



LOWER MURRAY WATER

INDEPENDENT MEMBER – FINANCE AND AUDIT COMMITTEE

CONTENTS

Thank you for your interest in the role of Independent Member of the LMW Finance and Audit Committee. The following documents are contained in this pack to provide information about the role, the Finance and Audit Committee, and about Lower Murray Water as an organisation:

1. Role overview
2. Expression of Interest form
3. Position Description
4. About Lower Murray Water
5. Finance and Audit Committee Terms of Reference

Please read the information carefully and follow the instructions as outlined below.



Independent Member, LMW Finance & Audit Committee

- Desirable but not essential: Certified Practicing Accountant (CPA) or Chartered Account (CA) qualification
- Experienced in internal and external auditing

Lower Murray Water (LMW) is a large regional organisation headquartered in Mildura, servicing diverse communities across the region, stretching from Kerang to the South Australian border. A unique organisation, LMW operates both urban and rural water businesses which support domestic and commercial customers from households through to large-scale irrigation operations. As a leader within the region, LMW has established itself as a major contributor to enhancing regional prosperity, directly impacting social, environmental and economic benefits.

LMW invites interested individuals to submit an Expression of Interest (EOI) for the vacant position of independent member on its Finance and Audit Committee. The primary function of the committee is to provide independent assurance to the LMW Board that the organisation's finance systems and control environment is operating effectively and efficiently.

Current Vacancy

The term of the appointment will commence in February 2024 and expire in January 2027.

Fees for independent members are subject to the Instrument of Remuneration for Non-Board Directors of Lower Murray Urban and Rural Water Corporation Committees as pursuant to the Water Act 1989.

The Finance and Audit Committee meets four times per year, as well as considers matters out-of-session where required. The scheduled dates for 2024 are as follows: 14 March, 13 June, 15 August and 12 November.

Application Process

Applicants must complete the Expression of Interest form and provide a covering letter and curriculum vitae.

Applications and supporting documentation must be submitted to Board Administration Coordinator, Rachele McHugh – Rachele.McHugh@lmw.vic.gov.au by **midnight AEST Friday, 23rd February 2024**.

Please note that a criminal record check and declaration of private interest must be completed prior to appointment of independent members. Other additional checks may also be required.

Further Information

For further information about this role, please contact:

Domenic Isola
LMW Director, and Chair, Finance & Audit
Committee
0419 383 811
domenic.isola@lmw.vic.gov.au

Rachele McHugh
Board Administration Coordinator
0477 874 895
Rachele.McHugh@lmw.vic.gov.au



LOWER MURRAY WATER

2. Experience and/or qualifications

- a. Desired qualifications and experience: The Committee is searching for candidates with the following qualifications and experience:

(please tick all categories that are relevant to your experience - space is provided on the next page for further details)

Certified Practicing Accountant (CPA)

Chartered Accountant (CA)

Internal audit experience

External audit experience

- b. Additional experience and/or qualifications: Candidates who possess **two or more** of the following categories will be well regarded.

(please tick all categories that are relevant to your experience - space is provided on the next page for further details)

financial knowledge and experience including
accounting or strategic finance

legal and/or government

audit and assurance management

corporate governance

emergency management

regulation and compliance

information management, including privacy and security

other

Experience and Qualification Details

3. Please provide further information on the categories ticked above.

If you require additional space or more categories, please complete this on an additional page and include it as part of your EOI form.

A. Desired qualifications and experience - please provide further details regarding your experience

Experience and/or Qualification(s):

B. Additional qualifications and experience - please provide further details regarding your experience

Experience and/or Qualification(s):



LOWER MURRAY WATER

Other information (if any) - Please include any other information you wish to provide in support of your application that is not already included above or in your resume.

