



1.1 Purpose

The Audit and Risk Committee (the Committee) assists and advises the Synod Standing Committee (SSC) in fulfilling its corporate governance responsibilities to exercise due care, diligence and skill in relation to oversight of:

- (a) the integrity and reliability of the audited financial statements
- (b) applying accounting policies
- (c) internal audit and external audit
- (d) internal control systems
- (e) Synod risk management and compliance systems.

1.2 Scope

The Committee assists the SSC in the oversight of the Synod's¹ activities in accordance with the responsibilities of this Charter.

1.3 Responsibilities

The Committee performs an advisory role and acts with delegated authority of the SSC as detailed in this Charter in carrying out its functions, authorities and powers.

The objectives of the Committee include:

- (a) Audited financial statements
 - review the Synod office's annual financial statements before SSC approval, focusing on:
 - significant changes in accounting policies and practices
 - major judgemental areas
 - significant audit adjustments
 - proposed departures from accounting standards
 - compliance with statutory requirements for financial reporting.
 - consider the effects of any new or proposed accounting practices, principles, developments, disclosure requirements, and legislative or regulatory pronouncements.
- (b) Synod risk management and control systems
 - provide the SSC with advice and recommendations on the establishment and implementation of a risk management framework
 - review the effectiveness and operation of the Synod's risk management framework and systems of internal controls
 - ongoing assessment and recommendation to the SSC of the Synod's Risk Appetite Statement
 - monitor the adequacy and effectiveness of the Synod's risk management processes including material exposure to strategic and business risks
 - monitor and review policies and practices for detecting, reporting and preventing fraud and whistleblowing procedures.

¹ The definition of Synod incorporates all entities, agencies and institutions of The Uniting Church of Australia Property Trust (Q.) and entities where the Church provides membership of governance bodies.



- (c) Compliance management
 - review the effectiveness and operation of the Synod's compliance management framework
 - monitor compliance with all relevant statutory and regulatory obligations, and internal policies and procedures.
- (d) External auditors for the Synod office
 - recommend to the SSC the appointment of external auditors via participation on the panel to select the external auditors from time to time
 - review and approve the external audit plan annually
 - review the performance of the external auditors
 - monitor and review the rotation of the external auditor's engagement partners
 - keep under review the relationship with the external auditors and meet with them at least annually
 - ensure that no management restrictions are being placed on the external auditors
 - monitor the independence of the external auditors and their compliance with relevant professional standards as updated from time to time.
- (e) Internal audit
 - approve the charter of the internal audit function
 - review and approve the annual internal audit plan in accordance with the internal audit charter
 - monitor and review compliance with, and the effectiveness of implementation of, the internal audit plan
 - monitor and review internal audit findings, management's responses and action plans to the findings, and assess management's responsiveness to implementation of those action plans
 - review the overall effectiveness and independence of the internal audit function
 - ensuring the Internal Auditor has direct access to the Committee as needed
- (f) Insurance
 - review the placement of the Synod's insurance program to ensure it meets stakeholder needs and aligns with the Synod's risk profile.
- (g) Other
 - identify any special projects or investigations deemed necessary
 - advise on any other matters referred to the Committee by the SSC.

1.4 Accountability

Each member of the Committee is entitled to rely on Synod office management on matters within their responsibility, and on external professionals on matters within their areas of expertise, and may assume the accuracy of information provided by such persons, so long as they are not aware of any reasonable grounds upon which to question its accuracy.



1.5 Composition and term

The Committee is a committee of the SSC and consists of seven members being:

- (a) a chairperson
- (b) the General Secretary as an ex-officio member
- (c) the chairperson of the Finance, Investment and Property Board as an ex-officio member
- (d) two members of the Synod Standing Committee
- (e) two external members².

The SSC appoints all members, other than ex-officio members, to the Committee.

At least one member of the Committee should be a qualified accountant or other finance professional with experience of financial and accounting matters.

Appointment to the Committee is for a 3 year term or as determined by the SSC. The maximum continuous time a person can serve as a Committee member is 9 years, unless that person has served 1 or more terms as chairperson, in which case the maximum continuous time is 12 years.

The duties and responsibilities of a member of the Committee will be in addition to those duties set out for a member of the Synod Standing Committee.

The Governance Secretary or, with the approval of the Committee, a delegate of the Governance Secretary is the secretary of the Committee.

1.6 Meetings

The Committee meets a minimum of 4 times per calendar year. The Committee chairperson convenes meetings at other times when necessary to carry out the role of the Committee. Any member may request the Committee chairperson to convene a meeting.

The notice and agenda of meetings includes supporting papers. The agenda for meetings is determined by the Committee chairperson in consultation with the Committee secretary and others directed by the Committee chairperson.

General governance protocols, including those relating to quorums and electronic decision making, are outlined within the Synod by-laws.

In the absence of the Committee chairperson or appointed delegate, the members will elect one of their number as chairperson of that meeting.

Subject to the discretion of the Committee, the Manager Risk and Compliance and Executive Director Strategic Resources and Assurance attend all Committee meetings by standing invitation, but do not have the right to vote and may be asked to withdraw for all or any part of a meeting. The Committee may invite other people including any employee of the Synod to attend all or part of its meeting.

Any person with a material personal interest in a matter being considered at a meeting must not be present for consideration of that matter.

² Defined as those persons who are not: members of the Synod Standing Committee; employed by the Synod office; employed by a Synod agency or institution; ministry agents engaged in ministry placement and other religious activities of the Uniting Church in Australia within the bounds of the Queensland Synod. Independent Directors of institutions/agencies of the Uniting Church are deemed external members in the context of this Charter.



Decisions of the Committee may be made at a duly called and constituted meeting or otherwise agreed by all Committee members. Where approvals are granted outside a meeting of the Committee, a report is to be provided to the next meeting of the Committee.

1.7 Minutes

The Committee Secretary prepares minutes for each Committee meeting.

The draft minutes of each Committee meeting are reviewed by the Committee chairperson and circulated to all Committee members by the Committee Secretary as soon as practicable after each Committee meeting.

A copy of the Committee minutes, once they have been approved by the Committee, are signed by the Committee chairperson.

1.8 Access to Information

The Committee has the authority to seek any information it lawfully requires from any employee of the Synod and all employees must comply with such requests.

The Committee has the right to direct contact with management, internal audit and external audit.

Internal Audit and External Audit (as necessary) have a right of direct and unfettered access to the Committee through the Committee chairperson.

Professional advisers may be appointed at Synod's expense to assist the Committee in evaluating specific issues or risks and mitigating strategies to meet the Committee's purpose and discharge its responsibilities. In engaging such advisors, the Committee must consider the reasonableness of the expense and budget availability.

1.9 Reporting to the Synod Standing Committee

The Committee provides the SSC with a copy of the minutes of its meetings.

The Committee chairperson reports the findings and recommendations of the Committee to the SSC after each meeting.

1.10 Performance Review

The Committee performs an annual self-evaluation of performance to determine whether it is functioning effectively and meeting the requirements of its Charter and submits the results to the SSC.

1.11 Review of charter

The Committee reviews their charter annually to provide assurance that it remains consistent with the SSC's objectives and responsibilities.

The SSC approves or further reviews the charter.