

CONFIRMED MINUTES

A&R COMMITTEE - FIRST MEETING OF NEW COMMITTEE



At the **A&R Committee Meeting** on **16 May 2023** these minutes were **confirmed as presented**.

Name:	Audit & Risk Committee
Date:	Tuesday, 7 March 2023
Time:	9:00 am to 10:20 am (NZDT)
Location:	Trust Boardroom, 124 Main Street, Greytown
Committee Members:	Phil Holden, Steve Meyrick
Attendees:	Helga Perry, Erica Buxton
Apologies:	Derek Williams
Guests/Notes:	Adrienne Dempsey (Auditor)

1. Opening Meeting

1.1 Welcome and Apologies

As per the resolution below recorded in the confirmed minutes of Trust Board meeting held 23 November 2022, the committee Chair welcomed the new committee.

3.3 - Sub committees - confirmation of committee members

The Board agrees that the following Trustee's become members of the Audit and Risk Committee - Phil Holden, Derek Williams, Steve Meyrick, and that Erica Buxton be appointed as an ex-officio member. The committee to be chaired by Phil Holden.

Moved P Holden / seconded D Williams

An apology received from Derek Williams was noted and accepted.

Apologies received from Derek Williams.

(Quorum requires a minimum of two committee members)

1.2 Interests Register

2. Minutes

2.1 Confirm minutes

A&R Committee - final meeting for retiring Trustees 1 Sep 2022, the minutes were confirmed as presented.

The minutes were approved as correct by the Chair who was present at the 1 September meeting. The other two committee members who attended the 1 September meeting have now retired from the Trust. The Trust Manager who was present at the meeting confirmed the minutes to be a true and correct record.

The two new committee members had read the minutes and had no questions.

3. Business

3.1 Audit Engagement Letter

The Audit Engagement letter was signed by Chair Holden and Trustee Meyrick.

3.2 Trust Manager to run through Audit Process

Trust Manager ran through current process and proposed timeline for this years audit.

3.3 Draft Risk Assessment Register (for review)

The draft register was noted and accepted. Committee agreed this was a good starting point. The Chair recommended the Risk Register be included in the quarterly Board Pack to sit behind the Trust Managers Compliance Certificate.

Committee agreed could be more conservative around likelihood for risks 1 and 2 on the register.

Register to also include all Acts mentioned on the Compliance Certificate.

Mrs Buxton queried the additional of a risk regarding due diligence around making prudent investment decisions ie risk around making a bad investment. Should there be a policy / framework in place to mitigate the risks around this.

Committee agreed and asked Trust Manager to add this risk to the register and also to follow up with the Investment Committee for producing a decision making policy / framework.

Mrs Buxton also queried whether there was a risk around overcommitting via debt funding creating financial stress. Risk to be added to register with mitigation / control being a "debt policy" which is already on the "to do list" in conjunction with the Investment Committee.



Review of Risk Register

A&R Committee to review the register twice a year. Trust Manager to add this to the annual work plan.

Due Date: 16 May 2023

Owner: Helga Perry



Update Risk Register

Update Risk Register with recommendations made during meeting plus adding in further detail for each risk.

Committee to sign off on register at 16 May meeting for inclusion in 26 May Board papers and ongoing meeting papers.

Due Date: 16 May 2023

Owner: Helga Perry

3.4 Fraud Prevention Policy (Sept 2012)

Committee agreed good to have one and asked Trust Manager to do further work on this to produce an updated version for review at the next meeting. Trust Manager to enquire whether MTLT have a fraud policy as could use basis of this as content will be similar.



Fraud Prevention Policy

Enquire whether MTLT have a Fraud Policy.

Prepare an updated Fraud Prevention Policy for the Committee to review at next meeting.

Due Date: 16 May 2023

Owner: Helga Perry

3.5 New Auditor - Adrienne Dempsey, Audit Plus

Ms Dempsey joined the meeting at 9.33am to meet the new committee and answer any questions. Ms Dempsey spoke about her professional experience and how she primarily works with non for profits. She also works for Audit NZ in her spare time as assistant manager. A strategic decision she made as a sole practitioner to keep up her knowledge / training etc.

Trust Manager queried an action the previous A&R Committee Chair had requested for the committee and auditor to have an opportunity to meet annually without the Trust Manager. Ms Dempsey saw no benefit in this and the Chair agreed he did not either. Action to be removed from the list.

Mrs Buxton asked whether there was a requirement to be audited annually. Ms Dempsey confirmed there is and would most likely be wording to that effect in the Trust's Act.

Ms Dempsey commented she would need to meet with the Trust and its valuers (Colliers) to determine their methodology / valuation components and would set the agenda and list of questions. The Chair asked the Trust Manager to be involved along with the Property Advisor.

3.6 Any other business

Annual Budget

The Chair proposed that for efficiency purposes the A&R Committee in future reviews the draft budget prior to presentation to the Board.

Trust Manager to make a note for the committee to put this recommendation forward to the Board following the audit.



A&R Committee to review draft budget - recommendation to the Board

Trust Manager to record in the 16 May A&R Committee meeting minutes that the Committee put a recommendation to the Board for 26 May board meeting that moving forward the A&R Committee review the draft budget (February) prior to presentation to the Board for review / sign off.

Due Date: 16 May 2023

Owner: Helga Perry

Annual H&S review

The committee agreed that the A&R committee will undertake an annual review of the **Trust's procedures/ practices around health and safety** and requested that the Trust Manager add this to the work plan.



Annual H&S review

Trust Manager to add annual H&S review to the work plan.

Due Date: 16 May 2023

Owner: Helga Perry

4. Follow up on action items

4.1 Action List

Due Date	Action Title	Owner
15 Jun 2022	Monitoring of Legislation Compliance Status: Completed on 2 Mar 2023	Helga Perry
29 Jul 2022	Committee Chair to request Flying Minute Status: Completed on 31 Aug 2022	Catherine Rossiter-Stead
31 Dec 2022	Term Investments - Morisons Bush and Pipeband Status: Completed on 2 Mar 2023	Helga Perry
24 Feb 2023	Process for A&R Committee to meet with Trust Accountant Status: Completed on 2 Mar 2023	Helga Perry

5. Next Meeting

5.1 Tuesday 16 May @ 9am

6. Close Meeting

6.1 Close the meeting

Next meeting: A&R Committee Meeting - 16 May 2023, 9:00 am

New Actions raised in this meeting

Item	Action Title	Owner
3.3	Review of Risk Register Due Date: 16 May 2023	Helga Perry
3.3	Update Risk Register Due Date: 16 May 2023	Helga Perry
3.4	Fraud Prevention Policy Due Date: 16 May 2023	Helga Perry
3.6	A&R Committee to review draft budget - recommendation to the Board Due Date: 16 May 2023	Helga Perry
3.6	Annual H&S review Due Date: 16 May 2023	Helga Perry

Signature: _____

Date: _____

5/6/2023