

Audit and Risk Committee Charter

Introduction

The Committee Charter outlines the roles, responsibilities and composition of the Audit and Risk Committee of the Council (Board) of the University of Technology Sydney and the manner in which it discharges its responsibilities for UTS.

Purpose

The university's risk, internal control and compliance frameworks are key strategic enablers for the delivery of world-class education and research.

The Audit and Risk Committee has oversight of and provides advice to Council on risk management, internal control framework, legislative compliance where appropriate, internal and external audit and external reporting accountability.

Responsibilities

The primary responsibility of the Committee is to assist Council in overseeing the risk activities (including financial controls and Risk Management Framework) undertaken by UTS and, from time to time, other related entities as requested by Council.

The Audit and Risk Committee will:

Risk Management Framework

- a. provide oversight and undertake annual reviews of the Risk Management Framework (including the Risk Taxonomy) and Risk Management Policy
- b. assist Council in discharging its responsibility to exercise due care and skill in relation to UTS's risk, control and compliance framework; insurance products and cover; and the specified oversight of the designated risks contained within the UTS Council Committees Risk Oversight Responsibilities Framework
- c. consider any material legal matters that may impact the University

Financial controls

- d. provide oversight of the University's internal financial controls and systems
- e. provide oversight of relevant Delegations as approved by Council

Audit

- f. ensure an independent and effective internal audit program is delivered
- g. liaise with the external auditor to ensure effectiveness of the external audit
- h. monitor management's responsiveness to the findings and recommendations of e) and f)

Financial reporting

- i. consult with the Finance Committee, External Auditor and the Internal Auditor on the auditing of the University's accounts and the outcomes of those audits
- j. review and make recommendations to Council on the annual financial statements and other relevant documents, taking note of the comments of the Finance Committee

Controlled entities

- k. receive annual reports on the performance of controlled entities

Commercial activities

- l. review the annual commercial activities report and consider the appropriateness of governance arrangements of commercial entities of the University from a risk perspective

Policies

- m. provide oversight of policies relevant to the remit of the Committee.

The Committee operates under a formal and additional Terms of Reference (see **Attachment 1**).

Performance

The Committee will review its performance annually against the Charter including the detailed Terms of Reference as shown in Attachment 1.

Composition

The composition of the Committee is as follows:

Position

Chair – an external member of Council, appointed for expertise in audit and risk

At least three, but no more than five, other members, of whom:

- all should have strategic management expertise and experience in accounting, auditing or risk
 - up to two should be members of Council with qualifications and experience related to the operations of the University
 - at least one should be a member of the Finance Committee (whether or not they are also a member of Council)
 - at least one who has expertise in student and staff safety and wellbeing
- subject to the majority of Committee members being independent.
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Quorum

The quorum at any meeting of a Council committee or board, shall, unless another number is fixed for a particular committee or board, be one-half of the members of the committee or board for the time being but, if one-half is not a whole number, shall be the next higher whole number.