

**NSW Treasury**

**PREQUALIFICATION SCHEME: AUDIT AND RISK COMMITTEE INDEPENDENT CHAIRS AND MEMBERS**

**SCHEME CONDITIONS**

**September 2019**

**SCHEDULE OF DOCUMENT AMENDMENTS**

|  |  |  |
| --- | --- | --- |
| **Revision Number** | **Date** | **Update Description** |
|  | 18 December 2008 | Document Original - first publication |
|  | 20 January 2009 | Clause 11.1 amended for review of the Assessment Committee’s decision.Clause 12.2 requiring Professional Indemnity Insurance deleted and sub-clauses of Section 12 renumberedClause 15.1(b) deleted and sub-clauses of Section 15 renumberedClause 17.1(j) added regarding termination of panel membershipClause 17.3 deleted and amendments made to clauses 17.4 and 17.5, and sub-clauses of Section 17 renumbered.Schedule 1, Form A amended to highlight the Applicant.Schedule 1, Form B amended to highlight policy and/or government portfolio areas Schedule 1, Form D *Insurance* deletedSchedule 1, Form E to Form G renumbered and new Form D amended deleting *Accreditation* and replaced with *prequalification.* |
|  | January 2013 | A number of revisions made to the scheme. Some key changes are listed below:Terms such as Agency Head/CEO/Board replaced by “department head or governing board of a statutory body” to align with TPP 09-05.Department of Services Technology & Administration’s name updated to Department of Finance and Services (DFS).The Scheme duration deleted. The Scheme will operate until further notice.Scheme contact details updatedIntroduction updated to refer to Treasury Policy Paper TPP 09-05 Definitions: a number of definitions updated and clarifiedClause 3.3 updated to specify that Agencies can view a summary of the capability and experience of Applicants to assist in determining a Panel Member’s suitability for a specific engagementClause 6 amended to reflect new remuneration rates for Independent Chairs and Members.. Clarified that the rates include all costs excluding subsistence and travel costs outside the Sydney Metropolitan Area and/or from Interstate. The effective date of the new rates made retrospective from 1 February 2011.Clause 7.1 amended DSTA’s name to DFSClauses 7.3, 7.5, and 8.1 amendedClause 8.2 inserted as a new clause to make explicit applicants that are ineligible to serve as Independent Chairs or Members of an Audit and Risk Committee.Clause 11 deleted and content incorporated in Clause 18Clause 11.4 (a) inserted to introduce a requirement to comply with the *Code of Conduct: Audit and Risk Committee Chairs and Members*. Clause 11.5 inserted to specify the maximum number of Audit and Risk Committees a panel member can be engagedClauses 11.6 and 11.7 inserted to clarify panel members’ confidentiality obligationsClause 12 updated contact detailsClause 13 amendedClause 15 amended to align with TPP 09-05Clause 16 inserted as a new clause containing a separate provision relating to removal from individual audit and risk committees.Clause 17.1 amended Clause 17.1(a) amended to include reference to the Code of Conduct for Independent Chairs and MembersClause 17.1(b) inserted relating to bankruptcyClause 17.1(g) amended to cover serious breach of legislationFormer Clauses 17.2 and 17.3 deleted and content incorporated in Clauses 16.1 and 16.3 respectivelyFormer Clause 17.4 renumbered to 17.2. Change in Department name reflectedClause 18 amended to incorporate former Clause 11 (Request Review of Decision) and clarify the processClause 20 amended to refer to Code of Conduct and TPP 09-05Clauses 21, 22 and 23 amended Schedule 1, Part A amended to delete reference to “Organisation” from “Application/Organisation Details”Schedule 1, Part C 2.3 aligned with Scheme ConditionsSchedule 1, Part D amended to include “sub committees”Schedule 1, Form “Other Significant appointments within and outside the NSW Public Sector” insertedSchedule 1, Part F Item A amended to replace reference to “Organisation” with “Applicant”Schedule 1, Part F amended to include, and require acknowledgement of, information about the use and disclosure of personal informationSchedule 2 amended to refer to:1. TPP 09-05,
2. Code of Conduct: Audit and Risk Committee Chairs and Members,
3. Confidentiality requirements,
4. Panel member’s acceptance
 |
|  | 10 December 2013 | Replaced references to ‘Mr Nigel Tucker’ with ‘Mr Ricky Leong’. |
|  | 31 Jan 2014 | Replaced references to ‘Principal Strategist’ with ‘Mr Ricky Leong’. |
|  | 31 March 2014 | Clause 3.1 amended to apply only to ‘confidential information’ submitted with an application.  |
|  | October 2014 | Contact details for NSW Treasury updated.NSW Department of Finance and Services updated to NSW Office of Finance and Services.Director General replaced with Chief Executive Officer.References to the Contractor and Consultant Management System (CCMS) database updated to read GOView Database.  |
|  | 29 January 2015 | Clause 6.1 amended to remove references to Statutory and Other Officers Remuneration Tribunal |
|  | 02 March 2015 | Replaced references to Mr Ricky Leong with Rhonda Humphrey |
|  | July 2015 | Update name changes, contact changes, and Treasury Policy change to TPP 15-03. |
|  | July 2016 | Replaced the link to the application form with the link to the online application process on ProcurePoint. |
|  | July 2019 | Rollover update, Department change, email change, contact changes |
|  | Sept 2019 | Contact changes, further Department name change corrections |

