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# Audit and Risk Committee Charter

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## Key information

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## Table of Contents

<b>1</b>	<b>Introduction .....</b>	<b>5</b>
1.1	Authority .....	5
1.2	Purpose and structure .....	5
1.3	Scope .....	5
1.4	Definitions and interpretations .....	6
<b>2</b>	<b>Purpose and function of the Audit and Risk Committee .....</b>	<b>7</b>
2.1	Purpose.....	7
2.2	Legislative functions.....	7
2.2.1	<i>Financial reporting .....</i>	<i>7</i>
2.2.2	<i>Performance reporting.....</i>	<i>8</i>
2.2.3	<i>Risk oversight and management .....</i>	<i>8</i>
2.2.4	<i>Internal control .....</i>	<i>9</i>
2.3	Additional functions .....	9
2.4	Sub-committees.....	10
2.5	Engaging with stakeholders.....	10
2.6	Access to and use of information.....	10
2.7	Work program .....	10
2.8	Performance.....	10
2.9	Reporting .....	11
2.10	Cross-advisory committee work.....	11
<b>3</b>	<b>Membership .....</b>	<b>12</b>
3.1	Composition .....	12
3.1.1	<i>Members.....</i>	<i>12</i>
3.1.2	<i>Chair.....</i>	<i>12</i>
3.1.3	<i>Individuals to be excluded.....</i>	<i>12</i>
3.2	Appointment.....	12
3.3	Term .....	12
3.4	Vacancies .....	13
3.5	Member's register.....	13
<b>4</b>	<b>Roles.....</b>	<b>14</b>

4.1	Chair .....	14
4.2	Advisory Committee member .....	14
4.3	Executive Sponsor .....	14
4.4	Secretariat .....	14
<b>5</b>	<b>Members' responsibilities .....</b>	<b>16</b>
5.1	Appointment and induction .....	16
5.2	Legal requirements .....	16
5.3	Confidentiality .....	16
5.4	Conflict of interest .....	16
5.4.1	<i>Annual Declaration of Interest</i> .....	16
5.4.2	<i>Agenda Items</i> .....	17
5.5	Meeting attendance and preparation .....	17
5.6	Media .....	17
5.7	Other terms and conditions .....	17
<b>6</b>	<b>Remuneration and allowances .....</b>	<b>18</b>
6.1	Meeting attendance .....	18
6.2	Travel expenses and allowances .....	18
6.3	Other expenses .....	18
<b>7</b>	<b>Meeting procedures .....</b>	<b>19</b>
7.1	Meeting cycle .....	19
7.2	Forward agendas .....	19
7.3	Meeting frequency .....	19
7.4	Presiding at meetings .....	19
7.5	Attendees .....	19
7.6	Technology .....	19
7.7	Quorum .....	19
7.8	Decision-making .....	20
7.9	Meeting papers and notes .....	20
7.10	Out-of-session .....	20
<b>8</b>	<b>Resignation and termination .....</b>	<b>21</b>
<b>9</b>	<b>Publication and review of Charter .....</b>	<b>22</b>

## 1 Introduction

The Australian Digital Health Agency (Agency) commenced operations in July 2016 to lead the digital transformation of healthcare to create a better health system and enable Australians to make more informed decisions about their health.

The Agency is governed by a [skills-based Board](#) and supported by expert advisory committees.

### 1.1 Authority

The Agency is established by the [Public Governance, Performance and Accountability \(Establishing the Australian Digital Health Agency\) Rule 2016](#) (Agency Rule). The Agency Rule has been created under the [Public Governance, Performance and Accountability Act 2013](#) (PGPA Act).

The PGPA Act establishes a framework for the management of performance, financial accountability and the use of public resources across all Commonwealth entities. The Agency is classified as a corporate Commonwealth entity under the PGPA Act.

The Board is the accountable authority of the Agency and has established an Audit and Risk Committee (ARC) in compliance with section 45 of the PGPA Act and section 17 of the [Public Governance, Performance and Accountability Rule 2014](#) (PGPA Rule).

