

ARMC COMMITTEE TERMS OF REFERENCE

Title	AUDIT & RISK MANAGEMENT COMMITTEE - TERMS OF REFERENCE		
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1. Introduction

1.1. Purpose

The Greater Metropolitan Cemetery Trust's (the Trust) Audit & Risk Management Committee (the Committee) is established under the *Cemeteries and Crematoria Act 2003* (the Act) and Direction 3.2.1 of Standing Directions under the *Financial Management Act 1994* to advise and assist Trust Members in fulfilling their governance and statutory responsibilities.

Nothing in this Charter limits any powers or responsibilities of the Trust.

2. Role & Responsibilities

2.1. Objective

The Committee operates as an independent and financially literate body to assist Trust members, in fulfilling their governance and oversight responsibilities in the following areas:

- 2.1.1. Financial Reporting Compliance;
- 2.1.2. Internal Audit;
- 2.1.3. External Audit;
- 2.1.4. Internal Control Systems and Processes;
- 2.1.5. Risk Management;
- 2.1.6. Information Systems; and
- 2.1.7. Legislative & Regulatory Compliance.

2.2. Executive Powers

The Committee's role is to make recommendations to the Board; accordingly, it does not have the executive powers to commit the Trust or management to implement its recommendations except in relation to the approval of certain policies as determined by the Board.

The Committee shall have direct access to and seek any explanation and additional information, or independent and expert advice, it requires in undertaking its oversight and advisory responsibilities.

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3. Responsibilities

In accordance with the Standing Directions under the Financial Management Act , the Committee shall independently review and assess the effectiveness of the GMCT's systems and controls for financial management, performance and sustainability, including risk management.

The specific duties of the Committee in relation to its role and responsibilities are:

3.1. Financial Reporting Compliance

- a. Oversee the financial reporting process implemented by Trust management.
- b. Review and approve the Trust's accounting policies and make recommendations on technical acceptance, timing of implementation and system implications of revised or new accounting policies.
- c. Review significant financial and reporting issues, including complex or unusual transactions and areas involving a high degree of judgment and understand their effect on the financial report.
- d. Review the annual financial statements and any recent professional and regulatory announcements prior to their release to ensure they are complete, reflect required accounting principles, contain appropriate disclosures, are consistent with the information known to Committee members and make a recommendation to the Trust on whether to authorise the statements before they are released to Parliament.
- e. Review the report of operations on financial management, performance and sustainability of the Trust's Annual Report to ensure the content is understandable and consistent with the requirements of the Financial Management Act 1994, the published financial statements, Committee member knowledge of Trust operations. Also, review and monitor compliance with the Financial Management Act, Standing Directions and the Instructions, and advise the Trust on the level of compliance attained and make a recommendation to the Trust on whether to authorize the Report of Operations before it is released to Parliament.
- f. Obtain relevant representations from Trust management on the completeness and accuracy of the Annual Financial Statements and their compliance with relevant legislation, accounting standards and supporting pronouncements.
- g. Assess significant estimates and judgements in financial reports by asking management about the process used in making material estimates and then ask the internal and external auditors the basis for their conclusions on the reasonableness of management's estimates.
- h. Assess management explanations for unusual transactions or significant variances from prior year results.

3.2. Internal Audit

Oversee the internal audit function to:

- a) Review and approve the internal audit charter.
- b) Oversee the process to select the Trust's internal auditor and make a recommendation to the Board on the appointment of the successful firm.
- c) Where required, recommend to the Board that the internal audit firm's services be terminated for a specific, lawful reason(s), subject to the provisions of the internal audit contract.
- d) Review and approve the strategic internal audit plan and the annual audit work program, the progress of works undertaken, and any difficulties or restrictions on the scope of activities or significant disagreements with management.
- e) Review the findings and recommendations contained in internal audit reports, and the status of agreed actions.
- f) Review progress reports to ensure that internal audit recommendations have been actioned by Trust management in line with agreed milestones.
- g) Meet in-camera with the internal auditor at least annually to discuss any matters that the Committee or internal auditor considers should be discussed privately.
- h) Review the effectiveness and efficiency of the function via an annual assessment on the performance of the internal auditor based on the performance criteria contained in the internal audit contract.

