CONFIDENTIAL ITEMS 2003 – JULY 2026

#	Date	Item Title	Confidential Order Details	Item being kept confidential - Agenda/ Attachment/ Minutes	Reason regarding retention or recommend-action to release	Resolution Regarding Action	Last Review Date	Next Review Date	Date Released
227	6 November 2023	Audit and Risk Committee Independent Member Appointments	**Section 90 (3) (a) Order** Pursuant to Section 90(3)(a) Pursuant to Section 90(2) of the Local Government Act 1999 orders that all members of the public except the Chief Executive Officer; General Manager Corporate Services; General Manager Planning and Community; Executive Manager; General Manager Infrastructure; Head of Wastewater; Corporate Governance and Risk Officer and the Minute Secretary be excluded from attendance at the meeting for Agenda Item 19.3 – Audit and Risk Committee Independent Member Appointment. The Council is satisfied that pursuant to Section 90(3)(a) of the Act, the information to be received, discussed or considered in relation to this Agenda item includes information the disclosure of which would involve the unreasonable disclosure of information concerning the personal affairs of the applicant. **Section 91(7) Order** Pursuant to Section 91(7) That having considered Agenda Item 19.3 Audit and Risk Committee Independent Appointment in confidence under 90(2) and 3(a) of the Local Government Act 1999, the Council pursuant to Section 91(7) of the Act orders that the documents and all minutes be retained in confidence until 30 December 2024 or such lesser period as may be determined by the Chief Executive Officer and that this order be reviewed every 12 months, except for the notification to the Audit and Risk Committee(Council Committee) and the nominees for the Independent Member positions as to the resolutions of Council contained in this item.	Documents and all minutes be retained in confidence	The Council is satisfied that pursuant to Section 90(3)(a) of the Act, the information to be received, discussed or considered in relation to this Agenda item includes information the disclosure of which would involve the unreasonable disclosure of information concerning the personal affairs of the applicant.	Documents and all minutes be retained in confidence until 30 December 2024 or such lesser period as may be determined by the Chief Executive Officer and that this order be reviewed every 12 months, except for the notification to the Audit and Risk Committee(Council Committee) and the nominees for the Independent Member positions as to the resolutions of Council contained in this item.	7 Oct 25	Within 12 months	*Report and Minutes released on the website on 6 November 2026*

RELEASED

19.3 **REPORT TITLE:** **CONFIDENTIAL REPORT: AUDIT AND RISK COMMITTEE INDEPENDENT MEMBER APPOINTMENTS**

DATE OF MEETING: **6 NOVEMBER 2023**

FILE NUMBER: **DOC/23/137442**

ATTACHMENTS: **NIL**

Key Contact **Sue Miller, Corporate Governance and Risk Officer**

Sponsor **Alison Hancock, Executive Manager**

RELEASED CONFIDENTIAL

Community Plan 2020-2035:

Leadership and Good Governance
Strategy 1.9
Identify and manage strategic and operational risk

Annual Business Plan:

Nil

Purpose:
For Council to reappoint two current independent members of the Council's Audit and Risk Committee.

Summary – Key Issues:

- The three (3) year term of one of Council's Independent Audit and Risk Committee Members, Michelle Hammond expired after the 19 October 2023 ARC meeting.
- The four (4) year term of the independent chair of Council's Audit and Risk Committee will expire at the end of February 2024.
- The reappointment of two (2) independent members of the Audit and Risk Committee is recommended.

Recommendations:

That Council:

Section 90 (3) (a) Order

1. Pursuant to Section 90(3)(a)
   Pursuant to Section 90(2) of the Local Government Act 1999 the Council orders that all members of the public except the Chief Executive Officer; General Manager Corporate Services; General Manager Planning and Community; Executive Manager; General Manager Infrastructure; Head of Wastewater; and the Minute Secretary be excluded from attendance at the meeting for Agenda Item 19.3 – Audit and Risk Committee Independent Member Appointment.

   The Council is satisfied that pursuant to Section 90(3)(a) of the Act, the information to be received, discussed or considered in relation to this Agenda item includes information the disclosure of which would involve the unreasonable disclosure of information concerning the personal affairs of the applicant.