### 1.2 Purpose and structure

The ARC Charter (Charter) has been prepared on the basis the ARC is integral to good corporate governance. The ARC is an invaluable source of independent advice to the Board and assists the Board to meet its duties and obligations under the PGPA Act<sup>1</sup>.

The Charter sets out the:

- key functions of the ARC;
- roles and responsibilities of specific positions and committee members; and
- processes used by the ARC to fulfil its roles, responsibilities and functions aimed at ensuring the effective operation of the ARC.

The Charter is to be read in conjunction with the current Corporate Plan and has been developed using the following Department of Finance (Finance) resources:

- [Resource Management Guide \(RMG\) – Audit committees \(RMG 202\)](#);
- [A guide for corporate Commonwealth entities on the role of audit committees, September 2021](#); and
- [Model charter for audit committee](#).

### 1.3 Scope

The Charter applies to the ARC only. The other Board Standing Advisory Committees have separate Charters.

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<sup>1</sup> RMG 202 and A guide for corporate Commonwealth entities on the role of audit committees

## 1.4 Definitions and interpretations

In this Charter:

- Board Chair means the Chair of the Board of the Agency;
- Chair means the Chair of the ARC;
- Member means a member of the ARC.

A word or expression not defined in this Charter but is defined in the PGPA Act or PGPA Rule, has, if the context permits, the meaning given by the Act or Rule.

The words ‘including’, ‘for example’ or similar expressions mean there may be more inclusions or examples than those mentioned after that expression.

Reference to an Act includes every amendment, re-enactment or replacement of that Act and any subordinate legislation made under that Act (such as regulations, rules, principles).

Singular also includes plural and vice versa, and words importing any gender includes all genders.

Headings, where used in the Charter, are purely for the purpose of identification and shall not be considered in the interpretation of the provisions of this Charter.

## 2 Purpose and function of the Audit and Risk Committee

### 2.1 Purpose

The ARC is a committee of the Board and has no executive powers or delegated responsibilities, however, the ARC does have legislative responsibilities as detailed in [Section 2.2](#) below<sup>2</sup>.

### 2.2 Legislative functions

Under the PGPA Rule, the Board must determine the functions of the ARC by written charter<sup>3</sup>.

The ARC is established to assist the Board discharge its responsibilities under the PGPA Act by reviewing the appropriateness of the Agency's:

- financial reporting;
- performance reporting;
- system of risk oversight and management; and
- system of internal control<sup>4</sup>.

The ARC is not responsible for the executive management of these functions.

The ARC is required to advise the Board on whether, in its view, the following functions are being managed appropriately and report any specific areas of concern or suggestions for systems and process improvement. This also entails the ARC reviewing compliance with the mandatory requirements of the PGPA Act, the PGPA Rule, the Accounting Standards, the Commonwealth Performance Framework, the Commonwealth Risk Management Policy and consider advice given in supporting guidance.

#### 2.2.1 Financial reporting

The ARC must review and provide independent advice, including a written statement to the Board, on the appropriateness<sup>5</sup> of the Agency's:

- annual financial statements and whether, in its view, they comply with the PGPA Act, the PGPA Rule, the Accounting Standards and supporting guidance;
- information (other than financial statements) required by Finance for the purpose of preparing the Australian Government's consolidated financial statements (including the supplementary reporting package) and whether additional Agency information (other than financial statements) required by Finance comply with the PGPA Act, PGPA Rule, the Accounting Standards and supporting guidance;
- processes and systems for preparing financial reporting information;
- financial record keeping;
- processes in place to allow the Agency to stay informed throughout the year of any changes or additional requirements in relation to financial reporting; and
- financial reporting as a whole, with reference to any specific areas of concern or suggestions for improvement.

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<sup>2</sup> Ibid, p. 22.

<sup>3</sup> Subsection 17(1), PGPA Rule.

