

 LCLGA Limestone Coast Local Government Association LCLGA Audit and Risk Committee Terms of Reference	Version Number	2
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PREAMBLE

The Limestone Coast Local Government Association (LCLGA) is a regional subsidiary established pursuant to Section 43 of the *Local Government Act 1999* by the constituent councils of;

- City of Mount Gambier
- District Council of Grant
- District Council of Robe
- Naracoorte Lucindale Council
- Kingston District Council
- Tatiara District Council

Under its Charter, the LCLGA's Objects and Purpose includes;

1. Work in association with both the LGA SA and the Australian Local Government Association
2. Undertake co-ordinating, advocacy and representational roles on behalf of its Constituent Councils at a regional level;
3. Facilitate and co-ordinate activities of local government at a regional level related to social, environmental and community development with the object of achieving improvement for the benefit of the communities of its Constituent Councils;
4. Develop, encourage, promote, foster and maintain consultation and co-operation and to strengthen the representation and status of local government when dealing with other governments, private enterprise and the community;
5. Develop further co-operation between its Constituent Councils for the benefit of the communities of its region;
6. Develop and manage policies which guide the conduct of programs and projects in its region with the objective of securing the best outcomes for the communities of the region;
7. Undertake projects and activities that benefit its region and its communities;
8. Associate, collaborate and work in conjunction with other regional local government bodies for the advancement of matters of common interest;
9. Implement programs that seek to deliver local government services on a regional basis; and
10. To effectively liaise and work with the State and Commonwealth Governments and instrumentalities on a regional basis for the general enhancement of the region.

For the purpose of carrying out special projects or to investigate specific areas of interest the Charter outlines the process whereby committees can be established.

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Section 6.11 Committees

1. The Board may establish a committee of Board Members for the purpose of:
 - (a) enquiring into and reporting to the Board on any matter within LCLGA’s functions and powers and as detailed in the terms of reference given by the Board to the Committee;
 - (b) exercising, performing or discharging delegated powers, functions or duties.
2. A member of a committee established under this Clause holds office at the pleasure of the Board.
3. The Board may establish advisory committees consisting of or including persons who are not Board Members for enquiring into and reporting to the Board on any matter within LCLGA’s functions and powers and as detailed in the terms of reference which must be given by the Board to the advisory committee.
4. A member of an advisory committee established under this clause holds office at the pleasure of the Board.
5. The President of the Board is an ex-officio member of any committee or advisory committee established by the Board.

1. Name

The name of the Committee shall be the LCLGA Audit and Risk Committee.

2. Background

The LCLGA Audit and Risk Committee is established to provide the Board and Executive Officer with advice and recommendations to improve the LCLGA’s overall performance, including corporate and financial governance, business risks and legal compliance.

3. Membership

The Audit and Risk Committee will consist of five members:

- Three representatives from constituent councils, ideally drawn from LCLGA Board members or senior council staff (e.g. Mayors, CEOs, or Executives).
- One independent member, who will serve as the Chair.

The Presiding Member and independent members are appointed by resolution of the LCLGA Board.

The LCLGA President will be an ex-officio member of the Committee.

Appointments will be made by the LCLGA Board following a nomination process after each Local Government election. Nominations should be submitted by 31st December and considered at the LCLGA AGM in February. The Board will also manage replacements if a member steps down during their term.

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Preference will be given to nominees with relevant experience or skills in areas such as finance, law, strategy, governance, or compliance. Experience in small membership-based associations is highly desirable.

Independent members will be appointed for a three-year term.

Committee members may not assign a proxy. The Committee may co-opt additional expertise as needed.

4. Remuneration

Remuneration will be paid to independent members at a set fee per meeting as resolved by Board. Travel costs will also be reimbursed.

Council members appointed to the Committee shall not receive remuneration or reimbursement for travel costs.

5. Aims & Objectives

The aims of the Committee are to provide the Board and Management with recommendations and advice relating to:

- financial reporting, including review of annual business plan, and underlying financial policies,
- recommendation in relation to the appointment of, and working with the external auditor,
- developing a workplan for internal review,
- risk management and internal controls,
- compliance with laws, regulations, ethical requirements, internal policies and industry standards, and other responsibilities as delegated by the Board.

