



Audit and Performance Audit Committee Charter

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1. THE PURPOSE OF THE CHARTER

The Audit Committee is established in terms of Section 166(1) of the Municipal Finance Management Act No. 56 of 2003 (MFMA) and also fulfils the functions of a performance management audit committee constituted in terms of Regulation 14(2) of the Local Government: Municipal Planning and Performance Management Regulations, 2001.

The purpose of this Charter is to set out the Audit and Performance Audit Committee's (APAC) role and responsibilities, composition, structure and membership requirements, relationships with other stakeholders, authority for the Audit Committee to conduct enquiries and access the municipality's records and personnel, outlines procedures for meetings, addresses the confidentiality and independence of Audit Committee members, and provides for ethical conduct and reporting. This is done in concert with the applicable National and Local Government Legislation and regulations.

The charter should be reviewed annually and updated to ensure relevance and consistency with the MFMA, Municipal Systems Act (No 32 of 2000) and other related regulations, guides and best practices.

The charter should be used as a basis for:

- a) Preparing the APAC's annual work plan;
- b) Setting the agenda for meetings;
- c) Requesting skills and expertise to facilitate administration;
- d) Making recommendations to the Accounting officer and Municipal Council;
- e) Assessing the APAC's performance by its members, Municipal Council, management, Auditor-General and internal auditors; and
- f) Contributions and participation at meetings
- g) Maintaining oversight responsibilities of all financial and performance reporting
- h) Seeking reasonable assurance that the operations of the municipality are conducted efficiently and effectively
- i) Seeking reasonable assurance that the Council has developed and complies with its policies, plans, procedures and internal controls
- j) Seeking assurance that the Council complies with relevant legislation, regulations and professional pronouncements.

The charter is to be approved by the Municipal Council and following approval, the APAC charter is to be published on the Municipal website to promote awareness to all stakeholders.

2. CONSTITUTION (Municipal Finance Management Act, Section 166 (1))

The Municipality has established an APAC as an independent advisory body in terms of Section 166(1) of the Local Government: Municipal Finance Management Act, 2003 (MFMA).

The APAC should not perform any management functions or assume any management responsibilities; it provides a forum for discussing business risk and control issues for developing relevant recommendations for consideration by the Council and management. The APAC should mainly make recommendations to the Council for its approval or final decision.

3. COMPOSITION OF THE COMMITTEE (MFMA Section 166 (4))

The Council will appoint the APAC members.

The APAC will comprise of at least three (3) independent members with appropriate skills and experience, who are not in the employ of the Municipality. In addition, no Councilor may be a member of the committee. Members may not serve on more than three local government audit committees simultaneously, being the limit as recommended by National Treasury in MFMA Circular 65. Should Council consider the appointment of such an applicant, the performance of such an applicant must not affect negatively on the performance of the Audit Committee.

A quorum of any meeting will be 50% of the members of the APAC, with a minimum of 2.

The appointed members should collectively possess the skills and experience appropriate to carry out their responsibilities, including an understanding of the following refer to:

- a) Private & public sector experience;
- b) An understanding of service delivery priorities;
- c) Good governance and/or financial management experience;
- d) An understanding of the role of Council & Councilors’;
- e) An understanding of the operations of the organisation;
- f) Familiarity with risk management practices;
- g) An understanding of internal controls;
- h) An understanding of major accounting practices and public sector reporting requirements;
- i) An understanding of public sector reforms;
- j) Familiarity with legislation applicable to municipalities;
- k) An understanding of the roles and responsibilities of Internal and External Auditors;
- l) An understanding of performance management system;
- m) An understanding of the treatment of allegations and investigations;
- n) Sustainability issues;
- o) Information technology governance as it relates to integrated reporting; and
- p) Integrated reporting.

Members will at least include:

- a) Two members who should preferably have sound financial knowledge;
- b) A member with sound performance management knowledge;
- c) A member who has the necessary standing and expertise to provide the Municipality with the assurance that the risks are being appropriately managed;
- d) A member who has sound legal knowledge;
- e) A member who has sound knowledge and experience of local government Information Technology systems and structures; and

- f) A member who has community understanding.

Members of the APAC are expected to take a keen interest in the affairs of the Municipality, to keep abreast of the activities of Council, the Mayoral Committee and Council's committees and proactively give timeous advice, as and when appropriate in terms of its mandate under this Charter.