3.3. External Audit

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- a. Maintain effective communication with the Victorian Auditor General's Office and its duly appointed agents and representatives.
- b. Review and understand the external audit strategy and internal audit activities.
- c. Consider the external auditor's views on any issues, including accounting issues that may impact on the financial statements, financial management compliance issues and other relevant risks impacting the GMCT's finances.
- d. Consider external audit outcomes, including financial and performance audits.
- e. Provide a standing invitation to the external auditor to attend Audit Committee meetings.
- f. Identify any problems or difficulties encountered by the external auditor in the course of external audit work, including any restriction on audit scope or access to information.
- g. Discuss with the external auditor any findings and recommendations contained in management letters and audit reports, including the appropriateness of management responses, and the impact on the audit opinion.
- h. Discuss with the external auditor any significant adjustments, unadjusted differences, disagreements with management, and the quality of accounting policies and practices applied by the Trust.
- i. Meet in-camera at least annually with the external auditor to discuss any matters that the Committee or the auditor considers should be discussed to ensure frank and open communication.
- j. Review with management and the external auditors all matters required to be communicated to the audit committee under the Australian Auditing Standards.
- k. Review all representation letters signed by management.
- l. Regularly review implementation of actions in response to internal or external audits, including remedial actions to mitigate future instances of non-compliance.

3.4. Internal Control Systems

Evaluate the adequacy and effectiveness of the Trust's administrative, operating and accounting systems, its controls, processes and policies, including IT system controls and security in liaison with Trust management, internal audit and external audit.

3.5. Risk Management

- a. Evaluate and advise on the adequacy of the Trust's risk management strategy and framework.
- b. Review the Risk Register in accordance with the Committee's Annual Work Plan to ensure the risk profile appropriately reflects the strategic, operational, project management and financial risks to which the Trust is exposed, and evaluate the appropriateness of treatments plans developed to manage those risks.
- c. Monitor the status of the risk management process including trends in the risk profile and on the management of specific risks. Refer issues to the Board for consideration as appropriate.

3.6. Information Systems

Evaluate the adequacy and effectiveness of information systems that support:

- a. Preparation of the Trust's financial statements;
- b. Information provided to the Parliament, the Trust, the Victorian Department of Health and the Department of Treasury and Finance; and
- c. Strategic and operational performance information that inform on the Trust's and Trust management's compliance and decision-making activities.

3.7. Legislative & Regulatory Compliance

- a. Review and monitor compliance with the Financial Management Act, Standing Directions of the Assistant

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Treasurer and Instructions, and advise the Trust on the level of compliance attained.

- b. Review the processes used by Trust Management to monitor compliance with all other (nonfinancial) legislation and regulations applicable to the Trust.
- c. Review the investigation and follow-up (including disciplinary action) of any material fraudulent or noncompliance related activities.
- d. Obtain regular updates from Trust management and the Trust's legal counsel regarding compliance matters that may have a material impact on the Trust's reputation.
- e. Review the findings and recommendations from any examinations by regulatory agencies.
- f. Assess effectiveness of, and compliance with, the VPSC Code of Conduct.
- g. Review and monitor remedial actions taken to address Compliance Deficiencies.

3.8. Policies

Review and approve Policies that the Board may delegate to the Audit & Risk Management Committee to oversee which are within the scope of the ARMC Terms of Reference or policies that are required by regulation or legislation to be approved by an audit committee.

3.9. Responsibilities of the Chair

The Chair of the Committee holds both a leadership and relationship management role. The Chair:

- a. leads the Committee in the conduct of its responsibilities and discharge of its duties
- b. leads the Committee in ensuring effective governance of the Committee and the achievement of the Committee Responsibilities
- c. interprets Trust policy as required
- d. in consultation with the CEO or Chief Governance Officer, sets the meeting agenda of the Committee and oversees the provision of adequate information to the Committee and the Board
- e. leads an effective relationship with the CEO and Executive
- f. leads an effective relationship with each Committee Member, and
- g. acts on other related matters.