<sup>4</sup> Subsection 17(1), PGPA Rule.

<sup>5</sup> Appropriateness has its ordinary meaning of 'suitable or fitting for a particular purpose'.

### 2.2.2 Performance reporting

The ARC must review and provide independent advice, including a written statement to the Board, on the appropriateness of the Agency's:

- annual performance statements;
- systems and procedures for assessing, monitoring and reporting on achievement of the Agency's performance, in particular satisfying itself the Agency's:
  - Portfolio Budget Statements (PBS) and Corporate Plan (CP) contain appropriate details of how the Agency's performance will be measured and assessed;
  - approach to measuring its performance throughout the financial year against the performance measures included in its PBS and CP is appropriate and in accordance with the [Commonwealth Performance Framework](#), this includes reviewing over time particular elements of the performance measures; and
  - has appropriate systems and processes for preparation of its annual performance statement and inclusion of the statement in its annual report.
- Performance reporting as a whole, with reference to any specific areas of concern or suggestions for improvement.

### 2.2.3 Risk oversight and management

The ARC must review and provide independent advice, including a written statement to the Board, on the appropriateness of the Agency's:

- enterprise risk management framework and associated internal controls for the effective identification and management of the Agency's risks, in line with the Commonwealth Risk Management Policy;
- system of risk oversight and management as a whole;
- approach to managing the Agency's key risks, including those associated with individual projects, program implementation and activities;
- risk management capability, including clear articulation and adherence to key roles and responsibilities relating to risk management;
- processes for developing and implementing the Agency's fraud and integrity control arrangements consistent with its fraud control framework, and satisfy itself the Agency has appropriate processes and systems to detect, capture, and effectively respond to fraud and integrity risks;
- reports on fraud and integrity from management, outlining any significant or systemic allegations of fraud, the status of any ongoing investigations and any changes to identified fraud and integrity risks in the Agency; and
- Risk oversight and management as a whole, with reference to any specific areas of concern or suggestions for improvement.



## 2.2.4 Internal control

The ARC must review and provide independent advice, including a written statement to the Board, on the appropriateness of the Agency's:

- approach to maintaining an effective internal control framework, including controls in relation to functions performed by external parties such as contractors, shared service providers and consultants, and whether appropriate processes are in place for assessing whether key policies and procedures are complied with;
- management and operation of policies and procedures, including Board instructions, delegations, business continuity, bullying and harassment and other policies, are periodically reviewed and updated;
- approach to maintaining an effective internal security system, including corporate and My Health Record, and compliance with the [Protective Security Policy Framework](#) and cyber security;
- systems for monitoring compliance with relevant laws, regulations and associated government policies in which the Agency must comply, and mechanisms for the Board to be informed of any significant issues within the Agency;
- consideration of legal and compliance risks as part of the Agency's enterprise risk management framework;
- internal audit coverage, resources and budget to carry out its responsibilities, taking into account the Agency's primary risks, recommending approval of the internal audit work plan by the Board, and monitoring and reviewing the completion of the approved internal audit work plan;
- internal audit reports and providing advice to the Board on significant issues identified in those reports, and recommending action on significant issues raised, including identification and dissemination of good practice; and
- The system of internal control as a whole, with reference to any specific areas of concern or suggestions for improvement.

## 2.3 Additional functions

The ARC, at the request of the Board, may perform additional tasks to those prescribed by the PGPA Act and PGPA Rule<sup>6</sup>. The Board may also refer additional matters to the ARC's attention as required<sup>7</sup>.

These additional functions include, but are not limited to, the ARC:

- Business continuity: satisfying itself an appropriate approach has been taken in establishing business continuity arrangements, including whether business continuity and disaster recovery plans are in place and have been periodically tested and updated including for My Health Record system;
- Ethical and lawful conduct: assessing whether the Board and the Agency have taken steps to embed a culture that promotes the proper use and management of public resources and is committed to ethical and lawful conduct; and
- Parliamentary committee reports, external reviews and evaluations: satisfying itself the Agency has appropriate mechanisms for reviewing relevant

<sup>6</sup> A guide for corporate Commonwealth entities on the role of audit committees, p. 21.

