

INTERNAL AUDIT REPORT: LEGISLATIVE COMPLIANCE REVIEW

Prepared by: Annette Pianezzola, Risk & Audit Analyst
May 2025



CITY OF
ADELAIDE

TABLE OF CONTENTS

1.	Executive summary	1
2.	Objectives	1
3.	Methodology.....	1
4.	Consultation	2
5.	Summary of findings Assessed Incomplete	3
Appendix 1: Risk matrix of internal audit findings.....		21

Distribution			
For action:		For information and approval:	
Rebecca Hayes	Associate Director Governance & Strategy	City of Adelaide	Strategic Risk and Internal Audit Group
Kathryn Goldy	Acting Manager Corporate Governance & Legal	City of Adelaide	Audit & Risk Committee
Mike Philippou	Associate Director Strategic Property & Commercial	Michael Sedgman	Chief Executive Officer
Greg Ratsch	General Manager Adelaide Economic Development Agency	Anthony Spartalis	Chief Operating Officer
Fabienne Reilly	General Manager Adelaide Central Market Authority		

1. EXECUTIVE SUMMARY

In accordance with the 2024/25 Internal Audit Plan for the City of Adelaide (CoA) an internal audit focussing on legislative compliance was performed. The objective, scope, approach and findings are outlined below.

2. OBJECTIVES

This audit focused on the on-going assessment of CoA's legislative compliance work plan, auditing one Act at a time with actions monitored and managed in Process Manager. This review is included in the 2024/25 Internal Audit Plan to provide a level of assurance to the CoA Executive, the Strategic Risk & Internal Audit Group (SRIA) and subsequently the CoA's Audit & Risk Committee (ARC).

3. METHODOLOGY

Over the past three months, two (2) Regulations and two (2) Charters were reviewed:

- *Local Government (General) Regulations 2013*
- *Local Government (Financial Management) Regulations 2011*
- Adelaide Economic Development Agency Charter
- Adelaide Central Market Authority Charter

Engagement was performed using the following approach:

- CoA staff member Annette Pianezzola, Risk & Audit Analyst, performed the audit.
- One on one discussions were held with relevant stakeholders throughout the Corporation requesting evidence of each section being reviewed.
- Review of relevant documentation received against the relevant provisions of the legislation.

4. FINDINGS

The findings presented below relate to the legislative provisions considered during the compliance review.

Of the 209 provisions considered as part of this audit, only five were identified as requiring further action, and all five were rated as low risk.

The number of findings identified is summarised in the table below. A detailed list of these findings, along with the corresponding agreed management actions, is provided in the *Summary of Findings* section of this report.

Act	Total Reviewed	Compliant	Exceptions Noted
<i>Local Government (General) Regulations 2013</i>	15	14	1
<i>Local Government (Financial Management) Regulations 2011</i>	20	20	0
Adelaide Economic Development Authority Charter	88	86	2
Adelaide Central Market Authority Charter	86	84	2

5. CONSULTATION

The following CoA stakeholders were involved in meetings or via the survey throughout this audit:

- Charlotte Oldfield, Acting Manager Council Governance
- Nikki Batten, Strategic Project Officer
- David Burgess, Manager Rates & Receivables
- Corna Kotze, Senior Advisor Corporate & Commercial Property
- Matthew Field, Manager Park Lands & Sustainability
- Mark Di Gianni, Event Facilitator
- Rocky Fryar, Senior Property Specialist (Land Tenure)
- Nicole Van Berkel, Acting Associate Director Finance & Procurement
- Ruochen Liu, Asset Planner Buildings
- Alexandra Anderson, Lead Payroll Services
- Georgie Clark, Executive Assistant AEDA
- Tiera Lippiello, Administration Coordinator ACMA
- Carole Johns, Executive Manager Office of the CEO
- Jane Armstrong, Executive Support Officer

6. SUMMARY OF FINDINGS ASSESSED AS EXCEPTIONS NOTED

The risk rating assigned has been re-assessed in context of the actions already completed and the actions outstanding.

Local Government (General) Regulations 2013 - Register of Community Land		Rating: Low	
Requirement of the Regulation Regulation 23 A register of community land under 207(2)(a) of the Local Government Act must contain, in respect of each piece of community land in the area, the specified information.		Testing Methodology Ensure the register is maintained and contains the information specified in section 207(2) of the Local Government Act 1999 (SA) and the Regulation.	
Description of finding		Agreed Actions	
Identification: Community land register is maintained in two portfolios under the City of Adelaide: - City Infrastructure maintains the community land register for those properties that maintain a commercial interest - City Shaping maintains the community land register for those properties that are in the Park Lands In reviewing the registers maintained by the relevant areas, it was noted that the register maintained by the City Infrastructure portfolio, managed by the Strategic Property & Commercial Program, requires review, noting however, the register does not hold all relevant community properties. Recommendations: Review and update the register as per the Regulation.		The register will be reviewed and updated as per the requirements.	
Position Responsible:			Associate Director Strategic Property & Commercial
Target Date:			31 December 2025

Adelaide Economic Development Agency Charter - Management		Rating: Low
Requirement of the Charter 6.3.2 <i>Within 14 days of the end of each quarter the Agency/Authority must submit to the Council's CEO a quarterly report on progress against the strategic milestones and key performance indicators as outlined in the Strategic Plan and the Annual Business Plan and Budget.</i>		Testing Methodology Ensure that a quarterly report is presented to Council's CEO on how the Agency / Authority is performing against its Business Plan and Budget KPI's within 14 days of end of each quarter.
Description of finding		Agreed Actions
Identification: Adelaide Economic Development Agency (AEDA) is integrated into the CoA's quarterly reporting process. AEDA prepare their quarterly report within 14 days after the end of each quarter and submit them to the Strategy, Insights and Performance team for inclusion in the CoA's quarterly report to Council. Prior to Council receiving the report, this is presented to the CEO for review by the 4 th Monday of the month, which is not within the 14 days as required by the Charter. Recommendations: Review and update the respective Charters to reflect that the required information is provided to relevant team within CoA within 14 days for quarterly reporting to the Council.		The Charter will not be amended, instead a change in process will be undertaken. Currently a quarterly report is provided to council through the corporate quarterly reporting process but this has fallen outside the 14 day timeline. A specific quarterly report, as required by the Charter, will be developed for presentation to the CEO within the specified timeframes for 2025/26.
Position Responsible:	General Manager Adelaide Economic Development Agency	
Target Date:	31 October 2025	

Adelaide Economic Development Agency - Management		Rating: Low	
Requirement of the Charter 6.1.1.2 The Agency must prepare the following strategic management plans: 6.1.1.2 a Long Term Financial Plan for a period of at least 10 years.		Testing Methodology AEDA must have a 10 year Long Term Financial Plan.	
Description of finding		Agreed Actions	
Identification: AEDA has sought to have a budget commitment based on a percentage of rate revenue. The Long Term Financial Plan (LTFP) has been developed by the General Manager for a number of scenarios all subject to the approved budget by Council for 2025/26. Once the budget has been approved, AEDA, will finalise its LTFP. Recommendations: Once the budget has been approved by Council, finalise the LTFP for endorsement.		Review and finalise the LTFP for endorsement.	
Position Responsible:	General Manager Adelaide Economic Development Agency		
Target Date:	31 December 2025		

Adelaide Central Market Authority Charter - Powers, Functions and Duties	Rating: Low
Requirement of the Charter 3.5.5 <i>Without limiting the powers of the Board with respect to the formation of committees the Board must establish a committee to be known as the Traders Representation Committee to consist of:</i> <i>A maximum of 9 members (2 Board Members, 5 traders, one of who will be the Chair, up to 2 other trader members as appointed by the Board).</i> 3.5.7 <i>The meetings and proceedings of any committee or advisory committee are governed by the provisions in this Charter for regulating meetings and proceedings of the Board so far as those provisions are applicable and not affected by any resolution, regulations or policies made by the Board under clauses 3.5.2 and 3.5.3.</i>	Testing Methodology ACMA will establish a Committee for enquiring and reporting to the Authority on matters within its functions and powers. Any committee established by the Board must meet the provisions set in the Charter.
Description of finding	Agreed Actions
Identification: The Traders Representative Committee (Committee) was established by the Adelaide Central Market Authority (ACMA) Board and they meet on a regular basis as required by the Terms of Reference (ToR). The Traders Representative Committee 2023-2024 ToR was approved by the ACMA Board on 26 October 2023 with the ToR reflecting the relevant requirements of the Charter. The next review date of the ToR was 31 October 2024. However, at the Committee meeting in December 2024 it was agreed that the ToR be reviewed and updated after the upcoming Committee member election. The Committee member election will occur in November 2025.	The Terms of Reference will be reviewed and updated and presented to the ACMA Board for approval after the Traders Representative Committee member election to be held in November 2025.

Recommendations: Review and update (if required) the ToR after the Committee members election. Consideration needs to be given to how often the ToR needs to be reviewed (i.e., in line with the review of the advisory committee members' membership).	
Position Responsible:	General Manager Adelaide Central Market Authority
Target Date:	28 February 2026

APPENDIX 1: REGISTER OF ACTS REVIEWED AND METHODOLOGY

The following information details the sections of the Acts reviewed and the testing methodology.

Local Government (General) Regulations 2013

Description	Section of Regulations	Requirement of the Regulations	Testing Methodology	Results	Findings
Training and development	8AA (a1) & (1)	A council's training and development policy must incorporate the training requirements for council members that are expressed as mandatory in the Local Government Association training standards (prescribed mandatory requirements). The council must ensure that its training and development policy – (a) provides the members must undertake regular training in accordance with the policy; and (b) complies with the LGA training standards.	Ensure policy incorporates the prescribed mandatory requirements, complies with the LGA training standards and provides that members must undertake regular training.	Compliant	Policy has been developed and adopted November 2024
	8AA (1b)	A register relating to training and development of members of the council must include the specified information: (a) the member's name; (b) in respect of training and development required to be completed by the member: (i) the name (if any) and subject of the training or development; and (ii) the date by which the training or development is required to be completed by the member; and (iii) the date on which the training or development was completed by the member.	Ensure the register includes prescribed information	Compliant	A training schedule is being maintained with the relevant information as required by the Regulations.