4. Membership

4.1. Composition

Membership of the Committee shall be determined by the Board and consist of:

- a. a minimum of three (3) and a maximum of six (6) Trust members; and
- b. at the discretion and option of the Board, one (1) external independent and non- executive appointment;
- c. The Committee Chair:
 - Must be appointed directly by the Board for up to a term of three (3) years and may be re- appointed at the discretion of the Board.
 - Must be a Trust member or Board appointed external independent
 - Must not be the Trust Chair.
- d. On the invitation of the ARMC Chair, a non ARMC Trust Member

4.2. Skills and Qualities of Committee Members

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- a. Committee members shall be independent based on the requirements of the Standing Directions of the Minister for Finance made under the Financial Management Act 1994.
- b. At least one (1) Committee member must have appropriate expertise in financial accounting or auditing and be a member of the professional accounting bodies in Australia (e.g. Chartered Accountants Australia & New Zealand, CPA Australia or Institute of Public Accountants) a
- c. Committee members should be capable of making a valuable contribution to the Committee by having appropriate skills and experience to discharge the Committee's responsibilities;
- d. Basic financial literacy;
- e. Reasonable knowledge of the Trust's risks and controls;
- f. Integrity, objectivity, accountability, honesty and openness;
- g. Dedication of time and effort;
- h. An enquiring mind;
- i. Independent judgement and be objective in its deliberations, decisions and advice;
- j. Relevant industry knowledge; and
- k. Business experience in the public and/or private sector.

4.3. Terms & Vacancies

- a. Each time the Minister appoints new members to the Trust, or reappoints existing members to the Trust, the Trust Chair will review the membership of the Committee and recommend to the Board, any proposed amendments. The practice is that this is done on an annual basis. However, the Board may resolve to change the membership at any time.
- b. A Committee Member may resign from the Committee in writing, signed by the member and addressed to the Trust Chair at any time.
- c. The Board may remove a member of the Committee at any time, if deemed necessary.
- d. The Board must appoint a person to fill a vacancy in the membership within three (3) months of the vacancy arising.

4.4. In Attendance

- a. The following officers should attend Committee meetings:
- b. Chief Executive Officer.
- c. Chief Financial Officer
- d. Chief Operations & People Officer
- e. Chief Governance Officer (including role as minute-taker).
- f. General Manager Strategy and Risk
- g. Executive Management (per item as required and as determined by the Chief Executive Officer).

The Internal Auditor and/or External Auditor will attend meetings as deemed appropriate.

Other members of management, or parties external to the GMCT, may be invited by the Committee Chair to attend any meeting of the Committee or part thereof, as a resource or in an advisory capacity following consultation with the Chair and the Chief Executive Officer.

Non-members of the Committee may be asked to withdraw for all or part of any meeting as appropriate.

5. Meetings of the Committee

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5.1. Frequency

- a. Meetings shall be held at least four (4) times per annum, and more frequently if deemed necessary.
- b. The Committee Chair must call a meeting of the Committee, if so requested by a member of the Committee or by the Trust Chair.
- c. Meetings may be called or held using any technology determined by the Committee Chair.

5.2. Quorum

- a. A quorum shall consist of not less than two (2) Committee members, one of whom must be a GMCT Trust member;
- b. At the discretion of the ARMC Chair, a trust member who is not currently a member of the ARMC may be invited to attend committee meetings as a substitute, especially during situations where maintaining quorum is essential for timely decision-making.
- c. Invitations for substitute members to attend a meeting are limited to instances where they have been specifically invited by the ARMC Chair, ensuring that the required expertise and representation are maintained for that particular meeting.

5.3. Meeting Papers

Meeting papers will be delivered electronically via secure software and tablets or email or other methods as required.

5.4. Decision-making and Voting

- d. Decisions shall be reached by consensus, or majority vote if required.
- e. Each Committee member is entitled to one (1) vote.
- f. The Committee Chair does not have a casting vote.
- g. Any Trust member may attend a meeting of the Committee of which they are not a member, for discussion of particular areas of interest to that Trust member. However, the Trust member has no voting entitlement. Trust members who are not Committee members will also receive Committee papers and notices for their information.

5.5. Committee Member's Attendance

Committee members must attend at least 75% of Committee meetings.

