

TABLE TENNIS AUSTRALIA



TTA Finance, Risk & Audit Committee Charter

This Policy is enacted pursuant to Rule 19 of the TTA Constitution.

Effective: as at 27 September 2018

TABLE OF CONTENTS

Chapter 1 – PURPOSE OF CHARTER	3
Chapter 2 – OBJECTIVES OF THE COMMITTEE	3
Chapter 3 – FUNCTIONS OF THE COMMITTEE	3
Chapter 4 – COMPOSITION, MEETINGS AND REVIEWS	4
• 4.1: Membership and attendance at meetings	
• 4.2: Meetings	
• 4.3: Authority	
• 4.4: Sub-delegation	
• 4.5: Board reporting	
• 4.6: Review of Charter and composition	

Chapter 1 – PURPOSE OF CHARTER

1. The purpose of this Charter is to document the objectives, responsibilities, composition and administration of the TTA Finance, Risk & Audit Committee (“Committee”).

Chapter 2 – OBJECTIVES OF THE COMMITTEE

2. The objectives of the Committee are to assist the Board in fulfilling its oversight responsibilities relating to:
 - a. preparation and integrity of TTA’s financial accounts and statements;
 - b. internal controls, policies and procedures that TTA uses to identify and manage business risks;
 - c. TTA insurance activities;
 - d. qualifications, independence, engagement, fees and performance of TTA’s External Auditor;
 - e. annual external audit of TTA’s financial statements; and
 - f. TTA’s compliance with legal, regulatory and funding requirements and compliance and risk management policies.

Chapter 3 – FUNCTIONS OF THE COMMITTEE

3. The functions of the Committee are:
 - (a) Assessment of Financial Information
 - i. review and recommend the annual budget prepared by TTA management to the Board;
 - ii. maintain a rolling 4-year budget, to be updated at least annually;
 - iii. monitor TTA’s financial position and ensure that TTA has in place a financial plan consistent with the achievement of its strategic objectives;
 - iv. review the annual TTA financial statements, discuss them with the External Auditor, and recommend for approval to the Board;
 - v. review any significant accounting or reporting issue, including professional and regulatory changes, and consider any impact on TTA’s financial statements; and
 - vi. review annual representation letters.
 - (b) Overseeing the Relationship with the External Auditor
 - i. provide recommendations to the Board regarding the appointment, evaluation and dismissal of the External Auditor, including an assessment of independence;

- ii. review and approve the External Auditor’s audit plan and approach;
- iii. review and agree on the terms of engagement and fees of the External Auditor prior to commencement of each audit;
- iv. review the External Auditor’s report, significant findings and management’s response;
- v. meet with the External Auditor at least once a year without management.

(c) Oversight the Management of Business Risks and Internal Controls

- i. develop TTA Risk Management Policy and Risk Profile and recommend approval to the Board and oversee risk management reporting;
- ii. review the effectiveness of policies and procedures to manage risk and TTA’s internal control measures on an annual basis;
- iii. review the appropriateness of TTA’s insurance coverage on an annual basis.

(d) Oversight Compliance

- i. review the effectiveness of TTA’s approach to ensuring compliance with relevant laws, regulations, funding requirements and TTA’s policies on an annual basis;
- ii. review any correspondence from regulatory or funding bodies regarding significant issues and ensure there is a process for the President to be immediately informed of any matters of significant non-compliance or litigation.

Chapter 4 – COMPOSITION, MEETINGS AND REVIEWS

4.1 Membership and attendance at meetings

4.1.1 The Committee will comprise of a minimum of three and a maximum of four members as follows:

- (a) at least one TTA board member; and
- (b) at least one other person who is independent from the TTA Board and is not a TTA employee;
- (c) all committee members will be “financially literate” (i.e. be able to understand financial statements and challenge information presented at committee meetings when appropriate); and
- (d) at least one member shall have formal accounting qualifications.

4.1.2 All appointments to the Committee (including the Chairperson) shall be approved by the TTA Board, but the Chairperson must not be the TTA President.

4.1.3 More than a half of Committee members are required to be present to form a quorum. However, the Committee may invite other people to attend Committee meetings as observers.

4.1.4 A standing invitation shall be issued to the following persons who may attend and speak but not vote:

- TTA Chief Executive Officer;
- The External Auditor; and
- An appropriate representative of TTA's accounting service.

4.1.5 The Committee may from time to time request presentations from internal and external advisers at its meetings.

4.1.6 Appointment to the Committee shall be for two years or as determined by the TTA Board.

4.1.7 The TTA Board may remove any member from the Committee at any time with or without cause.

4.2 Meetings

4.2.1 Meetings are held as deemed necessary by the Committee – but at least four times per year.

4.2.2 Meetings may be held in person, by telephone or by video conference.

4.2.3 The minutes of the proceedings of all Committee meetings shall be taken by a person nominated by the Chairperson of the Committee. The draft minutes shall be prepared within seven working days of the meeting and circulated to the Committee for approval.

4.2.4 The Committee Chairperson shall not have a second or casting vote.

4.3 Authority

4.3.1 The Committee is an official committee of the TTA Board.

4.3.2 The TTA Board delegates authority to the Committee within the scope of its responsibilities to:

- (a) perform the activities required to fulfill its responsibilities and make recommendations to the Board;
- (b) resolve any disagreement between TTA management and the External Auditor, with any matters of significant disagreement reported to the Board;
- (c) conduct or commission an investigation or audit of any aspect of TTA's accounts, financial management, risk management, internal controls or compliance;
- (d) select, engage, and approve fees (within its budget) for any professional advisers that the Committee may require to carry out its duties; and
- (e) have unrestricted access to information, and TTA management and employees it considers relevant to its responsibilities under this charter.

4.4 Sub-delegation

4.4.1 The Committee has no power to sub-delegate some or all its objectives and functions to any other Committee or individual without prior written approval of the TTA Board.

4.5 Board reporting

4.5.1 Following each meeting, the Committee shall provide a report to the TTA Board, together with the meeting minutes, which shall be circulated in time for the next scheduled TTA Board meeting.

4.5.2 The TTA Board may request that the Committee present at TTA Board meetings as required.

4.6 Review of Charter and composition

4.6.1 The Committee is to annually review its composition and the provisions of this Charter and recommend any changes to the TTA Board.