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**CONTACT DETAILS**

The Financial Management Governance and Analytics Branch (FMGA) within, NSW Treasury, is responsible for all matters relating to Treasury Policy Paper 15-03, ‘*Internal Audit and Risk Management for the NSW Public Sector’.*

If you require information regarding the Policy, contact

Greg McGarr

Director, Financial Management Governance and Analytics

NSW Treasury

GPO Box 5469

Sydney NSW 2001

e-mail: finpol@treasury.nsw.gov.au

Ph: 02 92283764

For matters related to the operation of the Scheme:

Rhonda Humphrey

NSW Procurement

NSW Treasury

Level 11, McKell Building

2-24 Rawson Place

Sydney NSW 2000

e-mail: AuditRiskMembers@treasury.nsw.gov.au

Ph: 02 8522 7949

INTRODUCTION

Treasury Policy Paper TPP 09-05, *Internal Audit and Risk Management Policy for the NSW Public Sector* was first issued in August 2009. The Policy has since been reviewed, updated, and is now TPP 15-03 *Internal Audit and Risk Management Policy for the NSW Public Sector* (The Policy). The Policy requires agencies to maintain organisational arrangements that provide additional assurance, independent from operational management, on internal audit and risk management.

TPP 15-03 mandates a set of core requirements that departments and statutory bodies must implement. Specifically, Core Requirement 3.1 requires agencies to establish an independent Audit and Risk Committee with appropriate expertise.

TPP 15-03 requires Independent Chairs and Members to be drawn from the Panel of prequalified individuals maintained through this *Prequalification Scheme, Audit and Risk Committee Independent Chairs and Members*, established under Department of Premier and Cabinet Circular C2009-13, Prequalification Scheme: Audit and Risk Committees.

The Panel comprises highly skilled members with extensive experience across a range of policy areas, is an important element in ensuring strong governance of NSW public sector agencies and provides a valuable contribution to the NSW public sector.

DEFINITIONS

***Agency***means a Department or statutory body listed in Schedules 2 and 3 of the *Public Finance and Audit Act 1983* (PFAA) excluding universities.

***Appeals Committee*** means the committee to be convened and chaired by a senior executive of NSW Treasury. The Appeals Committee will consist ofa senior executive of NSW Treasury as Chair, a representative of a relevant professional body (e.g. Institute of Internal Auditors) and senior executives from the Department of Premier and Cabinet, and NSW Procurement.

***Applicant***means a person who has submitted an application for admission to the Scheme.

***Application*** means a written application for admission to the Scheme in the form prescribed in Schedule 1.

***Assessment Committee*** means the committeeresponsible for determining the membership of the Panel to be formed under the Scheme in accordance with clause 7.1.

***Audit and Risk Committee*** means the committee established by an Agency or group of agencies to provide independent oversight and assurance. A Panel Member may be engaged by an agency to be an Independent Chair or Member of an Audit and Risk Committee.

***Panel*** means the list of Panel Members assessed as suitable for engagement by agencies as Independent Chairs and/or Members of agency Audit and Risk Committees.