Experience and/or Qualification(s)



Position Description

POSITION TITLE: Independent Member, Finance & Audit Committee	REPORTS TO: LMW Board
<p>Lower Murray Water has an established Finance and Audit Committee (F&A Committee) as part of its governance framework, in alignment with Section 3.2.1 of the Standing Directions of the Minister for Finance 2018 (as set out in the Financial Management Act 1994) which requires the establishment of an Audit Committee for the Corporation.</p> <p>The Audit and Finance Committee is appointed by the Directors of the Board and comprises three Board members and one an independent member. Members of the F&A Committee shall be appointed for an initial term of up to three years and, subject to a formal review of performance and independence, may be appointed for further terms of up to three years, but no more than nine years in total.</p> <p>Fees for independent members are subject to the Instrument of Remuneration for Non-Board Directors of Lower Murray Urban and Rural Water Corporation Committees as pursuant to the Water Act 1989.</p> <p>The F&A Committee meets four times per year and may at times consider matters out-of-session. The scheduled dates for 2024 are as follows: 14 March, 13 June, 15 August and 12 November.</p>	
ORGANISATIONAL CONTEXT	
<p>Lower Murray Water (LMW) operates along the Murray River, from Kerang to the South Australian border, in the municipalities of Gannawarra, Swan Hill and Mildura. We provide this extensive region with urban water and sewerage treatment, supply and disposal; river quality water for stock and irrigation; and collection and disposal of subsurface irrigation drainage. Our goal is to contribute to the economic, social and cultural development of our region and its many communities with environmentally responsible and sustainable water management.</p>	
PRIMARY OBJECTIVES	
<p>The primary functions of the F&A Committee are to provide independent assurance to the Board that the organisation's finance systems and control environment is operating effectively and efficiently.</p>	



LOWER MURRAY WATER

The committee's responsibilities include independently reviewing and assessing the organisation's systems and controls for financial management, performance and sustainability, internal audit, external audit and review, compliance and internal controls. To carry out its responsibilities the F&A Committee will review the following:

- a) the work of internal auditors;
- b) the work of external auditors;
- c) LMW's financial and fraud reporting frameworks and policies, controls and procedures;
- d) the effectiveness of LMW's internal controls, risk management and fraud management frameworks;
- e) the integrity of LMW's financial statements and the independent audit thereof, and corporation's compliance with legal and regulatory requirements in relation thereto;
- f) any due diligence procedures;
- g) ethics culture throughout the organisation
- h) reporting to regulatory bodies to the extent relating to financial reporting.

QUALIFICATIONS AND EXPERIENCE REQUIREMENTS

LMW F&A Committee is specifically looking for the following qualifications and experience:

- **Desirable but not essential: Chartered Accountant (CA) or Certified Practicing Accountant (CPA) certification**
- **Internal and external audit experience**

A suitable professional with the above qualifications, and extensive experience in administration, legal, management and/or operational functions appropriate to the needs of the tasks to be undertaken will be considered favourably.

Appropriate expertise includes any of the following:

- a thorough knowledge of Australian accounting standards and financial statements;
- experience in applying the Australian accounting standards in connection with financial reporting and public financial statements;
- experience in preparing or auditing general purpose financial statements;
- an understanding of the accounting issues within the specific industry;
- a thorough knowledge of Australian auditing standards;
- experience with internal controls and procedures for financial reporting; and/or



LOWER MURRAY WATER

- experience and understanding of Audit Committee functions, as per the Standing Directions issued under the Financial Management Act 1994 (FMA).

All members of the Committee should also demonstrate appropriate skills and experience relevant to the functioning of the Committee including:

- integrity, objectivity, accountability, honesty and openness;
- an understanding of the Corporation, its services, risks and controls;
- an ability to read and understand financial statements, interrogate financial statements by asking relevant questions and interpret and evaluate advice provided;
- an ability to enquire, evaluate and make independent judgement;
- an ability to offer different perspectives to management and constructive suggestions; and
- an understanding of the Committee role and function.