4. TERMS OF OFFICE AND TERMINATION OF SERVICE

The council shall appoint the members of the Audit Committee and the Chairperson thereof.

The shortlisting and interviewing of shortlisted candidates for appointment as Audit Committee members shall be conducted by a committee appointed by Council for this purpose. The committee shall make recommendations to Council as to which candidates should be appointed as Audit Committee members. The council shall have complete discretion as to whether or not to appoint all or any such recommended candidates.

To enhance the independence of the APAC, the term of reference of the office for the members must be strictly adhered to. The chairperson should be appointed for a minimum of three (3) years to ensure that he/she contributes most effectively and provides stability to the APAC.

APAC members should serve at least a minimum of three (3) years with an option by the Municipality to renew for another three (3) years, based on performance. Recruitment of members should be staggered to prevent a loss of knowledge and skills in the APAC. The recruitment process of new members should be concluded at least three months in advance of the expiry of the existing members' term. The Chief Audit Executive and the Accounting Officer must maintain records of APAC member contracts and ensure recruitment is undertaken as mentioned above.

Rotation of members is encouraged as it enhances the independence of the APAC. Members of the APAC should not be contracted continuously for a period exceeding 6 years. After serving consecutively for six years, a cooling-off period of two years should be provided for, before appointing the same member to the APAC.

The APAC members should have the opportunity to have an exit meeting with the Council to discuss the reason for leaving and to provide feedback on their experience on the APAC as well as any other issues. The date of resignation should be minuted by the secretariat of the APAC.

Any member, who is absent without leave of absence from two consecutive Audit Committee meetings, may be removed from the Audit Committee by Council, unless an acceptable excuse has been tabled and accepted by the Audit Committee, at the Audit Committee meeting following the second absence.

APAC members can be dismissed by the Municipal Council following due process. The Municipal Council should consult the charter when dismissing members of the APAC. Reasons for dismissal amongst others would normally be detailed in the letter of appointment

and the Charter, such as where an ongoing conflict of interest exists, where a member has not performed to expectations or a member breached the confidentiality clause as set out in 7.13 of this document.

The appointment of a member will be terminated if he/she is declared bankrupt or found guilty of fraud or corruption or any offence where dishonesty is an element, in a court of law, during his/her term of office.

5. MEMBERSHIP AND INDEPENDENCE

The APAC should be independent and safeguarded from undue influence in objectively exercising its responsibilities. To enhance the APAC functioning, the following is required:

- a) The APAC Chairperson and members should be independent of the Municipality;
- b) The APAC Chairperson and members should not be biased but exhibit independence of mental attitude during deliberations;
- c) The APAC members should, at all meetings declare private and business interests which have a bearing on or relate to the business and operation of the Municipality; and
- d) All members should not carry out any undeclared business with the Municipality.

6. INDUCTION OF MEMBERS

A formal process of induction must be facilitated by the Chief Audit Executive in consultation with the Accounting Officer.

During the induction of members, the roles and responsibilities of the Audit Committee must be clarified.

The induction process should entail sufficient briefings and information on their roles, responsibilities, accountability and Council's expectations.

Refer to National Treasury MFMA Circular 65 for a summary of information to be provided to new members.

7. ROLES AND RESPONSIBILITIES OF THE AUDIT & PERFORMANCE AUDIT COMMITTEE

The APAC will advise Municipal Council, Council's political office-bearers, the Accounting Officer and the management of the Municipality on matters relating to:

- a) Statutory responsibilities in terms of Section 166 (2&3) of the MFMA;
- b) Performance Management;
- c) Internal audit;
- d) Control Environment;
- e) Risk Management;
- f) External audit;

- g) Annual Financial Statements;
- h) Compliance with laws, regulations and ethics;
- i) Information Technology (IT);
- j) Combined Assurance;
- k) Authority
- l) Relationships with stakeholders; and
- m) Any other issues referred to it by the Municipality

7.1. Statutory responsibilities in terms of Section 166 (2&3) of the MFMA

The Committee must [MFMA: S166 (2)]:

- a) Advise the municipal council, the political office-bearers, the Accounting Officer and the management staff of the municipality, on matters relating to:
 - i) Internal financial control and internal audits;
 - ii) Risk management;
 - iii) Accounting policies;
 - iv) The adequacy, reliability and accuracy of financial reporting and information;
 - v) Performance management;
 - vi) Effective governance;
 - vii) Compliance with the MFMA, the annual Division of Revenue Act and any other applicable legislation;
 - viii) Performance evaluation; and
 - ix) Any other issues referred to it by the municipality or municipal entity.
- b) Review the annual financial statements to provide the Council of the municipality with an authoritative and credible view of the financial position of the municipality, its efficiency and effectiveness and its overall level of compliance with the MFMA, the annual Division of Revenue Act and any other applicable legislation;
- c) Respond to Council on any issues raised by the Auditor-General in the audit report;
- d) Carry out such investigations into the financial affairs of the municipality as the Council of the municipality may request; and
- e) Perform such other functions as may be prescribed.

In performing its functions [MFMA: S166 (3)] –

- a) Have access to the financial records and other relevant information of the Municipality; and
- b) Must liaise with –
 - i) The Internal Audit Unit of the Municipality; and
 - ii) The person designated by the Auditor-General to audit the financial statements of the Municipality.

7.2. Performance Management

The Audit Committee shall consider matters relating to performance management at least quarterly to discharge the responsibilities prescribed in terms of Regulation 14(4) of the Local Government: Municipal Planning and Performance Management Regulations, 2001.

Part of the responsibilities of the APAC includes a good understanding of the performance management system, policy and strategy of the Municipality to review the performance management. These include:

- a) Review and comment on compliance with statutory requirements and performance management best practices and standards;
- b) Review and comment on the alignment of the Integrated Development Plan (IDP), the Budget, Service Delivery and Budget Implementation Plan (SDBIP) and Performance Agreements;
- c) Review and comment on the relevance of indicators to ensure they are measurable and relate to services performed by the Municipality (SMART);
- d) Review compliance with in-year reporting requirements;
- e) Review the quarterly performance reports submitted by internal audit;
- f) Include the performance management information in the audit report to Council;
- g) Review and comment on the Municipality's annual financial statements and timely submission to the Auditor-General by 31 August each year;
- h) Review and comment on the Municipality's and entities annual reports within the stipulated timeframes; and
- i) Review and comment on the Municipality's performance management system and make recommendations for its improvement;
- j) The Chairperson, or another member in his absence, shall attend the formal evaluation of Section 56 & 57 employees.

7.3. Internal Audit

An important role of the APAC concerning the internal audit will be to monitor, assess and report on the effective functioning of internal audit:

- i) Understand the charter, independence and activities of the internal audit function;
- ii) Regularly review the functional and administrative reporting lines of the internal auditor to ensure that organisational structure is consistent with the principles of independence and accountability;
- iii) Review and approve the internal audit charter, including internal audit strategic plan;
- iv) Approve any special/ad hoc internal audit requests;
- v) Confirm that the annual audit plan makes provision for critical risk areas in the Municipality;
- vi) Advise the Municipality on resources allocated to give effect to the work outputs of the internal audit function;
- vii) Confirm that there is support for the internal audit unit and external auditors from senior management;
- viii) Confirm actions taken by management in relation to the action plan;
- ix) Consider and review reports relating to difficulties encountered during the audit engagement, including any scope limitation or access to information reported to the Accounting officer that remain unresolved;
- x) Evaluate the performance of internal audit activity in terms of the agreed goals and objectives as captured in the audit plan;

- xi) Confirm that the Chief Audit Executive has reasonable access to the chairperson of the APAC;
- xii) Conduct a high-level review of internal audit on an annual basis, to ascertain whether the internal audit unit complies with the International Standards for the Professional Practice Framework;
- xiii) Concur with any appointment and termination of the services of the chief audit executive;
- xiv) Ensure that the internal audit function is subject to an independent quality review every 5 years.

The internal audit unit is accountable to the APAC as follows:

- i) Maintaining open and effective communication with the APAC.
- ii) Developing a Flexible Annual Audit Plan using a risk-based methodology
- iii) Submitting the audit plan to the APAC for review and approval;
- iv) Reporting on the implementation and results of the annual audit plan including special tasks approved by the APAC;
- v) Assisting in drafting the agenda and documentation, and facilitating the distribution thereof to the APAC in advance of meetings ;
- vi) Meeting periodically with the chairperson of the APAC to discuss whether the material and information furnished meets the requirements of the APAC;
- vii) Cooperate with the APAC as they conduct annual reviews of the performance of the internal audit function;
- viii) Submitting the internal audit charter to the APAC for review and approval on an annual basis and as necessary.