***Panel Member*** means a person who has applied for, and been granted admission to, the Panel by the Assessment Committee.

***Performance Report*** means a report submitted in accordance with clause 14.

***Scheme*** means the Prequalification Scheme: Audit and Risk Committees Independent Chairs and Members owned by NSW Treasury and administered by NSW Procurement.

CONFIDENTIALITY

## Confidential information submitted with an Application will be treated as confidential by NSW Government agencies unless otherwise required by law.

## Information submitted with an Application may be subject to investigation, reference checking, searches, interviews, enquiries, and confirmation. Applicants are deemed to have authorised any such action.

## Agencies seeking to engage Independent Chairs or Members can view a summary of the capability and experience of Applicants to assist in determining a Panel Member’s suitability for a specific engagement.

NSW GOVERNMENT PROCUREMENT POLICY FRAMEWORK

##

## Panel Members must adhere to the *NSW Government* *Procurement Policy Framework* at all times.

## Any breach of the NSW Government *Procurement Policy Framework* may result in the termination of an engagement and/or removal from the Scheme.

APPLICATIONS FOR PREQUALIFICATION

## Applications must be complete using the form provided in etenders site. Link to form available from Procurepoint site.

## Applications must be submitted via the etenders site as instructed within the application. s

## Only those Applications which fully satisfy all requirements set out in these Scheme Conditions and that are fully completed will be considered by the Assessment Committee.

REMUNERATION

## Independent Chairs and Members engaged via this scheme will be remunerated at the rates outlined in clause 6.2 below. These will be reviewed every two years.

## The rates applicable from 1 February 2011 are:

##

|  |  |  |  |
| --- | --- | --- | --- |
| **Agency size** | **Indicator** | **Chairperson fee (ex GST)** | **Member fee (ex GST)** |
| Large  | Organisations with expenditure greater than $400m | $20,920 per annum | $2,092 per meeting day including preparation time |
| Medium | Organisations with expenditure less than $400m but greater than $50m | $16,213 per annum | $1,621 per meeting day including preparation time |
| Small | Organisations with expenditure less than $50m | $12,552 per annum | $1,255 per meeting day including preparation time |

## The following fee structure is applicable to multi-agency (shared) arrangements:

|  |  |
| --- | --- |
| **Multi Agency (shared) Audit and Risk Committees** | **Fee category** |
| Up to and including three small agencies | Medium |
| Two or more medium agencies | Large |
| Any combination of small and medium agencies | Large |

##

## The rates are exclusive of GST.

## The method of payment shall be at the discretion of the agency. Payment may be made either through the agency payroll or against an invoice.

## The rates shall include *all* costs of the Independent Chair or Member excluding subsistence and travel costs outside the Sydney Metropolitan Area and/or from Interstate.

## Subsistence and travel expenses outside the Sydney metropolitan area and/or where the Panel Member is from Interstate are to be charged at actual cost, or at the rates specified under the *Crown Employees (Public Service Conditions of Employment) Reviewed Award 2009*, whichever is the lesser.

PREQUALIFICATION PROCESS

## The Assessment Committee will determine the membership of the Panel to be formed under the Scheme. The Assessment Committee will be convened by a senior representative from the NSW Treasury, and will also comprise senior representatives from NSW Department of Customer Service and the NSW Department of Premier and Cabinet, the Institute of Internal Auditors (or other professional body) and a practising internal auditor. The Committee may interview a short list of Applicants for inclusion in the Scheme.

## The Panel to be formed under the Scheme will be composed of Applicants who are deemed to be qualified following the assessment of an Application submitted in the form prescribed in Schedule 1 and in accordance with the Scheme Conditions.