APPLICATION PROCESS

Applicants **must** complete the Expression of Interest form and provide a covering letter and curriculum vitae.

Applications and supporting documentation must be submitted to Board Administration Coordinator, Rachele McHugh - Rachele.mchugh@lmw.vic.gov.au by **midnight AEST Friday, 23rd February 2024**.

Please note that a criminal record check and declaration of private interest must be completed prior to appointment of independent members. Other additional checks may also be required.

FURTHER INFORMATION

For further information about this role, please contact:

Domenic Isola
LMW Director, and Chair, Finance & Audit Committee
0419 383 811
domenic.isola@lmw.vic.gov.au

Rachele McHugh
Board Administration Coordinator
0477 874 895
Rachele.McHugh@lmw.vic.gov.au



ABOUT LOWER MURRAY WATER

Lower Murray Water's (LMW) core business is to meet the present and future needs of its customers and community by providing reliable and secure water services.

Its area of operation extends from Kerang to the South Australian border taking in the municipalities of Mildura, Swan Hill and Gannawarra. LMW provides the region with urban water and sewerage services, treatment and effluent disposal services, river quality water to domestic and stock and irrigation customers, along with the collection and disposal of subsurface irrigation drainage water.

LMW recognises that our overall well-being and livelihood is directly linked to the agriculture/horticulture, tourism and support industries which form our economic backbone.

Services provided by LMW

- Urban water services to 14 townships via nine treatment plants to approximately 74,000 customers along the Murray River in Victoria from Koondrook to Merbein;
- Wastewater collection, treatment and effluent re-use and disposal services to 11 towns via 10 treatment plants;
- River quality water services to 2,661 irrigation and 1,905 stock and domestic customers in the four pumped irrigation districts of Merbein, Red Cliffs, Robinvale and Mildura, to 291 Millewa rural district and some areas of the waterworks district of Yelta;
- The collection and disposal of subsurface drainage water from the four pumped irrigation districts, as well as from private diverters in Nangiloc, Robinvale and Boundary Bend;
- Oversight of irrigation and drainage design in new agricultural developments ensuring conformity with salinity management plan development guidelines; management of the private diversion licences of 1,200 water users along the Murray River in Victoria between Nyah and the South Australian border;
- The assessment and approval of licencing, water share and allocation trade applications;
- Reclaimed water for third party use; water supply delivery to important environmental and recreational sites; and
- Management of the region's urban and rural bulk water entitlements.
- In addition to security of supply, public health, water quality and environmental responsibilities, we recognise the crucial economic role of water from a regional and state context



About the region

LMW's Head Office is located in Mildura which is situated on the lower Murray River in north-west Victoria, on the border of New South Wales - 550kms north west of Melbourne, 400kms north-east of Adelaide and 1,080kms west of Sydney.

The region is one of Australia's most important agribusiness and horticultural areas and has been since the 1880s. It offers a unique blend of urban and rural environments and opportunities, and is a buoyant and resilient community.

Whether people have lived in the region their whole lives, grew up there before moving away and are now looking to return to their roots, or have been seeking a river-change opportunity, the community in Mildura welcomes everyone with open arms. With houseboats, water sports, local produce markets, national parks, and so much more, there really is something for everyone. The weather is reminiscent of the Mediterranean and is ideal year-round, and the town acts as the gateway to the outback, with opportunities to spend your weekends exploring.

The Mallee regional economy generates \$5.3 billion in Gross Regional Product (GRP) per annum and is diversified across agriculture/horticulture, advanced manufacturing, logistics and services.

The Mildura region is one Australia's most important areas for agribusiness (in particular, horticultural) production.

Vision

The Board visualise that we will become a leading regional water corporation in Victoria by:

- Close engagement with our community and customers.
- Being resilient in times of adversity and change.
- Being a regional leader.