<sup>7</sup> Ibid, p. 10.

parliamentary committee reports, external reviews and evaluations of the Agency and implementing, where appropriate, any recommendations arising.

## **2.4 Sub-committees**

The ARC may establish, at its discretion, sub-committees to assist it meet its responsibilities. Terms of reference for sub-committees, their purpose and objectives, should be decided by the ARC. Such sub-committees are to be chaired by an ARC member.

## **2.5 Engaging with stakeholders**

The ARC has relationships with multiple stakeholders and will engage with these stakeholders in a constructive and professional manner in discharging its responsibilities and formulating its advice to the Board. For example, the ARC may:

- engage with management of the internal audit function, other officials of the Agency and the Australian National Audit Office (ANAO);
- engage with any sub-committees established by the ARC;
- obtain information in relation to any functions the ARC delivers under this Charter from any official or external party (subject to any legal obligation to protect information);
- obtain legal or other professional advice, at the Agency's expense, as considered necessary to fulfil its role; and
- request the attendance of any Agency official, including members of the Board, at ARC meetings.

The ARC may seek external specialist advice if it is impractical to maintain particular specialist expertise within the ARC (e.g. if the Agency has a temporary risk exposure such as during a large or high-risk IT project, major or new program design process)<sup>8</sup>.

## **2.6 Access to and use of information**

The Agency is to provide the ARC with access to information it necessarily requires to carry out its functions and meet its responsibilities under this Charter (refer also to [Section 5.3: Confidentiality](#)).

## **2.7 Work program**

Each year, members must agree upon the ARC's annual work program – which is a subset of the Board's annual work program. The ARC's annual work program must reflect matters sitting within its functions and align to and facilitate the delivery of the Board's annual work program.

## **2.8 Performance**

Evaluating the ARC's performance on a periodic basis is a leading practice in strengthening the Agency's governance framework, in maintaining good corporate oversight and in identifying areas for improvement.

The Chair will undertake a self-assessment of the performance of the ARC and its members' performance against the Charter at least once every two years. The review will involve input from the Board, each ARC member, senior management, internal audit, the ANAO and any other relevant stakeholders, as determined by the ARC.

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<sup>8</sup> Ibid, p. 23.

The Chair will provide the results of the self-assessment to the Board.

## **2.9 Reporting**

The ARC will regularly update the Board on its activities and make recommendations to the Board, as appropriate.

The Chair will report to the Board, at the next Board meeting following a meeting of the ARC, on any matters the ARC considers should be brought to attention of the Board.

The ARC will at least once annually confirm to the Board all functions/responsibilities, as outlined in this Charter, have been carried out and comply with any other reporting requirements specified by the Board from time to time. The ARC will issue the letters of advice referred to in this Charter.

## **2.10 Cross-advisory committee work**

The Board may from time-to-time direct advisory committees to provide joint or collective advice on a particular matter. The Board will identify the lead advisory committee which will be responsible for engaging with the other advisory committee/s and preparing consolidated advice to the Board. In these circumstances it may be appropriate to convene joint advisory committee meetings with the approval of the Board Chair.

## 3 Membership

### 3.1 Composition

#### 3.1.1 Members

The ARC consists of four members with appropriate qualifications, knowledge, skills and experience to enable it to perform its functions:

- one Board member; and
- three independent external members<sup>9</sup>.

As Board members are not considered employees of the Agency, they are eligible to be members of the ARC<sup>10</sup>.

The ARC will collectively possess the expertise necessary, as well as a strong understanding of the Agency's functions, objectives and operating context, in order to provide useful and relevant advice on all matters required by subsection 17(2) of the PGPA Rule, to the Board.

#### 3.1.2 Chair

The Board appoints the Chair of the ARC who is a member of the Board but not the Chair of the Board. The Board may appoint an independent external member as Chair if it is in the best interests of the Agency<sup>11</sup>.

