

CORPORATE GOVERNANCE COMMITTEE CHARTER



1 Role

The Corporate Governance Committee is established to assist the co-ordination of relevant activities of management, the internal audit function and the external auditor to facilitate achieving overall organisational objectives in an efficient and effective manner.

The Committees role is to:

- 1.1 Fulfil the role of Council's audit committee as required in section 126 of the Local Government Act.
- 1.2 Assist the Council in reviewing the principal risks facing the Council, including those that threaten the Council's strategic directions.
- 1.3 Assist in the effective management of financial and other risks and the protection of Council assets.
- 1.4 Review developments and adequacy of principles, policies and practices of Financial Planning and Reporting, Corporate Governance, Risk Management and Internal Control and make recommendations to Council as appropriate.

2 Terms of Reference

The Committee's terms of reference are to consider all matters outlined in section 126(4) of the Local Government Act:

2.1 Financial Reporting

The Corporate Governance Committee shall monitor the integrity of the financial statements of the Council, reviewing significant financial reporting issues and judgements which they contain.

The Corporate Governance Committee shall review and challenge where necessary:

- a) The consistency of, and any changes to, accounting policies on a year on year basis;
- b) The methods used to account for significant or unusual transactions where different approaches are possible;
- c) Whether the Council has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;
- d) The clarity of disclosure in the Council's financial reports and the context in which statements are made; and

The logo for the City of Playford, featuring the text 'CITY OF' above 'Playford' in a stylized script, with a green graphic of horizontal lines below.				
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- e) All material information presented with the financial statements, such as the operating and financial review and the External Auditor statement (insofar as it relates to the audit and risk management).
- f) Provide input into the appointment of the External Auditor.

The Corporate Governance Committee shall meet as needed with the External Auditor. The Corporate Governance Committee shall meet the External Auditor at least once a year, without management being present, to discuss their remit and any issues arising from the External Audit.

2.2 Internal Control, Internal Audit & Risk Management Systems

The Corporate Governance Committee shall:

- a) Keep under review the effectiveness of the Council's internal controls, audit and risk management systems.
- b) Review and recommend the approval, where appropriate, of statements to be included in the annual report concerning internal controls and risk management.
- c) Receive reports on the activities of the Chief Executive Officer's Strategic Risk and Internal Audit Work Program including the review of managements response to audits.
- d) consider and make recommendations on the program of the internal controls and audit including the adequacy of resources and access to information to enable it to perform its function effectively and in accordance with the relevant professional standards.

2.3 Public Interest Disclosures

The Corporate Governance Committee shall, review the Council's arrangements for its employees to raise concerns, in confidence, about possible wrongdoings in financial reporting, fraud and corruption and other matters.

The Committee shall ensure these arrangements allow for independent investigations where appropriate and appropriate follow-up action.

2.4 Strategic Management Plans

The Corporate Governance Committee shall propose and provide information relevant to, a review of the Council's strategic management plans including the Annual Business Plan, and review and provide recommendations on the sustainability of Councils financial performance giving consideration to Council's financial indicators.

2.5 Other Investigations or Evaluations

- 2.5.1 The Corporate Governance Committee shall, when necessary, propose and review the exercise of Council's powers under Section 130A of the Local Government Act 1999, in relation to the conduct of efficiency and economy Audits that would not otherwise be addressed or included as part of an annual External Auditor.
- 2.5.2 The Committee may review and consider reports or recommendations from external agencies where an investigation or evaluation relates to the role of the committee.

3 Definitions

Act for the purpose of this policy means the *Local Government Act 1999*.

Chief Executive Officer (CEO) means the Chief Executive Officer of a council and includes a deputy or other person acting in the officer of Chief Executive Officer.

Committee includes Section 41 Committees, other Committees and Panels established by Council.

Council Member means the Principal Member or a Councillor elected by the electors of a particular ward, as a representative of the ward in the City of Playford.

Electronic Means includes a telephone, computer or other electronic device used for communication.

Executive Officer is a staff member appointed by the Chief Executive Officer to support a Section 41 Committee, other committee or advisory group.

Independent Members are members on a committee or panel who are not elected but have been appointed by the Council to undertake a similar role as Councillors on Council's Section 41 Committees or the Council Development Assessment Panel. They are external appointees.

Mayor is the person elected as the Principal Member of the Council to represent the local government area as a whole.

Staff includes Council staff, contractors, volunteers and all others who perform work on behalf of Council.

Strategic Management Plans are defined as Council's Long Term Financial Plan, Council's Strategic Plan, Council's Asset Management Plan and the Council's Annual Business Plan.

