

AUDIT AND COMPLIANCE COMMITTEE

¹Terms of Reference:

The Committee shall consider, review and advise Council on the compliance of UNE and its related entities to various laws and regulations, including those relating to governance, audit, risk management and quality assurance, the environment, employment practice, anti-discrimination and the management of trust properties.

The Committee shall be responsible for monitoring and reporting to Council on:

- systems of control and accountability for the University;
- the audit plans of the internal and external auditors, including the degree of coordination between the two parties;
- compliance of controlled entities with the *University of New England Act* and the governance of the controlled entities with the National Governance Protocols;
- the pursuit by UNE and its related entities of audit and compliance procedures that are acceptable to Council;
- the quality and effectiveness of the programs and policies of the University and its related entities for the internal control of academic standards, audit, environment, employment practice and anti-discrimination;
- any matters which have or could have a material affect on the financial statements and the operation of UNE and its related entities;
- the University's programs and policies for the detection and control of fraud, corruption and other illegal acts;
- risk management; and
- the Register of the University's Commercial Activities.

Reports/ Makes Recommendations to: University Council

Chaired by: The Committee may elect from its lay members a Chair who, subject to the provisions of the University Act (section 7(3)) and By-Laws of the University, shall preside at all meetings of the Committee at which he/she is present. In accordance with section 7(4) of the University Act the Chancellor is entitled, if he or she so desires, to preside at any meeting of a committee constituted by Council at which he or she is present.

Membership: Chancellor *ex-officio*
Deputy Chancellor *ex-officio*
Vice-Chancellor *ex-officio*
Chair of the Finance Committee *ex-officio*
Four members elected by and from the Council, at least three of whom shall be lay² members

Gender Representation:

The Council has the power to co-opt up to two additional voting members on recommendation from this Committee for up to 12 months, with an option of renewal.

¹ These terms of reference are subject to the Council's overarching policies, *Matters on Which Authority is Retained by Council* and the *Financial Delegations*.

² Lay shall be interpreted as not an employee or a student of the University of New England

The objective will be to ensure that the membership of all committees of Council (of more than 5 people) includes at least two women and two men. Where a committee has fewer than 5 people there will be at least one woman and one man.

Where it is necessary for the Chair to co-opt (a) member(s) to meet this objective, the member(s) so co-opted will be from the Council.

Term of Office:

The term of office is two years commencing immediately after election by Council. In the event that an elected member vacates office prior to the conclusion of their term, then an election will be conducted by the Council for a replacement to serve the remainder of the term.

- In attendance:** Secretary to Council or nominee
Chief Operating Officer
Director, Risk Management and Audit
Internal Auditor
External Auditor
- Self Review:** Once every twelve-month period, the Committee shall devote at least part of one meeting to a review of its policies, practices and procedures over the preceding 12 months.
- Quorum:** A quorum shall consist of a simple majority of members of the Committee.
- Meetings:** The Committee will meet at least five times per year. In the event that a formal meeting of the Committee cannot be convened, as a consequence of unavailability of members and/or urgency of a matter for resolution, then, where appropriate and with approval of the Chair of the Committee, resolution will be sought by “flying minute”.
- Support:** Office of the Secretariat will provide support