7.4. Control Environment

The APAC members need to have a good understanding of the control environment, in fulfilling their responsibility, the APAC should:

- a) Evaluate the overall effectiveness of the internal control framework and consider whether recommendations made by the Internal Audit and/or External Auditors have been implemented by management;
- b) Establish whether management has relevant policies and procedures in place and that these are adequate, effective and regularly updated;
- c) Determine whether appropriate processes are followed and complied with regularly;
- d) Consider measures applied on any required changes to the design or implementation of internal controls; and
- e) Assess steps taken by management to encourage ethical and lawful behaviour; financial discipline and accountability for use of public resources.

7.5. Risk Management Activities

The Accounting officer is responsible for the establishment of effective risk management within the Municipality.

The APAC will provide an independent and objective view of the effectiveness of the Municipality's Risk Management. Where there is a separate Risk Management Committee, the APAC will review recommendations made by this committee.

The APAC must also provide feedback to the Accounting officer and Municipal Council on the adequacy and effectiveness of Risk Management in the Municipality.

7.6. External Audit

The APAC must in relation to external audit:

- a) Take cognizance of the scope of work undertaken by the external auditor and the extent of coordination with the internal audit unit;
- b) Review annual external audit plans, audit fees and other compensation;
- c) Review reports and monitor management's implementation of audit recommendations.
- d) Review the report on the financial statements and matters raised therein for reasonability and accuracy;
- e) Conduct a review of the extent to which previously reported findings by the external auditor have been addressed by the Municipal Council;
- f) Provide advice to the Accounting officer on actions taken relating to significant matters raised in external audit reports;
- g) Liaise with the external auditors on any matter that the APAC considers appropriate to raise with the external auditor;
- h) Confirm that the external auditors have reasonable access to the management and chairperson of the APAC;
- i) Address any potential restrictions or limitations with the Accounting officer and Council.

7.7. Annual Financial Statements

The draft annual financial statements should be reviewed by the APAC before submission to the Auditor-General. The process and timelines for APAC meetings should be changed accordingly.

The APAC must review the annual financial statements to provide the Municipality with an authoritative and credible view of the financial position of the municipality by:

- a) Confirming if the municipal audit file is prepared in line with the applicable standards and guidance contained in MFMA Circular 50, or as updated;
- b) The APAC must review the annual financial statements to provide the Municipality, with an authoritative and credible view of the financial position of the Municipality and compliance to the legal framework;

- c) Evaluate the annual financial statements of the Municipality for reasonableness, completeness and accuracy and provide timely comment thereon;
- d) Consider the Auditor-General's opinion on the quality and appropriateness of the Municipality's accounting policies;
- e) Reviewing efficiency and effectiveness of internal controls over the annual financial statement's preparing and reporting;
- f) Reviewing the expertise, resources and experience of the finance function of the Municipality and disclose the results of the APAC's review in the report for the Annual Performance Report;
- g) Considering the suitability of the expertise and experience of the Director Finance (Chief Financial Officer) every year.

Specifically, with regards to annual financial statements, the APAC should review and challenge where necessary:

- a) Arithmetical accuracy and consistency;
- b) Consistency of, and changes to, accounting policies, compared to prior years;
- c) Methods used to account for significant or unusual transactions where different approaches are possible;
- d) Whether the Municipality has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account previous audit outcomes;
- e) The quality of disclosure in the Municipality's financial reports and the context in which statements are made;
- f) All material information presented with the financial statements, such as the operating and financial review and the corporate governance statement (insofar as it relates to the audit and risk management);
- g) All material issues in prior reports by the Auditor-General have been appropriately accounted for, resulting in fair presentation; and
- h) Conduct Analysis of trends and other financial ratio calculations e.g. year-on-year comparisons and composition of primary group e.g. salaries as a component of operations, whether operations are undertaken on a sustainable basis, operations at surplus or deficit, efficiency and solvency ratios, etc.

7.8. Compliance with laws, regulations and ethics

The APAC shall assess whether the management of the Municipality has the necessary mechanisms in place to ensure that there is compliance with pertinent laws and regulations and is conducting its affairs ethically.