## Applications may be made at any time.

## Applications will be assessed periodically at the discretion of the Assessment Committee.

EVALUATION CRITERIA

## Applications will be assessed according to the following evaluation criteria:

1. *Applicants for the role of Audit and Risk Committee Member must demonstrate:*
2. Extensive senior level experience in governance and management of complex organisations, an ability to read and understand financial statements and a capacity to understand the ethical requirements of government (including potential conflicts of interest).
3. Functional knowledge in areas such as risk management, performance management, human resources management, internal and external auditing, financial reporting, accounting, management control frameworks, financial internal controls, governance (including planning, reporting and oversight), or business operations.
4. a capacity to form independent judgements and willingness to constructively challenge/question management practices and information.
5. a professional, ethical approach to the exercise of their duties and the capacity to devote the necessary time and effort to the responsibilities of a Member of an Audit and Risk Committee.
6. Possession of a relevant professional qualification or membership [e.g. Certified Internal Auditor, Certified Practising Accountant, Certified Practicing Risk Manager, Member of the Australian Institute of Company Directors (MAICD)] is desirable.
7. *Applicants for the role of Audit and Risk Committee Chair, as well as meeting the requirements for selection as an Audit and Risk Committee Member outlined above, must demonstrate*

a. leadership qualities and the ability to promote effective working relationships in complex organisations.

b. an ability to communicate complex and sensitive assessments in a tactful manner to chief audit executives, senior management, board members and Ministers.

c. a sound understanding of:

* the principles of good organisational governance and capacity to understand public sector accountability, including financial reporting;
* the business of the department or statutory body or the environment in which it operates;
* internal audit operations, including selection and review of chief audit executives; and
* risk management principles.

## Current employees of all NSW public sector agencies cannot serve as Independent Members or Chairs of an Audit and Risk Committee (refer to Guidelines).

This includes all agencies and employees in the Government service (Public Service Departments, Non-Public Service Divisions and Special Employment Divisions), the Teaching Service, NSW Police and the NSW Health Service. For the purposes of this Scheme it will also include statutory and special appointments other than non-executive directors of the governing board of a statutory body. For the avoidance of doubt it is clarified that non-executive directors of the governing board of a statutory body are eligible to be appointed as independent chairs and members of Audit and Risk Committees subject to satisfying the conflict of interest criteria and requirements set out in Sections 3.1.5 of TPP 15-03. This is to ensure that independence, real and perceived, is maintained.

Public servants from other jurisdictions may be prequalified as Independent Chairs or Members. However, the rules relating to secondary employment in their organisation will need to be satisfied, including the management of any conflict of interest, and written confirmation will need to be provided by an authorised person in their jurisdiction.

INTERVIEW WITH ASSESSMENT COMMITTEE

## Where further clarification is required, an Applicant may be provided with the opportunity to attend an interview with members of the Assessment Committee.

NOTIFICATION OF ASSESSMENT OUTCOME

## The Assessment Committee may accept an Application (with or without limitation) or reject the Application.

## NSW Procurement will notify all Applicants of the outcome of their Application in writing.

SPECIAL REQUIREMENTS

Membership of the Panel under the Scheme is subject to the following conditions:

## For each Audit and Risk Committee to which the Panel Member is engaged, the Panel Member will enter into a contract with the individual agency concerned, unless other arrangements are specified by the agency.

## The Panel Member may be subject to criminal record and financial status (bankruptcy) checking at any time.

## Any potential conflict of interest arising for the Panel Member in relation to an individual engagement is to be declared prior to engagement by the agency.

## The Panel Member must comply with:

##  the *Code of Conduct: Audit and Risk Committee Chairs and Members* (refer to Attachment 1 to the sample letter of engagement), and

## the relevant agency’s Code of Conduct.

## Panel Members may be engaged to a maximum of 5 Audit and Risk Committees established in accordance with TPP 15-03. NSW Procurement should be informed of all engagements. It is the responsibility of both prequalified Panel Members and the department head or the governing board of a statutory body to ensure this limit is not exceeded.

## Independent Chair or Members of an Audit and Risk Committee will not disclose without lawful authority:

## any secret or confidential information acquired by him or her as a consequence of his or her role as an Independent Chair or Member of an Audit and Risk Committee

## any secret or confidential information acquired by him or her from any document to which he or she has access to as a consequence of his or her role as an Independent Chair or Member of an Audit and Risk Committee

## Upon termination of an engagement an Independent Chair or Member of an Audit and Risk Committee, will not, without lawful authority, disclose or make any use of any confidential or secret information acquired as a consequence of his or her role as an Independent Chair or Member of an Audit and Risk Committee.