That Council:

2. **note current expiry dates for the current Audit and Risk Committee Independent Members:**
   - **Michelle Hammond expires October 2023 (3 year term, commenced October 2020)**
   - **Michele Bennetts expires March 2024 (4 year term, commenced March 2020)**
   - **Kym Della-Torre expires 5 June 2025 (2 year term, commenced 6 June 2023)**
   - **Mark Davies expires 5 June 2027 (4 year term, commenced 6 June 2023)**

That Council:

3. **given the number of major inter-generational projects in progress and to ensure continuity of historical knowledge and context of the Council's operational environment and in particular in relation to Council's growth profile:**
   - **reappoint independent member of Council's Audit and Risk Committee Michelle Hammond for a term expiring 15 September 2026; and**
   - **reappoint independent member Michele Bennetts for a four (4) year term commencing March 2024 and expiring 31 March 2028.**

RELEASED CONFIDENTIAL

- **appoint Michele Bennetts as Chair of the Council's Audit and Risk Committee for the period to 31 March 2028.**

Recommendation:

Section 91(7) Order

4. Pursuant to Section 91(7)
   That having considered Agenda Item 19.3 Audit and Risk Committee Independent Appointment in confidence under 90(2) and 3(a) of the Local Government Act 1999, the Council pursuant to Section 91(7) of the Act orders that the documents and all minutes be retained in confidence until 30 December 2024 or such lesser period as may be determined by the Chief Executive Officer and that this order be reviewed every 12 months, except for the notification to the Audit and Risk Committee (Council Committee) and the nominees for the Independent Member positions as to the resolutions of Council contained in this item.

Background:

1. The Council's Audit and Risk Committee (ARC) does not have any delegated power and makes recommendations to the Council.

2. The Terms of Reference for the ARC as endorsed at the council meeting held on 16 January 2023 specify that the membership of the ARC shall comprise:

   4.1 Consistent with the Local Government (Financial Management) Regulations 2011 Council's Audit and Risk Committee comprises 5 members:

   a) 1 person who is a member of Council and who is determined by the Council to have experience relevant to the functions of the Audit and Risk Committee; and

   b) 4 independent persons who are determined by Council to have experience relevant to the functions of the Audit and Risk Committee.

3. The Committee's Terms of Reference state that the Chairperson will be an independent Member.

4. Mayor David Leach is the council member appointed to the council's ARC, and the proxy council member of ARC is Cr Narelle Hardingham, both for their term of Council.

RELEASED CONFIDENTIAL

5. At the council meeting 5 June 2023 council was advised the current independent members of ARC and their terms of appointment were as follows:
    - Michelle Hammond 3 year term October 2020 – October 2023
    - Michele Bennetts 4 year term March 2020 – March 2024 and Chairperson from December 2020; and

6. At the council meeting 5 June 2023 council appointed:
    - Kym Della-Torre expires 5 June 2025 (2 year term, commenced 6 June 2023)
    - Mark Davies expires 5 June 2027 (4 year term, commenced 6 June 2023)

Discussion:

7. The ARC Terms of Reference specify that independent members can be appointed for a term of up to 4 years. So as to avoid common expiry dates the term of office for Mr Mark Davies was 4 years and the term of office for Mr Kym Della-Torre was 2 years.

8. The Audit and Risk Committee continues to operate effectively and fulfil its objectives as outlined in the Committee's Terms of Reference.

9. The reappointment of both independent ARC member Michelle Hammond, and current ARC member and independent chair Michele Bennetts will provide continuity and stability.

10. An alternative recommendation should the Council wish to undertake a recruitment process in the event that the Council does not reappoint either both or one of the current independent Members is set out below:

    That Council: *(subject to the resolution of recommendation 1 above)*

    5. endorse that a recruitment process be undertaken in the first quarter of 2024 for [one or both – to be decided by Council] independent Audit and Risk Committee member for a term of up to 4 years; and

    6. endorse an interview panel comprising the Mayor, Executive Manager and General Manager, Corporate Services be established to make recommendations to a future Council meeting.

    7. Extends the term of Michelle Hammond until 30 April 2024.

11. If the Council determines the a recruitment process should be undertaken, then the following assessment criteria will be considered:

RELEASED CONFIDENTIAL

Selection criteria will include experience in one or more of the following

- corporate governance
- corporate financial management
- wastewater and recycled water
- major infrastructure planning and delivery
- private sector business acumen
- experience in/or understanding of local government financial management practices
- internal audit and/or risk management experience in the management of large organisations;
- financial management, external audits, prudential reviews
- strategic management planning or business planning

Community Engagement:

Informing only	Information regarding the Audit and Risk Committee is available on Council's website.

Policy:
Nil

Long Term Financial Plan:
Nil

Budget:
Independent ARC members receive a sitting fee of $414 per meeting.
Independent ARC Chair receives a sitting fee of $551 per meeting.
There is sufficient budget for independent member payments and member training.
Attendance by ARC members at information briefing sessions and special ARC meetings has resulted in additional expenditure.

Statutory/Legal:
The ARC operates in accordance with the Local Government Act 1999 and the Local Government (Financial Management) Regulations 1999.

Staff Resource Requirements:
There is no additional impact on staff resources.

Environmental:
Nil

Social:
The operations of the ARC are an important element in Council's transparency and accountability to the community.

RELEASED CONFIDENTIAL

Risk Assessment:
There is a risk to stability and continuity of historical knowledge of inter-generational major projects in the short-term should Council determine to undertake a recruitment process to replace the two independent members.

