



Gladstone Regional Council

Council Policy

Title	BUSINESS IMPROVEMENT COMMITTEE
Policy Number	P-2018-28
Business Unit/s	FINANCE GOVERNANCE AND RISK
Date of Adoption	4 DECEMBER 2018
Resolution Number	G/18/3593
Date Review Due	4 DECEMBER 2021
Date Repealed	

1.0 PURPOSE:

The Policy defines the responsibilities of the Business Improvement Committee and explains the role of the Committee within Council. The Business Improvement Committee has the role and responsibilities of an Audit Committee as defined by Section 105 the *Local Government Act 2009*.

2.0 SCOPE:

This policy applies to the activities of Gladstone Regional Council's Business Improvement Committee.

3.0 RELATED LEGISLATION:

- *Local Government Act 2009*
- *Local Government Regulation 2012*

4.0 RELATED DOCUMENTS:

- Gladstone Regional Council Ethics Integrity and Audit Policy.

5.0 DEFINITIONS:

"Business Improvement" means the systematic approach to identifying, analysing, developing and optimising business processes.

"Internal Audit" is an independent, objective assurance and consulting activity designed to add value and improve an organisation's operations. It helps an organisation accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes. (Institute of Internal Auditors).

"Immediate Family" is defined as

- (a) The member's spouse child, ex-nuptial child, step-child, adopted child, foster child, ex-foster child, parent, grandparent, grandchild or sibling; or
 - (b) A child, ex-nuptial child, step-child, adopted child, foster child, ex-foster child, parent, grandparent, grandchild or sibling of the Member's spouse;
- ("spouse" includes a former spouse, a de facto spouse or a former de facto spouse)

6.0 POLICY STATEMENT:

6.1 Committee Objectives

The primary objective of the Committee is to assist Council in fulfilling its oversight responsibilities relating to accounting, auditing and reporting requirements imposed under the *Local Government Act 2009* and other relevant legislation.

This Policy establishes the principles and standards for the Business Improvement Committee to:

- 6.1.1. Enhance the ability of Council to fulfil their legal responsibilities.
- 6.1.2. Add to the credibility and objectivity of statutory financial reports.
- 6.1.3. Enhance the independence and effectiveness of Council's Ethics Integrity and Audit activities.
- 6.1.4. Oversee the application of appropriate accounting and disclosure policies and procedures.
- 6.1.5. Monitor existing corporate policies and recommend new corporate policies to prohibit unethical, questionable or illegal activities.
- 6.1.6. Provide a communication link between management, business improvement, auditors, external auditors and Council.
- 6.1.7. Promote the need for public accountability of executives to Council, the ratepayers and other interested parties.
- 6.1.8. Support measures to improve governance, risk management and internal controls.

6.2 Authority

The Business Improvement Committee has the authority to conduct or authorise investigations into matters within its scope of responsibility.

6.3 Independence and Access

- 6.3.1. The Committee will need to liaise closely with management and internal and external auditors to carry out its responsibilities. Whilst the primary responsibility for financial and other reporting, internal control and compliance with laws, regulations and ethics within Council rests with executives and management, the Business Improvement Committee shall exercise a monitoring and review role.

6.3.2. The Committee will have unrestricted access to all information, including documents and personnel, and have adequate resources in order to fulfil its oversight responsibilities.

6.4 Membership

Section 210 of the *Local Government Regulation 2012*, states that the Committee must consist of at least 3 and no more than 6 members and include 1, but no more than 2, Councillors appointed by the local government, and at least 1 member who has significant skills in financial matters. The local government must appoint 1 of the members of the audit committee as chairperson.

When considering membership and the duration of appointments, Council will consider the rotation of representatives, which is accepted as the best practice model for ensuring ongoing independence and objectivity whilst retaining a degree of continuity via a core of experience.

Councillor Appointments:

Council will nominate two (2) Councillor appointments on a voluntary rotational basis with a minimum appointment period of 18 months. In addition, Council will nominate 2 proxy members to attend in the absence of the current Councillor representatives.

Council considers there is benefit in elected member representation being a mix of new and experienced Councillors where practical and accordingly will rotate Councillor appointments in the middle of an election term.

External Appointments:

Council will appoint a minimum of 2 external members to the Committee through an expression of interest process.

External appointments will be for a maximum five-year term, unless sooner terminated by the resignation or dismissal of a member. Appointment of external members will be for an initial period of up to 18 months as determined by Council, with a further term up to the maximum tenure being subject to mutual agreement between Council and the external appointee.