NOTIFICATION OF ENGAGEMENTS AND CHANGES TO PANEL MEMBER STATUS

Panel members must immediately inform the NSW Procurement of any engagement to or resignation from an Audit and Risk Committee or of any significant change in their capability, contact details or address by writing/email with full details to:

Prequalification Scheme: Audit and Risk Committee Independent Chairs and Members

Attention: Rhonda Humphrey, NSW Procurement

NSW Treasury

Level 11

McKell Building

2-24 Rawson Place

SYDNEY NSW 2000

Email: AuditRiskMembers@treasury.nsw.gov.au

# UPGRADING OF PREQUALIFICATION

## The Assessment Committee may upgrade a Panel Member’s status under the Scheme from Member only to Chair and Member where:

### the Panel Member has submitted a written application seeking such an upgrade, including documentation and other material in support of his or her request.

### The Panel Member is assessed by the Assessment Committee as meeting the criteria for Audit and Risk Committee Chairs.

PERFORMANCE REPORTING BEHAVIOUR

## Panel Member performance monitoring and reporting shall be conducted in accordance with the following principles:

### the mutual objective of the parties is to achieve continuous performance improvement;

### open, proactive and objective performance monitoring and periodic formal reporting is required;

### performance issues being promptly addressed by the parties concerned; and

### performance issues being discussed openly with the Panel Member to ensure that concerns (such as dissatisfaction with performance) do not come as a surprise prior to formal notification.

# PERFORMANCE MANAGEMENT

## The department head or governing board of a statutory body must establish a mechanism for reporting on the performance of the Audit and Risk Committee as a whole as well as the performance of the Chair and each Member.

## As a minimum, an annual assessment of the operation of the Audit and Risk Committee, including the performance of the Chair and members is required.

## The Auditor-General may conduct a review of agency compliance with TPP 15-03. This may include mechanisms to examine the performance of the Audit and Risk Committee.

## Where there is an adverse report on the performance or conduct of a Panel Member, a copy should be provided to the department head or governing board of a statutory body, the Panel Member and the Secretary NSW Treasury.

## If the Panel Member disagrees with an adverse report, the department head or governing board of a statutory body and the Panel Member should attempt to resolve the disagreement in the first instance.

## Where an adverse report is amended, the department head or governing board of a statutory body will advise the Secretary, NSW Treasury.

# REMOVAL OF INDEPENDENT MEMBER FROM INDIVIDUAL AUDIT AND RISK COMMITTEES

## The department head or governing board of a statutory body may terminate the engagement of an independent Chair or Member of an Audit and Risk Committee where the Chair or Member has:

### breached the Scheme Conditions or code of conduct; or

### provided unsatisfactory performance on the particular committee; or

### declared or is found to be in a position of conflict of interest which is unresolvable.

## The department head or governing board of a statutory body may only terminate the engagement of an Independent Chair or Member from the Audit and Risk Committee with approval of the relevant Minister or, in the case of a State Owned Corporation, the concurrence of the Board and Shareholder Minister. The approval of the relevant Minister is not required in circumstances where the Independent Chair or Member has been removed from the Scheme or otherwise become ineligible to be a member of the Scheme (e.g. commenced employment in the NSW Government service).

## Where a department head or governing board of a statutory body terminates the engagement of a Member of an Audit and Risk Committee, the department head or governing board of a statutory body will then advise in writing:

1. the Audit and Risk Committee Member of the decision to terminate his or her engagement on the relevant Audit and Risk Committee; and
2. the Secretary of the Treasury of the decision who will arrange for the GoView database to be updated accordingly.

# REMOVAL FROM THE SCHEME

## Membership of the Panel will be reassessed and may be terminated by the Assessment Committee if the Member has:

### breached the Scheme Conditions or Code of Conduct; or

### been declared bankrupt or found to be insolvent; or

### been the subject of substantiated reports of unsatisfactory performance for other NSW Government agencies; or

### been determined by the Appeals Committee as not suitable for future work; or

### experienced an adverse change in capacity or capability; or

###  experienced an adverse change in business status; or

### been proven to be in serious breach of his or her obligations under any NSW legislation; or

### otherwise failed to meet the standards required of the Scheme in terms of its project outcomes, client satisfaction and ethical business practices.