5.6. Agenda

- a. The Committee Chair is responsible for the development of the Agenda for Committee meetings, in conjunction with the Chief Executive Officer or Chief Governance Officer.
- b. Items for Agenda shall be advised by Committee members at least two (2) weeks prior to the meeting date, unless otherwise agreed.
- c. The Agenda shall be circulated together with the relevant meeting papers, to Committee members and Trust members at least five (5) days prior to the meeting date unless otherwise agreed.
- d. Meeting agendas are to be structured throughout the year to ensure that each responsibility of the Committee is addressed.

6. Minutes

- a. Committee findings and recommendations must be minuted by the Chief Governance Officer.
- b. Draft minutes shall be distributed to the Committee Chair for review not later than forty-eight (48) hours following the meeting date unless otherwise agreed. Once received from the Committee Chair, minutes will

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then be distributed to other Committee members.

- c. Minutes must be approved by the Committee and signed by the presiding Chair at its subsequent meeting.

7. Confidentiality

- a. Committee members and attendees shall be subject to the confidentiality requirements of the GMCT.
- b. The Committee shall have direct access to and/or seek any information it requires from:
 - Any officer or employee of the Trust, through the Chief Executive Officer, where appropriate.
 - The Internal Auditor and External Auditor.
 - External parties (legal counsel, other professional or agents).

8. Reporting

- a. The Committee shall report to the Board after each meeting through its meeting minutes and/or a presentation to the ordinary Trust Meeting by the Committee Chair.
- b. The Committee's role, composition, and achievements shall be included in the Trust's Annual Report, together with a statement that the Committee has observed its Terms of Reference.
- c. The Committee's Term of Reference shall be made available on the GMCT website at all times.

9. Lobbying

- a. The Trust members who are Committee members are subject to restrictions on past or present lobbying activity under VPSC Code of conduct for Directors of Victorian Public Entities.
 - The Trust members who are Committee members must not engage in any lobbying activity including activities undertaken in other jurisdictions that may relate to the functions of the public entity.
 - The Committee must confirm at the start of each board meeting that the Trust members on the Committee are not engaged in such activity. Any independent members of the Committee are not strictly subject to the Code, but are required by GMCT to declare any lobbying activity that may relate to the functions of GMCT.
- b. Lobbying activity, defined in the Victorian Government Professional Lobbyist Code of Conduct, includes any contact with a Government Representative to influence decision-making, including policies, legislation, planning, and grants.
- c. Activities described in subclause 9(b) are exempt from being considered lobbying if the Committee member:
 - Is a board director or statutory office holder governed by the Directors Code of Conduct, and
 - Is acting in their capacity as a director on behalf of the public entity board.

10. Performance Review

The Committee shall review its operations and assess its performance annually, and provide a report to the Board on the achievement of performance measures and targets to the Committee's Terms of Reference.

11. Document Review

The Committee shall review and reassess its Term of Reference annually following Board self-assessment review and confirmation of Board Memberships to ensure continued relevance, and to address any emerging issues.

12. Committee Terms of Reference History

Date	Details of Change
2010	Updated

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2015	Reviewed and updated
March 2016	Updated to new template and consolidated with Trust Charter
Nov 2016	Reviewed and Updated
Feb 2017	Approved by Trust
Feb 2018	Approved by Trust with changes to Membership clause and Terms of Reference review cycle
June 2018	Approved by Trust with changes to clause Terms & Vacancies
October 2018	Approved by Trust. Appendix A deleted
September 2020	Approved by Trust to reflect new organisation structure
October 2021	Reviewed and updated
October 2022	Reviewed and updated for dates, and to include reference to project management risks
October 2023	Reviewed and minor update for dates, job titles and deletion of duplicate information. Also provided more clarity on the role of the audit committee in policy approvals.
March 2024	Updated Membership and Quorum information. Included new requirements relating to lobbying activities under Code of conduct for directors of Victorian public entities. Also updated one instance of job title for Chief Governance Officer
October 2024	No updates. Presented to ARMC to align with annual reporting requirements
October 2025	Included external independent Chair recruitment, replaced 'Trust' with 'Board' in collective terms, and updated minor administrative details.
May 2026	Updates to position title of Manager Organisational Risk and minor administrative changes