Legislative Compliance Review

Information or briefing sessions	8AB	The following information must be published on a website determined by the CEO as soon as practicable after the holding of an information or briefing session: (a) the place, date and time of the session; (b) the matter discussed at the session; (c) whether or not the session was open to the public.	Ensure specified information is published on a website determined by the CEO at requisite time. Ensure CEO has determined website for publication.	Compliant	Sighted. This is scheduled and presented in the meeting schedule.
Annual Report	10(1) & (2)	A copy of the annual report must be provided to the South Australian Local Government Grants Commission. The relevant day by which an annual report must be submitted by the council under section 131(5) of the Local Government Act is 31 December in the financial year immediately following the end of the financial year to which the annual report relates	Ensure annual report is provided to prescribed body by relevant date.	Compliant	ACC2025/9103 – email acknowledgement from SA Grants Commission that they received the annual report on 4 December 2024.
Service rates and charges	12(3)	Section 155(2) of the Local Government Act does not apply where the land is non-rateable land of 1 of the specified classes and the prescribed services are not made use of at the land	Ensure section not applied in prescribed circumstances.	Compliant	Not applicable as CoA does not apply service rates/charges
	12(4)	If the council imposes a service rate or service charge and proposes to vary if pursuant to section 155(3)(b) of the Local Government Act according to a factor prescribed by the regulations it must only use the prescribed factors.	Ensure only prescribed factors used.	Compliant	As above.
Rates and charges for services not provided at the land	13(2)	The council must comply with the provisions in this regulation in relation to the imposition of service rates or service charges in relation to a particular piece of land where the service is not provided at the land and cannot be accessed at the land.	Ensure service rate or service charge imposed in accordance with requirement of regulation	Compliant	As above

Differentiating factors	14(1) & (2)	The council must, if declaring differential rates according to the use of land, use the categories of land use declared as permissible differentiating factors in this regulation. If the council declares differential rates according to locality, it must comply with the specified principles.	Ensure prescribed factors are used and the council complies with specified principles	Compliant	Sighted. A list of differential rates applied.
Notice of valuation	15	The council must give notice of a valuation made by a valuer employed or engaged by the council to the principal ratepayer in respect of the land to which the valuation relates showing the specified information and by the specified means.	Ensure notice of valuation is given showing specified information and by the specified means.	Compliant	Sighted. Rate notices with relevant information.
Rates notice	17(1)	A rates notice under section 180(2) of the Local Government Act must incorporate, or be accompanied by, the specified information	Ensure rates notice incorporates or is accompanied by the specified information	Compliant	As above.
Postponement of rates – Seniors	18(3), (4) & (6)	The council may only reject an application for the postponement of rates if it appears to the council that the maximum principal or other capital liability that may be or become payable or due under a mortgage, encumbrance or charge registered over the land (assuming no default) may exceed 50% of the capital value of the land. Regulation 18(3) does not apply: (a) in relation to a postponement for the benefit of the same person with respect to the same land in a second or subsequent year; and (b) in relation to a mortgage, encumbrance or charge registered after the commencement of section 182A of the Local Government Act. Where a postponement of the payment of rates has occurred under section 182A of the Local Government Act: (a) a council must inform the prescribed ratepayer that an entitlement to receive a remission of rates under the Rates and Land Tax Remission Act 1986 may be applied, at the	Ensure the council only rejects an application of specified grounds	Compliant	Application sighted. Letter informing person of Council decision sighted.

		prescribed ratepayer's discretion, towards the proportion of rates that has not been postponed; and (b) any subsequent rates notice that relates to rates of the same kind must (while the same person remains entitled to a postponement of rates) include or be accompanied by the specified information.			
Register of Community Land	23	A register of community land under section 207(2)(a) of the Local Government Act must contain, in respect of each piece of community land in the area, the specified information.	Ensure register is maintained and contains the information specified in the section 207(2) of the Local Government Act and the regulations.	Exceptions noted	Community – the register is on the external website and is publicly available. It is an interactive report that lists all properties and when you hover over a specific location, you are able to view the details. Strategic Property – the register has been created, however the last update was in 2010.
Public Consultation	25(1) & (2)	The council must conduct public consultation in relation to a proposal – (a) to authorise the use of a road for cultivation purposes under section 222(1) of the Local Government Act where any part of the road is to be fenced; or (b) to authorise the use of a road for any other business purpose under section 222(1) of the Local Government Act where any part of the road is to be fenced, enclosed or partitioned so as to impede the passage of traffic to a material degree. The council must notify the prescribed administrative units of the Public Service of a proposal to grant an authorisation within the ambit of regulation 25(1)(a) other than in relation to a road that has been formed and surfaced.	Ensure public consultation is conducted in specified circumstances and notification is provided as required.	Compliant	Sighted. The last road closure was Harvest Rock. Public consultation was undertaken via Our Adelaide. The document details all the relevant information as required by the Regulations, including reason, dates of closure, benefits, how stakeholders will be notified, diagrams, feedback, next steps etc.
Register of public roads	26	A register of public roads under section 231(2) of the Local Government Act must include, in respect of each public road, the specified information.	Ensure register is maintained and includes specific information	Compliant	The register of public roads is located on CoA external website which is a map and you can click onto the relevant street and it will detail the relevant information.

Annual Report	25(a1), (1), (2) & (2a)	For the purposes of Schedule 4, clause 1(d) of the Local Government Act the specified information is required to be included in an annual report of the council	Ensure annual report contains prescribed information and material	Compliant	Annual report presented to Audit & Risk Committee on 27 September 2024 and information sighted that includes the requirements.
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Local Government (Financial Management) Regulations 2011

Description	Section of Regulations	Requirement of the Regulations	Testing Methodology	Results	Findings
Long-term financial plans	5(1)-(3)	A long-term financial plan developed and adopted for the purposes of section 122(1a)(a) of the Local Government Act must include: • a summary of proposed operating and capital investment activities presented in a manner consistent with the note in the Model Financial Statements entitled Uniform Presentation of Finances; and • estimates and target ranges adopted by the council for each year of the long-term financial plan with respect to an operating surplus ratio, a net financial liabilities ratio and an asset renewal funding ratio presented in a manner consistent with the note in the Model Financial Statements entitled Financial Indicators. A long-term financial plan must be accompanied by a statement which sets out: (a) the purpose of the long-term financial plan; and (b) the basis, including key assumptions, on which it has been prepared; and (c) the key conclusions which may be drawn from the estimates, proposals and other information in the plan. A statement under regulation 5(2) must be expressed in plain English and must avoid unnecessary technicality and excessive detail.	Ensure long term financial plan includes specified matters and is accompanied by required plain English statement	Compliant	Long Term Financial Plan 2024-2025 to 2033-2034 sighted and noted.

Annual business plans	6(1) & (2)	An annual business plan (including a draft for the purposes of public consultation) must include information with respect to the specified additional matters. If an annual business plan sets out a growth component in relation to general rates, it may only relate to growth in the number of rateable properties (and must not relate to growth in the value of rateable properties).	Ensure annual business plan includes specified information and if it sets out a growth component that this only relates to growth in number (not value) of rateable properties.	Compliant	Annual Business Plan 2024/25 – business plan & budget sighted and noted, including subsidiaries.
Budgets	7	Each budget of the council under the Local Government Act must include the specified statements and information	Ensure budget includes specified statements and information.	Compliant	As above
Provision of subsidiary budgets to councils	8	For the purposes of clause 9(2)(e) of Schedule 2 of the Act, a copy of a budget adopted by a subsidiary must be provided to the chief executive officer of the relevant council within 5 business days after its adoption. For the purposes of clause 25(2)(e) of Schedule 2 of the Act, a copy of a budget adopted by a regional subsidiary must be provided to the chief executive officer of each constituent council within 5 business days after its adoption.	Ensure subsidiaries provide a copy of their adopted budget within the required time frame.	Compliant	As above

Legislative Compliance Review

Review of budgets	9(1) & (2)	The council, council subsidiary or regional subsidiary must prepare and consider the reports specified in this regulation at the prescribed times which are: (a) at least twice, 30 September and 31 May (inclusive); and (b) between 30 November and 15 March (inclusive), in the relevant year. The council must include in a report under regulation 9(1)(b) revised forecasts for the relevant financial year of the specified ratios compared with estimates set out in the budget presented in a manner consistent with the note in the Model Financial Statements entitled Financial Indicators.	Ensure the council considers specified reports with specified information at prescribed times.	Compliant	Sighted. Quarterly reports – Council/Committee report 26 November 2024. Council/Committee report 27 February 2024
Report on financial results	10(1) & (2)	The council must, by no later than 31 December in each year, prepare and consider a report showing the specified matters and information. The council must also include in a report under regulation 10(1) the specified information.	Ensure the council prepares and considers reporting showing specified matters and information.	Compliant	Sighted – Council report 8 October 2024
Internal control policies	10A	The policies, practices and procedures of internal financial control of the council must be in accordance with the Better Practice Model – Internal Financial Controls.	Ensure policies, practices and procedures are in accordance with specified publication	Compliant	Sighted. This forms part of the financial statements, internal controls detailed in the Risk Management Operating Guidelines and self-assessments are performed every 6 months via the Process Manager software.