The ARC may appoint a Deputy Chair, who may assume the Chair's responsibilities as required.

#### 3.1.3 Individuals to be excluded

To promote the independent nature of the ARC, the following persons are excluded from being members of the ARC:

- the Chair of the Board;
- the Chief Executive Officer (CEO) of the Agency;
- the Chief Financial Officer (however described) of the Agency<sup>12</sup>; and
- employees of the Agency<sup>13</sup>.

### 3.2 Appointment

Members are appointed by the Board by written instrument/letter of engagement on a part-time basis.

### 3.3 Term

A person appointed to the ARC (other than a Board member) holds office for the period specified in his or her contract, provided they are not disqualified by law or become ineligible under this Charter.

Membership of the ARC will be reviewed periodically (but at least every three years) by the Board with the aim of ensuring an appropriate balance between continuity of membership, the contribution of fresh perspectives, preserving an appropriate level of knowledge and

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<sup>9</sup> Subsection 17(3–5), Rule and Board decision (11 April 2019 Board meeting).

<sup>10</sup> A guide for corporate Commonwealth entities on the role of audit committees, p. 22.

<sup>11</sup> Board decision (11 April 2019 Board meeting).

<sup>12</sup> Subsection 17(5), PGPA Rule.

<sup>13</sup> Subsection 17(4AA), PGPA Rule, however noting under Subsection 17(4A) that a person employed or engaged primarily for the purpose of being a member of the ARC is to be treated as not being an official or employee of the Agency.

experience on the ARC, the time it takes to develop experience and knowledge of the Agency's operations and to develop productive relationships, with a suitable mix of qualifications, knowledge, skills and experience.

If a member encounters a situation impacting on their eligibility (e.g. no longer holds a particular professional role and/or change in employment), they must notify the Board Chair immediately. An assessment will be made to determine ongoing eligibility as a member and/or the termination procedures enacted, as detailed in [Section 8](#). This assessment will be conducted on a case-by-case basis.

A Board member appointed to the ARC may hold office for the same term as their Board appointment. When membership on the Board ceases, their position as a Board nominee on the ARC, will also cease.

The Secretariat will keep a schedule of appointments and note the period of service of each member to determine if any members are coming due for retirement/reappointment.

### 3.4 Vacancies

If a vacancy occurs, the continuing members may act despite the vacancy. The Board will determine the need to fill the vacancy to ensure ongoing compliance with [Section 3.1.1](#).

### 3.5 Member's register

A member's register will be maintained by the Secretariat and will include the following particulars for each member:

- full name;
- postal or residential address;
- date of appointment;
- date and time of resignation; and
- details about the termination or reappointment.

The Secretariat will use member information for purposes that support the ongoing and proper operation of the ARC. Member information may also be disclosed to Agency personnel for the purpose of, but not limited to, consultation/engagement initiatives, seeking specific expertise and/or following up on items out-of-session or after an ARC meeting. The Secretariat may withhold information about a member if the Secretariat has reasonable grounds for believing the disclosure of the information would put the member at risk of harm or the disclosure is not reasonably necessary.

A member must not use information about a fellow member/s to contact, send material to, for the purpose of advertising for political, religious, charitable or commercial purposes, or disclose information to someone else knowing the information is likely to be used to contact, or send material to, for the purpose of advertising for political, religious, charitable or commercial purposes.

For further information refer to the Agency's [Privacy Policy](#), which sets out how the Agency collects, uses, or discloses personal information to carry out its functions under the Agency Rule.