We will deliver outcomes to our communities by:

- Catering for sustained growth in our urban business.
- Promoting growth in our rural business.
- Being sustainable, measured by finance, a productive culture and a lighter environmental footprint.

If you would like to read more about Lower Murray Water feel free to visit our website or look through some publicly available reports.

Website: [Home - Lower Murray Water \(lmw.vic.gov.au\)](https://lmw.vic.gov.au)

Annual Report 2022-2023: [Annual Report - Lower Murray Water \(lmw.vic.gov.au\)](https://lmw.vic.gov.au)

Corporate Plan 2023-2024: [Corporate Plan - Lower Murray Water \(lmw.vic.gov.au\)](https://lmw.vic.gov.au)

Pricing Submission: [Lower Murray Water price review 2023 | Essential Services Commission](#)



LMW Board - Our Director's bios can be found on our website

[Our Board and Executive - Lower Murray Water \(lmw.vic.gov.au\)](http://lmw.vic.gov.au)



**Sharyon Peart
Chair**



**Warren Lloyd
Deputy Chair**



**Domenic Isola
Director, and
Chair, Finance & Audit Committee**



**Michelle Oates
Director, and
Chair, Governance Committee**



**Paul Thompson
Director**



**Kate Hughes
Director, and
Chair, Risk Committee**



**Anne-Maree Boland
Director**



**Adam Christou
Director**



**Paul Northey
Managing Director**

Finance and Audit Committee Terms of Reference

Role

The Lower Murray Water (LMW) Finance and Audit Committee assists the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, financial and fraud risk management, and monitoring compliance with applicable laws and regulations. The F&A Committee may make recommendations to the Board for resolution but is not a policy making body, nor does it have substantive executive function.

The Finance and Audit Committee is formed in accordance with section 122C of the *Water Act 1989* (Act) that provides for Committees to be established by a water corporation. The objectives of the F&A Committee are:

- to assist the Board to discharge its duty with respect to overseeing all aspects of financial and fraud risk management, internal and external audit functions, financial reporting, and compliance obligations.
- to make recommendations to the Board relating to internal and external auditor appointments.
- to make recommendations to the Board with respect to issues and decisions in alignment with the Strategic Plan 2021-25.

Responsibilities of the Committee

The Finance and Audit Committee acts as an advisory committee to the Board and shall have the responsibility for:

Internal Audit

- evaluating the overall effectiveness of internal audit through regular meetings with the appointed auditor.
- recommend to the Board on the appointment, promotion, or dismissal of the Internal Auditor.
- review the charter, activities, resources, and organisational structure of the internal audit activity and ensure there are no unjustified restrictions or limitations.
- ensure the Internal Auditor reports to the Finance and Audit committee for functional purposes and to the Managing Director for administration purposes and has access to all levels of Management with the right to seek information relevant to the internal audit activity.
- review the internal audit plan to assess whether it addresses the material business risks of the Corporation and that there is appropriate coordination with the External Auditor.
- review and approve the scope of the internal audit plan and work program.
- monitor the progress of the internal audit plan and work program, and the implementation of the findings and recommendations of the internal audit activity.
- consider the process implemented by the Corporation for monitoring and assessing the effectiveness of the internal audit activity.

- without Management being present, meet periodically with the Internal Auditor to discuss matters that the Finance and Audit Committee or Internal Auditor believes should be discussed privately.

External Audit

- reviewing external audit plans
- ensuring that the External Auditors have freedom of access to appropriate information and people at all reasonable times.
- receive all Management reports as delivered by the External Auditor (who is directly appointed by the Victorian Auditor General's Office).
- monitor action taken by Management to resolve issues raised by the external audit.
- review the External Auditor's proposed audit scope and approach for the current
- year in light of the Corporation's circumstances and changes in regulatory and other requirements.
- discuss with the External Auditor any difficulties encountered in the audit, including any restriction on audit scope, access to information and any significant resolved or unresolved disagreements with Management.
- discuss with the External Auditor the appropriateness of the accounting policies applied by Management in the Corporation's financial reports.
- discuss with the External Auditor, and assess the appropriateness of, Management's responses to significant findings and recommendations made by the External Auditor.
- as required meet separately with the External Auditor to discuss matters that the audit committee or auditor believes should be discussed privately.
- Ensure the External Auditor has access to the Chair of the Finance and Audit Committee when required.
- monitor the scope of work and responsibilities between internal and External Auditors.