The must include maintaining effective controls against conflicts of interest, fraud and corrupt practices.

The specific steps involved in carrying out this responsibility include:

- a) Reviewing policy documents that should incorporate compliance with laws, regulations, ethics, policies, King IV provisions and rules regarding conflict of interest;

- b) Monitoring the compliance with the policy documents;
- c) Taking note of significant cases of conflicts of interest, misconduct or fraud and the resolution of the cases;
- d) Make recommendations regarding any potential conflicts of interest or questionable situations of a material nature, which are brought to its attention;
- e) Reviewing the Internal and External Auditor's written reports concerning the scope of reviews of compliance, any significant findings and re resolution and follow-up on findings and recommendations;
- f) Monitoring developments and changes in the law relating to the responsibilities and liabilities of management and monitoring and review the extent to which the management is meeting its obligations;
- g) Monitoring developments and changes in the various rules, regulations and laws which relate generally to the Municipal operations and monitor and review the extent to which the Municipality is complying with such laws;
- h) Reviewing the process for communicating the code of conduct to the Municipality's personnel, and for monitoring compliance therewith; and
- i) Obtaining regular updates from management and where necessary, legal counsel regarding compliance matters.

7.9. Information Technology (IT) Governance

- a) The APAC is required to provide advice on IT governance, access controls and safeguarding of information in the Municipality.
- b) Specific expertise may be required from within or outside the Municipality from time to time, to assist the internal audit unit and APAC formulate recommendations on systems and controls.
- c) The APAC may have to advise on the appropriateness of disaster recovery and continuity plans supporting IT risks, regular testing and evaluation of plans, systems and processes.

7.10. Combined Assurance

The APAC should confirm whether an effective combined assurance model is applied to provide a coordinated approach to all assurance activities, and in particular, the APAC should:

- a) Review, whether the combined assurance received, is appropriate to address all the significant risks facing the municipality; and
- b) Monitor the relationship between the external assurance providers and the Municipality.

7.11. Authority

The APAC shall have the authority to perform functions and to obtain any information and advice, from within or outside the Municipality, to perform its functions as legislated. Appropriate resources will be made available to the APAC to perform its functions as agreed in its charter.

In carrying out its responsibility to conduct investigations in terms of Section 166(2) of the MFMA and its other roles and responsibilities in terms of this Charter, the APAC is hereby further authorised to:

- a) Communicate with the Council, Municipal Manager, the Management or the Internal and External Auditors of the Municipality;
- b) Have access to municipal records containing information that is needed to perform its duties or exercise its powers;
- c) Request any relevant person to attend any of its meetings,
- d) Conduct investigations into the financial affairs of the Municipality as may be requested by Council of the Municipality; and
- e) Liaise with Internal audit of the Municipality and the person designated by the Auditor- General to audit the financial statements of the Municipality
- f) Review and approve management requests for extra work to be carried out by the internal auditors in particular areas of the accounting and control systems
- g) Investigate any activity within its terms of reference
- h) Communicate to the external auditor, any fraud, suspected fraud or fraud investigation currently being conducted
- i) Discuss any concerns about the nature, extent and frequency of management's assessment of the accounting and control systems in place to prevent and detect fraud, with the external auditor.

The APAC has an independent role with accountability to the Council. It does not assume the functions of management, which remain the responsibility of the Municipal Manager and Management Team.

7.12. Relationship with Stakeholders

The APAC is required to maintain good relations with key stakeholders, such as:

- a) Municipal Council
- b) Municipal Public Accounts Committee
- c) Accounting Officer
- d) Management and staff
- e) Internal Auditors and External Auditors
- f) Provincial Treasury
- g) National Treasury

7.13. Confidentiality

Information obtained as a member of the APAC are confidential, secret and valuable and may not be disclosed by any member of the APAC, verbally or in any form of replication of documents, to anyone outside of the Municipality.

The only exception will be if confidential information is requested from the Chairperson of the APAC by a regulatory body as part of an investigation, audit or instruction by the court.

Members of APAC who is in breach of this confidentiality clause as set out in this Charter will face disciplinary and, possibly, legal action.

This confidentiality clause is binding even after a member's term has come to an end/ membership have been terminated.

8. REMUNERATION OF MEMBERS

The members of the APAC shall be remunerated for attending APAC meetings as well as for preparation time. The Municipality may utilise the rates provided by the National Treasury as amended from time to time. Should the Accounting Officer deem it necessary, he or she can, in consultation with the Municipal Council, determine other remuneration structures.