## 4 Roles

### 4.1 Chair

The role of the Chair is to:

- assist in delivery of the ARC functions;
- implement the ARC's forward work program and deliverables;
- maintain effective relationships with the Board, senior management, members and stakeholders (e.g. ANAO);
- encourage all members to attend meetings;
- keep discussions relevant and decision making clear, encouraging broad participation and ensuring the ARC gets through committee business in a timely manner;
- ensure meetings are conducted in accordance with this Charter;
- manage conflicts of interest with advice from the Secretariat;
- sign endorsed minutes confirming the minutes are an accurate record of the previous meeting;
- lead reviews of the ARC and monitor performance of members in meeting their roles and responsibilities;
- complete a Chair's Report detailing how the ARC supports the work of the Board (copies of which are available to all members in the resources section of the Board portal).

### 4.2 Advisory Committee member

The responsibilities of members are set out in [Section 5 below](#).

### 4.3 Executive Sponsor

The ARC has an Executive Sponsor who supports the Chair by:

- being the CEO's representative in ARC proceedings and assisting the Chair by providing a whole of agency perspective;
- being the primary point of contact with the Agency on work program content;
- providing advice regarding ARC remit;
- ensuring the Agency understands the ARC's role and views;
- ensuring the ARC understands the Agency's approach;
- assisting the Chair to create the agenda for each meeting; and
- overseeing the preparation of Agency papers for the ARC's consideration.

### 4.4 Secretariat

The Secretariat provides secretariat support to the ARC.

All members have direct access to the Secretariat for advice and services relating to the operation of the ARC.

The role of the Secretariat is to:

- maintain the meeting production schedule for the ARC;
- provide governance advice to the Chair and Executive Sponsor regarding meeting proceedings, advising on good governance practices and adherence to applicable laws, policies and procedures including this Charter;
- support the induction of new members through the provision of documents or information as necessary for their successful onboarding;
- maintain a Declaration of Interest register;
- monitor attendance and terms of members, and maintain a register of members;
- coordinate queries from members;
- manage meeting logistics including location, venue and travel;
- prepare agendas and the business to be conducted at meetings in consultation with the Chair and/or Executive Sponsor;
- ensure meeting papers are distributed to members with adequate time for papers to be read by members and in accordance with record management practices;
- attend all advisory committee meetings to provide administrative support;
- ensure accurate minutes of all meetings are taken and properly retained;
- support the Chair in the preparation of the Chair's Report and facilitate the performance reporting process; and
- manage action item registers and action item response processes.

## 5 Members' responsibilities

### 5.1 Appointment and induction

Prior to and/or on appointment, members are requested to:

- complete and sign relevant documentation acknowledging his or her responsibilities as a member; and
- participate in an induction to support him or her in understanding the role of a member, and the functions and purpose of the Agency, Board and the ARC.

### 5.2 Legal requirements

Members are expected to understand and observe the legal requirements of the PGPA Act, PGPA Rule, the Agency Rule 2016, and [Public Governance, Performance and Accountability \(Financial Reporting\) Rule 2015](#), along with any other official guidance relevant to performing their functions.

### 5.3 Confidentiality

Members may receive information regarded as Official or Official Sensitive or have privacy or security implications. Members acknowledge their responsibility to maintain confidentiality of all information (including but not limited to deliberations, decisions and activities of the ARC) not in the public domain or where expressly stated by the Chair, or in the absence of the Chair any other person presiding over a meeting, or Executive Sponsor.

Information is provided in confidence and must be handled appropriately.

Members must notify the Chair if they believe confidential information has been accessed by anyone other than the member. Unauthorised disclosure of information is an offence under Division 122 of the *Criminal Code Act (1995)*.

### 5.4 Conflict of interest

Members are required to comply with the Conflict of Interest – Board, ARC and Standing Advisory Committees Policy and Procedure as endorsed by the Board.

Members are required to disclose all interests, pecuniary or otherwise, he or she has acquired that may conflict with the proper performance of his or her functions as a member. Members are expected to take reasonable steps to avoid any such conflict of interest, real or apparent.

#### 5.4.1 Annual Declaration of Interest

Upon appointment and annually thereafter, members are required to make a Declaration of Interest, declaring any material personal interests they may have in relation to their responsibilities. Members must regularly assess their personal circumstances to identify whether any interest may give rise to a conflict of interest, and it is a member's responsibility to ensure this declaration is updated if circumstances change during his or her term of appointment.