Financial Reporting Matters

- gain an understanding of the current areas of greatest financial risk and how they are managed.
- review significant accounting and reporting issues, including recent professional and regulatory pronouncements and understand their impact on financial reports.
- review complex or unusual financial transactions and highly judgmental areas and understand their effect on the financial report.
- recommending the adoption of the revaluation of fixed assets.
- reviewing all appropriate financial reports prior to their release to the public.
- receiving all significant accounting and financial reporting changes.
- reviewing the audited annual financial statements and accompanying external audit's opinions and comments.
- ensure the Accountable Officer (in this case the Managing Director) and Chief Financial

Officers have within every twelve-month period, made formal statements to the Board as to whether:

- the Corporation's financial reports present fairly, in all material respects, the Corporation's financial condition and operational results in accordance with the requirements of the FMA (including Section 8).
 - the financial report is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board.
 - the Corporation's risk management and internal compliance and control system is operating efficiently and effectively in all material respects in relation to financial matters.
 - that the Corporation's financial reports present a true and fair view.
- oversee the periodic financial reporting process implemented by Management and review the interim financial statements, annual financial statements, concise financial report if any, and preliminary announcements before their release.
- meet with Management and the External Auditor to review the financial statements, important accounting policies and decisions, and the results of the audit, including significant adjustments differences and any difficulties encountered or unresolved disagreements with Management; review all representation letters signed by Management and assess for completeness and appropriateness.
- alongside Management and the External Auditor, review all matters required to be communicated to the Finance and Audit Committee under the relevant Australian Standards for Auditing.
- based on its review of the financial statements, note disclosures and other information, provide a recommendation to the Board whether the financial report should be approved.

Compliance with laws, regulations, and internal policies

- review the effectiveness of the Corporation's systems for monitoring compliance with laws, regulations, internal policies and industry standards, and the results of Management's investigation and follow-up (including disciplinary action) of any instances of non-compliance.
- obtain regular updates from Management about compliance matters that may have a material impact on the corporation's financial statements.
- review and liaise with Management and/or regulators, as appropriate about findings of any examinations by financial regulators.
- review where applicable, approve the policies, processes, and framework for identifying, analysing and addressing complaints (including whistleblowing) and review material complaints and their resolution.
- discuss with Management whether all regulatory compliance matters of the Corporation have been considered in the preparation of the financial statements.
- monitoring the compliance with regulations and standards as they relate to financial matters.
- reviewing policies as delegated by the Board or the Governance Committee

- reviewing any regulatory requirements of a financial nature made on the Corporation and monitor Management's responses to them,
- receiving reports from the Corporation's legal representatives with regard to any financial impacts or notes in the accounts and ensure that the Governance Committee or Board are briefed.
- ensure compliance with the Victorian Government Risk Management Framework as pertaining to financial matters.
- taking an active interest in ethical considerations regarding the Corporation's policies, procedures, and practices.
- identifying, implementing, and directing any special projects or investigations deemed necessary.

Internal Control

- effectiveness of Management information systems and other systems.
- reviewing the Corporation's internal controls as they relate to financial matters.
- understand the internal control systems implemented by Management for the approval of transactions, the recording and processing of financial data, and ensuring that financial statements comply with relevant standards and requirement and are subject to appropriate Management review.
- understand information technology internal controls and disaster recovery plans.