Replacement appointments for a member who resigns or is dismissed, will be limited to the end of the original serving member's term. *(For example, if a member resigns at the end of their fourth year, the replacement appointment will be for one year only.)*

Recruitment for external appointments will be undertaken on a staged basis. Council will call for expressions of interest for only one position at a time. This staged approach will continue on a rolling basis with recruitment anticipated to commence within 12 months prior to expiry of an external members term.

Other Matters

The Chief Executive Officer cannot be a member of the Business Improvement Committee but can attend meetings of the committee.

The External Auditor, Advisors and Ex Officio members are non-voting observers. The Chief Executive Officer, the General Manager Finance Governance and Risk, the Manager

Governance and an Internal Audit Representative should attend all meetings but are not members and have no voting rights. Other Council officers should attend as required by the Business Improvement Committee. Elected Councillors who are not sitting members of the Committee may attend meetings as Observers.

External Auditors and representatives of the Queensland Audit Office are invited to attend any or all meetings as they consider appropriate and as it relates to Audit and Finance matters.

6.5 Responsibilities

Members of the Committee will, at all times in the discharge of their duties and responsibilities, exercise honesty, objectivity and probity and not engage knowingly in acts or activities that have the potential to bring discredit to Council or be considered a conflict of interest.

Members also must refrain from entering into any activity that may prejudice their ability to carry out their duties and responsibilities objectively and must at all times act in a proper and prudent manner in the use of information acquired in the course of their duties. Members must not use information obtained through their position on the Committee for any personal gain for themselves or their immediate family, or in any manner that would be contrary to law, or detrimental to the welfare and goodwill of Council.

Further, members must not publicly comment on matters relative to activities of the Committee other than as authorised by Council.

The specific responsibilities of the Committee are:

External Audit Focus

- 6.5.1. Oversee Council compliance with the *Local Government Regulation 2012* requirements for financial reporting.
- 6.5.2. Review the scope of the total audit activities with the external auditors.
- 6.5.3. Review the effectiveness of the annual audit plan, to ascertain whether emphasis is being placed on areas where the committee, management or the auditors believe special attention is necessary.
- 6.5.4. Review management responses to audit reports and the extent to which external audit recommendations concerning internal accounting controls and other matters are implemented.
- 6.5.5. Review the final draft financial statements prior to its approval by Council, taking on board any external audit comments. In particular the review should focus on:
 - (i) significant changes in accounting policies and practices
 - (ii) areas of significant judgement or accounting estimates
 - (iii) significant audit adjustments (adjusted or unadjusted differences)
 - (iv) proposed departures from accounting standards.

Ethics Integrity and Internal Audit Activities

- 6.5.6 Review the Three Year and Annual Internal Audit Plans to assess:
- (i) That the proposed activities contribute to meeting the organisations short and long-term goals, priorities and values.
 - (ii) That appropriate measures are in place for monitoring the progress and outcomes of the plans.
 - (iii) If the activities are achievable within the organisation's budgetary requirements.
 - (iv) If the proposed activities consider the full spectrum of the risks of Council.

The Committee should also provide, where appropriate, recommendations or findings it may wish the organisation to consider in its internal ethics, integrity and audit activities.

- 6.5.7. Ascertain that the activities undertaken by the ethics, integrity, internal audit are in accordance with the Ethics, Integrity and Audit Policy and adopted standards and practices.
- 6.5.8. Review the Ethics Integrity and Audit Policy, resources and budget, and ensure that Council Policies and practices maintain and enforce ethics integrity and audit's independence from management.
- 6.5.9. Assess whether all significant recommendations of the Ethics, Integrity and Audit Functions have been properly implemented by management. Any reservations the functions may have should be discussed by the Committee.
- 6.5.10. Monitor the extent of reliance on audit work by the external auditors to facilitate completeness of coverage and the effective use of audit resources.

The Business Improvement Committee's responsibilities do not extend to managing the day-to-day activities of the Ethics, Integrity and Audit functions. This is carried out by the Chief Executive Officer.

Fraud and Corruption Control

- 6.5.11. Ascertain whether fraud and corruption risks have been included in the assessment of the risk profile of Council.
- 6.5.12. Oversee management's efforts to create and maintain a strong internal control environment, including the design and implementation of anti-fraud and corruption strategies and programs.
- 6.5.13. Periodically review the effectiveness of Council's fraud and corruption controls.