If an interest is declared that is determined to be a material conflict of interest, the Chair in consultation with the Secretariat and relevant business areas will determine how to manage the interest in compliance with the Board, ARC and Standing Advisory Committees Policy and Procedure. Interests declared and any associated management plan will be recorded in the Declaration of Interests Register maintained by the Secretariat.



### 5.4.2 Agenda Items

As soon as practicable after a member becomes aware of his or her interest in a specific matter on the meeting agenda or at the beginning of an ARC meeting (whichever is sooner), the member must give notice of the interest to the Chair. The Chair will determine the extent of the interest, on advice from the Secretariat, and can require the member be excused from the meeting or from the ARC's consideration of the relevant agenda item(s). Details of interests declared, and actions taken will be recorded in the minutes.

## 5.5 Meeting attendance and preparation

Members are expected to:

- attend and participate in all scheduled meetings;
- be familiar with the agenda and past minutes;
- invest appropriate time to read and understand the meeting papers;
- come to meetings prepared and ready to contribute;
- be collaborative and acknowledge the view of other members;
- undertake tasks assigned to them in a timely manner and report back on completion and outcomes of actions;
- familiarise themselves with their roles and responsibilities;
- notify the Secretariat prior to the meeting if they are unable to attend (refer to [Section 6.4](#) for information on leave of absence).

Whilst membership to the ARC may call upon specific skills, it is acknowledged each member has a duty in relation to the functions and activities of the ARC and to make sufficient enquiries to ensure this duty is adequately discharged by asking questions to fully understand.

## 5.6 Media

Only the Board Chair or CEO are permitted to speak to the media or make public comment on behalf of the Agency.

Chairs and members are not authorised to make public comment 'representing' the views of the ARC, Board or Agency.

## 5.7 Other terms and conditions

A member holds office on the terms and conditions as set out in his or her contract of service.

## 6 Remuneration and allowances

### 6.1 Meeting attendance

Independent members are paid in accordance with the contract price specified within his or her individual contract of service.

A Board member appointed to the ARC is paid in accordance with their Instrument of Appointment and the remuneration paid and other related issues are set out in the [Remuneration Tribunal \(Remuneration and Allowances for Holders of Part-time Public Office\) Determination 2021](#).

### 6.2 Travel expenses and allowances

Flights and accommodation for members will be booked and paid for by the Secretariat consistent with the Agency's Travel Policy and Whole of Government booking arrangements. Members should not arrange or pay for their own flights and accommodation as these costs will not be reimbursed by the Agency.

The Agency will reimburse members for any ground travel costs incurred for attendance at face- to-face meetings, such as parking or public transport expenses. Claims must be made to the Secretariat via email with a copy of the tax invoices attached. The Secretariat can provide Cab Charge vouchers to members where appropriate.

Travel allowance provided in accordance with the [Remuneration Tribunal \(Official Travel\) Determination 2019](#).

### 6.3 Other expenses

The Board Chair may approve the reimbursement of other expenses deemed appropriate to the business of the ARC.

## 7 Meeting procedures

### 7.1 Meeting cycle

The Secretariat has adopted an indicative meeting cycle. The actual timing of events in the lead up and following ARC meetings will be dependent upon the circumstances surrounding each meeting.

### 7.2 Forward agendas

The Secretariat maintains 12 months of forward draft agendas for the ARC which are reflective of the work program. Any items to be considered on future agendas are to be raised with the Secretariat for inclusion on the forward draft agendas.

### 7.3 Meeting frequency

The ARC will meet at least four times per year. One or more special meetings may be held to review the Agency's annual financial statements and performance statement, or to fulfil other functions of the ARC.

The Chair is required to call a meeting if asked to do so by the Board and decide if a meeting is required if requested by another member, internal audit function and/or the ANAO.