6. Administrative Support

The Committee will be supported by the Executive Officer and other staff as required to ensure its smooth operations.

7. Role of the Presiding Member

The Presiding Member of the Committee shall:

- Preside at all meetings of the Committee and in the event of the Presiding Member being absent from a meeting, the members present shall appoint a member to preside for that meeting or until the Presiding Member is present.
- Preserve order at meetings so that the business may be conducted in due form and with propriety.

8. Calling and Timing of Meetings

- The Committee will meet at least three times per year, with additional meetings scheduled as required to address emerging issues or priorities.
- Meetings will be held at a time and place agreed upon by the Committee. This may include by telecommunications when required.

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- Members requesting an agenda item should provide a written summary or relevant documentation to support distribution with the agenda.
- Where practicable, all documents and reports to be considered at a meeting will be provided to Committee members at the time notice of the meeting is given.

9. Proceedings of Meetings

- The Meetings of the Committee shall be conducted in accordance with Sections 87- 91 of the *Local Government Act 1999* and the *Local Government (Procedures at Meetings) Regulations 2013*.
- All members of the Committee will have equal voting rights in respect of all motions put to a Committee Meeting.
- The Presiding Member of the Committee or the Member of the Committee appointed to preside over the meeting in the absence of the Presiding Member, has a deliberative vote on any matter arising for decision at the meeting, but does not have a casting vote in the event of an equality of votes.
- No business can be transacted at a Committee meeting unless a quorum is present.
- A quorum is ascertained by dividing the total number of Members of the Committee by two, ignoring any fraction resulting from the division, and adding one.
- If at any meeting there is not a quorum present within 30 minutes after the time appointed for the commencement of the meeting, or if at any time after the meeting has commenced and before any business to be transacted is completed, there is not a quorum present, the meeting shall be adjourned to another time and date in accordance with the provisions of the Local Government Act.

10. Members to Disclose Interest

- A Member of the Committee has an interest in a matter before the Committee if the member or a person with whom the member is closely associated would, if the matter were decided in a particular manner, receive or have a reasonable expectation of receiving a direct or indirect pecuniary or non-pecuniary benefit or suffer or have a reasonable expectation of suffering a direct or indirect pecuniary or non-pecuniary detriment.
- A Member of the Committee who has an interest in a matter before the Committee of which he or she is a member must declare the interest to the Committee.
- A disclosure made must be recorded in the minutes of the Committee.
- A Member of the Committee who has an interest in a matter before the Committee must not :-
 - i. Propose or second a motion relating to the matter
 - ii. Take part in discussion by the Committee relating to that matter.
 - iii. While such discussion is taking place, be in, or in the close vicinity of the room in which the matter is being discussed.
 - iv. Vote in relation to the matter.
- A Member of the Committee who has disclosed an interest in a matter may, by permission of the Committee, attend during proceedings of the Committee on the relevant matter in order to ask or answer questions, provided that the meeting is open to the public, the Member withdraws from the room after asking or answering the questions, and the Member does not in any other way take part in any debate or vote on the matter.

11. Reporting to LCLGA Board

The Committee Minutes will be provided to the LCLGA for endorsement and/or consideration of recommendations of the Committee.

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12. Financial Responsibility

The Committee has no authority to expend funds unless approved by the LCLGA Board.

The Committee shall each year consider any financial requirements to meet its obligations and submit budget requests to the LCLGA Board for consideration.

13. Delegation of Powers

The Committee has no delegation to act, with all recommendations of the Committee to be considered by the Board for final decision and resolution.

14. Dissolution

The Committee may be dissolved at the completion of the project/purpose or at the discretion of the LCLGA Board.

15. Liability of Members

In accordance with Section 41(12) and (13) of the *Local Government Act 1999*, no civil liability attaches to a member of a committee for an honest act or omission in the exercise, performance or discharge, or purported exercise, performance or discharge, of the member's or committee's powers, functions or duties. Further, a liability that would, but for this clause attach to a member of a committee attaches instead to the Association.

16. Alteration of Terms of Reference

The Board may at any time, either on its own initiative or at the request of the Committee, alter, delete or add to any provisions of these Terms of Reference. In doing so, the Board will consult with the Committee prior to adoption.