Accounting standards	11(1) & (2)	The council must ensure that all accounting records, accounts and financial statements are prepared and maintained in accordance with all relevant Australian Accounting Standards. Unless otherwise required or permitted by another law, the council must ensure that reporting on a function, activity, good or service of the council, contained in its financial statements, or other external financial report prepared by the council is made according to a full cost attribution basis.	Ensure specified records and statements are in accordance with relevant Accounting Standards and reporting is made according to a full cost attribution basis unless otherwise required or permitted.	Compliant	Sighted. This forms part of the financial statements.
Revaluation of assets	12	The council, council subsidiary or regional subsidiary must undertake a revaluation of all material non-current assets in accordance with the requirements of Australian Accounting Standard AASB 116.	Ensure revaluation is undertaken in accordance with the specified Accounting Standard	Compliant	ACC2021/107336 – Revaluation Schedule for all asset classes has been developed
Form of financial statements	13	The financial statements of the council (other than notes and other explanatory documentation) must be in accordance with the requirement set out in the Model Financial Statements.	Ensure financial statements are in accordance with Model Financial Statements.	Compliant	Sighted – this forms part of the financial statements
Certification of financial statements	14	The financial statements of the council must include a statement, in a form determined by the Minister, signed by the CEO and the principal member of the council certifying the matters specified in this regulation.	Ensure financial statements include prescribed statement signed by the CEO and principal member.	Compliant	Sighted – this forms part of the financial statements. Signed by CEO and Acting Lord Mayor

Provision of information	16(1) – (3)	The council must, on or before 30 November in each year, submit a copy of the audited financial statements of the council for the immediately preceding financial year to the presiding member of the South Australian Local Government Grants Commission. The statements submitted under regulation 16(1) must be accompanied by information that accords with the 'Supplementary Return to the Financial Statements' issued by the South Australian Local Government Grants Commission for use by councils. The CEO of the council must certify that the information provided under regulation 16(2) has been reconciled to, and is consistent with, the audited financial statements of the council.	Ensure copy of audited financial statements provided and accompanied by specified information by required date and with required certification.	Compliant	Sighted – memo signed 21 November 2024, all details completed and returned to Grants Commission
Membership of council audit and risk committee	17	The audit and risk committee of a council— • must have between 3 and 5 members (inclusive); and • must not include, as a member, the council's auditor under section 128 of the Act. The audit committee of a council subsidiary— (a) must have between 3 and 5 members (inclusive); and (b) must include at least 1 person who is not a member of the board of management of the subsidiary and who is determined by the council to have financial experience relevant to the functions of the audit committee; and (c) must not include, as a member, the council's auditor under section 128 of the Act or the auditor of the subsidiary under Part 6 (Audit) of the regulations The audit committee of a regional subsidiary—	Ensure membership of audit and risk committee is as prescribed.	Compliant	Lord Mayor, 1 Council Member and 3 independent members on the committee. The 3 independent members have a term of 4 years each with appointments staggered to ensure continuity of representation.

		(a) must have between 3 and 5 members (inclusive); and (b) must include at least 1 person who is not a member of the board of management of the regional subsidiary and who is determined by the constituent councils to have financial experience relevant to the functions of the audit committee; and (c) may include members who are members of a constituent council; and (d) must not include, as a member, a constituent council's auditor under section 128 of the Act or the auditor of the subsidiary under Part 6 (Audit) of the regulations.			
Requirement to liaise with council auditor	178	For the purposes of sections 126(4)(e) and 126A(4)(e) of the Act— (a) a council audit and risk committee must liaise with the council's auditor by meeting with the auditor on at least 1 occasion each year on a confidential basis in circumstances where— (i) a majority of the members of the committee are present; and (ii) no members or employees of the council are present (other than members who are members of the committee); and (b) a regional audit and risk committee must liaise with the constituent councils' auditors by meeting with the auditors on at least 1 occasion each year on a confidential basis in circumstances where— (i) a majority of the members of the committee are present; and (ii) no members or employees of the constituent councils are present (other than members who are members of the committee).	Ensure council's auditor meets with the respective audit and risk committee in accordance with the requirements of this regulation	Compliant	External and internal auditors met with Audit and Risk Committee in a confidential meeting (administration excluded) on 27 September 2024.

Legislative Compliance Review

Audit standards	19(1)	An audit of – (a) the financial statements of the council must be carried out in accordance with the specified Auditing Standards and Auditing Guidance Statements; and (b) the internal controls of the council referred to in section 129(1)(b) of the Local Government Act must be carried out in accordance with the specified Australian Standards on Assurance Engagements.	Ensure financial statements and internal controls are carried out in accordance with specified standards and statements.	Compliant	Financial statements adopted by ARC on 27 Sept 2024, the report 'Annual audit completion report' presented on this day addresses the internal controls.
Reporting	21(3)	Unless otherwise required by an Accounting Standard, the council must ensure in respect of each subsidiary established by the council or for which the council is a constituent council a note is included to its financial statements containing the specified information	Ensure financial statements include required note unless required not to.	Compliant	Financial statements adopted by ARC on 27 September 2024, including subsidiaries
	21(4)	The CEO must ensure any audited financial statements of a subsidiary received for the purposes of clause 12(3)(a) or 28(2)(a) of Schedule 2 of the Local Government Act are laid before the council as soon as reasonably practicable following their receipt and in any event no later than the second meeting of the council following their receipt.	Ensure audited financial statements of subsidiary are laid before the council in specified timeframe.	Compliant	Sighted – financial statements signed on 30 September 2024 by CEO and Acting Lord Mayor

Independence of council auditor	22(1), (3) & (5)	Subject to regulation 22(2), the council must not engage its auditor to provide services to the council outside the scope of the auditor's functions under the Local Government Act. The CEO of the council and the Presiding Member of the audit committee of the council must each provide, on an annual basis, a statement that provides a certification as to compliance for the relevant financial year with the requirement that the auditor be independent of the council. A statement under regulation 22(3) must accompany the financial statements for the council. A statement under regulation 22(5) must accompany the audited financial statement of the council.	Ensure the council does not engage auditor for services outside scope of auditor's functions under the Local Government Act. Ensure CEO and presiding member of audit committee provide required statement accompanying financial statements.	Compliant	Financial statements adopted by ARC on 27 September 2024, including subsidiaries
Long service leave	23(4)	In the circumstances set out in regulation 23(4) the council must refund the amount of contribution.	Council's payroll staff should be aware of this requirement.	Compliant	This is included in CoA resignation letter to acknowledge Payroll of the LSL entitlement when person is transferring across.
Duty to insure against liability	24	For the purposes of section 142(1) of the Local Government Act, the council must take out and maintain insurance to cover its civil liabilities at a minimum level of cover of \$300 million.	Ensure specified insurance cover at minimum level is taken out and maintained. Membership of the Local Government Association Mutual Liability Scheme	Compliant	Sighted - 2024/25 Confirmation of Membership to Mutual Liability Scheme certificate.

Adelaide Economic Development Agency Charter

Description	Section of Charter	Requirement of the Charter	Testing Methodology	Results	Findings
The Agency	2.3.5	This Charter may be reviewed by the Council at any time and must in any event be reviewed at least once in every four years or whenever it is relevant to do so	The Charter must be reviewed by Council at least once every four years	Compliant	Sighted – Council last reviewed the AEDA Charter in Nov 2023. Report and Council Minutes for 28 November 2024.
	2.3.6	The Council's CEO has determined that a copy of the Charter must be published on the website of the Corporation of the City of Adelaide and the Agency.	A copy of the Charter must be available on the CoA and AEDA Website	Compliant	A copy of the AEDA Charter is available on the AEDA website and this page is linked on the CoA website.
Powers, Functions and Duties	3.2	The Agency is not authorised to act outside the area of the City of Adelaide unless the prior express written approval of the Council is obtained	Must not act outside of the CoA area unless prior written approval from Council obtained	Compliant	AEDA operates only within CoA boundaries
	3.5.5	The meetings and proceedings of any committee or advisory committee are governed by the provisions in this Charter for regulating meetings and proceedings of the Board so far as those provisions are applicable and not affected by any resolution, regulations or policies made by the Board under clauses 3.5.2 and 3.5.3.	Any committee established by the Board must meet the provisions set in the Charter	Compliant	The Advisory Committee meetings are governed by the same provisions as the Board
	3.5.6	Without limiting the powers of the Board with respect to the formation of committees the Agency will establish an Advisory Committee for enquiring into and reporting to the Agency on any matter within the Agency's functions and powers, including to provide a formal mechanism for city businesses, mainstreets,	AEDA will establish an Advisory Committee for enquiring and reporting to the Agency on matters within its functions and powers.	Compliant	An Advisory Committee is in place that meets every two months and reports in to the Board

		precincts and other stakeholders to provide advice to the Board and;			
	3.5.6.2	The Terms of Reference of the Advisory Committee will be approved by the Council.	Council approve the ToR of the AC	Compliant	Council approved the AC ToR on 28 Nov 2023.
	3.5.6.3	The Advisory Committee representative Board Member will be appointed by the Board once every twelve months to reflect the skills and experience required on the Board from time to time.	Every twelve months the Board will appoint an Advisory Committee rep to sit on the Board	Compliant	The Advisory Committee considers the Board representative at the first meeting of the calendar year followed by considered by the Board
Board Management	4.2.4	Ensuring that a code of conduct dealing with ethical behaviour and integrity is established and implemented in all business dealings of the Agency and Board Members;	A code of conduct that covers the Agency and Board Members	Compliant	AEDA Staff are responsible to the CoA Code of Conduct which is supplied within orientation documentation. AEDA Board Members answer to a Code of Conduct for Board Members that was endorsed by the Board on 25 May 2021 and this is supplied to new members via the induction pack.
	4.2.6	ensuring that the Council's CEO is advised, as soon as practicable, of any material risk or situation that affects the financial or operating capacity of the Agency;	CEO to be made aware of any material risk or situation that affects financial or operating capacity of the Agency	Compliant	Matters that may impact the financial or operating capacity of the Agency are escalated to the CEO by the General Manager to the COO, then to CEO.
	4.4.1	The Board shall consist of a maximum of nine Board Members	No more than 9 members can be on the Board	Compliant	Board terms and recruitment for Board members is mapped out with this in mind and terms expiring are the only terms filled
	4.4.1.1	one Board Member must be the Lord Mayor of the Council or an elected member nominated by the Lord Mayor;	The Lord Mayor or a Council Member delegate must sit on the Board	Compliant	The Lord Mayor sits on the AEDA Board, when the term of a Lord Mayor finished, the new Lord Mayor is provided a letter in which a signature is required to confirm they will take up the position on the Board. Otherwise, the Lord Mayor of the day can delegate to a Council Member.

