

Audit and Risk Committee

TERMS OF REFERENCE

1. TITLE OF COMMITTEE

Audit and Risk Committee

2. ESTABLISHMENT

The Audit and Risk Committee is established under Part 3 Section 19(1) of the [Charles Darwin University Act 2003](#).

3. FUNCTIONS AND RESPONSIBILITIES

The functions and responsibilities of the Audit and Risk Committee are to assist the Council in exercising governance, due care, diligence and skill in relation to discharging the following broad duties:

Financial Reporting

- Reviewing the annual financial statements, key performance indicators and Annual Report, considering whether they are complete, consistent with information known to Committee members, and reflect appropriate accounting principles and standards;
- Reviewing management processes for ensuring and monitoring compliance with laws, regulations and other legislative requirements;
- Reviewing the management of non-financial information in documents to ensure consistency with the financial statements or other related documents;
- Reviewing the appropriateness of the accounting principles and policies adopted and any amendments, the methods of applying those principles and policies, and ensuring that they are in accordance with the approved financial reporting framework;
- Monitoring the reliability and integrity of financial and related information systems; and
- Reviewing the annual financial statements and authorising whether they should be signed.

Internal Control and Risk Management

- Reviewing the internal processes for determining and managing key risk areas, particularly:
 - Compliance with laws, regulations, standards and best practice guidelines;
 - Risk assessments and associated accounting estimates;
 - Insurance;
 - Litigation and claims against or involving the University;
 - Fraud and theft;
 - Work health and safety; and
 - Relevant business risks.
- Reviewing the effectiveness of the risk management system in ensuring that significant or material risks are reported to Council and monitored appropriately;
- Reviewing the effectiveness of internal control, risk management and performance management systems in consultation with the management of the University and the external auditors; and

- Reviewing the effectiveness of, and the extent of compliance with, internal plans, policies and procedures.

External Audit

- Receiving reports and communication from the external auditor for consideration and onward transmission to Council as required;
- Reviewing the outcomes of any audit including the annual financial audit of the University with particular attention to any difficulties identified or brought to the attention of the University for action or response;
- Reviewing any significant accounting and reporting issues, including professional and regulatory announcements, and assessing their effect on the University's financial statements, in particular:
 - The consistency of accounting policies and appropriate adoption of new accounting standards;
 - Considering the need for, appropriateness of, and correct disclosure of, any changes made to the University's accounting policies;
 - The treatment and disclosure of complex or unusual transactions;
 - Significant judgements made by management in preparing the financial statements, including any significant accounting estimates;
- Monitoring management responses on any issues raised in the Management Letter/s from the Office of the Auditor-General of the Northern Territory.

Internal Audit

- Providing advice to management on the maintenance of effective and independent internal audit capacity;
- Reviewing and approving the scope of the annual or otherwise periodic internal audit plan and work program, monitoring progress and considering the implications of the internal audit findings for the control environment;
- Reviewing internal audit reports and findings, including monitoring management responses in terms of content and timeliness.

Controlled and Associated Entities

Controlled and Associated entities include:

- Menzies School of Health Research ([Menzies School of Health Research Act](#) Part IV);
- CDU Amenities Limited;
- CDU Foundation and Trust Limited;
- Charles Darwin University Charitable Trust;
- FCD Health Limited;
- International College of Hotel Management Pty Ltd; and
- Cairns Language Centre Pty Ltd;
- Cairns Education Australia Pty Ltd; and
- Cairns Business College Pty Ltd

The Audit and Risk Committee will:

- Monitor the financial and accounting controls and reporting frameworks of controlled entities of the University to ensure they are comprehensive and effective;

- Monitor the application of, and compliance with, statutory and other government or University policies and requirements or standards, by controlled entities of the University with particular regard to financial matters and procurement;
- Monitor responses from the management of controlled entities on any issues raised in internal and external audit reports.

The Audit and Risk Committee may consider other items associated with the discharge of its functions and responsibilities as deemed necessary or referred to it by Council.

4. MEMBERSHIP

The membership of the Audit and Risk Committee shall comprise the following:

- Chancellor (ex officio);
- Vice-Chancellor; and
- Three (3) members of Council appointed under section 9(1)(d) of the Act with appropriate qualifications and experience (only 1 of whom can also be a member of the Finance and Infrastructure Development Committee).

The Audit and Risk Committee will also have the right to co-opt other members as deemed necessary.

At least one (1) member of the Committee must be an appropriately qualified accountant.

Observers

The following positions have observer status and right of debate at meetings of the Committee.

- Chair of the Finance and Infrastructure Development Committee;
- Auditor-General (or nominee);
- Deputy Vice-Chancellor, Operations;
- Provost;
- Chief Financial Officer;
- Director, Strategic Services and Governance; and
- Other persons invited by the Chair as required depending on the issues for consideration.

5. CHAIR

The Chair of the Audit and Risk Committee will be a member appointed under section 9(1)(d) of the Act and the appointment will be reviewed annually. If the appointed Chair is not available the members present will elect a chair for that meeting with that person being a member of the Council of the University.

6. SECRETARY

The University Secretary (or nominee) shall act as secretary for the Committee.

7. TERM OF OFFICE

The objectives and membership of the Audit and Risk Committee will be reviewed by Council annually in February of each year.

8. QUORUM

A quorum shall comprise three (3) members of the Audit and Risk Committee.

9. MEETINGS

The Committee will meet as required, and at least three (3) times per year.

10. RESOLUTIONS OF THE AUDIT AND RISK COMMITTEE

Matters requiring resolution by the Committee are to be determined by consensus of the members present.

The Chair shall have a deliberative and casting vote should a vote be required to determine a matter where consensus has not been achieved.

11. AGENDA

The agenda is to be distributed with supporting documentation at least seven (7) days prior to the meeting date.

12. REPORTING

The report from each meeting of the Audit and Risk Committee will be provided to the next meeting of the Council and the Finance and Infrastructure Development Committee.

13. RELEVANT DEFINITIONS

In the context of this document:

Council means the University Council;

Monitor means:

- Observe and check the progress or quality of (something) over a period of time;
- Keep under systematic review;
- Maintain regular surveillance over; and

Review means:

- Assess (something) formally with the intention of instituting change if necessary;
- Survey or evaluate (a subject or past events).

Document History and Version Control

Last amendment:	Jun 2018
Sponsor:	Director, Strategic Services and Governance
Contact Officer:	Director, Strategic Services and Governance

Version	Date Approved	Approved by	Brief Description
1.00	17 Feb 2012	Council	Creation of original document and upload to CDU website.
1.01	9 Jun 2012	Governance	Under 'Financial Reporting' wording "recommend to Council" changed to "authorising"
1.02	11 Mar 2013	Governance	<ul style="list-style-type: none"> • Converted document to new template • Updated hyperlinks • Minor changes to wording, formatting and grammar • Additional definitions • Removed Centre for remote health • Assigned document number
1.03	12 Sep 2017	Governance	<ul style="list-style-type: none"> • Conversion to new Governance template due to new University branding • Updated hyperlinks
1.04	Jun 2018	Governance	<ul style="list-style-type: none"> • Administrative amendment by Governance • Updated the list of Controlled and Associated Entities to include <ul style="list-style-type: none"> ○ CDU Charitable Trust ○ International College of Hotel Management; and ○ Cairns Language Centre ○ Cairns Education Australia ○ Cairns Business College • Updated list of Observers to reflect the new CDU structure