



# **RISK AND ETHICS MANAGEMENT COMMITTEE TERMS OF REFERENCE**



**RISK AND ETHICS MANAGEMENT COMMITTEE TERMS OF REFERENCE – CEDERBERG MUNICIPALITY (WC025)**

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## 1. Objective

The primary objective of the Risk and Ethics Management Committee is to assist the Accounting Officer, the Council and the Audit Committee in discharging their accountability for Corruption Prevention and Enterprise Risk Management by reviewing and monitoring the effectiveness of the municipality's corruption prevention and risk management systems, practices and procedures, and providing recommendations for improvement.

The Cederberg Municipality has established the Risk and Ethics Management Committee in terms of the Local Government: Municipal Finance Management Act 56 of 2003, and the Local Government: Municipal Systems Act 32 of 2000. This Policy is intended to guide the Committee when performing its functions; to engender proper corporate governance in terms of the King III & IV Report, the National Treasury Public Sector Risk Management Framework and other best practice guidelines.

## 2. Authority

This Policy sets out the specific responsibilities delegated by the Accounting Officer and Council to the Committee and provides support for the manner in which the Committee will operate:

- Risk and Ethics Management Committee will foster a culture within the Municipality that emphasizes and demonstrates the benefits of a risk-based approach to internal control and management of the Cederberg Municipality; and
- To enhance integrity, ethical behaviour and prevent corruption throughout the Cederberg Municipality's operations and monitor compliance thereof.

## 3. Roles and Responsibilities

The duties of the Committee shall be to:

- Review the risk management policy and strategy and recommend for approval by Council;
- Review the risk appetite and tolerance and recommend for approval by the Accounting Officer and/or Council;
- Review the institution's risk identification and assessment methodologies to obtain reasonable assurance of the completeness and accuracy of the risk register;
- Monitor the management of significant risks to the Municipality, including emerging risks and prospective impacts;
- Evaluate the effectiveness of mitigating strategies to address the material risks of the Institution;
- Report to the Accounting Officer and Audit Committee any material changes to the risk profile of the Institution;
- Review the fraud prevention policy framework and recommend for approval by Council;
- Evaluate and monitor the effectiveness of the implementation of the fraud prevention policy;



- Review any material findings and recommendations by assurance providers on the system of risk management and monitor that appropriate action is instituted to address the identified weaknesses;
- Consider progress on action plans developed as part of the risk management process by each department;
- Review any findings and recommendations of the external auditors, internal auditors or other parties in relation to enterprise risk management;
- Review legal and regulatory matters that may have a significant impact on risk including any related compliance policies, programmes and reports received from other spheres of government;
- Provide proper and timely reports to the Accounting Officer, Audit Committee and Council on the state of risk management and Corruption prevention together with aspects requiring improvement accompanied by the Committee's recommendations to address such issues.

#### 4. Composition of the Risk and Ethics Management Committee

Permanent members of the Committee shall be formally appointed by the Accounting Officer. The members, as a collective, shall possess the blend of skills, expertise and knowledge of the Cederberg Municipality, including familiarity with the concepts, principles and practice of risk management, such that they can contribute meaningfully to the advancement of risk management within the Municipality.

Membership shall comprise as follows:

- Chairperson: Municipal Manager
- Director: Financial Management Services (CFO);
- Director: Corporate & Strategic Services;
- Director: Community Services;
- Director: Technical Services.

**Standing** invitees to the Committee shall be:

- Manager: LED
- Manager: Integrated Risk Management
- Internal Audit Executive: Internal Audit Services.

**Adhoc** invitees to the Committee shall be:

- Manager: Legal Services;
- Chief Fire Officer (Fire, Disaster & Security Risks);
- Manager: Human Resources (Disciplinary Cases & OHS Risks);
- Manager: Information Communication Technology (ICT);
- Any other Line Manager and/or Section Head (if necessary);



- Member of the Mayoral Committee responsible for Good Governance;
- Executive Mayor;

The Committee members may in their absence, delegate their roles and responsibilities to a designated official within their directorates.

The Committee members should submit to the Committee in writing their intention of delegating their powers to the designated official of their choice. The designated official mandated to act on the principal Risk and Ethics Management Committee member's behalf should abide by the relevant rules and regulations of the Committee.

## 5. Chairperson

The chairperson of the Risk and Ethics Management Committee will be the Municipal Manager or an external person, appointed by Council.

The term of appointment shall be for a term of three years, of which an External Chairperson can serve consecutively for six years; and then a cooling off period of two years should be provided for, before appointing the same member to the same Committee.

In absence of an External Chairperson appointed by Council, the Accounting Officer will be the Chairperson and/or should delegate a senior manager as the Chairperson to the Committee.

## 6. Meetings

- 6.1 The Committee shall meet at least four times per annum and at such additional times as may be necessary to carry out its responsibilities.
- 6.2 The Chairperson of the Committee or a majority of the permanent members of the Committee may convene additional meetings as circumstances may dictate.
- 6.3 The Committee meetings shall be held before the Audit Committee meetings to allow time for compilation of reports for submission to the Audit Committee.
- 6.4 Meeting agendas will be prepared in consultation with the Chair and provided in advance to members, along with appropriate briefing materials.
- 6.5 Minutes of proceedings and resolutions of Committee meetings will be kept by the secretary and will be signed by the Chairperson.
- 6.6 Minutes will be distributed to all Committee members, the Chairperson of the Audit Committee, the Mayoral Committee Member (MMC: Responsible for ERM) and the Executive Mayor, after the Committee Chairperson has given the preliminary approval.
- 6.7 The Chairperson is required to call a meeting for the Risk and Ethics Management Committee if requested to do so by the Mayoral Committee and/or Council.



**7. Quorum**

50% plus one constitutes a quorum. A permanent member of the Committee may nominate a proxy on his/her behalf. The proviso shall lapse in the event that the permanent member fails to attend 50% or more of the Committee meetings held in that particular financial year in person.

**8. Secretariat Function**

The Secretariat function of the Risk and Ethics Management Committee shall be the responsibility of Corporate & Strategic Services. The secretary shall forward the notice of each meeting of the Risk and Ethics Management Committee to all members no later than seven (7) working days prior to the date of the meeting. The notice shall be undersigned by the Chairperson and confirm the venue, time, date, agenda and include the documents for discussion.

The minutes of the meetings shall be completed within seven (7) working days after the Risk and Ethics Management Committee meeting and will be circulated to the Chairperson for approval to be sent to all relevant officials. The minutes shall be approved at the next Committee meeting.

**9. Confidentiality**

To ensure that the identity of the Whistle Blower, whether it be a member of staff or the community is protected, all information provided in connection with fraud and corruption allegations and suspicions will be treated as highly Confidential.

**10. Performance Evaluations**

The Risk and Ethics Management Committee shall annually review its performance and also the work plan of the Enterprise Risk Management.

**11. Remuneration**

The external member/s serving on the Risk and Ethics Management Committee shall be remunerated for services rendered. It will be adjusted every year and the travel will be paid in terms of the Department Transport Tariffs.



## 12. Review and Approval of the Policy

The Risk and Ethics Management Committee must every three (3) year review this Policy and determine its adequacy and effectiveness for current circumstances and recommend to Council for approval.