4 Delegations

4.1 The Committee has delegation for the following:

4.1.1 Approve Committee's Minutes as a true and accurate record of proceedings.

4.1.2 Develop and approve the Committee's Work Plan.

4.1.3 Appoint a Presiding Member from within the Committee.

4.2 Any other business referred to the Committee in accordance with its Role and Terms of Reference, or where the Committee does not hold the delegated authority, this business may be debated with a recommendation referred to the next Ordinary Council Meeting for consideration.

4.3 The Executive Officer in consultation with the Presiding Member may approve a deputation request for business that falls in-line with the Committee's Role and Terms of Reference. The Committee may resolve to seek further information on the business of a deputation; although no further resolution may be passed for the business of a deputation at the meeting the deputation was provided.

4.4 Petitions are not delegated to the Committee and are only to be presented to Council.

5 Meetings

- 5.1** The Committee Meeting will be held on the first Tuesday of the month, starting at 5:00pm. The Committee will meet a minimum of six (6) times per annum. The Committee will determine an annual schedule of meetings.
- 5.2** The Committee Meeting will be hosted in the Committee Room at the Playford Civic Centre, 10 Playford Boulevard, Elizabeth, unless otherwise determined by the Committee prior to the meeting.
- 5.3** Meetings may either wholly or in part be held via electronic means with Zoom Video Communications, Inc.

A member of the Council participating in a Council meeting by electronic means is taken to be present at the meeting provided that the member:
 - a) can hear all other members present at the meeting;
 - b) can be heard by all other members present at the meeting; and
 - c) can be heard by the person recording the minutes of the meeting.
- 5.4** The agenda will be prepared and distributed to all Committee Members on the Thursday prior to the meeting, with the preference being to distribute electronically.
- 5.5** Special Meetings of the Committee may be necessary from time to time and may be called in accordance with Section 82 of the Local Government Act 1999. Notice of a Special Committee Meeting may be at a minimum of four (4) hours' notice, due to the urgency of the matters on the agenda.

6 Membership

- 6.1** Term rules:
 - 6.1.1** The Committee shall comprise five (5) members consisting of the Mayor and one (1) Council Member and three (3) Independent Members.
 - 6.1.2** The term of the Council Committee Members' appointment will be for a period not exceeding the next General Election.
 - 6.1.3** Independent Members who are appointed to a Committee may carry over past an election term.
 - 6.1.4** The Presiding Member must be an Independent Member and will be determined by the Committee for twelve (12) months, after which they may stand for re-election.
- 6.2** Independent Members of the Committee shall be appointed to bring recent and relevant experience and their capacity to act as a mentor to the Council Members on the Committee.

6.3 Table providing a summary of current Committee Membership and Term of Office details:

Term of Office		
Appointed Member	Endorsed by Council	Term Concludes
Cr Shirley Halls	26 Oct 2021	Nov 2022
Mr Martin White	22 Feb 2022	31 Mar 2024
Mr Mark Labaz	22 Feb 2022	31 Mar 2024
Mayor Glenn Docherty	27 Nov 2018	Nov 2022
Mr Peter Brass	26 Nov 2019	31 Mar 2023

7 Role of the Presiding Member

- 7.1** Oversee the conduct of Committee Meetings in accordance with the *Local Government Act 1999* and Code of Practice for Council and Committee Meetings.
- 7.2** Ensure all Committee Members have the opportunity to participate in debate and discussions in an open and encouraging manner.
- 7.3** Where a matter has been debated significantly and no new information is being discussed the Presiding Member may call the meeting to order and ask for the debate to be finalised and a motion be put forward.

8 Role of Committee Members

- 8.1** Actively participate in debate and discussion as a representative of Council in a professional manner at all times.
- 8.2** Ensure the Member is prepared and informed of meeting matters prior to the meeting.
- 8.3** Utilise the skills and experience of the Committee Members to effectively carry out the Committee's role.

9 Independent Member Support

Remuneration

- 9.1** Sitting fees are established by Council and will be reviewed biennially.
- 9.2** Independent Members will be paid per meeting, upon receipt of an invoice.
- 9.3** Independent Members who are required to attend an Ordinary Council meeting, other Committee meetings or mandatory training are entitled to 50% of the sitting fee.
- 9.4** If an Independent Member is also the Presiding Member of a Committee, they will receive 125% of the sitting fee.

Sitting fee	50 %	125 %
\$ 475	\$ 238	\$ 594

Training

- 9.5** Independent Members may be offered to undertake training relevant to their role on the Committee. This may include mandatory training required of Council Members and Council and Committee Meeting Procedure training.

Insurance / Liability

- 9.6** Whilst acting in their capacity as an Independent Member, for any honest act or omission, Members will be provided indemnity for civil liability claims under the Local Government Association Mutual Liability Scheme.
- 9.7** Whilst acting in their capacity as an Independent Member, personal accident coverage will be provided to Independent Members. Note that under the Private Health Act 2007 and the rules attached to that Act, the personal accident policy may not cover medical expenses and Independent Members are responsible for their own medical expenses.

