

Metro North Hospital and Health Board

Risk and Audit Committee | Terms of Reference



1. Purpose

The purpose of the Metro North Hospital and Health Board (the “**Board**”) Risk and Audit Committee (“the **Committee**”) is to provide independent assurance and assistance to the Board on:

- the Metro North Hospital and Health Service’s (the “**Service**”) risk, control and compliance frameworks
- the Service’s external accountability responsibilities as prescribed in the *Financial Accountability Act 2009*, *Auditor-General Act 2009*, *Financial Accountability Regulation 2009* and *Financial and Performance Management Standard 2019*.

The Committee has an oversight role and does not replace management’s primary responsibilities for the management of risks, the operations of internal audit and risk management functions, the follow up of internal and external audit findings or governance of the Service generally.

The Committee will provide prompt and constructive reports on its findings directly to the board, highlighting issues it considers are not being adequately addressed by management. The Committee will also contribute to the continuous improvement in systems, controls, and risk management through insights and debate where appropriate. The minutes of the Committee’s meetings will be promptly provided to the Board.

2. Authority

The Committee is a prescribed Committee under the *Hospital and Health Boards Regulation 2023*:

- the Committee reports to the Board
- the terms of reference are approved by the Board
- the Board has authorised the Committee, within the scope of its responsibilities, to
 - examine any matter in relation to its objectives as it sees fit or as requested by the board
 - engage external resources if necessary to obtain independent advice in relation to Committee matters with the approval of the Board
 - have access to all levels of management via the Health Service Chief Executive (HSCE) in order to seek information from any employee to assist in carrying out the Committee’s responsibilities.

Decision making

- The Committee has no executive powers.
- The Committee is an advisory committee of the Board. In discharging its responsibilities, the Committee has the authority to:
 - recommend investigations into matters within its scope of responsibility
 - access information, records and personnel of the service and Health Department’s Shared Service Provider for this purpose
 - request attendance of any employee, including executive staff, at Committee meetings
 - conduct meetings with internal and external auditors as necessary
 - seek advice from external parties as necessary
- Recommendations of the Committee will be regarded as its collective decision or advice unless there is material dissension.
- If consensus cannot be reached, the Chair reserves the right to escalate the matter to the Board. The minority view will be recorded in the minutes of the meeting and placed before the Board.
- Where the matter for consideration is beyond the scope of the Committee, the decision is to be referred to another Committee, where relevant, or the Board.

3. Guiding Principles

The *Hospital and Health Boards Act 2011* (Qld) and the *Public Sector Act 2022* (Qld) are the principal legislative instruments that guide the functions of the Committee. The guiding principles contained within that legislation guides all decisions of the Committee and include, but are not limited to:

Hospital and Health Boards Act 2011 (Qld) Guiding principles (section 13)

- (a) The best interests of users of public sector health services should be the main consideration in all decisions and actions under this Act;
- (b) There is a commitment to ensuring quality and safety in the delivery of public sector health services;
- (c) There is a commitment to achieving health equity for Aboriginal people and Torres Strait Islander people;
- (d) There is a commitment to the delivery of responsive, capable and culturally competent health care to Aboriginal people and Torres Strait Islander people;
- (e) Providers of public sector health services should work with providers of private sector health services to achieve coordinated, integrated health service delivery across both sectors;
- (f) There should be responsiveness to the needs of users of public sector health services about the delivery of public sector health services;
- (g) Information about the delivery of public sector health services should be provided to the community in an open and transparent way;
- (h) There is a commitment to ensuring that places at which public sector health services are delivered are places at which –
 - (i) Employees are free from bullying, harassment and discrimination;
 - (ii) Employees are respected and diversity is embraced; and
 - (iii) There is a positive workplace culture based on mutual trust and respect.
- (i) There should be openness to complaints from users of public sector health services and a focus on dealing with the complaints quickly and transparently;
- (j) There should be engagement with clinicians, consumers and community members and local primary healthcare organisations in planning, developing and delivering public sector health services;
- (k) Opportunities for research and development relevant to the delivery of public sector health services should be promoted; and
- (l) Opportunities for training and education relevant to the delivery of public sector health services should be promoted.

Public Sector Act 2022 (Qld) Public sector principles (section 39)

The management of the public sector should be guided by the following principles:

- (a) Achieving a spirit of service to the community;
- (b) Ensuring accountability, integrity and support of the public interest;
- (c) Ensuring independence, transparency and impartiality in giving advice and making decisions;
- (d) Achieving responsiveness, innovation and creativity;
- (e) Promoting collaboration between public sector entities and other entities in providing services to the community;
- (f) Achieving continuous organisational improvement.