Fraud

- evaluating the Corporation's potential exposure to fraud and recommend procedures for minimising such risk.
- ascertain whether fraud risks have been included in the assessment of the risk profile of the Corporation by liaising with the Risk Committee as appropriate.
- review Management's anti-fraud strategies and programs.
- enquire of Management, the Internal Auditor and the External Auditor regarding their assessments of the risk of material misstatements in any financial report due to fraud, including the nature, extent and frequency of such assessments.
- enquire of Management, the Internal Auditor and the External Auditor whether they are aware of any actual, suspected or alleged frauds affecting the Corporation and how they responded to such instances, including any changes made to the internal control environment.
- obtain representations from Management that all known instances of actual, suspected or alleged fraud have been disclosed to the Finance and Audit Committee.
- ensure the Corporation has fulfilled its fraud reporting obligations, as required.

Other

- requiring reports for assessment for Management, consultants and the internal and External Auditors on any significant existing or proposed issue which will impact on the Corporation's financial systems or financial performance.
- should a compliance audit be required pursuant to Clause 8 of the Statement of

Obligations, the Finance and Audit Committee would be responsible for managing the compliance audit and liaising with Board to keep them informed.

- provide financial oversight, advice and monitoring of significant internal and partnership projects, including, but not limited to LMW Business Transformation Project and the Victorian Murray Floodplains Restoration Project.

Authority

Section 3.2.1 of the Standing Directions of the Minister for Finance 2018 (as set out in the Financial Management Act 1994) requires the establishment of an Audit Committee for the Corporation.

The Board authorises the Finance and Audit Committee, within its scope of responsibilities to perform the activities identified within this Terms of Reference.

Composition

The Finance and Audit Committee comprises three to five members, the majority of whom must be Directors. All members will be non-executive and independent of Executive Management and operating activities of the Corporation, and any of its business entities, and free from any relationships which might, in the opinion of the Corporation's Board, be construed as a conflict of interest.

Qualifications/Experience Criteria for Members

At least one member of the Finance and Audit Committee must have appropriate expertise in financial accounting or auditing. It is also preferable for other members to have qualifications and/or extensive experience in administration, legal, management and/or operational functions appropriate to the needs of the tasks to be undertaken. Appropriate expertise includes any of the following:

- a thorough knowledge of Australian accounting standards and financial statements.
- experience in applying the Australian accounting standards in connection with financial reporting and public financial statements.
- experience in preparing or auditing general purpose financial statements.
- an understanding of the accounting issues within the specific industry.
- a thorough knowledge of Australian auditing standards, or
- experience with internal controls and procedures for financial reporting.

All members of the Finance and Audit Committee should also demonstrate appropriate skills and experience relevant to the functioning of the Committee including:

- integrity, objectivity, accountability, honesty, and openness.
- an understanding of the Corporation, its services, risks, and controls.
- an ability to read and understand financial statements, interrogate financial statements by asking relevant questions and interpret and evaluate advice provided.
- an ability to enquire, evaluate and make independent judgement.
- an ability to offer different perspectives to management and constructive suggestions.

-
- an understanding of the Finance and Audit Committee role and function.

The Finance and Audit Committee's independent accounting advice, as required, is derived from the services of the appointed independent Internal Auditor who must be suitably qualified. In addition, the Committee sources professional independent advice/expertise as required.

Appointment of Members

The Board determines the members of the Committee, and it may decide to appoint an independent, external person with suitable financial qualifications. This independent member must not be involved in the day-to-day management of the Corporation.

Tenure of Membership and Need for Continuity

Members of the Finance and Audit Committee shall be appointed for an initial term of up to three years and, subject to a formal review of performance and independence, may be appointed for further terms of up to three years but no more than nine years in total.

The appointment of members shall be staggered to provide for continuity of the Committee.

Short Term Memberships

Where through the unforeseen resignation of a member and where deemed to be necessary, nominations will be accepted by the Board of Directors for a member to be appointed for the remainder of the period that would have been served by the retiring member.