Submission of Returns

- 9.8** Council has determined that Division 2 – Register of Interests of the *Local Government Act 1999* applies to the Corporate Governance Committee.
- 9.9** Independent Members are required to submit a Primary Return within 30 days of initial appointment to the Committee. Ordinary Returns will be required within 60 days after 30 June each year.
- 9.10** Failure to supply a return before the expiration of one month from the period outlined in 9.9 will result in a vacancy.

10 Role of the Executive Officer and Administrative Support

- 10.1** The Executive Officer is appointed by the CEO to support the administration and operation of the Committee.
- 10.2** The Executive Officer and relevant staff may provide advice during the meeting in order to aid informed decision making.
- 10.3** The Committee is appointed a Minute Taker.
- 10.4** Governance will liaise with Independent Members to process remuneration and returns.

11 Reporting and Review

- 11.1** The Committee will undertake an annual self-assessment (in the election year this will be incorporated into the external review) to assess the on-going role and effectiveness of the Committee and report any recommendations to Council as required.

11.2 In the year leading up to a Council Election the Committee will undertake an external review of the Committee's effectiveness. Any relevant recommendations will be provided to the Council to assist with the ongoing structure of the Committee.

11.3 As determined by the Committee, the Committee may communicate with Council Members and staff on issues of importance to the Council. This communication may be delivered by the Presiding Member or Executive Officer in the form of a presentation to Council Members, a communiqué or a written memo and Council Report.

11.4 The Committee through the Chair will present to Council at least twice per year on Corporate Governance Committee business.

12 Supporting Documentation

- *Local Government Act 1999*
- *Local Government (Financial Management) Regulations 2011*
- Code of Practice for Council and Committee Meetings
- Code of Practice for Public Access to Meetings and Associated Meeting Documents
- Code of Conduct for Council Members

13 Approval and Change History

Approval Date	Approval by	Change
	Council	Template & Committee Structure Review
25 Sep 2008	Council Resolution	Scheduled review
17 Dec 2013	Council Resolution No. 1622	Scheduled review
25 Feb 2014	Council Resolution No. 1683	Appointment of Independent Members: Ms Merridie Martin and Mr Allen Bolaffi
25 Nov 2014	Council Resolution No. 1996	Alignment to Council Elections 2014 and minor amendments to terms and meeting dates
25 Nov 2014	Council Resolution No. 1997	Appointment of Independent Member: Mr Andrew Andreyev
28 Jun 2016	Council Resolution No. 2604	Template & Committee Structure Review
27 Sep 2016	Council Resolution No. 2689	Reappointment of Independent Member: Mr Martin White
28 Nov 2017	Council Resolution No. 3039	Appointment of Independent Member: Mr Damian Pulgies
27 March 2018	Council Resolution No. 3121	Appointment of Member: Cr Dino Musolino
22 May 2018	Council Resolution No. 3159	Amendment to Charter outlining in more detail the Role and Responsibilities of the committee.
27 Nov 2018	Council Resolution No. 3336	Appointment of Members: Mayor Glenn Docherty and Cr Jane Onuzans Removal of cancellation clause.
26 Feb 2019	Council Resolution No. 3419	Reappointment of Independent Member: Ms Merridie Martin
27 Aug 2019	Council Resolution No. 3707	Removal of reference to the Annual Report as a document for the Committee to monitor as it is the Committee's role to consider the Financial Statements that are included in the Annual Report, not the Annual Report itself. Whistleblower provisions removed and replaced with provisions regarding Public Interest Disclosures, and the inclusion of reference to fraud and corruption. Inclusion of the Committee to provide input into the appointment of the External Auditor.

		Minor, administrative wording changes also made.
24 Sep 2019	Council Resolution No. 3746	Reappointment of Members: Cr Jane Onuzans and Mr Martin White Extension of appointment: Mr Damian Pulgies.
26 Nov 2019	Council Resolution No. 3848	Appointment of Independent Member: Mr Peter Brass
24 Mar 2020	Council Resolution No. 3981	Appointment of Independent Member: Mr Mark Labaz
07 Apr 2020	Council Resolution No. 3983	Definition of <i>Electronic Means</i> added in line with the new capability of electronic meetings.
25 May 2021	Council Resolution No. 4621	Inclusion of Independent Member Support
24 August 2021	Council Resolution No. 4731	Meeting Commencement time amended from 4:30pm to 5:00pm
26 October 2021	Council Resolution No. 4790	Appointment of Member: Cr Shirley Halls
22 February 2022	Council Resolution No. 4915	Reappointment of Members: Mr Martin White and Mr Mark Labaz