

Finance Risk & Audit Standing Committee

TERMS OF REFERENCE

LESNW Department:	Governance
Policy Title:	Finance Risk & Audit Standing Committee - Terms of Reference
Policy Code:	LESNW AD DOC POL 15
Date of Implementation:	
Last Review Date:	N/A
Next Review Date:	30 June 2023 or as required

1. BACKGROUND

- 1.1 In compliance with the Lutheran Education South Australia, Northern Territory and Western Australia Incorporated (hereafter the Association) Constitution the Board specifically recognises the requirement to maintain a standing committee called the Finance Risk and Audit Standing Committee (hereafter the Committee) per rule 26(a).
- 1.2 The Committee must be pursuant to, and adopt, Terms of Reference that have been approved by either the Board, or the Association in general meeting per rule 26(c) of the Association's Constitution. These Terms of Reference may be modified or replaced by the Board, or the Association in general meeting, from time to time per rule 26(d) of the Association's Constitution.

2. PURPOSE

- 2.1 Pursuant to rule 26(h) of the Association's Constitution the Committee must conform to any determinations or resolutions made by the Board or the Members which affect the standing committee. The Board or Members have the authority to dissolve the Committee in line with this same rule.
- 2.2 The chairperson of the Committee must report on the activities at the Board meeting immediately preceding the Committee meeting, either in person, by delegation to another person, or in writing per rule 26(g) of the Association's Constitution.
- 2.3 The Committee is tasked with assessing real & perceived risk factors as they apply to the Association to determine effective mitigation strategies to allow the Board to make informed determinations or resolutions.
- 2.4 The Committee seeks to ensure that the Mission and Vision of the Association are realised by optimising the value derived from available resources in accordance with the Board's expectations.
- 2.5 The Committee acts in an audit capacity to oversee effective operational controls of the Association and ensure that all relevant legislative and operational compliance activities meeting the expectations of the Board.

3. COMPOSITION

- 3.1 The Committee will comprise of a minimum of five (5) and a maximum of eight (8) voting members, as follows:
 - i. up to three (3) Board Members,
 - ii. up to five (5) co-opted Representatives
 - iii. the Association's Executive Director
 - iv. the Association's Business Director who will be an ex-officio, non-voting member

- 3.2. The Board may appoint a voting member from time to time in accordance with clause 3.1.
- 3.3. The Chairperson of the Committee must be a Board Member pursuant to rule 26(f) of the Association's Constitution.
- 3.4. Election of the Chairperson shall occur within the Committee by majority vote of the remaining voting members in the next meeting following the Association's annual general meeting.
- 3.5. The Board, using its discretion, may remove a voting member, excluding the Association's Executive Director, from the Committee at any time.
- 3.6. Voting members, excluding the Association's Executive Director, may resign from the Committee at any time by giving sufficient notice to the Committee.

4. PROCEEDINGS

- 4.1. The Committee shall meet together for the dispatch of business at least six (6) times per calendar year, at a time and place as determined by the Chairperson.
- 4.2. The Chairperson may convene a meeting at any time.
- 4.3. Committee meetings may be conducted face to face, or using technology to enable each voting member to communicate with the other voting members simultaneously.
- 4.4. Committee business may be conducted via a flying minute without simultaneous interaction at any time and a determination or resolution passed by a majority vote of voting members. In this instance votes are collated in writing (including by electronic means) to determine the majority vote. Flying minutes should be ratified by the Committee at the next subsequent meeting with the determination minuted in accordance with normal practice.
- 4.5. A quorum for a Committee meeting will be one half of the existing voting members rounded up to the nearest whole number if the number of existing voting members is odd.
- 4.6. Where a determination or resolution at the Committee meeting results in an even split of votes between voting members the Chairperson, for the avoidance of doubt, has a casting vote as well as a deliberative vote.

5. DEFINITIONS

Association means Lutheran Education South Australia, Northern Territory and Western Australia Incorporated;

Board means the committee of management of the Association;

Committee means the Finance Risk and Audit Standing Committee appointed by the Board that is responsible for undertaking finance risk and audit functions in accordance with its Terms of Reference;

Executive Director means the Executive Director and Chief Executive Officer of the Association appointed by the Board under rule 19 of the Association's Constitution.

Internal Member Representative means a representative in a position of executive authority, similar to but not excluding a Principal, Business Manager or current Board/Council representative of a provider of Lutheran education that is a member of the association;

Flying minute means an effort to seek a Committee determination on a matter between normal Committee meetings. Flying minute determinations must be ratified at the next subsequent Committee meeting;

Terms of Reference means a governing document for a standing committee, which sets out the name, membership, method of appointment of chairperson, and responsibilities;

Voting Member refers to a member of the Committee who has the conferred ability to vote on matters of determination or resolution in accordance with clause 3.1.;

POLICY MANAGEMENT & EVALUATION

This policy is to be reviewed as a need arises.

APPROVAL OF POLICY

This policy has been ratified.

Daryl Trigg

LESNW Board Chair

Date: 14/10/19

This policy has been incorporated into the LESNW Policy records.

Heather Waring

Policy Manager

15/10/19
Date:



(Signature)



(Signature)