Legislative Compliance Review

	4.4.1.2	one Board Member must be a representative of the Advisory Committee established under this Charter; and	Every twelve months the Board will appoint an AC rep to sit on the Board	Compliant	The Advisory Committee considers the Board representative at the first meeting of the calendar year followed by considered by the Board.
	4.4.1.3	up to another seven Board Members must be appointed by the Council following an expression of interest process	Council must appoint those Board members that aren't the Advisory Committee representative of the Lord Mayor, following an expression of interest process	Compliant	A recruitment process for Board Members is undertaken when a Board members term expires or they leave the position for any other reason. This is done via an EOI process by the AEDA Selection Panel
	4.4.1.3(a)	one Board Member with board leadership experience will be nominated by a Board Member selection panel, comprising the Council's CEO or delegate, the Council's senior manager in charge of human resources, and two Council Members appointed by resolution of Council, to be a Board Member and Chairperson; and	The Chairperson of the Board will be appointed by a selection panel consisting of Council's CEO (or delegate), COO and two Council members appointed by the Council	Compliant	At the beginning of the Council term the Council resolves the two Council Members that will sit on the AEDA Board Selection Panel. Together with the CEO and COO (or their delegates) the selection panel undertakes a recruitment process and makes a recommendation to Council for appointment of the AEDA Chairperson.
	4.4.1.3(b)	up to six Board Members with an appropriate range of skills and experience, including at least three Board Members who are business owners within the City of Adelaide, with at least one being a small business owner, will be nominated by a Board Member selection panel comprising the Council's CEO or delegate, the Council's senior manager in charge of human resources, the Chairperson and two Council Members.	Three AEDA Board members must be business owners within the City of Adelaide with at least one being a small business owner and are appointed via the AEDA Selection Panel's recommendation to Council.	Compliant	This is embedded in the recruitment process
	4.4.1.3(c)	all nominations pursuant to sub paragraphs (a) and (b) will be recommended to the Council by the Board Member selection panel, for Council endorsement.	Council must consider and endorse the recommendations of the selection panel for the appointment of a Board Member	Compliant	The selection panels recommendation is considered by the Council for endorsement and appointment of the Board Member

	4.4.2	The Board Members, other than the Advisory Committee representative who is appointed for a 12 month term, or the Lord Mayor or elected member nominated by the Lord Mayor, shall be appointed for a maximum three year term as determined by the Council, provided that the Council shall endeavour to ensure that no more than half the Board Members' terms of office expire in the same year.	With the exception of the Advisory Committee representative and the Lord Mayor, Board Members shall be appointed for a maximum three year term and no more than half the Member's terms of office should expire in the same year.	Compliant	Mapping of AEDA Board and Advisory Committee terms are available at: ACC2023/124000
	4.4.4	The Council's CEO must give to the Agency a written notice of appointment, termination, or revocation of appointment of a Board Member.	The CEO must provide advice in writing regarding the appointment or termination of any Board Member's position	Compliant	Within the process of recruitment for Board Members the Council's CEO is provided advice from the Executive Advisor to write to the General Manager and Chair of the Agency when an appointment is made. This process will also be followed should terminations or revocation of terms be experienced.
	4.4.5	Each Board Member must give to the Council's CEO a signed written acceptance to act as a Board Member.	Board Members must provide written acceptance of the position to the CEO	Compliant	AEDA Board Member acceptances are saved to container 2020/01894.
	4.4.6	The Board will appoint a Board Member, other than the Chairperson, to be the Deputy Chairperson and will notify the Council's CEO of this appointment	A Deputy Chairperson will be appointed by the Board and the CEO will be advised	Compliant	When the Deputy Chair's term expires, the Board will appoint another Board member to the role and the CEO will be advised in writing from the General Managers Office
	4.4.7	The Chairperson shall preside at all meetings of the Board and in the event of the Chairperson being absent from a meeting the Deputy Chairperson shall preside and in the event of both the Chairperson and the Deputy Chairperson being absent from a meeting the Board Members present shall appoint a Board Member from amongst them who shall preside for that meeting or until the Chairperson or the Deputy Chairperson is present.	Deputy Chairperson will preside at meeting should Chairperson be absent and if Deputy is also absent, Board will appoint a Board Member to preside for that meeting, or until Deputy/Chairperson is available	Compliant	If Chairperson is unavailable, Deputy Chairperson will preside.

Legislative Compliance Review

	4.7.1	The Agency is entitled to pay appropriate remuneration fees to all Board Members as expressly approved by resolution of the Council	The Agency is to pay agreed remuneration to Board Members	Compliant	In accordance with Councils decision of 15 December 2020, Board members will receive \$950 per Board meeting attended and does not include GST. Board Members can be paid via request for payment or invoice. Details are provided in letter of engagement. COCO2020/1417 & COCO2020/1426
	4.8	A Board Member is required to submit returns to the Agency under Chapter 5, Part 4, Division 2 of the <i>Local Government Act 1999</i> (SA).	Board Members are required to submit ordinary returns in line with the Act	Compliant	The Corporate Governance function of CoA provide advice direct to the Board about their requirements and details on submitting returns
	4.10.2	The Board Members will at all times act in accordance with their duties of confidence and confidentiality and individual fiduciary duties including honesty and the exercise of reasonable care and diligence with respect to the performance and discharge of official functions and duties as required by Chapter 5, Part 4, Division 1 of the Act and Schedule 2, Part 1, Clause 7 to the Act	Board Members will act in accordance to the Act regarding confidentiality, honesty and taking reasonable care	Compliant	Board Members act in accordance of the Board Member Code of Conduct – ACC2024/15163
	4.11.1	Subject to Schedule 2, Clause 5 of the Act, the Board may determine its own procedures for meetings, which must be fair and contribute to free and open decision making.	The Board can determine its own procedures for meetings, a meeting must occur at least every quarter and it must be held in a reasonable place and time	Compliant	A structured Board Meeting pack is coordinated and distributed one week in advance of a Board meeting to ensure Board Members are provided with sufficient time to review the information provided and make informed decisions. The Board have also developed a voting procedure for items requiring a decision to ensure a fair and equitable decision making process. The only time a Member must abstain from voting is if they have a conflict of interest, which they would declare at the time of the meeting as per the Board Member Code of Conduct. ACC2025/12294

	4.11.2	An ordinary meeting of the Board must take place at such times and places as may be fixed by the Board from time to time and in any event not less than once per quarter.	Schedule of meetings	Compliant	The Board meeting schedule for the calendar year is developed and presented to the Board for their review and approval in November of each year. Placeholders are then sent to each of the Board Members diaries which lists the time, date and location of each meeting.
	4.11.3	A Board meeting must be held at a reasonable time and, if the meeting is to be held in person, at a reasonable place.	Schedule of meetings	Compliant	As above
	4.11.7	Notice of ordinary meetings of the Board must be given by the General Manager to each Board Member not less than three clear business days prior to the holding of the meeting.	Board Members are to be notified of a Board Meeting by the General Manager at least 3 days in advance of the meeting and this notice must include details of the meeting location, date, time and be accompanied by the Board Meeting Agenda Pack.	Compliant	In addition to each Board Member receiving a digital placeholder for their email calendars by the General Manager for each Board meeting at the beginning of the calendar year, a Board meeting agenda pack is distributed at least one week in advance of every Board meeting by email to all Board Members. This pack contains all relevant reports and documents for the meeting and reiterates the time, date, location and attendees of the meeting. ACC2025/12294
	4.11.8	Notice of any meeting of the Board must: 4.11.8.1 be in writing; and 4.11.8.2 set out the date, time and place of the meeting; and 4.11.8.3 be issued by the General Manager; and 4.11.8.4 contain or be accompanied by the agenda for the meeting; and 4.11.8.5 be accompanied by a copy of any documents or reports that are to be considered at the meeting (so far as this is practicable)	Meeting distribution and papers	Compliant	Sighted – ACC2025/12294

Legislative Compliance Review

	4.11.9	The General Manager must maintain a record of all notices of meetings given to Board Members	The General Manager to keep a record of the notices provided to the Board for Board Meetings.	Compliant	An electronic record of the Board having been notified of impending Board Meetings is kept on the General Manager's Outlook program. The Executive Assistant ensures that copies of these notices, the email containing the Board Meeting Agenda Pack, is also saved within Council's record keeping management system, Content Manager. ACC2025/12294
	4.11.13	At the first meeting of the Board held after the Annual General Meeting each year, the Board will determine if Council Members, excluding the Lord Mayor or an elected member nominated by the Lord Mayor as per clause 4.4.1.1, can attend AEDA Board meetings as an observer.	The Board are to determine, at the first meeting following the Annual General Meeting, if Elected Members can attend Board meetings (with the exception of the Lord Mayor or her nominee)	Compliant	AEDA Administration ensure this is a standing item for the first meeting following the AEDA Annual General Meeting for the Board to consider. Since this clause was only adopted as part of the reviewed AEDA Charter in November 2023, the first opportunity for the Board to enact this clause was in February 2024. It was noted at the 13 February 2024 meeting that this option to include or reject observers for Board meeting would be reviewed at the first meeting following the AGM.
	4.11.14.1	The quorum for any meeting of the Board, including special meetings, is half the total number of Board Members plus one and no business may be transacted at a meeting of the Board unless a quorum is present.	A quorum must be met for all ordinary or special board meetings to proceed. A quorum is half the number of the board plus one.	Compliant	All Board meetings are scheduled in advance for the calendar year. Board Members provide their availability in advance of these meetings to ensure that the majority can attend for each meeting. Should availability change, and a quorum not be met, the AEDA administration will reschedule the Board Meeting. Board Member availability is always canvassed for a Special Board Meeting to ensure a quorum
	4.11.14.3	Subject to the Act and this Charter each Board Member validly present at a Board meeting must vote on a matter arising for decision at that meeting.	Subject to the Act and Charter, every Board Member must vote on anything requiring a decision of the Board within Board Meetings.	Compliant	All Board Members present at a Board meeting cast their vote on items requiring a decision of the Board. The only time a Board Member would abstain is if they have declared a conflict of interest with the item they are being asked to vote on. These conflicts of interest are declared at the beginning of each Board meeting.