## Before membership of the Scheme is formally revoked under clause 17.1, the Secretary, NSW Treasury will advise the Panel Member of the matters prompting the proposed action and will give the Panel Member the opportunity to provide reasons as to why the revocation should not occur.

APPEALS

## Should an Applicant and/or Panel Member believe that there are substantive grounds for a review of:

## the Assessment Committee’s decision not to admit the Applicant to the Scheme; or

## the decision to terminate Panel Member’s engagement to an individual Audit and Risk Committee under Section 16; or

## the Assessment Committee’s decision to terminate Panel Member’s membership of the Scheme under Section 17.

## The Applicant and/or Panel Member may appeal to the Appeals Committee referred to in clause 18.2, the decision in writing, providing full details of the reasons for the request, sent to:

Prequalification Scheme: Audit and Risk Committee Independent Chairs and Members

Attention: Rhonda Humphrey, NSW Procurement

NSW Treasury

Level 11

McKell Building

2-24 Rawson Place

SYDNEY NSW 2000

## The Appeals Committee will be convened and chaired by a senior executive of NSW Treasury. The Appeals Committee will consist of a representative of a relevant professional body, and a senior executive of the NSW Department of Premier and Cabinet, NSW Treasury (Chair) and the NSW Customer Service. The Appeals Committee is not to include any of the original members of the Assessment Committee, although their advice may be sought. The Appeals Committee will assess the merits of the Applicant’s case. NSW Treasury will inform the Applicant in writing of the outcome of the review.

PUBLICITY

## Panel Members must not advertise, promote or publicise in any form their admission to the Scheme without written consent of NSW Treasury.

APPLICANT’S ACKNOWLEDGMENT

## In applying for membership, the Applicant agrees to the Scheme Conditions and the Code of Conduct and to accepting the roles and responsibilities outlined in TPP 15-03 on being engaged to an ARC.

DISCLAIMER

## The Assessment Committee reserve the absolute discretion to:

### accept an Application with or without conditions;

### reject an Application; and

### revoke a Panel Member’s admission to the Scheme.

## NSW Treasury will not be held liable for any costs or damages incurred by the Panel Member in the exercise of such discretion.

PREQUALIFICATION NO GUARANTEE OF WORK

## The receipt of prequalification by an Applicant does not guarantee:

### continuity of the prequalification during the duration of the Scheme; or

### that engagements or work of any kind or quantity will be offered.

REVIEW AND DEVELOPMENT OF THE SCHEME

## The Scheme will be monitored by NSW Treasury to assess whether the objectives and intent of the Scheme are being met. Modifications may be made at any time at NSW Treasury’s discretion.

SCHEDULE 1

**PREQUALIFICATION SCHEME: AUDIT AND RISK COMMITTEE INDEPENDENT CHAIRS AND MEMBERS**

**APPLICATION FORM**

|  |
| --- |
| The Application Form previously provided at Schedule 1 has been superseded.Please refer to [ProcurePoint](https://www.procurepoint.nsw.gov.au/scm2421)for the current application process. |

##

SCHEDULE 2

**PREQUALIFICATION SCHEME: AUDIT AND RISK COMMITTEE INDEPENDENT CHAIRS AND MEMBERS - EXAMPLE LETTER OF ENGAGEMENT/ACCEPTANCE**

Name

Address

Dear Ms / Sir

You have been selected from the *Prequalification Scheme: Audit and Risk Committee Independent Chairs and Members* to be an [independent member or independent chair (*delete as applicable*)] of the Department of [#] Audit and Risk Committee. The Committee meets [#] times a year including a meeting in [#] to review the annual financial accounts. A copy of NSW Treasury’s *Internal Audit and Risk Management Policy for the NSW Public Sector* (TPP15-03), the Audit and Risk Committee Charter and Department’s Code of Conduct applicable to your engagement are attached. The Department’s most recent Annual Report is available online at [#insert url].

The conditions under which you will be engaged are detailed in the Scheme Conditions dated [#] issued by the NSW Treasury. You are also required to agree to abide by the attached *Code of Conduct: Audit and Risk Committee Chairs and Members*, andcomply with any other legislation, regulations or guidelines applicable to internal audit and risk management in the NSW public sector, as they apply to Audit and Risk Committees. In particular, your roles and responsibilities as an Independent Chair or Member are outlined in TPP15-03 and in the Audit and Risk Committee charter.

