before it is presented to the TBCC Board of Management for consideration and adoption;
- provide advice on TBCC's organisational culture including the application and modelling of appropriate mission and values by the employees, volunteers and the members of the Committee;
- monitoring and providing advice on TBCC's performance against its business plan and annual budget and reviewing, monitoring and providing advice on all significant strategic or business initiatives at TBCC;
- advice on the processes in place and/or to be implemented or modified to ensure TBCC are compliant with all relevant legislative obligations, relevant policies and financial reporting obligations;
- advice on the effectiveness of TBCC's risk management framework and processes in line with TBCC's Risk Register. This includes considering whether the key risks that TBCC is exposed to are clearly identified and whether appropriate processes are in place to mitigate those risks; and
- advice on the appropriate policies, internal controls and quality assurance and compliance processes that are in place and/or to be implemented or modified to manage the operational, financial and compliance risks of TBCC.

3. DUTIES AND CONDUCT OF COMMITTEE MEMBERS

- All members of the Committee are required to comply with the TBCC Code of Conduct, Policies and Procedures.
- All members will comply with the endorsed resolutions of the Board of Management.
- All members of the Committee are required to comply with the conflict of interest requirements.
- Each member must attend relevant education and training programs as required from time to time.

4. MEETINGS

- Meetings will be held a minimum of 4 times per year.
- Ordinary meetings of the Committee will be held at times and places to be determined by the Committee
- Notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, will be forwarded to each member of the Committee and observers, no later than 3 clear days before the date of the meeting.
- The Chairperson will be responsible for the conduct of all Committee meetings, with executive support from the Chief Executive Officer or relevant staff or Board of Management Members.
- The Chairperson and the Chief Executive Officer will ensure that the agendas are comprehensive, that all agenda items are appropriate, and that the recommendations are consistent with the responsibilities of the Committee.

5. MEETING PROCEDURES

- If a member of the Committee is unable to attend a meeting, they may participate in the meeting by telephone or video conference, in accordance with any relevant policies and procedures.
- The decision of the Chairperson at the meeting of the Committee in relation to the interpretation and application of meeting procedures is final and binding on the Committee.
- All decisions of the Committee shall be made on the basis of a majority decision of the members present.
- A quorum will be half of the Committee members in office plus one, ignoring any fractions. No business can be transacted at a meeting unless a quorum is present.
- The Chairperson has the right to refuse a motion without notice if they believe that the matter should be considered by way of a written notice of motion, or if they believe the motion is vexatious, frivolous or outside of the scope of the Committee.

6. MEETING MINUTES

- Minutes will be presented to the Board of Management at the next available meeting to provide for recommendations of the Committee to be considered.

7. MEMBERSHIP

- The Committee consists of up to three skills-based persons appointed by the TBCC Board for a term not exceeding 4 years:
- members of the Committee may seek reappointment. In the event a Committee member seeks reappointment, the Chief Executive Officer and the Chairperson will consider and make a recommendation to the TBCC Board in relation to reappointment.
- A member may serve two consecutive terms, at which time the position(s) must be subject to an open Expression of Interest process, which current Board members can apply for.
- A Committee member appointment will become vacant if:
 - the Board member ceases to hold office of the TBCC;
 - the member resigns as a Committee member;
 - the TBCC Board remove the member from office as a Board member for any reason; and
 - if any member is absent for three consecutive ordinary meetings of the Committee without leave of the Committee, the Committee may recommend to the Board that it removes that member from the Committee.

8. METHOD OF APPOINTMENT OF NEW MEMBERS

The method of appointment of new Committee members will be as follows:

- the CEO will advertise the vacancies and seek nominations for the position of member of the Board including the Chairperson;
- nominations will be called for from appropriately skilled, experienced or qualified people;

- the Board shall appoint the Chairperson of the Committee who will not be an employee,
- the selection panel for the Committee members and Chairperson will comprise two Board members and the Chief Executive Officer or their delegate;
- the selection panel will take into consideration the current and required skills for the Committee to fulfil its responsibilities, the current term of existing members, and the gender diversity of the Committee;
- the selection panel will make recommendations to the Board as to the appointment of the Chairperson and other Committee members for consideration.
- the Committee shall appoint an Acting Chairperson from the members of the Committee, as required, in circumstances where the Chairperson is absent, and the member so appointed, will act as the Chairperson for the period the Chairperson is absent or such other period, as determined by the Committee

9. OFFICE BEARERS

- The Chairperson shall serve a minimum two (2) year term in that position, unless removed from the position by the Board. On expiry of their term, the Chairperson is eligible for reappointment for a further term (except that the Chairperson may only serve a maximum of two terms/ four years).
- The Chairperson of the Committee shall be an ex-officio member of all sub-committees of the Committee.