### 7.4 Presiding at meetings

The Chair must preside at all meetings at which he or she is present. If the Chair is not present at a meeting, the Deputy Chair may preside as Chair at the meeting (refer also to [Section 3.1.2](#)).

### 7.5 Attendees

Key personnel (e.g. CEO, internal audit, representatives from the ANAO) may be invited to attend ARC meetings or part thereof (e.g. specific agenda item) as an adviser and/or observer. Board members may also attend ARC meetings as an observer.

Members are not permitted to appoint a proxy to attend a meeting on their behalf.

### 7.6 Technology

The ARC may hold meetings or permit a member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen<sup>14</sup>. A member who participates in the meeting using any technology is taken to be present at the meeting<sup>15</sup>.

At the commencement of the meeting, each member must acknowledge his or her presence and will be presumed to have been present and to have formed part of the quorum unless excused or he or she has advised the Chair.

### 7.7 Quorum

A quorum is constituted by a majority of the members holding office at the time. The quorum must be maintained at all times during the meeting. However, if a member is required by section 15 of the PGPA Rule (which deals with material personal interests):

- not to be present while a matter is being considered; or
- not to contribute to the decision-making process; and

<sup>14</sup> For example, telephone, closed-circuit television or any other means of communication as listed under Section 33B of the *Acts Interpretation Act 1901 (Cth)*.

<sup>15</sup> Section 33B, *Acts Interpretation Act 1901*.

- when the member leaves the meeting concerned there is no longer a quorum present;

the remaining members constitute a quorum for the purposes of any consideration of the matter at the meeting.

The Secretariat will monitor attendance to ensure a quorum remains constituted throughout the course of a meeting. Where a quorum is not constituted during a meeting, the Secretariat will bring this to the attention of the Chair for him or her to determine whether:

- to adjourn the meeting to another date; or
- the meeting can continue without a quorum, depending on the nature of the business to be conducted at the meeting.

## 7.8 Decision-making

The ARC adopts a collaborative, consensus approach to making decisions (to be read in conjunction with [Section 5.4.2 Conflict of Interest – Agenda Items](#)).

Members must read papers and undertake any research or exploration prior to meetings to ensure they are able to constructively contribute to discussions.

Non-member attendees do not form part of the consensus on matters to be decided by the ARC (e.g. presenters, CEO, Board Chair).

A matter must result in consensus and commitment to a clear and unambiguous decision. Members must promote the solidarity of the ARC once a decision has been made.

If there are issues the ARC cannot reach a consensus on, the Chair, in consultation with the Executive Sponsor, will determine the appropriate course of action (e.g. this may involve liaising with the Board).

## 7.9 Meeting papers and notes

All physical and electronic meeting paper annotations and meeting notes made by members may be kept until the minutes of the relevant meeting have been signed, after which all must be destroyed.

Members may choose to keep their own personal notes on papers. Members, however, should be aware that the personal notes and comments they choose to make can be discoverable under law and so should proceed with caution in this regard.

## 7.10 Out-of-session

Members need to be prepared to work out-of-session. Urgent matters may be progressed out-of-session with the agreement of the Chair, Executive Sponsor and/or Secretariat. Careful planning, however, will be undertaken to ensure such work does not become unreasonable or unduly burdensome for members.

## 8 Resignation and termination

A member may resign his or her appointment by giving written notice of the resignation in accordance with the terms and conditions set out in the independent member's contract of service.

The Board may terminate the appointment of an independent member in accordance with the terms and conditions set out in the independent member's contract of service.

The resignation and termination process for a Board member appointed to the ARC is set out in the Board Charter.

## 9 Publication and review of Charter

This Charter will be available on the Agency's website.

The Charter will be reviewed every three years or as required to ensure it remains consistent with the functions of the ARC, to reflect any changes to the expectations of ARC members or reporting requirements to the Board, to maintain its alignment with excellence in governance standards and to ensure compliance with the PGPA Act and PGPA Rule. Any changes must be approved by the Board.