



Australian Government



Northern Australia Infrastructure Facility

NAIF Board Audit and Risk Committee Charter

March 2022

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1. Introduction

1.1 Background

The Northern Australia Infrastructure Facility (NAIF) is a body corporate established under section 6 of the *Northern Australia Infrastructure Facility Act 2016 (Cth)* (NAIF Act).

The *Public Governance, Performance and Accountability Act 2013 (Cth)* (PGPA Act) applies to NAIF.

Pursuant to section 45 PGPA Act, NAIF is required to ensure they have in place a functioning audit committee.

1.2 Role of the Committee

In accordance with the PGPA Act and the PGPA Rule the primary function of the Board Audit and Risk Committee (Committee) is to review the appropriateness of and provide advice on:

- a) financial reporting;
- b) performance reporting;
- c) the system of risk management and oversight; and
- d) the system of internal control; for NAIF.

2. Roles and Responsibilities of the Committee

To discharge its roles and responsibilities, the key activities of the Committee include considering and providing recommendations and advice to the Board in relation to the following:

2.1 Risk settings and parameters

- a) Recommend to the Board for adoption an appropriate Risk Appetite Statement for NAIF in accordance with the Northern Australia Infrastructure Facility Investment Mandate Direction 2021.
- b) Periodically review the Risk Appetite Statement to assess whether it remains current and relevant to NAIF and advise the Board on its appropriateness.
- c) Monitor the operations of the Risk Management Framework, its effectiveness, implementation and adherence to policies and procedures and make recommendations to the Board on changes to that framework, where appropriate.

2.2 Internal and external audit function

- a) Make recommendations to the Board on the appointment, assessment and removal of the internal auditors (if any) and oversee their independence. The internal auditors are accountable to the Chief Executive Officer, the Committee and the Board.
- b) Support the Australian National Audit Office (ANAO) as NAIF's mandated external auditor and oversee their independence. The Committee is the channel to the Board for communication with the

external auditors, the ANAO, and any consultants engaged by the ANAO.

- c) Annually review the external and approve internal audit plans and their scope and fees.

2.3 Compliance controls and oversight

- a) Monitor the internal control environment and procedures designed to achieve compliance with laws, regulations, applicable Commonwealth government policies and other relevant standards.
- b) Oversee compliance with statutory and other legal requirements relating to financial disclosure and regulatory reporting.
- c) Monitor and assist NAIF and its employees to comply with obligations under the PGPA Act and any other applicable legislation.
- d) Provide an effective forum for communication between the committee members, NAIF's senior managers and the internal and external auditors.
- e) Monitor compliance with the Board approved Risk Management Framework and Risk Appetite Statement.
- f) Monitor changes of significance to NAIF in relation to the various laws, regulations, accounting policies and regulatory / reporting requirements that apply to NAIF.

2.4 Management and internal controls

- a) Satisfy itself that the current areas of material financial and operational risk to NAIF have been identified and that management are effectively managing the risks.
- b) Satisfy itself that effective systems of accounting, administrative and operational controls are in place to manage financial risk so that timely and meaningful financial statements are available to stakeholders.
- c) Satisfy itself that the roles and responsibilities relating to risk management are clearly defined and adhered to by management.
- d) Review and provide advice on the appropriateness of NAIF's internal control framework; legislative and policy compliance; security compliance and audit coverage.
- e) Including any specific areas of concern or suggestions for improvement.

2.5 Financial and performance reporting

- a) Review the annual and interim management financial statements and recommend acceptance to the Board.
- b) Approve NAIF's accounting policies and practices in the light of relevant laws, accounting standards and principles.
- c) Comply with directions and guidance from the Department of Finance under the PGPA Act in relation to financial and performance reporting.
- d) Review the annual performance statement and provide advice to the Board on its appropriateness.
- e) Provide advice to the Board on the appropriateness of NAIF's financial and performance reporting.
- f) Reporting as a whole, including any specific areas of concern or suggestions for improvement.
- g) Annual review of NAIF's operating budget from a risk management perspective, ahead of Board review and approval, noting the BARC does not endorse underlying assumptions.