10. ROLES AND RESPONSIBILITIES

Chairperson:

- To provide leadership to the Committee.
- To act as the Chairperson at all meetings of the Committee, ensuring that the meeting is conducted in a proper and orderly manner, complying with the legal requirements.
- To act as the Committee's primary contact with the Chief Executive Officer.
- To regularly liaise with the Chief Executive Officer in relation to the work of the Committee.

Committee Members:

- To make effective and appropriate contribution as an individual member, so that the Committee can carry out its role effectively.
- To attend all meetings of the Committee, as practical.
- To review all Agendas and Meeting papers for the Committee meetings, unless granted a leave of absence.
- Committee members have no authority to direct the employees of the TBCC in any matter. Any issues or concerns with staff should be raised with the Chief Executive Officer.

11. FINANCIAL MANAGEMENT

- Financial records of TBCC will be maintained by the CEO and will comply with the relevant financial policies and procedures adopted by TBCC. The quarterly financial statements of TBCC will be reviewed by the Committee.
- In accordance with the preparation of the annual budget cycle, the Chief Executive Officer will present to the Board for its consideration and adoption, a proposed annual budget for TBCC's activities including those matters relating to the management, operations, and capital expenditure of TBCC for the ensuing financial year before adoption by TBCC of its annual budget. This will be reviewed and considered by the Committee, prior to being presented.

12. REPORTING REQUIREMENTS

- The Committee shall, at least once every two years, review its own performance, terms of reference and membership and provide a report to the Chief Executive Officer, including any recommended changes. The Chief Executive Officer of TBCC can approve an extension of this timeframe if circumstances require.

- The Chairperson will report to the Board annually summarising the activities of the Committee during the previous year.

13. SUB-COMMITTEES

- The Committee may appoint such sub-committees as it sees fit, to assist it with carrying out its responsibilities. Any subcommittee must regularly report to the Committee on its activities and will have no decision-making powers.

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| Date first formulated | January 2022 | |
| Dates approved by Board | V1 | 2022 |
| Next Review Date | 2024 | |
| Related Documents | Human Resources Professional Ethics and Conduct Policy Human Resources Harassment and Bullying Policy Human Resources Development and Training Policy Risk Management Policy (Child Safe) Statement of Commitment to the Safety and Wellbeing of Children Feedback and complaints policy Code of Conduct TBCC Strategic Plan TBCC Business Plan | |
| Standards | Legal Services Commission National Employment Standards Unions Australia Human Rights Commission Equal Opportunity Commission Children and Young People (Safety) Regulations 2017 (SA) National Principles for Child Safe Organisations Child safe environments Rights of every child Department Human Service DHS Critical Client Incidents Policy Coronial Overview of child protection legislation across state and territory jurisdictions Australian Institute of Family Studies Information Sharing Guidelines Unicef – know your rights and responsibilities Children's rights and responsibilities flyer Department Human Services DHS Critical Incidents Gender diverse, intersex and sexually diverse children and young people | |
| Legislation | Public Interest Disclosure Act 2018 (SA) Work Health and Safety Act Work Health and Safety Regulations 2012 Codes of Practice Safework SA Return to Work SA Aged Care Quality and Safety Commission Act 2018 Aged Care Act 1997 Competition and Consumer Act 2010 Associations Incorporation Act 2009 Sex and Age Discrimination Legislation Amendment Act 2011 Woman Working Centre Australian Human Rights Commission Act 1986 Children's Protection Act 1993 (SA) Fair Work Act 2009 Volunteers Protection Act 2001 (SA) Family Law Act 1975 Equal Opportunity Act 1984 Children and Young People (Safety) Act 2017 Commonwealth Privacy Act 1988 State Records Act 1997 Guardianship and Administration Act 1993 Australian Human Rights Commission Act 1986 (Federal) Crimes Act 1914 (Federal) Fairwork Act 2009 Federal Law Fair work Act 1994 State Law ICAC Act 2012 | |
| Signed on behalf of TBCC Board of Management by: Name: Jack Hunt Position held: Chairperson Signature: 02/02/2022 | | |