Other Matters

- 6.5.14. Review the Audit disclosures and Financial Statements included in the proposed Annual Report of Council.
- 6.5.15. Review the effectiveness of the control environment established by management including computerised information system controls and security. This also includes a review/monitoring role of the documentation of all associated policies and corporate standards.
- 6.5.16. Review the effectiveness of the risk assessment/management policies and corporate standards. In particular monitoring that Councils risk management activities are not limited to insurance coverage but includes active risk minimisation.
- 6.5.17. To assist the Business Improvement Committee with its review, the Committee will be provided periodically with an overview of the status of the following risk issues including but not limited to:
- i. Council's major policies with respect to risk assessment and risk management, to ensure that they embrace best practice standards.
 - ii. Progress on evolving, implementing and testing the Business Continuity Plan.
 - iii. Significant information systems breaches, concerns and improvements.
 - iv. Significant litigation issues.
 - v. The quality of Council's insurance cover, the cost of cover and other relevant insurance tender details (benchmarking with other councils will be relevant).
 - vi. The status in implementing Risk Registers throughout the organisation (benchmarking with other councils' implementation program will be relevant).
 - vii. Significant risk incidents and their outcomes.
 - viii. Emerging risk issues, including major projects.
- 6.5.18. Review and recommend all significant accounting policy changes.
- 6.5.19. Monitor compliance with important regulations relevant to Council's activities including statutory regulations for any subsidiaries of Council.
- 6.5.20. Monitor or periodically review policies and corporate standards relating to fraud and corruption and other related sensitive issues.
- 6.5.21. Recommend special projects or investigations on any matter within its terms of reference.

- 6.5.22. Oversee how management is monitoring the effectiveness of its compliance and ethics program and making changes as necessary.
- 6.5.23. Review and recommend changes necessary to the Committee's Policy on a three yearly basis.

6.6 Meetings, Records and Reporting Structure

- 6.6.1. The Committee shall meet at least twice per financial year. The Chief Executive Officer will set the date, time and place for the meetings. Before setting the date, time and place for a Committee meeting, the Chief Executive Officer must, if practicable, consult with the Chairperson of the Committee. In addition, the Chief Executive Officer may call a meeting if requested to do so by any Committee member, or the internal or external auditors.
- 6.6.2. A quorum shall consist of two members. Alternate member/s or proxies will be appointed for either elected representative. The proxy/ies will be appointed by Council and hold the role for their elected term in office.
- 6.6.3. The external auditors shall be given notice of all meetings and sent an agenda. The external auditors shall have the right to attend and speak.
- 6.6.4. The Chief Executive Officer will make administrative arrangements to ensure that an agenda, supported by necessary explanatory documentation, is circulated to the Business Improvement Committee members, any other Council officer requested to attend, and the external auditors, at least five (5) working days before the day of the meeting, if practicable.
- 6.6.5. The Chief Executive Officer will make administrative arrangements to provide secretarial functions to the meetings and prepare minutes of each meeting which will be provided to Business Improvement Committee members, permanent attendees and external auditors one week after the meeting, at the latest.
- 6.6.6. The minutes of the Committee meetings will be provided to Council, and upon adoption by Council, extracts distributed to relevant officers for information and action.
- 6.6.7. Meetings will provide the opportunity for the Business Improvement Committee members to meet with ethics, integrity and internal audit and/or external audit without management being involved.
- 6.6.8. On an annual basis, submit a summary of the role and achievements of the Committee for Council consideration, and contribute to Council's Annual Report including a statement on whether the Committee has observed the terms of the Policy.

6.7 Training

New members of the Business Improvement Committee will be provided with induction material to allow the member to familiarise themselves with the environment and to facilitate their understanding of its principal operations and activities, corporate practices and culture.

6.8 Self Evaluation

- 6.8.1. Every two years, the Business Improvement Committee should assess the performance and achievements of the Committee for the previous period and ensure that it is meeting its objectives efficiently and effectively.
- 6.8.2. The Committee will confirm annually that all responsibilities outlined in this Policy have been carried out.
- 6.8.3. Where this evaluation highlights a need for enhancements to the role, operational processes or membership of the committee, the Chairperson should take action to ensure such enhancements are implemented.

7.0 ATTACHMENTS:

Nil

8.0 REVIEW TRIGGER:

This policy will be reviewed when any of the following occur:

- 1. The related legislation or governing documents are amended or replaced; or
- 2. Other circumstances as determined by resolution of Council or the CEO; or
- 3. Three years from date of adoption.

TABLE OF AMENDMENTS			
Document History	Date	Council Resolution No.	Notes (including the prior Policy No, precise of change/s, etc)
Originally Approved	5 October 2010	G/10/23	
Amendment 1	3 July 2012	G/12/1103	
Amendment 2	17 September 2013	G/13/1722	
Amendment 3	7 April 2015	G/15/2363	
Amendment 4	4 December 2018	G/18/3593	

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LEISA DOWLING
CHIEF EXECUTIVE OFFICER