	4.12.2	On receipt of the request the General Manager shall issue a notice of the special meeting to all Board Members at least 24 hours prior to the commencement of the special meeting	The General Manager needs to provide, at minimum, 24 hours notice of a Special Board Meeting.	Compliant	Board Members are always notified via email of a request for a Special Board Meeting at least 24 hours in advance of the proposed meeting by the General Manager or his/her representative.
	4.12.3	The request by any Board Member to the General Manager of the Agency requiring a special meeting to be held must be accompanied by the proposed agenda for the meeting and any written reports intended to be considered at the meeting (and if the proposed agenda is not provided the request is of no effect).	If a Board Member is requesting a special meeting to the General Manager, they must include a copy of the proposed agenda and any relevant reports.	Compliant	AEDA Administration will provide support with the proposed agenda for any Board Member requesting a Special AEDA Board Meeting to ensure it is able to be circulated with the Board Members request.
	4.13.1	The General Manager must cause minutes to be kept of the proceedings at every meeting of the Board, including special meetings and the Annual General Meeting	All Board meetings, including special meetings and the AGM, must be minute.	Compliant	A staff member within the AEDA Administration is always designated to attend and minute every AEDA Board meeting, Special AEDA Board meeting and the AEDA AGM.
	4.3.2.1	(4.13.2 Other than the minutes of an Annual General Meeting which are dealt with in accordance with clause 4.14.6, for every meeting of the Board, including special meetings, the minutes must be): 4.13.2.1 prepared and distributed to Board Member and the Council's CEO within five business days of the meeting to which they relate; and	All ordinary Board meeting minutes are to be finalised and distributed to Board Members and the CEO within five business days of the Board meeting.	Compliant	The AEDA Executive Assistant (EA) oversees the preparation of all AEDA Board minutes. Once a Board meeting has taken place, the EA drafts the minutes which are then reviewed by the General Manager before being emailed to the Council CEO and Board Members.
	4.13.2.2	(4.13.2 Other than the minutes of an Annual General Meeting which are dealt with in accordance with clause 4.14.6, for every meeting of the Board, including special meetings, the minutes must be); presented to the next ordinary meeting of the Board for confirmation and adoption. The minutes must be provided to Council within two business days following the meeting at which they are confirmed and adopted.	All ordinary Board meeting minutes must be tabled for approval by the Board at the following Board meeting (i.e. the June Board Meeting minutes would be tabled at the July Board meeting if meetings are held monthly). Once the minutes have been adopted by the Board, a copy needs to be provided to Council within 2 days.	Compliant	The AEDA Board Meeting Agenda pack has a standing item for the approval of previous Board minutes. A copy of these minutes are supplied with the agenda a week in advance of the Board meeting to enable Board Members adequate time to review them. Once endorsed, the AEDA Administration team (generally the EA) will provide a copy of the endorsed minutes via email to the Council Liaison Officer. A copy of these minutes are then posted on the Council's Sharepoint site.

	4.14	An Annual General Meeting of the Board shall be held prior to November in each year at a place and time determined by a resolution of the Board.	The Annual General Meeting of the AEDA Board has to be held every year in November at a time and place determined by resolution for the board.	Compliant	AEDA Administration canvass the AEDA Board's availability for the AGM when they are working through proposed Board meeting dates for the following calendar year. A placeholder is sent out to all Board Member calendars a year in advance to reserve this date and time. The reserved date, time and location is then formalised in September every year by tabling it at the AEDA Board meeting for the Board's formal resolution.
	4.14.2	Notice of the Annual General Meeting will be given by: 4.14.2.1 placing a copy of the notice and agenda on public display at the principal office of the Agency and at the Adelaide City Council; and 4.14.2.2 in such other manner as the General Manager considers appropriate.	Notice of the AGM, along with the agenda, has to be displayed in the City of Adelaide Customer Centre (this is technically the principal office for both AEDA and CoA) and on the AEDA website at least 14 days in advance of the meeting. The public must also be able to access a copy of the notice and agenda free of charge.	Compliant	AEDA Administration ensure that a copy of the AEDA AGM agenda and notice is displayed in the City of Adelaide Customer Centre and on the AEDA website at least 14 days in advance of the meeting. This is enabled by the AEDA Board resolving, as per the Charter, the AGM date, location and time in September of every year for a meeting in October. An electronic copy of the notice and Agenda is provided to the Customer Service team in preparation for any request they may receive from the public.
	4.14.3	The notice and agenda must be placed on public display for at least 14 clear days before the Annual General Meeting and must be available to the public: 4.14.3.1 for inspection, without charge; 4.14.3.2 by provision of a copy on the Agency's website; and 4.14.3.3 on public display until completion of the Annual General Meeting.	As above	Compliant	As above
	4.14.4	A reasonable number of copies of the notice and agenda and any document or report supplied to Board Members for the Annual General Meeting must be available for members of the public at the meeting.	Hard copies of the AGM Agenda pack needs to be available for members of the public at the meeting	Compliant	AEDA Administration ensure there is enough hard copies of the AGM Agenda pack available for any member of the public who attends the AGM. This number is based off of the RSVP's received for the AGM.

	4.14.5	The Annual General Meeting will be conducted in a place open to the public and will consider and deal with business of a general nature aimed at reviewing the progress and direction of the Agency over the immediately preceding Financial Year and shall include the following: 4.14.5.1 Chairperson's report; 4.14.5.2 General Manager's report; 4.14.5.3 the audited financial statements of the Agency for the previous Financial Year; and 4.14.5.4 any other general business determined by the Board to be considered at the Annual General Meeting	The AGM needs to be held in a location open to the public. The Agenda will aim to provide insights into the Agency's progress and direction over the previous financial year and will include the following agenda items; a Chairpersons report, General Managers report, audited financial statement of the Agency for the previous Financial Year, and any other general business determined by the Board.	Compliant	The location of the AEDA AGM is always held at an open and accessible hospitality venue within the City. The Agenda for the AGM always includes items listed under clause 4.14.5.1, 4.14.5.2, 4.14.5.3, 4.14.6 and 4.14.5.4 (as deemed necessary by the Board).
	4.14.6	The minutes of the Annual General Meeting must be available to the public within five days of the Annual General Meeting for inspection or by provision of a copy on the Agency's website and presented to the next Annual General Meeting of the Board for confirmation	The AEDA AGM minutes must be posted to the AEDA website within five days of the meeting. A copy of these minutes also need to be presented at the next Annual General Meeting of the Board for confirmation.	Compliant	Minutes of the AEDA AGM are displayed on the AEDA Website within five days of the meeting and listed for confirmation on the agenda of the next AGM.
	4.15.1	The Board of the Agency will undertake an annual performance evaluation of the Agency.	The Board of the Agency will undertake an annual performance evaluation of the Agency.	Compliant	The AEDA Board determines each year how they will undertake their annual performance evaluation of the Agency. In 2023 they elected to engage an external Auditor (KPMG) to undertake an extensive review. Council, at a similar time, also elected to engage an external auditor (Deloitte) to undertake an extensive review of the Agency. Due to the Agency having been reviewed extensively by two separate orders in 2023, and with the findings of both reviews still being actioned, a review for 2024 has been put on hold. A review will be scheduled for 2025, with the Board to determine the parameters.

Legislative Compliance Review

	4.15.2	The Board will provide the Council with a report on the outcome of the annual performance review.	The Board will provide the Council with a report on the outcome of the annual performance review.	Compliant	A report was presented to Council on the findings of AEDA's annual performance review on 22 August 2023. Multiple updates have been provided to Council since the time of this meeting, including how AEDA Administration will be actioning the review findings.
AEDA General Manager	5.1.2	The Council's CEO will lead a selection panel to determine and undertake an expression of interest process to appoint a person to be the General Manager of the Agency, on terms and conditions determined by the Council's CEO, to manage the business of the Agency.	Council's CEO will lead the selection panel and recruitment process for the role of AEDA General Manager.	Compliant	The City of Adelaide CEO, with support from the People and Services team and in accordance with recruitment policies and processes, will lead the selection panel for the role of AEDA General Manager, including the terms of an EOI.
	5.1.3	The selection panel members will be the Chairperson of the Agency, and the Council's CEO	The selection panel members will be the Chairperson of the Agency, and the Council's CEO	Compliant	The selection panel members for the recruitment of the AEDA General Manager consists of the Chairperson of the Agency, the Council's CEO and others as necessary (i.e. a representative from HR or the COO).
	5.2.1.1	(The General Manager is responsible for the day to day management of the Agency who will ensure that:) 5.2.1.1 sound business management practices are applied in the efficient and effective management of the operations of the Agency; and	The General Manager is responsible for efficient business management, record keeping, and carrying out specified duties as outlined in their appointment terms with the Adelaide City Council. This includes attending Board meetings, implementing decisions, managing employees, ensuring compliance within the Agency against Schedule 2 of the Act and this Charter, preparing reports (business plan and budget, annual reports etc), overseeing the decisions of the Board, and managing assets and resources.	Compliant	The General Manager's Position Description details the duties, requirements and responsibilities of the General Manager as per this Charter, schedule 2 of the Act and internal City of Adelaide values and policies (i.e. Staff Code of Conduct).

