

1. Purpose and Outcomes

The Local Land Services Board of Chairs has established the Audit, Risk & Governance Committee ('the Committee') in compliance with the NSW Treasury Internal Audit and Risk Management Policy for the NSW Public Sector TPP 15-03.

The purpose of the Committee is to:

- a) provide independent assistance to the Board of Chairs (BoC) by monitoring, reviewing and advising on LLS's governance processes, risk management and control frameworks, and its external accountability obligations.
- b) strategically oversight and monitor the effectiveness of the organisational frameworks and functions (in 2. Scope, below).
- c) promote a culture of open communication, trust, transparency and accountability across LLS; actively promoting 'one LLS'.
- d) receive delegated 'endorsement' powers with the LLS Board retaining all approval powers.

At the end of these meetings throughout the financial year the Committee will have:

- a) oversight of outcomes achieved that contribute towards the goals and strategies of the State Strategic Plan
- b) an understanding of future actions and activities with regards to upcoming audit, risk and governance practices

2. Scope

The scope of the focus addressed at this Committee will include:

- Governance (Framework)
- Assurance (Framework)
- Policy
- Legal
- GIPA
- Insurance
- Conflicts of Interest
- Risk Management (Framework)
- Control Framework

- External Accountability
- Compliance with applicable acts and regulations
- Internal and External Audit
- Delegations
- Fraud and Corruption Control
- Ethics
- Statutory Reporting
- NSW Audit Office relationship
- State-wide critical issues policy endorsement
- Oversight of Board member recruitment, elections and induction processes

The following matters are out of scope for this Committee:

- review management, and general operational management of LLS employees (except when relevant to the matters included in Scope)

3. Meeting Frequency

Refer to Annexure A

4. Membership

Formal composition and tenure of Committee members is - provided in Annexure A.

Operational transparency of Board Committee's focus areas will be provided to the Director, Strategy, Performance & Governance to ensure holistic coverage of operations (and no cross over) on behalf of the Board as well as the Director Corporate Affairs to assist with managing LLS Brand and reputation.

5. Roles and Responsibilities

The roles and responsibilities are outlined below:

The Committee Chair – With the Convenor, design meeting Agenda's and the forward plan to ensure the delivery of the Committee's mandated accountabilities, each year. Run the Committee meetings in alignment with the requirements of this Charter and any additional matters requested by the Board.

Local Land Services Audit, Risk & Governance Committee Charter

Convenor – Director, Strategy Performance and Governance is accountable for convening the Committee (assisting the Chair) including the oversight of the development of papers, a forward plan of matters for the Committee and the facilitation of matters from the Committee to the Board for approval

Secretariat – the minute taker at the meeting. Also responsible for managing the Action item list.

Meeting members - It is the responsibility of all meeting members to complete any required pre-reading in advance of the meeting. Meetings are held with the expectation that pre-reading of agenda and submitted papers have been completed prior to the meeting.

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Further details of the roles and responsibilities are provided in Annexure A.

6. Authority, Escalation and Reporting

The Committee Chair is accountable to provide the LLS Board with regular updates on strategically significant matters considered by the Committee (at the next meeting of the LLS Board after the Committee meets).

The meeting chair will have the necessary authority for any decisions reached (in accordance with this Charter). Any decisions exceeding the meeting members' delegation authorities must be escalated to the board for approval.

The BoC authorises the Committee, within the scope of its role and responsibilities, - as detailed in Annexure A

7. Quorum and Delegations

Refer to Annexure A

8. Independent external advice

Refer to Annexure A

9. Induction

Refer to Annexure A

10. Committee Performance Review

Refer to Annexure A

11. Minutes and Actions

All meetings should be minuted and any decisions and actions captured. Actions should be recorded in an action log defining action, responsibility and due date.

Meeting minutes and action log should be distributed to all meeting members within 5 business days after a meeting. It is the responsibility of each meeting member to review these registers to ensure they reflect what was agreed in each meeting.

For this purpose, the Director SP&G will arrange to provide secretariat support as detailed in Annexure A

12. Meeting Agendas

All meeting Agendas will be on the standard Board Committee Agenda Template.

13. Meeting Preparation

All papers provided to a Committee meeting are to have been consulted and endorsed by the State Operations Unit and Senior Management team.