

# Annual Terms of Reference Review

Wednesday 11 December 2024

Audit and Risk Committee

Strategic Alignment - Our Corporation

**Program Contact:**

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Public

**Approving Officer:**

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## EXECUTIVE SUMMARY

Clause 4.5 of the Audit and Risk Committee (the Committee) Terms of Reference (ToR) states that the Committee will review its ToR at least once per year.

Administration has undertaken a comprehensive review of the ToR and proposes several administrative updates including the alignment with the modernised format of the current ToR to be inline with Council's core committees (committees where all Council Members are appointed) that were adopted at the meeting of Council on 24 September 2024, the inclusion of meeting procedures for clarity and centralisation of the applicable regulations.

Feedback received through the Committee's 2024 self-assessment review and updates to be considered as per requests from Council and are addressed in this report, including the potential to implement live streaming of the meetings and strengthening the provisions surrounding the recommendations process, notice of meeting and Agendas and changes of meeting dates and times.

If endorsed by the Committee, the proposed Committee 'Terms of Reference and Meeting Procedures' will be presented to Council before the first ARC meeting of 2025 if possible. They will then replace the existing Terms of Reference (ToR) upon Council's adoption.

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## RECOMMENDATION

### THE AUDIT AND RISK COMMITTEE RECOMMENDS TO COUNCIL

#### THAT COUNCIL

1. Adopts the Audit and Risk Committee Terms of Reference as contained in Attachment A to Item 4.4 on the Agenda for the Special meeting of the Audit and Risk Committee held on 11 December 2024.
  2. Authorises the Chief Executive Officer or delegate to make any necessary typographical or syntactical amendments to the Terms of Reference for the Audit and Risk Committee as contained in Attachment A to Item 4.4 on the Agenda for the Special meeting of the Audit and Risk Committee held on 11 December 2024.
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# IMPLICATIONS AND FINANCIALS

City of Adelaide 2024-2028 Strategic Plan	<p><a href="#">Strategic Alignment – Our Corporation</a></p> <p>Demonstrate bold capital city leadership and robust governance with our community at the heart of our decisions</p> <p>Enable effective governance, risk management, accountability and transparency at all times in decision making.</p>
Policy	<p><a href="#">Audit and Risk Committee Terms of Reference (Current)</a> (Link 1)</p>
Consultation	Not as a result of this report
Resource	Not as a result of this report
Risk / Legal / Legislative	<p><i>Local Government Act 1999 (SA)</i></p> <p><i>Local Government (Procedures at Meetings) Regulations 2013</i></p>
Opportunities	Not as a result of this report
24/25 Budget Allocation	Not as a result of this report
Proposed 25/26 Budget Allocation	Not as a result of this report
Life of Project, Service, Initiative or (Expectancy of) Asset	Not as a result of this report
24/25 Budget Reconsideration (if applicable)	Not as a result of this report
Ongoing Costs (eg maintenance cost)	Not as a result of this report
Other Funding Sources	Not as a result of this report

# DISCUSSION

## Background

1. The City of Adelaide Audit and Risk Committee (the Committee) is established pursuant to section 126 of the *Local Government Act 1999* (SA).
2. The Terms of Reference (ToR) assist the Committee, Council, and its community in understanding the Committee's role and responsibilities.
3. The current ToR adopted by the Committee on 1 September 2023 are available on the City of Adelaide website ([Link 1](#)).
4. Section 4.5 of the current ToR requires the Committee to undertake an annual self-assessment and review of its ToR to ensure it is operating at maximum effectiveness.

## Discussion

5. Administration has undertaken a robust review of the ToR with the proposed revised document ('City of Adelaide Audit and Risk Committee Terms of Reference and Meeting Procedures') contained in Attachment A to this report.
6. The proposed document has been updated to align with the modern style and format of the ToR for Core Committees, adopted by Council on 23 September 2024.
7. The proposed document is structured to enhance accessibility for Committee Members, Administration and members of the public and incorporates a structure that guides the user through the full Terms of Reference and meeting procedures process, including the following key sections:
  - 7.1. Purpose of the Audit and Risk Committee
  - 7.2. Responsibilities and Reporting
  - 7.3. Behaviour
  - 7.4. Meetings
    - 7.4.1. Before the Meeting
    - 7.4.2. At the Meeting
    - 7.4.3. After the Meeting
8. A table containing the full comparison of changes made to the proposed document is available at [Link 2](#).
9. Key changes in the proposed Terms of Reference and Meeting Procedures are identified in the table below:

Current Terms of Reference	Proposed Terms of Reference and Meeting Procedures
<ol style="list-style-type: none"> <li>1. Preamble</li> <li>2. Functions of the Committee</li> <li>3. Role of the Committee</li> <li>4. Reporting</li> <li>5. Delegations</li> <li>6. Membership</li> <li>7. Presiding Member of the Committee</li> <li>8. Meeting details</li> <li>9. Meeting procedures*</li> <li>10. Conduct and Interests of Committee Members</li> </ol>	Structural and content additions to the whole document including new sections: <ul style="list-style-type: none"> <li>Cover Page</li> <li>Acknowledgement of Country</li> <li>Index Page</li> <li>1. Preamble</li> <li>2. Purpose</li> <li>3. Responsibilities and Reporting</li> <li>4. Guiding principles</li> <li>5. Appointment of Members and Membership</li> <li>6. Behaviours</li> <li>7. Meetings</li> <li>8. Before the Meeting</li> <li>9. At the Meeting</li> <li>10. After the Meeting</li> <li>11. Other Matters</li> <li>12. Review</li> </ul>

<p>9. Meeting procedures*</p> <p><i>*Meeting procedures are linked to the now redundant Code of Practice for Meeting Procedures</i></p>	<p>Inclusion of Meeting Procedures as set out under parts 1, 3 and 4 of the <i>Local Government (Procedures at Meetings) Regulations 2013</i> including discretionary provisions and associated behavioural provisions.</p> <ul style="list-style-type: none"> <li>• This inclusion does not amend the role or function of the Committee but formalises the procedural aspect of the Committee and aligns with the format with all Council Committees and legislative requirements.</li> </ul>
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### Self-Assessment Feedback

10. Feedback received through the Committee’s self-assessment survey indicated that there is concern surrounding the provision of meeting papers within the required timeframes and last-minute changes to scheduled meeting dates and times.
  - 10.1. The provision at point 50 of Attachment A commits Administration to publishing the agenda by close of business, on the Friday prior to a scheduled ordinary meeting.
  - 10.2. The provision at point 45 of Attachment A provides that the Chief Operating Officer in consultation with the Chair may alter the date or time of the meeting if necessary, taking into consideration:
    - 10.2.1. Quorum and availability of members
    - 10.2.2. Urgency of business

### Live Streaming

11. At it’s meeting on 28 May 2024, Council resolved in part that Council:
 

*“Notes that City of Adelaide Committees established under section 41 and 126 of the Local Government Act 1999 (SA) will consider the inclusion of a provision within their Terms of Reference to enable live streaming of their public meetings at the next scheduled review”*
12. Should the Committee wish to include a provision to enable Live Streaming it is proposed that the following provision be included at section 87:
 

*“If an audio and or visual recording of a meeting for live streaming (excluding any portion of the meeting closed to the public) is produced, it will be available via the City of Adelaide YouTube channel, accessible on the City of Adelaide website [www.cityofadelaide.com.au](http://www.cityofadelaide.com.au)*

*In addition, the Chair or the Chief Executive Officer or delegate, upon opening the meeting will advise that the public session of the meeting is being recorded and/or streamed live to the internet. The recording and/or streaming of a meeting may be determined on a case-by-case basis by the Chief Executive Officer or delegate or by resolution of the Committee.”*

### Next Steps

13. If endorsed by the Committee, the proposed Committee ‘Terms of Reference and Meeting Procedures’ (**Attachment A**) will be presented to Council for adoption (before the first Committee meeting of 2025) and will then replace the existing Terms of Reference (ToR) upon adoption by Council.

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## DATA AND SUPPORTING INFORMATION

**Link 1 - Audit and Risk Terms of Reference.**

**Link 2 – Comparison of Current Terms of Reference to proposed draft Terms of Reference and Meeting Procedures**

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# ATTACHMENTS

**Attachment A** – Draft Audit and Risk Committee Terms of Reference and Meeting Procedures

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