Financial Accountability Act 2009

Adherence to the *Financial and Performance Management Standard 2019*, which provides direction in financial management with emphasis upon planning, performance management, internal control and corporate management.

4. Functions

In accordance with section 47 of the *Hospital and Health Boards Regulation 2023*, the Committee has the following functions:

- (a) advising the board about the matters stated in paragraphs (b) to (h);
- (b) assessing the adequacy of the service's financial statements, having regard to the following—
 - (i) the appropriateness of the accounting practices used;
 - (ii) compliance with prescribed accounting standards under the *Financial Accountability Act 2009*;
 - (iii) external audits of the service's financial statements;
 - (iv) information provided by the service about the accuracy and completeness of the financial statements;
- (c) monitoring the service's compliance with its obligation to establish and maintain an internal control structure and systems of risk management under the *Financial Accountability Act 2009*, including—
 - (i) whether the service has appropriate policies and procedures in place; and
 - (ii) whether the service is complying with the policies and procedures;
- (d) if an internal audit function is established for the service under the *Financial and Performance Management Standard 2019*, part 2, division 5—monitoring and advising the service's board about its internal audit function;
- (e) overseeing the service's liaison with the Queensland Audit Office in relation to the service's proposed audit strategies and plans;
- (f) assessing external audit reports for the service and the adequacy of actions taken by the service as a result of the reports;
- (g) monitoring the adequacy of the service's management of legal and compliance risks and internal compliance systems, including the effectiveness of the systems in monitoring compliance by the service with relevant laws and government policies;
- (h) assessing the service's complex or unusual transactions or series of transactions, or any material deviation from the service's budget;
- (i) any other function given to the committee by the service's board, if the function is not inconsistent with a function mentioned in paragraphs (a) to (h).

Example of a function for paragraph (i)— overseeing improvements in the quality of the service's systems and procedures.

In this section—

external audit means an audit conducted by or for the Queensland Audit Office.

Queensland Audit Office means the Queensland Audit Office established under the *Auditor-General Act 2009*, section 6(3).

In addition to the above functions, the Committee will share information with other committees of the Board and refer matters that are the remit of other committees in a timely manner. The Committee will also accept matters referred to it by the Board and other committees of the Board and provide advice on how such matters are addressed.

6. Risk Management

A proactive approach to risk management will underpin the business of the Committee. The Committee will:

- identify risks and mitigating strategies associated with all decisions made
- implement processes to enable the Committee to identify, monitor and manage critical risks as they relate to the functions of the Committee.

7. Governance

7.1 Business Rules

Procedures of the Committee are conducted in accordance with the *Hospital and Health Boards Act 2011* (Qld) and the *Hospital and Health Boards Regulation 2023* (Qld).

7.2 Meetings

Meetings will be held at least four times per year and an additional meeting to consider the annual financial statements. In addition, the Chair may call additional meetings as necessary to address any matters referred to the Committee or in respect of matters the Committee wishes to pursue within the terms of reference. Meetings may be held in person, or virtually, as determined by the Chair.

7.3 Decision making

The Committee is an advisory committee to the Board.

Decisions on agenda items will require a majority of those attending. If votes are equal, the Chair also has the casting vote.

7.4 Quorum

A quorum will comprise the number equal to one-half of the number of its members or, if one-half is not a whole number, the next highest whole number.

7.5 Sub-Committees

The Committee Chair has the authority to create relevant sub-committees or other subordinate bodies deemed necessary to assist the Committee in discharging its responsibilities.

7.6 Out of session discussions

A resolution is validly made by the Committee, even if it is not passed at a meeting of the Committee, if a majority of the members give written agreement to the resolution.

7.7 Out of session papers

Urgent matters can be progressed out of session with the agreement of the Committee Chair.

8. Membership

8.1 Membership

Membership is determined by the Board. Members, including the Chair, will include at least two members of the Board, or, where the necessary skills do not exist on the Board, the Board may appoint an external member to the Committee.

If the Chair is absent from a meeting or vacates the Chair at a meeting, the Chair must appoint another member to act as the Chair on a temporary basis.

8.2 Standing invitees

The following positions will be invited to attend each meeting:

- Health Service Chief Executive
- Chief Finance and Corporate Officer
- Chief Operating Officer
- Executive Director Clinical Governance
- General Manager Financial Control
- Director, Internal Audit
- Queensland Audit Office (external Audit)

8.3 Internal audit

The Committee will act as a forum for internal audit and oversee its planning, monitoring and reporting processes. This process will form part of the governance processes that ensure that the service's internal audit function operates effectively, efficiently and economically.