The remuneration for the chairperson of the APAC includes the APAC reporting responsibility and to attend the Mayoral and Council meetings, on invitation from the Speaker and or Municipal Council when the APAC reports are presented. Any member of the APAC who attends any other committee meetings and/or serve on any other committee of council should be paid in terms of that committee's terms of reference or charter, and be paid from the budget of the Directorate which that committee belongs to.

Remuneration will only apply to officials employed outside the public service. No remuneration for participating in APACs will be payable to officials employed at national, provincial and local government, its agencies or other entities regarded as falling within the definition of an organ of state, except for out of pocket expenses which may be reimbursed.

The reimbursement of all members for travel expenditure must be determined following the approved Council policy or the rate per kilometre as published and updated by the National Department of Transport.

The chairperson and members of the APAC, including members who are employed in the public service, will be required to complete all particulars of their respective travel to and from the venue of the APAC meetings.

Members should be remunerated at National Treasury rates when invited to attend work-related workshops.

Virtual Meetings will be remunerated at National Treasury rates for attending APAC meetings as well as for preparation time, only for the members attending the entire virtual meeting. The members will be required to use their own IT equipment and connectivity (data) to attend the entire virtual meeting.

9. MEETINGS AND PROCEDURES FOR CONDUCTING MEETINGS

9.1. Frequency

The APAC must establish an annual work plan for each year to ensure that all relevant matters are covered by the agendas of the meetings planned for the year.

The number, timing and length of meetings and the agendas are to be determined by the annual plan. Meetings of the APAC will be held as frequently as the APAC considers appropriate, but not less than four times a year.

The dates of meetings should be determined at the beginning of the calendar year according to the Top Layer Key Performance Indicators of the Municipal Manager. This will assist members and invitees to diarise meetings in advance.

Any member of the APAC, the External Auditors and the Chief Audit Executive (CAE) may call special meetings of the APAC when deemed necessary.

9.2. Attendance and preparations/arrangements

The secretariat responsibilities are to be performed by the internal audit unit or as otherwise determined by the Accounting officer. This includes providing all administrative support to the APAC meetings, sending invitations and documentation to members, coordinating and compiling APAC meeting documentation, taking minutes at APAC meetings, preparing all logistical arrangements relating to APAC meetings, including arrangements for the prompt payment of claims and fees to the members of the APAC. Payments for any other committee should be attended by the Directorate responsible for that committee.

The Chief Audit Executive, in consultation with the APAC secretariat of the Municipality, must ensure that the required preparation for the meeting of the APAC is finalised at least 7 days before the commencement of the meeting and that substantive work would be undertaken for the duration of the meeting.

The following persons should have a standing invitation to the APAC and to attend all meetings:

- a) Municipal Manager;
- b) Chief Audit Executive,
- c) All Directors,
- d) Manager IDP,
- e) PMS Coordinator,
- f) Senior Manager: Legal Services,
- g) Senior Manager: Public Safety (Fire, Disaster & Security Risk),
- h) Senior Manager: Human Resources (OHS risks and OHS risk incidents),
- i) Senior Manager: ICT (IT risks),
- j) Chief Risk Officer,

- k) A representative from the Office of the Auditor-General,
- l) The Chairperson of MPAC,
- m) Any other person on invitation by the Chairperson of the APAC

The Chief Audit Executive, in consultation with the APAC Chairperson, must determine the time frames of all meetings. In light of the financial implications, the Accounting Officer in consultation with the chairperson of the APAC must agree, if meetings go beyond a one day sitting.

All members of the Audit Committee must have their own IT devices, software and be able to use their private data to be able to attend virtual meetings as and when required.

9.3. Proceedings

Unless varied by these terms of reference, meetings and proceedings of the APAC will be governed by the Municipality's rules of order regulating the meetings and proceedings of Council and sub-committees of Council.

9.4. Agenda and Minutes

A detailed agenda, together with supporting documentation, must be circulated, at least seven calendar days before each meeting to the members of the APAC and other invitees. For special meetings, the Chairperson can waive this requirement.

APAC members must be fully prepared for the APAC meetings, to provide appropriate and constructive input on matters discussed.

