

Approved By:	Infrastructure Australia	Audit, Risk and Compliance Committee Charter
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Contact	Company Secretary	

1. Purpose of this Charter

This Charter outlines the framework within which the Audit, Risk & Compliance Committee (**ARCC**) will operate including the role, responsibilities and powers of the ARCC.

In developing the ARCC charter (**Charter**), relevant legislation, regulations and guiding frameworks have been considered¹.

2. Role of the Committee

The Infrastructure Australia Accountable Authority (**Commissioners**) has established the ARCC² to assist the Commissioners in discharging their responsibilities under the Infrastructure Australia Act, PGPA Act and Rules, and its corporate governance obligations as it relates to the remit of the ARCC.

The ARCC is not responsible for the executive management of these functions. The ARCC will engage with management in a constructive and professional manner in discharging its responsibilities and formulating its advice to the Commissioners.

The ARCC will also act as a forum for communication between the Commissioners, management and relevant auditors and independent advisers as these relate to the remit of the ARCC.

3. Responsibilities of the Committee

Subsection 17(2) of the PGPA Rule, requires that the functions of the Audit and Risk Committee must include reviewing the appropriateness of the organisation's:

- financial reporting
- performance reporting
- system of risk oversight and management system of internal control.

In assisting the Commissioners to fulfill their responsibilities, the responsibilities and duties of the ARCC are outlined as follows:

¹ Including:

- Infrastructure Australia Act 2008 (Infrastructure Australia Act)
- Section 45 of the Public Governance, Performance and Accountability Act 2013 (PGPA Act)
- Public Governance, Performance and Accountability Rule (Rules) - Rule section 17 - Audit committee for Commonwealth entities
- Resource Management Guide No. 202 Audit committees
- Department of Finance - Model charter for audit committee

² in compliance with section 45 PGPA Act and rule 17 of the Rules

Financial reporting

- To review and provide advice to the Commission about infrastructure Australia's financial reporting for the entity including, financial account keeping, annual financial statements, information (other than annual financial statements) requested by Department of Finance in preparing the Australian Government's consolidated financial statements, including the supplementary reporting package and process and systems for preparing financial reports and information. To engage with the ANAO and their designated external auditors in relation to the financial statements and performance audit coverage and act as a forum for communication between the Commission, ANAO and Infrastructure Australia's management.

Performance reporting

- To review the performance of Infrastructure Australia:
 - through review of the appropriateness of its performance reporting within the Corporate Plan and the Portfolio Budget Statements
 - within the Annual Report (incl the Annual Performance Statements) to ensure Infrastructure Australia's compliance with the requirements of the PGPA Act s39
 - through an internal audit program that takes into account Infrastructure Australia's key risks, setting an associated budget and providing advice to the Commission on significant issues or non-compliance identified in internal audit reports and recommending action on significant matters—including identification and dissemination of information on good practice
 - by reviewing and determining the effectiveness of systems for monitoring Infrastructure Australia's compliance with applicable laws, regulations and associated government policies.

System of risk oversight and management

To ensure enterprise-wide risk oversight and management including assurance of associated internal controls for effective identification and management of Infrastructure Australia's risks and to satisfy itself that Infrastructure Australia has adequate processes to detect, capture and effectively respond to risks.

System of internal control

- To understand Infrastructure Australia's business and ensure they are provided with sufficient information from management to review relevant systems, structure, policies and processes to be satisfied about the reliability and integrity of financial and accounting information, reporting obligations, assessment of compliance obligations and internal control structures
- Management has in operation relevant policies and procedures including Accountable Authority Instructions, delegations, a business continuity management plan, and bullying and harassment (including physical, verbal or sexual) policies, and that these are periodically reviewed and updated
- To manage the performance of internal auditors and receive and review reports on findings and recommendations of internal audit reports and associated responses and implementation by management. Produce advice to the Commission on action to be taken on significant issues raised in relevant internal audit reports. To understand Infrastructure Australia's business and ensure management 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.
- To receive and review reports on findings and recommendations of the ANAO and associated responses and implementation by management and produce advice to the Commission on action to be taken on significant issues raised in relevant ANAO reports and practice guides

- As requested by the Commissioners the ARCC will perform other activities related to this Charter.

