Audit & Risk Committee (AIATOR-004) Version 3.0

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Terms of reference (AIATOR-004)

This TOR Policy is issued under the authority of the Amnesty International Australia (AIA) Board. This endorsed TOR must be followed by Committee members unless otherwise stated.

This TOR sets out the membership, responsibilities, authority and operations of the Audit & Risk Committee of Amnesty International Australia.

Introduction

The Audit & Risk Committee was established by the AIA Board to oversee AIA's auditing and financial governance and ensure that AIA implements a comprehensive and robust process to identify and manage risk.

TOR owner

The TOR owner is the Board.

Responsibilities of the Audit & Risk Committee

The Audit & Risk Committee is a sub-committee of the Board that:

- monitors the financial health of the company
- oversees AIA's external auditing and evaluates issues identified through the audit for addressing or other treatment
- ensures AIA has a comprehensive and robust process to identify and manage risks
- approves or disallows the provision of non-audit services by the company auditor
- reviews and endorses annual plans and budgets to ensure congruence to the company vision
- evaluates the efficacy and necessity of selected section policies and makes recommendations to the Board for their enactment, amendment or rescission
- monitors the system of internal controls which covers:
    - reviewing the adequacy of the controls that are designed to ensure compliance with legislation
    - reviewing the adequacy of the governance arrangements
    - reviewing the adequacy of the internal control environment

Powers of the Committee

The Audit & Risk Committee is authorised by the Board to:

- conduct investigations and undertake work to effectively and efficiently carry out the responsibilities set out in the TOR
- have full access to the external auditors and, with the knowledge of the Chief Executive Officer or Chief Operating Officer, have full access to records and to staff
- be furnished with adequate resources, including administrative support, to allow it to fulfil its responsibilities
- subject to approval of the Board and in addition to the expenses anticipated in the annual budget, incur expenses in connection with the use of outside experts for special projects (in accordance with the Procurement Policy)

The Audit & Risk Committee role is advisory rather than supervisory in nature, and it does not release the Board from its responsibilities for the oversight of AIA's financial and risk controls or its obligation to maintain solvency.

Structure and composition of the Committee

The Audit and Risk Committee is comprised of up to seven members of AIA:

- A Chair, who can be a Board or non-Board member, appointed by the Board;
- Up to three Board members, nominated by the Board;
- Up to three non-Board members, recommended by the Chair of the Committee and approved by the Board, which may include a youth member[1]

The Chief Executive Officer, Chief Operating Officer, and other staff cannot be members of the Audit and Risk Committee.

[1] A 'youth member' is a member of AIA who is aged between 18 years and 25 years inclusive.

The Audit and Risk Committee shall seek a composition which maintains a mix of skills in at least, the following areas: finance, legal, information management and risk management.

The term of each member shall be not more than three terms of three years with an intention to maintain a balance of continuity and renewal.

All members of the Audit and Risk Committee are required to enter into a Deed of Confidentiality.

The Committee shall be supported by the senior manager with responsibility for finance.

Appointment

The board shall appoint, replace or remove members to and from the Committee and review the composition of the Committee at least annually.

Chair

The Chair of the Committee:

- Is appointed by the Board
- Must be a Board member
- Cannot be the Chair of the Board

Should the Chair of the Committee be absent from a meeting and no acting Chair has been appointed, the members of the Committee present at the meeting have authority to choose one of their number to be Chair for the particular meeting.

Secretariat

All records including the agenda, minutes and any reports or recommendation will be prepared and uploaded to the Audit & Risk Committee website.

Frequency of meetings

The Audit & Risk Committee will meet as frequently as is necessary to undertake its role effectively and in any event at least four times per year.

Notice for Committee meetings

The Chair may call an out of session meeting of the Audit & Risk Committee if required by Chairperson, Board and/or National Director. Members of the committee shall be advised of meetings via email at least three business days before the meeting is to be held to confirm a date and time. An agenda will be made available as soon as practicable prior to the meeting date. Committee meetings will be held by teleconference.

Attendees

Any director of the Board may attend and speak at a Committee meeting.

Quorum meetings

The minimum quorum for a committee meeting is three (3) members, of whom one must be a director.

Committee member interests

Members of the Audit & Risk Committee will not participate and will not vote on any issues in respect of which there is an actual or perceived conflict of interest.

Reporting

The minutes/papers of the Audit & Risk Committee meetings shall be included in the papers for the next Board meeting. The Chairperson of the Committee shall report the findings and recommendations of the Committee to the Board or as and when appropriate.

Review

The Audit & Risk Committee shall perform an annual evaluation of its performance against its work plan and provide that information to the board. The Board will evaluate the performance of the Audit & Risk Committee as appropriate.

The Board of Amnesty International Australia will review and amend as necessary these terms of reference every two years.

Related documentation

Audit & Risk Annual Work schedule

Version control

This policy is to be reviewed and updated at least every two years or sooner where there is an AIA requirement. Minor changes such as changes to a hyperlink, correcting grammar, or changing a name will not be recorded as a version change.

Version	Date of effect	Brief summary of change
Version 1 - Initial policy	May 2004	Initial policy endorsed by the board
	December 2011 February 2016, September 2017	Review of TOR
Version 2 – Amendment	February 2020	Updating of TOR
	17 March 2020	Approved by Board
	November 2021	Approved by Board
Version 3 – Amendment	November 2023	Updating of TOR
	November 2023	Approved by Board
Version 4 – Amendment	November 2025	Updating of TOR
	November 2025	Approved by Board
Version 5 - Amendment	April 2026	Approved by Board