2.6 Audit review

- a) Review the internal audit plan to determine whether all material risks and financial reporting requirements are covered by the audit plan and recommend approval by the Board.
- b) Review and assess the findings of the internal and external auditors and the action taken and the timetable proposed by management in response to those findings.
- c) Provide advice to the Board on major concerns identified in audit reports and recommend action plans including identification and dissemination of information on good practice.
- d) Review, at least annually, the scope, results and performance of the external and internal auditors.

2.7 Other responsibilities

- a) Commission such special audits or investigations as may be necessary.
- b) Determine whether to approve any consultants to the ANAO undertaking any non-audit consultancy work for NAIF.
- c) Monitor the performance of those responsible for managing risk and compliance matters.
- d) Perform any other tasks the Board determines from time to time.
- e) Monitor that an appropriate approach has been taken in establishing business continuity planning arrangements.
- f) Assess the appropriateness of the NAIF annual budget
- g) Assess whether NAIF has taken steps to embed a culture that promotes the proper use and management of public resources and is committed to ethical and lawful conduct.

3. Committee Composition and Related Matters

3.1 Committee size and Composition

The Board will appoint Committee members and will be subject to rotation as determined by the Board.

The Board will appoint one of the members as Chair of the Committee.

Pursuant to section 17 of the PGPA Rule, the membership of the audit committee is as follows:

- a) The audit committee must consist of at least 3 persons who have appropriate qualifications, knowledge, skills or experience to assist the committee to perform its functions.
- b) All of the members of the audit committee must be persons who are not employees of the entity.
- c) However, a person employed or engaged primarily for the purpose of being a member of the audit committee is to be treated, for the purpose of the subsection, as not being an official or employee of the entity.
- d) The following persons must not be a member of the audit committee:
 - i. the accountable authority or, if the accountable authority has more than one member, the head (however described) of the accountable authority;
 - ii. the Chief Financial Officer (however described) of the entity;
 - iii. the Chief Executive Officer (however described) of the entity.

3.2 Other matters

Internal and external auditors and employees of NAIF may attend and participate in meetings at the invitation of the Committee (but will not be entitled to vote).

The Chief Executive Officer is expected to attend meetings of the Committee, together with such other members of management as the Committee determines.

The Committee will have a discussion with the external auditors and internal auditors, at least once a year, without members of management in attendance.

Any Board member is welcome to attend any Committee meeting.

4. Meetings of the Committee

4.1 Convening Meetings

The Committee will hold at least two meetings per year.

Presiding at Meetings

The Chair must preside at a meeting at which he or she is present. If the Chair is not present at a meeting, the members present must appoint a member to preside.

4.2 Quorum

At a meeting of the Committee, a quorum consists of two members.

4.3 Conduct at Meetings

Subject to any directions of the Board, the Committee may conduct proceedings at its meetings as it considers appropriate.

4.4 Minutes

The Committee Chair will provide a report to the Board following each meeting. In addition, the Committee will provide:

- a) its minutes to the Board;
- b) a report annually to the Board on the trends/issues that have arisen in the Committee's
- c) work over the previous twelve months; and
- d) such additional reporting as the Board may require.

5. Other Matters

5.1 Distribution of Meeting Documentation

Committee papers will be uploaded to the electronic portal and will be available to Board members within five (5) days of a scheduled committee meeting. Where out of session or emergent committee meetings are called papers will be provided at the earliest opportunity.

5.2 Review of the Charter

The Committee must review and reassess this Charter at least annually and, if required, make any amendments to this Charter.

The Board approves all material amendments to the Charter.

Document Review and Approval

VERSION	AUTHOR/REVIEWER	REVISION	APPROVAL	APPROVAL DATE	NEXT REVIEW DATE
1.0	NAIF Management	Original	Board	August 2016	August 2017
2.0	NAIF Management	Annual review	Board	June 2017	June 2018
3.0	Board Secretary	Annual review	Board	August 2018	August 2019
4.0	Manager, Risk & Compliance	Annual review	Board	May 2019	May 2020
5.0	Manager, Risk & Compliance	Ad hoc review	Board	November 2019	May 2020
6.0	Company Secretary and Manager Compliance	Annual review	Board	August 2020	August 2021
7.0	Company Secretary	Major Review	Board	March 2022	March 2023