

# Terms of Reference

## Audit, Risk and Compliance Committee

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**DATE APPROVED:** June 2024  
**REVIEW DATE:** Feb 2025

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### 1. Purpose of the Committee

The Audit, Risk and Compliance Committee (the Committee) operates as a committee of the South West TAFE Board (the Board). The Committee has been established to assist the Board in discharging its oversight responsibilities as the governing body of South West TAFE.

### 2. Functions

Within policy determined by the Board and in accordance with the Standing Directions of the Minister for Finance 2018 (3.2.1), the Committee will perform the following functions:

- Address issues relating to the Vet Quality Framework;
- Endorse and seek approval from the Board for the appointment of Internal Auditors;
- Independently review and assess the effectiveness of the South West TAFE's (SWTAFE) systems and controls for financial management, information and communication technology, performance and sustainability, including risk management review and approve the internal audit charter;
- Review and approve the strategic internal audit plan;
- Review and approve the annual audit work program prepared by the internal auditors;
- Review the effectiveness and efficiency of the internal auditors;
- Review external audit reports, responses from Management and related matters from all external auditors;
- Review annual financial statements and make a recommendation to the Board for approval;
- Oversee the implementation of the SWTAFE's compliance plan and receive reports of the effectiveness of the plan from management
- Review reports on corporate governance matters, at the Board's request;
- Oversee the process to appoint an independent person as a member of this Committee, when required;
- Other matters referred to the Committee by the Board or by the Chief Executive Officer (the CEO).

The Committee shall bring before the Board recommendations regarding items identified for the maintenance of Risk Management, including:

- Contractual agreements;
- Fraud;
- Theft;
- Human Resources;
- Legislative compliance.

SWTAFE's Internal Auditors will have direct access to the Chairperson of the Committee where required.

### 3. Membership

The Committee shall be appointed by the Board and membership shall consist of the following members:

- A minimum of four members including at least three members of the Board;
- The CEO shall not be a member of the Committee;
- The Chairperson shall be a SWTAFE Board Member;

- The Chairperson of the Board shall not be appointed Chairperson of this Committee;
- One independent member, when required.

Membership of the Committee is to be reviewed by the Board annually.

The Committee will review co-opted membership annually.

Members of the Executive Team may attend meetings at the request of the Committee.

The Committee must be able to seek independent expert advice to assist it in undertaking its oversight obligations.

#### **4. Meetings, process and reporting**

- The Committee operates as a Committee of the Board;
- The Committee shall meet four times per calendar year, with additional meetings scheduled as required;
- A quorum will consist of three (3) members;
- The CEO will ensure that the Executive Managers provide reports and services to the Committee relevant to their portfolios;
- The Committee will report to the Board through minutes of meetings; and specific reports with recommendations as required, for Board approval;
- The Chair will provide a report, either verbal or written at their discretion, to the Board supporting the Committee minutes;
- The Committee will undertake a review of its own performance and report the results of the review to the Board;
- The Terms of Reference for the Committee must be reviewed by the Committee annually or when a committee membership, or terms of reference changes during the course of the year, and approved by the Board;
- Agendas and minutes of the meeting will be circulated in accordance with the Board Charter;
- The Board Secretary (or his/her representative) will provide administrative support to the Committee.

#### **5. Resources, Powers and Limitations**

The Committee may, through the CEO, require works to be done and information provided by any employee of SWTAFE.