	5.2.1.2	(The General Manager is responsible for the day to day management of the Agency who will ensure that:) records are kept of the business and financial affairs of the Agency in accordance with this Charter in addition to other duties provided for by this Charter and those specified in the terms and conditions of appointment of the General Manager	A position description has been created and available	Compliant	As above
	5.2.2	The duties, functions, responsibilities and authority of the General Manager will be specified in the terms and conditions of their appointment with the Adelaide City Council and will include: 5.2.2.1 attending at all meetings of the Board unless excluded by resolution of the Board; 5.2.2.2 inviting any person to attend at any meeting to act in an advisory capacity; 5.2.2.3 ensuring that the lawful decisions of the Board are implemented in a timely and efficient manner; 5.2.2.4 providing information to assist the Board to assess the Agency's performance against its strategic management plans and the Annual Business Plan and Budget; 5.2.2.5 appointing, managing, suspending and dismissing employees engaged to perform work for the Agency; 5.2.2.6 determining the conditions of employment of employees engaged to perform work for the Agency within the Budget; 5.2.2.7 providing advice and reports to the Agency and Board Members on the exercise and performance of its powers and functions under this Charter, the Act or any other legislation; 5.2.2.8 ensuring that the Agency is at all times complying with Schedule 2 of the Act; 5.2.2.9 ensuring that the Agency's Annual Report is prepared for approval by the Agency and distributed to Council in conformity with this Charter; 5.2.2.10 co-ordinating and initiating proposals for consideration of the Agency including, but not limited to, continuing improvement of the	As above	Compliant	As above

		operations of the Agency; 5.2.2.11 ensuring that the assets and resources of the Agency are properly managed and maintained; 5.2.2.12 exercising, performing or discharging other powers, functions or duties conferred on the General Manager by or under the Act or any other Act and performing other functions lawfully directed by the Agency; 5.2.2.13 achieving financial outcomes in accordance with adopted plans and budgets of the Agency; 5.2.2.14 such other duties, functions, responsibilities and powers contained in this Charter or under the Act			
	5.3.3	Where a power or function is delegated to an employee, the employee is responsible to the General Manager for the efficient and effective exercise or performance of that power or function.	The General Manager can delegate a power or function to an employee. The employee will then be responsible to the GM for the effective delivery of that power or function.	Compliant	The General Manager oversees all employees engaged within the Agency, as well as the structure of the Agency to ensure the effective delivery of the powers and functions that are outlined in the Charter and schedule of the Act.
	5.3.4	The General Manager must keep a written record of all delegations and sub-delegations at all times.	The General Manager must keep a written record of all delegations and sub-delegations at all times.	Compliant	Any powers or functions that are delegated to employees as part of their regular duties are recorded within their Position Descriptions. If the General Manager delegates their powers or functions when they are on annual leave or sick for an extended period of time, a request is initiated to the City of Adelaide People team to record this delegation via their online systems and enable appropriate remuneration for the delegate while undertaking those higher duties.
	5.3.5	The General Manager shall provide a report on his/her activities to the Agency at every Board meeting	The General Manager must provide a report at every Board Meeting on their recent activities	Compliant	A General Manager's Report is a standing item at every AEDA Board meeting. The report details recent activities undertaken by the General Manager, a financial report to indicate any potential variations and generally highlights any items that may be pertinent or of interest to the Board.

Management	6.1.1.1	The Agency must prepare the following strategic management plans: 6.1.1.1 a Strategic Plan with an operational period of four years which sets out the goals, objectives, strategies, priorities and relevant key performance indicators of the Agency for the period; and	AEDA must have a four year Strategic Plan.	Compliant	The AEDA Strategic Plan 2024/25 - 2028/29 was endorsed by the Board on 25 October 2024 and Council noted the Plan on 26 November 2024.
	6.1.1.2	The Agency must prepare the following strategic management plans: 6.1.1.2 a Long Term Financial Plan for a period of at least 10 years.	AEDA must have a 10 year Long Term Financial Plan	Exceptions Noted	The Long Term Financial Plan has been developed by the General Manager and the Agency is awaiting direction from CoA Administration and Chamber on funding of the LTFP.
	6.1.2	The Agency must ensure that the strategic management plans are aligned and consistent with the Council's current strategic management plans.	AEDA's Strategic Plan and Long Term Financial Plan need to be consistent with Council's Strategic Plans	Compliant	The AEDA Strategic Plan 2024/25 - 2028/29 was endorsed by the Board on 25 October 2024 and Council noted the Plan on 26 November 2024. The plan is aligned to Council's Strategic Plan and Economic Development Strategy and the document clearly indicates this alignment via the Measures.
	6.1.3	The Agency must review the Strategic Plan annually in consultation with the Council	The Agency must review the Strategic Plan annually in consultation with the Council	Compliant	The Agency will review the Strategic Plan annually with Council.
	6.2.1	The Agency must, before the end of June in each Financial Year, prepare an Annual Business Plan and Budget for the ensuing Financial Year in accordance with Act and Regulations	AEDA must have an annual Business Plan and Budget for the ensuing Financial Year. The BP&B must be consistent with the AEDA Charter and Strategic Plan and submitted to Council for approval as per the City of Adelaide BP&B process.	Compliant	AEDA's Annual Business Plan and Budget (BP&B) is developed in alignment with the City of Adelaide's Business Plan and Budget process.

	6.2.2	The Annual Business Plan and Budget must be consistent with the Charter and the Strategic Plan and submitted to the Council for approval by a date nominated by the Council's CEO from time to time in accordance with Council's budgetary approval process.	Annual business plan and budget must be created and presented to the CEO	Compliant	Sighted – Annual Business Plan and Budget presented to CEO and Council for endorsement. Document can be located on the external website
	6.2.3	Neither the Annual Business Plan nor the Budget shall be amended without reasonable consultation with the Council and the prior express written approval of the Council.	The annual Business Plan and Budget cannot be amended without consulting with Council and seeking Council's approval.	Compliant	AEDA have not had to amend a Business Plan or Budget after it has already been endorsed, however, if the situation arose, AEDA would ensure that all processes are followed and any proposed amendments would be presented to the AEDA Board and Council for approval.
	6.2.4	Reports summarising the financial position and performance of the Agency against the Annual Budget shall be prepared and presented to the Board no less than once in every three calendar months.	A report summarising the financial position and performance of the Agency against the annual budget need to be presented to the Board at least once every 3 months	Compliant	AEDA presents quarterly reports to the AEDA Board and, as part of the City of Adelaide's quarterly report, to Council. The quarterly reports summarise the Agency's performance and budget as well as updates on strategic matters or key events relevant to the Agency.
	6.3.1	The Agency must submit to the Council by 30 September in each year a report, in respect of the immediately preceding Financial Year, on the work and operations of the Agency detailing achievement of the aims and objectives of its Strategic Plan and Annual Business Plan and Budget and incorporating the audited Financial Statements of the Agency and any other information or reports as required by the Council or the Council's CEO.	The Agency must submit an annual report to the Council by 30 September, detailing its achievements, operations, and audited financial statements for the previous financial year. This report must also include any other information requested by the Council or its CEO.	Compliant	AEDA is integrated into the City of Adelaide's annual reporting process. An annual report, which includes audited financial statements, is prepared by the Agency following each financial year and submitted to the AEDA Board for approval before it is incorporated into the City of Adelaide's Annual Report to Council.
	6.3.2	Within 14 days of the end of each quarter the Agency must submit to the Council's CEO a quarterly report on progress against the strategic milestones and key performance indicators as outlined in the Strategic Plan and the Annual Business Plan and Budget.	A quarterly report must be presented to the Council's CEO on how the Agency is performing against its Business Plan and Budget KPI's within 14 days of end of each quarter.	Exceptions noted	AEDA is integrated into the City of Adelaide's quarterly reporting process. The Agency prepares its quarterly report within 14 days after the end of each quarter and submits it to the Strategic and Insights team for inclusion in the organisation's quarterly report to the Council. The CEO reviews and approves this report as part of the governance structure for submitting reports to the Council.

	6.4.2	The Agency must review its Budget in accordance with the requirements of the Financial Regulations at least three times in each Financial Year at intervals of not less than three months between 30 September and 31 May (inclusive).	AEDA must review its budget at least three times in each financial year with no less than three months between each review.	Compliant	AEDA reviews its annual budget quarterly as part of the City of Adelaide's broader quarterly reporting process to ensure any potential variations are reported to both the AEDA Board and Council
	6.4.3	The Agency's books of account must be available for inspection by any Board Member or authorised representative of the Adelaide City Council at any reasonable time on request	The Agency's books of account must be made available at the request of any board Member or authorised representative of the City of Adelaide within a reasonable time.	Compliant	Should any request be made, the GM and a member of CoA's Finance team will provide / brief the requestee on the books/current financial status of the Agency any other specific request it relates to
	6.4.4	All payments made on account of the Agency must be authorised by the General Manager in accordance with delegated authority or by resolution of the Board.	All payments made by the Agency must be authorised by the General Manager or an authorised delegate or by resolution of the Board.	Compliant	Financial delegation within AEDA is consistent with financial delegation within the City of Adelaide. AEDA staff who have financial delegation are able to authorise payments on behalf of the agency in line with their budget allocations and financial limitations (i.e Team Leaders can approve up to \$20k.). If the cost exceeds the General Manager's delegation, it may require approval from the AEDA Board, the Chief Operating Officer, the CEO or even Council.
	6.4.5	The General Manager must act prudently in the handling of all financial transactions for the Agency and must provide quarterly financial and corporate reports to the Agency.	Delegations are set out	Compliant	The General Manager meets regularly with AEDA's Finance Business Partner to ensure he is consistently updated on the status of AEDA's budget. Any financial transactions that require the General Managers approval are always reviewed to ensure the goods or services provided are of reasonable cost and value and that the corporations procurement processes have been adhered to. AEDA's quarterly reports (which includes an update on the Agency's budget for that quarter as well as a general report on how the Agency is tracking against the KPI's and milestones listed in its Business Plan and Budget) is presented to the AEDA Board at the end of each quarter before being incorporated into

					the City of Adelaide's quarterly report to Council.
	6.5.3	The audit of the financial statements of the Agency, together with the accompanying report from the Auditor, shall be submitted to both the Board and the Council.	Financial statements presented to ARC from the auditor	Compliant	AEDA's Audited Financial Statements and the associated Auditor reports are presented to the AEDA Board in September of each year for approval before being presented to the City of Adelaide's Audit and Risk Committee and then finally to Council. The Statements are generally presented to Council as an attachment of the City of Adelaide's Annual report (which includes the Agency's annual report).
	6.5.4	The books of account and financial statements shall be audited at least once per year.	The books of account and financial statements shall be audited at least once per year.	Compliant	AEDA is incorporated into the City of Adelaide's financial auditing process which ensures that the Agency's Finance statements for the prior financial year are audited and finalised between July and September of each year.
	6.6.3	Unless otherwise approved by the Council any and all borrowings taken out by the Agency must be from the Local Government Finance Authority of SA or a registered bank or financial institution within Australia.	Unless otherwise approved by the Council any and all borrowings taken out by the Agency must be from the Local Government Finance Authority of SA or a registered bank or financial institution within Australia.	Compliant	AEDA has not had to undertake any financial borrowings as we are funded by the City of Adelaide and the Rundle Mall levy (noting that the levy is isolated just for the Mall). If the City of Adelaide is borrowing funds to sustain the Agency then this is done within their own borrowing regulations.
Miscellaneous	7.1	The Agency shall be a member of the Local Government Association's Mutual Liability Scheme and the Agency must comply with the Rules of that Scheme unless expressly directed otherwise in writing by the Council's CEO.	The Agency shall be a member of the Local Government Association's Mutual Liability Scheme and the Agency must comply with the Rules of that Scheme unless expressly directed otherwise in writing by the Council's CEO.	Compliant	AEDA is a member of the Local Government Association's Mutual Liability Scheme and the Agency complies with the rules of that scheme.
	7.1.2	The Agency shall advise the Council's CEO of its insurance needs so the Adelaide City Council can take out appropriate insurance cover on behalf of the Agency.	As above	Compliant	AEDA is a member of the Local Government Association's Mutual Liability Scheme and the Agency complies with the rules of that scheme.

