

# Audit and Risk Committee Charter

## Review

Review of this Charter will occur every	3 years
Approval Level Required of amendments to this charter by	Board
Charter Owner	Director of Finance
Required on Website?	Yes

## VERSION LOG

Note: \*Where amendments are only approved by ELT and not in line with Approval Level noted in the table above because the nature of the amendment is minor, the existing Next Review Due Date must be retained to ensure review occurs by the appropriate Approval Level.

Version	Author/s	ELT Review	Approved By*	Approval Date	Next Review Due	Comments
V1	Finance	May 2022	Board	May 2022	May 2025	
V2	Finance	April 2023	ELT	April 2023	May 2025	Update for restructure
V3	Finance	August 2024	Board	August 2024	May 2025	Updated responsibilities regarding internal & external audit.

## 1. Establishment

The Audit and Risk Committee (**Committee**) is established by the board of UNICEFAustralia under rule 12.14 of the constitution.

## 2. Purpose

The purpose of the Committee is to assist the board in fulfilling its governance responsibilities in relation to financial performance and reporting by:

- monitoring and reviewing key aspects of the financial operations of the UNICEFAustralia;
- ensuring adequate and effective risk identification and management processes are in place and operating effectively;
- ensuring compliance with UNICEF Australia's statutory and other reporting obligations.
- make decisions on matters when referred by the Board

## 3. Membership

- The Committee will be appointed by the board and comprise:
  - a chair who is one of the board members;
  - at least three people, each of whom must be an independent member of the board;
  - one or more additional independent people, who are not members of the board but who have appropriate professional qualifications and experience.
- The Committee must always comprise a majority of members who are board members.

- (c) The Committee's members must, between them, have the appropriate financial/accounting background and/or qualifications considered by the board to be necessary to enable it to discharge its responsibilities competently and to a high professional standard.

#### 4. Role and responsibilities

The role and responsibilities of the Committee are to:

- (a) carry out the Committee's purpose in assisting the board to fulfil its governance responsibilities in relation to financial performance and reporting;
- (b) provide a direct link between the UNICEF Australia board and its external auditor;
- (c) monitor UNICEF Australia's corporate governance processes to ensure their continued effectiveness and recommend to the board any changes considered necessary;
- (d) review on a regular basis and report to the board on the financial reports prepared by UNICEF Australia;
- (e) in consultation with UNICEF Australia's external auditor:
  - approve the annual external audit plan; and
  - consider the results of the annual external audit, auditor's report and audit opinion and audited financial statements for recommendation to the board, including any actions considered necessary arising out of the auditor's report;
- (f) monitor the independence and performance of UNICEF Australia's external auditor;
- (g) advise and make recommendations to the board on the appointment and removal of UNICEF Australia's external auditor;
- (h) review on a regular basis and advise the board on any changes, if necessary, to UNICEF Australia's risk management and statutory reporting/compliance protocols;
- (i) review at least annually and advise the board on any changes, if necessary, to UNICEF Australia's corporate governance systems and protocols.
- (j) review on a regular basis adherence to UNICEF Australia's enterprise risk management framework
- (k) in consultation with UNICEF Australia's internal auditor:
  - approve the internal audit plan; and
  - consider internal audit reports and review progress against finding arising from any internal audits undertaken.
- (l) monitor the independence and performance of UNICEF Australia's internal auditor and approve the appointment and removal of UNICEF Australia's internal auditor.

#### 5. Meetings

- (a) The Committee will meet as often as they decide is necessary to fulfil their functions and must meet at least four times a year.
- (b) The Committee must meet to consider the annual audit plan, audited financial statements and auditor's report and audit opinion.
- (c) The Committee will normally meet immediately prior to each UNICEF Australia board meeting.
- (d) The Committee chair may schedule additional meetings at his/her discretion.
- (e) The quorum for meetings is at least two Committee members, one of whom must be a UNICEF Australia board member.
- (f) The CEO and Director of Finance of UNICEF Australia may attend Committee meetings and participate fully in the Committee's deliberations, however, they are not entitled to vote on any matter before the Committee.
- (g) The external auditor of UNICEF Australia may attend any Committee meeting and is expected to attend the

Committee meetings at which the annual audit plan, audited financial statements and auditor's report and audit opinion are being considered.

- (h) The internal auditor of UNICEF Australia may attend any Committee meeting and is expected to attend the Committee meetings at which the internal audit plan, and any internal audit reports are being considered.
- (i) The Committee may conduct its meetings in such manner as it considers necessary to ensure the orderly and competent discharge of the business to be dealt with at each meeting.
- (j) Decisions will be made by a majority vote of those Committee members present in person or by electronic means.
- (k) The Committee may pass written resolutions as necessary.
- (l) The Committee must ensure that an adequate record of each of its meetings is kept and submitted to the board at its next available meeting for the board's information.