

28 May 2019

Audit and Risk Committee Terms of Reference

Background

1. The Audit and Risk Committee (the committee) is a Committee of the New Zealand Registered Architects Board (NZRAB), established under sections 55, 56 and 57 of the Registered Architects Act 2005.

Underlying Philosophy

2. The NZRAB aspires to achieve best practice in:
 - a. risk management
 - b. planning and budgeting
 - c. reporting, both from management to the Board and from the Board to the Minister
3. To that end, the NZRAB is committed to:
 - a. all NZRAB activities being:
 - i. in accordance with the requirements of the Registered Architects Act 2005 and the Registered Architects Rules 2006
 - ii. consistent with the Performance Agreement Between the Minister for Building and Construction and the New Zealand Registered Architects Board (Performance Agreement)
 - iii. consistent with the NZRAB Strategic Plan
 - iv. authorised via the NZRAB's planning and budgeting procedures, and delegations.
 - b. the Board and the Minister having accurate and timely information, audited where required, by which they can assess the NZRAB's performance financially and in policy terms.

Objectives

4. The committee's tasks are:
 - a. to advise the Board as to whether the NZRAB complies with relevant statutory and regulatory requirements
 - b. to advise the Board as to whether the financial and other risks that the NZRAB faces have been identified and appropriate steps taken to mitigate or manage them, and, more broadly, to safeguard the NZRAB's resources and reputation
 - c. to advise the Board as to whether the NZRAB has the appropriate procedures, internal controls and delegations in place having regard to risks
 - d. to advise the Board as to whether reporting to the Committee, the Board and the Minister truly reflects the NZRAB's activities, financial and otherwise, and, more broadly, that the accounting function is properly resourced and managed
 - e. to advise the Board as to whether the annual report and audit requirements of the Act (S58 to 63) have been met
 - f. to provide a confidential communications channel by which any staff member or other person can speak up in regard to any improper decisions or activity within the NZRAB
 - g. to foster sound financial practices, and an ethical and professional culture throughout the NZRAB

Membership

5. Committee members shall be appointed by the NZRAB Chair. As per the Act S 56, at least two committee members must be Board members. Other members may be appointed to provide an appropriate mix of skills and experience. The CEO or management shall not be members. A quorum shall be 50 per cent of the committee members, including at least 2 Board members.

Audit

6. Section 61 of the Act requires that the Auditor-General shall be the Board's auditor. During the preparation of the *Annual Report* the Chair of the committee shall be kept apprised of significant correspondence between the auditor and management.
7. The chair of the committee shall provide opportunities for the external auditor to meet with the committee without the CEO or other management present if required or requested.

Procedures

Attendance

8. NZRAB Board members who are not members of the committee shall have the right to attend committee meetings.
9. The CEO and members of management shall be invited to attend meetings of the committee where appropriate.

Meetings

10. The committee shall meet as required to meet its objectives.
11. The Committee may “meet” via email where appropriate under the same rules as apply for electronic board meetings.
12. Meetings may be called by the Chair of the committee, or at the request of the Board Chair.

Agendas and Minutes

13. Agendas and supporting documentation are to be circulated prior to meetings.
14. Draft minutes are to be distributed to committee members for final approval and to other Board members for their information.
15. Minutes shall be accompanied by an ‘action plan’ based on the committee’s decisions.
16. Minutes shall be appended to the relevant Board papers.

Publication of Terms of Reference

17. The committee’s terms of reference shall be publicly available on the NZRAB web site.

Secretariat

18. The NZRAB staff shall provide the committee with secretariat services.