4. Authority of the Committee

The Commissioners authorise the ARCC to undertake the tasks reasonably necessary to perform its responsibilities as outlined in this Charter. All ARCC decisions must be referred to the Commissioners for approval other than decisions relating to:

- Scope and coverage of the Internal audit program, excluding approval of the appointment of the internal auditor, but including:
 - coverage that takes into account Infrastructure Australia's key risks, internal audit work plan and internal audit budget; and
 - Review all audit reports and advising the Commission on significant issues identified in audit reports and recommended actions to address significant issues raised.
- ARCC authority to endorse IA policies within the remit of the ARCC as recorded in IA Delegation Framework.³

The Commissioners authorise the ARCC, within its responsibilities and remit, to:

- obtain information it requires from staff of Infrastructure Australia or external parties (subject to any legal obligation to protect information);
- Invite the attendance of Commissioners or staff of Infrastructure Australia at ARCC meetings; and
- obtain legal or other professional advice at Infrastructure Australia's expense, as considered necessary to meet the ARCC's responsibilities.

5. Appointment and Membership

The ARCC comprises three or more independent members including the ARCC chair (**Chair**) and are appointed by the Chief Commissioner for the term specified in the Appointment letter. Members can be reappointed though member rotation is encouraged. Wherever possible the Commissioners will ensure that changes in ARCC membership are staggered to maintain continuity.

The Commissioners, the CEO, and management must not be members of the ARCC but may attend ARCC meetings as observers.

The ARCC may appoint a deputy to act as chair in the absence of the Chair.

Members must have appropriate qualifications, knowledge, skills and experience in financial and performance reporting, internal controls, risk oversight and management to assist the ARCC to perform its functions and to keep abreast of contemporary developments and leading practices in relation to its functions and responsibilities.

6. Meetings

The ARCC must hold at least three meetings a year. Members are expected to attend all meetings in person, by video conference or by teleconference.

The Chair may, if they consider it appropriate, convene additional meetings:

- if requested by a Commissioner, any ARCC member, senior management, internal auditors or the ANAO.
- when necessary to meet the responsibilities of the ARCC.

³ Delegation of the IA Accountable Authority dated 8 February 2024.

The Chair, in conjunction with the CEO or their designate, will prepare a forward agenda each year designating the work to be completed at each meeting to ensure the responsibilities laid out in the Charter are addressed. The ARCC will approve the forward agenda at its first meeting each year.

A quorum consists of a majority of the ARCC members. The quorum must be in attendance at all times during the meeting and must include the Chair.

At an ARCC meeting all decisions will be by majority vote of members of the ARCC in attendance.

ARCC members can approve decisions out of session if the majority of ARCC members entitled to vote on the decision respond in written form in favour of the decision.

7. Reporting

The Chair must report to the Commissioners at the next Commissioner meeting following a meeting of the ARCC on any matters that the ARCC considers should be brought to the attention of the Commissioners.

The Chair, on behalf of the ARCC, must at least once each year:

- provide a statement to the Commissioners whether, in their view, Infrastructure Australia's:
 - annual financial statements and additional entity information required by Finance or the ANAO comply with the PGPA Act, the PGPA Rules, the Accounting Standards and supporting guidance;
 - financial reporting as a whole;
 - annual performance statements and performance reporting as a whole;
 - system of risk oversight and management as a whole; and
 - system of internal controls,
 are appropriate for Infrastructure Australia, with reference to any specific areas of concern or suggestions for improvement
- confirm to the Commissioners that all responsibilities of the ARCC outlined in the Charter have been carried out.

The Chair must report to the Commissioners on any matter requested by the Commissioners from time to time.

8. Conflicts of Interest

ARCC members must declare and manage any material personal interests they may have in relation to their responsibilities as a member of the ARCC in accordance with the Conflicts of Interest Policy.

9. Secretariat

The ARCC will be supported by a committee secretariat. The secretariat must ensure that:

- The agenda for each meeting is approved by the ARCC Chair and papers are circulated at least 7 days prior to a meeting, unless otherwise approved by the Chair, to ARCC members;
- The ARCC members are notified of the date, time, place and video conference or teleconference arrangements for each meeting;
- Minutes of each meeting are prepared, reviewed by the ARCC Chair, circulated to members and signed by the ARCC Chair; and

- A register is maintained with the agenda, papers and minutes of each ARCC meeting and all declarations of material personal interests provided by ARCC members in respect of their responsibilities.

10. Committee Review

The ARCC will:

- Initiate a self-assessment of the ARCC's performance against this Charter on an annual basis, seeking input the ARCC considers relevant, including from the Commissioners, ARCC members, management, internal auditors and the ANAO;
- Review this Charter at least once every year and provide recommendations to the Commissioners if any changes are required; and
- Report to the Commissioners on the evaluation of its performance and review of the Charter.