Given that Council has recently replaced two other independent members to the ARC through a recruitment process, it is proposed that there is an appropriate generational change currently on the Committee.

Asset Management:
Nil

Conclusion:
Adoption of the above recommendation will maintain ARC full membership and reduce the risk to stability and continuity of historical knowledge of inter-generational major projects in the short-term.

Previous Decisions By/Information Reports to Council

Meeting Date	5 June 2023	CM Reference	DOC/22/63203
Title	Audit and Risk Committee Member Appointments		
Purpose	For appointments to be made for three members of the Council's Audit and Risk Committee.		

Meeting Date	16 January 2023	CM Reference	DOC/22/133117
Title	AUDIT AND RISK COMMITTEE 2023-2026		
Purpose	1. To endorse the revised Terms of Reference and sitting fees for the Audit and Risk Committee; 2. To appoint a Council Member to the Audit and Risk Committee until the conclusion of the Council term; and 3. To endorse a recruitment process for independent members of the Audit and Risk Committee and an interview panel to make recommendations to be considered at a future Council meeting.;		

Meeting Date	6 October 2020	HPRM Reference	Doc/20/111915
Title	Confidential Item - Appointment of Two Independent Member of the Audit and Risk Committee and Committee Chairperson		
Purpose	To provide the outcome of the recent expression of interest process for two independent members (and the role of Chairperson) of the Audit and Risk Committee following the resignation of one member in May 2020 and the term of another member being the Chairperson expiring shortly.		

Meeting Date	2 March 2020	HPRM Reference	DOC/20/19934
Title	Confidential item: appointment of an independent member to the audit and risk committee		
Purpose	To provide the outcome of the recent expression of interest process for an independent Audit and Risk Committee member following the resignation of one member in December 2019..		

RELEASED CONFIDENTIAL

Meeting Date	6 July 2020	HPRM Reference	DOC/20/78045
Title	PROCESS TO RECRUIT A REPLACEMENT INDEPENDENT MEMBER TO THE AUDIT AND RISK COMMITTEE		
Purpose	To appoint a selection panel to conduct a recruitment and interview process to provide a recommendation to council to fill a vacant independent member position on the Audit and Risk Committee.		

Meeting Date	20 January 2020	HPRM Reference	DOC/19/160214
Title	Process to Recruit an Independent Member to the Audit and Risk Committee		
Purpose	To appoint a selection panel to conduct a recruitment and interview process to provide a recommendation to fill a vacant independent member position on the Audit and Risk Committee.		

RELEASED
CONFIDENTIAL



19.3 REPORT TITLE: CONFIDENTIAL REPORT: AUDIT AND RISK COMMITTEE INDEPENDENT MEMBER APPOINTMENTS
DATE OF MEETING: 6 NOVEMBER 2023
FILE NUMBER: DOC/23/137442

Moved Councillor Seager that Council:

Section 90 (3) (a) Order

1. Pursuant to Section 90(3)(a)

   Pursuant to Section 90(2) of the Local Government Act 1999 orders that all members of the public except the Chief Executive Officer; General Manager Corporate Services; General Manager Planning and Community; Executive Manager; General Manager Infrastructure; Head of Wastewater; Corporate Governance and Risk Officer and the Minute Secretary be excluded from attendance at the meeting for Agenda Item 19.3 – Audit and Risk Committee Independent Member Appointment.

   The Council is satisfied that pursuant to Section 90(3)(a) of the Act, the information to be received, discussed or considered in relation to this Agenda item includes information the disclosure of which would involve the unreasonable disclosure of information concerning the personal affairs of the applicant.

Seconded Councillor Voogt CARRIED
OM20231106.37

Moved Councillor Orr that Council:

2. note the current expiry dates for the current Audit and Risk Committee Independent Members:
   - Michelle Hammond expires October 2023 (3 year term, commenced October 2020)
   - Michele Bennetts expires March 2024 (4 year term, commenced March 2020)
   - Kym Dalla-Torre expires 5 June 2025 (2 year term, commenced 6 June 2023)
   - Mark Davies expires 5 June 2027 (4 year term, commenced 6 June 2023)

3. given the number of major inter-generational projects in progress and to ensure continuity of historical knowledge and context of the Council's operational environment and in particular in relation to Council's growth profile:
   - reappoint independent member of Council's Audit and Risk Committee Michelle Hammond for a term expiring 15 September 2026; and
   - reappoint independent member Michele Bennetts for a four (4) year term commencing March 2024 and expiring 31 March 2028.
   - appoint Michele Bennetts as Chair of the Council's Audit and Risk Committee for the period to 31 March 2028.

Seconded Councillor Harding CARRIED
OM20231106.38

Moved Councillor Voogt that Council:

RELEASED
Unconfirmed confidential