Election of Chair and Role

The Board of Directors shall select the Finance and Audit Chair. The Chair of the Board and Managing Director must not be the Chair of the Finance and Audit Committee. The Chair will promote effective communications between the Finance and Audit Committee, the Board, Management and Internal and External Auditors.

The Chair:

- in conjunction with the Corporate Secretary and Chief Financial Officer sets the agenda for each Finance and Audit Committee meeting.
- ensures that the meetings are effectively conducted and cover all the core areas that the Committee oversees.
- speaks to the Finance and Audit Committee's minutes which are included in the full Board agenda seeking Board approval for Committee resolutions/recommendations and ensuring that any urgent matters are highlighted and discussed; and
- arranges through the Corporate Secretary, if required, for the full Board to annually meet with the External Auditor.

Ex-Officio Membership

The Chair of the Board of Directors shall have authority to attend meetings of the Finance and Audit Committee and shall have full voting rights at meetings so attended.

Meetings

Meetings of the Committee shall be held regularly and no less than four times per financial year. The Chair shall decide if, and when, additional meetings of the Committee are required to fulfil its duties. Furthermore, the Chair shall call a special meeting of the Committee if requested to do so by the Chair of the Board, any Committee Member, the Chief Financial Officer and Internal or External Auditors.

All Finance and Audit Committee members are expected to attend each meeting in person, or through other approved means, such as teleconference or video conference.

The Committee may decide to meet without the presence of Management, may invite person(s) to attend their meetings as they deem necessary, or seek any information it considers necessary, to fulfil its responsibilities.

A quorum of the Finance and Audit Committee shall consist of a majority of members, but where for any reason the committee consists of even numbers of members, the attendance of the Chair will allow meetings to be held where half of the committee is present.

The notice and agenda of a meeting will include relevant supporting papers.

Voting

Any matters requiring decision will generally be decided by consensus, or if consensus is not achievable by a majority of votes of members present.

Conflicts of interest

Committee members have a standing obligation to disclose conflicts of interest at the commencement of each meeting¹. Ongoing conflicts of interest need not be disclosed at each meeting once acknowledged. Where members or invitees are deemed to have a real or perceived conflict of interest, they will be excused² from Committee discussions on the issue where a conflict exists.

Secretariat duties

The Corporate Secretary and Chief Financial Officer will share secretariat duties to ensure a coordinated approach that is consistent with Board and Committee processes. The Corporate Secretary will provide the administration function of support, whilst the Chief Financial Officer will provide the financial background aligned with its senior operating role within the Corporation.

The Corporate Secretary and the Chief Financial Officer will assist the Chair to develop and distribute agendas, papers, minutes, and calendars.

Minutes

Minutes must be prepared, approved by the Chair, and circulated to the members within two weeks of a meeting. They must be ratified and signed by a Chair, at the next meeting of the

¹ Refer to LMW Conflicts of Interest Policy (CTD/003199)

² Section 109(3) of the Act allows a member to stay and participate in discussion of the issue, but cannot move or second a motion relating to the issue

Committee.

Reporting to the Board

The Chair of the Finance and Audit Committee is to report to the Board following each Committee meeting. Such reporting may be by distribution of a copy of the minutes, supplemented by other necessary information, including recommendations requiring Board actions and/or approval.

The Chair is to supply any information regarding the Finance and Audit Committee required for the Corporation's annual report³.

Review

In accordance with Standing Direction 3.2.1.3 (g) the Finance and Audit Committee is to self-assess its own performance annually and report the results of that review to the Corporation's Board. The assessment may seek input from any person. The training needs of Committee members will be monitored by the Chair.

The Finance and Audit Committee should review the Terms of Reference annually to ensure it remains consistent with the Board's objectives and responsibilities. The Board should consider the Committee's review and either approve or further review.

³ Requirement under section 122C (6) of the Water Act (1989)