	7.3.1	The Agency shall have a common seal upon which its corporate name shall appear in legible characters.	As above	Compliant	AEDA does not currently have a common seal and has not required the use of one to date. Corporate Governance advised this could be arranged at the time that one is required.
	7.3.2	The common seal must not be used without the express authorisation of a resolution of the Board and every use of the common seal shall be recorded in the minute book of the Agency.	As above	Compliant	As above
	7.3.3	The affixing of the common seal shall be witnessed by the Chairperson or the Deputy Chairperson and the General Manager or such other person as the Agency may appoint for the purpose	As above	Compliant	As above
	7.3.4	The common seal shall be kept in the custody of the General Manager or such other person as the Agency may from time to time decide.	As above	Compliant	As above
	7.5.1	A document to be given by the Agency to the Council or the Council's CEO or by the Council or the Council's CEO to the Agency may be given in a manner that Section 280 of the Act permits.	As above	Compliant	AEDA complies with section 280 of the Act by ensuring any documents that are intended for Council or the CEO are addressed correctly and delivered either by person or via email to an authorised person (i.e. the CEO's Executive Assistant to the Council Liaison Officer). Depending on the notice or the order, there are specific processes in place i.e. if a Council Member is delivering a Motion on Notice for AEDA to address then the Council Member ensures they provide notice to the CoA Governance Team, Council CEO and then to the AEDA General Manager which is all generally done via email.

Legislative Compliance Review

	7.5.2	A written notice given by the Agency to the Council or the Council's CEO must be marked 'Attention: Chief Executive Officer'.	As above	Compliant	AEDA ensures all written notices are addressed to the CEO as 'Attention: Chief Executive Officer'. This is evident through all formal memos provided by AEDA to the Council CEO i.e. memos on Board Member appointments, Memos to review the AEDA Charter etc. ACC2022/99880
	7.6.1	As a matter of record Schedule 2, Clause 11 of the Act entitles Council or the Council's CEO to be furnished with information or records of the Agency.	As above	Compliant	AEDA ensures information and records are provided to the Council or the Council's CEO at any point it is requested.
	7.6.2	The Council or the Council's CEO and a Board Member each have a right to inspect and take copies of the books and records of the Agency	As above	Compliant	AEDA does not obstruct the Council, the Council's CEO or Board Members from inspecting or taking copies of records of the Agency.
Circumstances not provided for	8.1	If any circumstance arises about which this Charter is silent, incapable of taking effect or being implemented according to its strict provisions the Chairperson may decide the action to be taken to ensure achievement of the objects of the Agency and its effective administration. The Chairperson shall report any such decision at the next ordinary meeting of the Agency and the Agency shall subsequently report any such decision to the Council at the next ordinary meeting of the Council.	Roles and responsibilities	Compliant	When a circumstance arises where the Charter is silent, the General Manager will liaise with the Chairperson to determine the best course of action. The Chairperson may elect to consult the Board or, in the past, has provided their skills based advice on the matter.
Performance and Accountability of Subsidiary	9.1	The Council and the Council's CEO shall be entitled on an ongoing basis to review the performance of the Agency and the Board in the conduct of their respective activities under this Charter	Performance reviews undertaken	Compliant	AEDA does not obstruct this clause and participates in any performance reviews that the Council or the Council's CEO request. This was recently evident through the external review of the Agency that the Council commissioned. AEDA are currently implementing the findings of this review.

	9.2	Without limiting the Council's or the Council's CEO's powers under the Act, if at any time the Council or the Council's CEO is of the view that either the Agency and/or the Board is not performing its duties under this Charter the Council or the Council's CEO shall be entitled to provide a notice in writing to the Agency (Council Notice) identifying those matters in respect of the performance by the Agency and/or the Board of its duties under this Charter which are not satisfactory to the Council or the Council's CEO together with details of any corrective action which the Council or the Council's CEO requires the Agency and/or the Board to take in order to rectify the identified performance issues.	As above	Compliant	AEDA does not obstruct this clause and would comply with the action outlined between clauses 9.3 to 9.6.1 should a Notice be received from the Council or Council's CEO in relation to unsatisfactory performance.
	9.3	The Board shall within 30 days of receipt of the Council Notice provide a written response to the Council or the Council's CEO as to the matters raised in the Council Notice (Notice in Response) which shall identify any corrective action which the Agency and/or the Board intends to undertake in order to address the issues raised in the Council Notice	As above	Compliant	As above
	9.4	If the Agency or the Board disputes any matters raised in the Council Notice then the Notice of Response must identify any matters in respect of which the Agency and/or the Board do not agree.	As above	Compliant	As above
	9.5	The Council's CEO and the Chairperson of the Board shall meet within 14 days of receipt by the Council or the Council's CEO of the Notice in Response to discuss the matters raised in the Council Notice and the Notice in Response.	As above	Compliant	As above

Legislative Compliance Review

	9.6	Either: 9.6.1 following the meeting between the Council's CEO and the Chairperson of the Board and having considered the matters raised in the Council Notice and the Notice of Response and the matters discussed between the Council's CEO and the Chairperson of the Board at their meeting; or 9.6.2 if the Board does not provide a Notice in Response, the Council shall be entitled to take such further action (if any) as it determines with respect to the matters raised in the Council Notice which action may include, but shall not be limited to, the removal of the Board and the appointment of a replacement Board in accordance with the provisions of this Charter.	As above	Compliant	As above
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Adelaide Central Market Authority Charter

Description	Section of Charter	Requirement of the Charter	Testing Methodology	Results	Findings
The Agency	2.3.5	This Charter may be reviewed by the Council at any time and must in any event be reviewed at least once in every four years or whenever it is relevant to do so	The Charter must be reviewed by Council at least once every four years	Compliant	Charter located on the ACMA website and dated Sept 2023. Endorsed by the CoA CEO
	2.3.6	The Council's CEO has determined that a copy of the Charter must be published on the website of the Corporation of the City of Adelaide and the Authority	A copy of the Charter must be available on the CoA and ACMA Website	Compliant	As above
Powers, Functions and Duties	3.2	The Authority is not authorised to act outside the area of the City of Adelaide unless the prior express written approval of the Council is obtained	Must not act outside of the CoA area unless prior written approval from Council obtained	Compliant	ACMA operates only within CoA boundaries
	3.5.2	The Board may authorise the formation, terms of reference and membership for any committee (and any changes to the terms of reference or membership of an existing committee) in each case as it sees fit.	Establishment of the Terms of Reference (ToR)	Compliant	Sighted – ToR ACC2025/25170
	3.5.5	Without limiting the powers of the Board with respect to the formation of committees the Board must establish a committee to be known as the Traders Representation Committee as follows: consist of max of 9 members (2 Board Members, 5 traders, one of who will be the	ACMA will establish a Committee for enquiring and reporting to the Authority on matters within its functions and powers.	Exceptions noted	This is sighted in the Traders ToRs, however it has expired for a review to be performed in Oct 2024 - ACC2025/21033

		Chair , up to 2 other trader members as appointed by the Board			
	3.5.7	The meetings and proceedings of any committee or advisory committee are governed by the provisions in this Charter for regulating meetings and proceedings of the Board so far as those provisions are applicable and not affected by any resolution, regulations or policies made by the Board under clauses 3.5.2 and 3.5.3.	Any committee established by the Board must meet the provisions set in the Charter	Exceptions noted	As above
Board Management	4.2.4	Ensuring that a code of conduct dealing with ethical behaviour and integrity is established and implemented in all business dealings of the Authority and Board Members;	A code of conduct that covers the Authority and Board Members	Compliant	Code of Conduct in place – ACC2022/1423
	4.2.6	ensuring that the Council’s CEO is advised, as soon as practicable, of any material risk or situation that affects the financial or operating capacity of the Authority;	CEO to be made aware of any material risk or situation that affects financial or operating capacity of the Authority	Compliant	As above – ACC2024/175008
	4.4.1	The Board shall consist of a maximum of seven Board Members	No more than 7 members can be on the Board	Compliant	Sighted on the external website
	4.4.1.1	one Board Member must be a Council Member;	Council Member delegate must sit on the Board	Compliant	Sighted – Cr P Martin 26 Nov 2024
	4.4.1.2 (a)	one Board Member with board leadership experience will be nominated by a Board Member selection panel, comprising the Council’s CEO or delegate, the Council’s senior manager in charge of human resources, and two Council Members appointed by resolution of Council, to be a Board Member and Chairperson; and	The Chairperson of the Board will be appointed by a selection panel consisting of Council's CEO (or delegate), COO and two Council members appointed by the Council	Compliant	Appointment letter sighted – ACC2023/78237
	4.4.1.2 (b)	up to five Board Members with an appropriate range of skills and experience will be nominated by a Board Member selection panel comprising the Council's CEO or delegate the Council's senior manager in	Position Descriptions	Compliant	Recruitment is performed by People Services