Minutes of meetings shall be taken by the Secretariat and must be completed within seven days after the meeting and circulated to the Chairperson and members of the Audit Committee for review thereof. The minutes must be formally approved by the Audit Committee at its next scheduled meeting.

The CAE is responsible for the submission of reports of the APAC for inclusion in the agenda for the Council. As part of his duties, the Chairperson is responsible to attend and present the APAC reports at the Mayoral and Council meetings.

9.5. Quorum and Members Responsibility

The quorum for decisions of the APAC will be 50% of the members (with a minimum of two members) present at the meeting of APAC where the decisions are approved.

Should a member/s not be able to attend a meeting, without sufficient prior communication to the Chairperson of the APAC, and a quorum cannot be reached at the scheduled meeting, the responsible member/s will be held accountable for all wasteful expenditure relating to the scheduled meeting.

10. REPORTING & ACCOUNTABILITY

As part of his/her duties, the chairperson of the APAC will report bi-annually or more frequently if required, to the Municipal Council on the operations of the internal audit unit and the APAC. The report should include:

- a) A summary of the work performed by the internal audit and the APAC against the annual work plan;
- b) Effectiveness of internal controls and additional measures that must be implemented to address identified risks;
- c) A summary of key issues dealt with, such as significant internal and external audit findings, recommendations and updated status thereof;
- d) Progress with any investigations and their outcomes;
- e) Details of meetings and the number of meetings attended by each member; and
- f) Other matters requested of the internal audit and APAC.

As part of their duties, the APAC shall prepare a report annually which will be incorporated into the Municipality's annual report. The report will contain the following:

- a) Describing the functions performed by the APAC and meetings attended;
- b) Resolutions taken by Council and implementation status of recommendations made; and
- c) Other relevant comments may enhance governance and accountability.

The chairperson of the APAC must submit a copy of its report at least annually, or at other intervals, to the Municipal Public Accounts Committee (MPAC), for consideration. The Chairperson of the APAC or a member in his/her absence must always be available whenever MPAC needs clarity on the report of the APAC.

11. PERFORMANCE ASSESSMENT

The APAC should assess its performance and achievements against its charter on an annual basis. This assessment would cover the performance of the individual member as part of the overall APAC regarding the particular skills the member has brought to the APAC as a whole.

The self-assessment aims to ensure that the APAC is meeting its objectives efficiently and effectively. The external assessment of the APAC will be completed by The Speaker (on behalf of the Council), The Accounting Officer (on behalf of Management) and the CAE (on behalf of the Internal Audit Unit). The findings of the self-assessment should be presented to the CAE for submission to Council.

Where the self-assessment highlights a need for enhancements to the role, operational processes or membership of the APAC, the Chairperson should take action to ensure that such enhancements are implemented and the Chairperson may consult with the

Accounting Officer to obtain appropriate support to ensure all enhancements are implemented.

Where the APAC is not performing according to the Charter and this has been observed by various stakeholders such for example from the external assessments, it would be appropriate for this or other issues to be brought to the attention of the Accounting Officer and Council.

If an individual APAC member is not performing, then the member must be given an opportunity to address such with the Council. If it is considered necessary to terminate the services of an APAC member prior to the end of the term of appointment, proper procedures should be followed. (Refer to "4. Terms of office and termination of service" in this document).

12. REVIEW

This charter will be reviewed annually and updated to ensure relevance and consistency with the MFMA, Municipal Systems Act (No 32 of 2000) and other related regulations, guides and best practices.

The APAC in carrying out its tasks under these terms of reference may obtain such outside or other independent professional advice, as it considers necessary to carry out its duties upon approval of the Accounting Officer.

13. APPROVAL



MUNICIPAL MANAGER

6 December 2021

DATE

AND BY THE AUDIT COMMITTEE:



CHAIRPERSON: AUDIT COMMITTEE

6 December 2021

DATE

14. DECLARATION BY THE AUDIT COMMITTEE MEMBERS:

The Audit Committee Members hereby declare that they have familiarized themselves with the content of the Charter, and agree to abide by the terms as set out in the Charter:



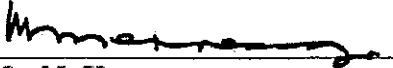
Mrs. R. Shaw (Chairperson)

6 December 2021

Date

Mr. K. Zono

Date



Mr. M. Hennessy

6 December 2021

Date