You will be remunerated at the current rate for a [#] sized agency as prescribed in the Prequalification Scheme Conditions of [$# per day or # per annum (*delete as applicable*)]. For further information regarding remuneration, subsistence and travel please see section 6 of the Scheme Conditions.

The engagement will be for [#] years starting [#]. Note that this engagement can be terminated by mutual agreement and in accordance with the Scheme Conditions.

During your engagement as a Chair or Member (amend as applicable) of the Audit and Risk Committee you will not disclose without lawful authority:

* any secret or confidential information acquired by you as an Independent Chair or Member of an Audit and Risk Committee;
* any secret or confidential information acquired by you from any document to which you have access to as an Independent Chair or Member of an Audit and Risk Committee

Upon termination of your engagement as a Chair or Member (amend as applicable) of an Audit and Risk Committee you will not, without lawful authority, disclose or make any use of any confidential or secret information acquired by you in your role as an Independent Chair or Member of an Audit and Risk Committee.

Should you have any questions or wish to discuss your engagement, please contact me on [###].

If you wish to take up this offer please sign the declaration at the end of this letter and return it to this Office within 5 business days.

I look forward to receiving your acceptance and to working with you on the [#] Audit and Risk Committee.

Yours sincerely

Department Head or in accordance with a resolution of the Governing Board of the Statutory Body

I hereby accept the offer of engagement contained in this letter and agree to carry out the services in accordance with the Scheme Conditions. I confirm that I:

* accept the roles and responsibilities outlined for Independent Chairs and Members in TPP 15-03 and in the Audit and Risk Committee charter.
* agree to abide by the Code of Conduct: Audit and Risk Committee Chairs and Members.
* am willing to undergo a criminal record and financial status check if required.
* do not have any conflict of interest that would prohibit me from accepting this engagement and will advise the department head or the governing board of a statutory body andNSW Procurement should a conflict arise during the course of my engagement.
* am not a Member of more than four other NSW Government Audit and Risk Committees as outlined on the attached schedule.

Print Name

Signature

 / /

Return a copy to Department Head or the Governing Board of the Statutory Body and Rhonda HumphreyNSW Procurement, Level 11, McKell Building, 2-24 Rawson Place, Sydney NSW 2000 e-mail: AuditRiskMembers@treasury.nsw.gov.au

ATTACHMENT 1

CODE OF CONDUCT: AUDIT AND RISK COMMITTEE CHAIRS AND MEMBERS

(insert here)

**ATTACHMENT 2: Current membership of NSW Government Audit and Risk Committees**

| **Agency (List multiple agencies if on a cluster based shared Audit and Risk Committee )** | **Name of Committee**  | **Role (Chair or Member)**  | **Engagement Fee (p.a.)** | **Start Date** | **End Date**  |
| --- | --- | --- | --- | --- | --- |
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**Print Name Signature Date**

Return a copy to the Department Head or the Governing Board of the Statutory Body and Rhonda Humphrey, NSW Procurement , Level 11, McKell Building, 2-24 Rawson Place, Sydney NSW 2000 e-mail: AuditRiskMembers@treasury.nsw.gov.au

**ATTACHMENT 3: Current membership of sub committees of NSW Government Audit and Risk Committees**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  |  |
| **Agency (List multiple agencies if a cluster Audit and Risk Committee )** | **Name of Committee**  | **Name of sub committee** | **Role (Chair or Member)**  | **Engagement Fee (p.a.)** | **Start Date** | **End Date**  |
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**Print Name Signature Date**

Return a copy to the Department Head or the Governing Board of the Statutory Body and Rhonda Humphrey, NSW Procurement, Level 11, McKell Building, 2-24 Rawson Place, Sydney NSW 2000 e-mail: AuditRiskMembers@treasury.nsw.gov.au

**ATTACHMENT 4: Other Significant appointments within and outside the NSW Public Sector**

List other significant appointments (ie other than to Audit and Risk Committees) both within and outside the NSW public service and briefly describe your role.

| **Organisation** | **Role**  | **Start Date** | **End Date**  |
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Add more rows if necessary

**Print Name Signature Date**

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