The Committee will be involved in the appointment (job description/qualifications/competencies), periodic performance evaluations including dismissal, adequacy of remuneration, relating to the Director Internal Audit (DIA).

The Committee will be consulted on the appointment of the external Quality Assessment Assessor (usually every 5 years) and endorse the recommendation of assessor, provided by the DIA.

The Chair and other independent members will hold executive sessions with internal audit at least twice per year, if required.

8.4 External audit

The Committee has no power of direction over external audit or the manner in which the external audit is planned or undertaken. The Committee will act as a forum for the consideration of external audit findings and will ensure that they are balanced with the views of management.

The Chair and other independent members will hold executive sessions with external audit, if required.

8.5 Proxies

Proxies are only able to attend if approved by the Chair.

8.6 Other participants

The Chair may request service health executives, employees or external parties to attend a meeting of the Committee. However, such persons do not assume membership or participate in any decision-making processes of the Committee.

9. Reporting

The Committee will prepare prompt and timely reports to the Board outlining relevant matters that have been considered by it, as well as the Committee's opinions and recommendations thereon. The Chair will report to the Board on a regular basis.

The Committee will provide the following to the Board:

- Annual meeting schedule
- Confirmed meeting minutes following each meeting

The Committee will receive the following reports as standing items:

- External Audit Report
- Internal Audit Report
- Finance Report
- Risk Report
- Legislative and Policy Compliance Report
- Strategic ICT Projects Report
- Cyber Security Report
- Ethical Standards Unit Report
- Work Program

The Director of Internal Audit will provide the following reports as required:

- Annual Internal Audit Program
- Escalation Report

The Committee will provide, via the Board Secretary, any reports pertaining to clinical governance, clinical audits and other health and safety matters to the Board Safety and Quality Committee in a timely manner.

The Committee may also receive reports on an 'as needs' basis, where the report is relevant to the Committee's functions. Reports are to be provided to the secretariat no later than eight days prior to the meeting for inclusion in the meeting pack for Committee members.

10. Performance

The Committee will undertake an annual self-assessment of its performance to ensure that the Committee remains fit for purpose and to identify and action any areas in which the effectiveness of the Committee could be improved. The Committee will provide a report on the annual review of performance and achievements to the Board.

Periodically, the Chair will discuss professional development and training needs for all members of the Committee. When training needs are identified, these will be discussed with the Board Chair and subsequent Board approval sought. The Secretariat will make the arrangements for registration and payment.

11. Ethical Practices

To meet ethical obligations under the *Hospital and Health Boards Act 2011*, the *Public Sector Act 2022*, and the *Public Sector Ethics Act 1994*, Committee members must declare any conflicts of interest whether of an actual, perceived or potential nature, and must manage those identified conflicts in consultation with the Chair.

In managing consideration of a conflict, the Committee will ensure adherence to the procedures contained within Schedule 1, S9 of the *Hospital and Health Boards Act 2011*.

Members will at all times in the discharge of their duties and responsibilities, exercise honesty, objectivity, independence and probity and not engage knowingly in acts of activities that have the potential to discredit the service.

Members will refrain from entering into any activity that may prejudice their ability to carry out their duties and responsibilities objectively and will, at all times, act in a proper and prudent manner in the use of information acquired in the course of their duties. Members will not use the Service's information for personal gain for themselves or their immediate families or in any manner that would be contrary to law or detrimental to the welfare

and goodwill of the service. Further, members must not publicly comment on matters related to activities of the Committee other than as authorised by the Board.

12. Confidentiality

Members of the Committee may from time-to-time be in receipt of information that is regarded as subject to legal professional privilege, 'commercial in confidence', clinically confidential or otherwise private. Members acknowledge their responsibility to maintain confidentiality of all information that is not in the public domain. Members will maintain the Committee papers in a confidential manner separate from any other business or responsibilities of the member.

Members are to treat information discussed within Committee processes as strictly confidential, at all times, except for those purposes that promote the exercise of the Committee's functions. Where there is doubt as to whether a proposed disclosure of information would be consistent with the Committee's functions, guidance may be sought from the Committee itself or the Chair.

13. Secretariat

Secretariat support will be provided by the Board Secretary and/or Board Liaison Officer.

The Secretariat will be responsible for the preparation and circulation of the meeting agenda and accurately minuting all decisions of the Committee, in consultation with the Chair. The Secretariat will also be responsible for the timely tabling of all correspondence, reports and other information relevant to the Committee's activities.

Approved by the Metro North Hospital and Health Board on 27 May 2025

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