		charge of human resources, the Chairperson and two Council Members.			
	4.4.2	The Board Members (non-members of the Council), shall be appointed for a max 3 year term as determined by the Council, provided that the Council shall endeavour that no more than half of the Board Members' terms of officer expire in the same year.	Position Description	Compliant	Matrix of term sighted – ACC2025/25178
	4.4.3	Board members who are members of the Council shall be appointed for a max 2 year terms as determined by the Council	Schedule available	Compliant	As above
	4.4.4	A Board Member is eligible to apply, through the expression of interest process, for re-appointment at the expiration of their term of office, for a max of 3 consecutive terms. The Board will make a recommendation to the Board Member selection panel on the extension for current Board Members based on the Board's existing skills and requirements.	EOI process	Compliant	Sighted Board Minutes - Section 3.2 in ACC2025/13575
	4.4.5	The Council's CEO must give the Authority a written notice of appointment, termination or revocation of appointment of a Board Member.	Letters sent to Board members	Compliant	CEO appoints board members - 2025/13568
	4.4.6	Each Board Member must give to the Council's CEO a signed written acceptance to act as a Board Member.	Board Members must provide written acceptance of the position to the CEO	Compliant	ACMA Board Members signed written acceptances are saved to Content Manager in container 2015/02959.
	4.4.7	The Board will appoint a Board Member, other than the Chairperson, to be the Deputy Chairperson and will notify the Council's CEO of this appointment	A Deputy Chairperson will be appointed by the Board and the CEO will be advised	Compliant	Sighted in the Board Minutes 16 January 2025 – ACC2025/13575
	4.4.8	The Chairperson shall preside at all meetings of the Board and in the event of the Chairperson being absent from a meeting the Deputy Chairperson shall preside and in the event of both the Chairperson and the Deputy Chairperson being absent from a meeting the Board Members present shall appoint a Board	Deputy Chairperson will preside at meeting should Chairperson be absent and if Deputy is also absent, Board will appointed a Board Member to preside for that meeting, or until	Compliant	Sighted in the Board Minutes 27 June 2024 – ACC2024/175006

		Member from amongst them who shall preside for that meeting or until the Chairperson or the Deputy Chairperson is present	Deputy/Chairperson is available		
	4.7.1	The Authority is entitled to pay appropriate remuneration fees to all Board Members as expressly approved by resolution of the Council	The Authority is to pay agreed remuneration to Board Members	Compliant	Email dated 19 August 2024 from CEO Office to ACMA Board of the sitting fees ACC2024/175009
	4.8	A Board Member is required to submit returns to the Authority under Chapter 5, Part 4, Division 2 of the Act.	Board Members are required to submit ordinary returns in line with the Act	Compliant	Email to ACMA Board 3 August 2024 for primary & Ordinary Returns, this is managed by Governance ACC2024/175008
	4.10.2	The Board Members will at all times act in accordance with their duties of confidence and confidentiality and individual fiduciary duties including honesty and the exercise of reasonable care and diligence with respect to the performance and discharge of official functions and duties as required by Chapter 5, Part 4, Division 1 of the Act and Schedule 2, Part 1, Clause 7 to the Act	Board Members will act in accordance to the Act regarding confidentiality, honesty and taking reasonable care	Compliant	Board minutes dated 28 November 2024 - item Confidential noted - Nil. This is an ongoing agenda item ACC2024/175008
	4.11.1	Subject to Schedule 2, Clause 5 of the Act, the Board may determine its own procedures for meetings, which must be fair and contribute to free and open decision making.	The Board can determine its own procedures for meetings, a meeting must occur at least every quarter and it must be held in a reasonable place and time	Compliant	Board Meeting Papers and meeting procedures established 13 May 2023 ACC2023/181493
	4.11.2	An ordinary meeting of the Board must take place at such times and places as may be fixed by the Board from time to time and in any event not less than once per quarter.	Schedule of meetings	Compliant	Ordinary meetings are scheduled, governance calendar given annually. ACC2024/175003
	4.11.3	A Board meeting must be held at a reasonable time and, if the meeting is to be held in person, at a reasonable place.	As above	Compliant	As above
	4.11.7	Notice of ordinary meetings of the Board must be given by the ACMA General Manager to each Board Member not less than three clear business days prior to the holding of the meeting.	Board Members are to be notified of a Board Meeting by the General Manager at least 3 days in advance of the meeting and this notice must include details of the meeting location,	Compliant	As above ACC2025/21040

			date, time and be accompanied by the Board Meeting Agenda Pack.		
	4.11.8	Notice of any meeting of the Board must: 4.11.8.1 be in writing; and 4.11.8.2 set out the date, time and place of the meeting; and 4.11.8.3 be issued by the ACMA General Manager; and 4.11.8.4 contain or be accompanied by the agenda for the meeting; and 4.11.8.5 be accompanied by a copy of any documents or reports that are to be considered at the meeting (so far as this is practicable)	As above	Compliant	As above, notification are sent via email to Board Members
	4.11.9	The ACMA General Manager must maintain a record of all notices of meetings given to Board Members	The General Manager to keep a record of the notices provided to the Board for Board Meetings.	Compliant	Recorded in the minutes container 2024/01557
	4.11.13	At the first meeting of the Board held after the Annual General Meeting each year, the Board will determine if Council Members, excluding the Council Member appointed by Council as per clause 4.4.1.1, can attend ACMA Board meetings as an observer.	The Board are to determine, at the first meeting following the Annual General Meeting, if Elected Members can attend Board meetings (with the exception of the Lord Mayor or her nominee)	Compliant	Noted in the first meeting 20 Feb 2025 – Section 3.1 ACC2025/13582
	4.11.14.1	The quorum for any meeting of the Board, including special meetings and the Annual General Meeting, is four Board Members and no business may be transacted at a meeting of the Board unless a quorum is present.	A quorum must be met for all ordinary or special board meetings to proceed. A quorum is half the number of the board plus one.	Compliant	Noted in the meeting papers/minutes provided (sighted)
	4.11.14.3	Subject to the Act and this Charter each Board Member validly present at a Board meeting must vote on a matter arising for decision at that meeting.	Subject to the Act and Charter, every Board Member must vote on anything requiring a decision of the Board within Board Meetings.	Compliant	As above, evidence in the minutes
	4.12.2	On receipt of the request the ACMA General Manager shall issue a notice of the special meeting to all Board Members at least 24	The General Manager needs to provide, at minimum, 24 hours notice of a Special Board Meeting.	Compliant	No special meetings called since 2021

		hours prior to the commencement of the special meeting			
	4.12.3	The request by any Board Member to the ACMA General Manager of the Authority requiring a special meeting to be held must be accompanied by the proposed agenda for the meeting and any written reports intended to be considered at the meeting (and if the proposed agenda is not provided the request is of no effect).	If a Board Member is requesting a special meeting to the General Manager, they must include a copy of the proposed agenda and any relevant reports.	Compliant	As required
	4.13.1	The ACMA General Manager must cause minutes to be kept of the proceedings at every meeting of the Board, including special meetings and the Annual General Meeting	All Board meetings, including special meetings and the AGM, must be minuted.	Compliant	As required
	4.13.2.1	(4.13.2 Other than the minutes of an Annual General Meeting which are dealt with in accordance with clause 4.14.6, for every meeting of the Board, including special meetings, the minutes must be): 4.13.2.1 prepared and distributed to Board Member and the Council's CEO within five business days of the meeting to which they relate; and	All ordinary Board meeting minutes are to be finalised and distributed to Board Members and the CEO within five business days of the Board meeting.	Compliant	Sighted and conducted
	4.13.2.2	(4.13.2 Other than the minutes of an Annual General Meeting which are dealt with in accordance with clause 4.14.6, for every meeting of the Board, including special meetings, the minutes must be); presented to the next ordinary meeting of the Board for confirmation and adoption. The minutes must be provided to Council within two business days following the meeting at which they are confirmed and adopted.	All ordinary Board meeting minutes must be tabled for approval by the Board at the following Board meeting (i.e. the June Board Meeting minutes would be tabled at the July Board meeting if meetings are held monthly). Once the minutes have been adopted by the Board, a copy needs to be provided to Council within 2 days.	Completed	Sighted and noted
	4.14.1	An Annual General Meeting of the Board shall be held prior to November in each year at a place and time determined by a resolution of the Board.	The Annual General Meeting of the ACMA Board has to be held every year in November at a	Compliant	Held on 28 November 2024 – container 2024/01556

			time and place determined by resolution for the board.		
	4.14.2	Notice of the Annual General Meeting will be given by: 4.14.2.1 placing a copy of the notice and agenda on public display at the principal office of the Authority and at the Corporation of the City of Adelaide; and 4.14.2.2 in such other manner as the ACMA General Manager considers appropriate.	Notice of the AGM, along with the agenda, has to be displayed in the City of Adelaide Customer Centre (this is technically the principal office for both AEDA and CoA) and on the AEDA website at least 14 days in advance of the meeting. The public must also be able to access a copy of the notice and agenda free of charge.	Compliant	Sighted 24 September 2024 – container 2024/01556
	4.14.3	The notice and agenda must be placed on public display for at least 14 clear days before the Annual General Meeting and must be available to the public: 4.14.3.1 for inspection, without charge; 4.14.3.2 by provision of a copy on the Authority's website; and 4.14.3.3 on public display until completion of the Annual General Meeting.	As above	Compliant	As above
	4.14.4	A reasonable number of copies of the notice and agenda and any document or report supplied to Board Members for the Annual General Meeting must be available for members of the public at the meeting.	Hard copies of the AGM Agenda pack needs to be available for members of the public at the meeting	Compliant	As above
	4.14.5	The Annual General Meeting will be conducted in a place open to the public and will consider and deal with business of a general nature aimed at reviewing the progress and direction of the Authority over the immediately preceding Financial Year and shall include the following: 4.14.5.1 Chairperson's report; 4.14.5.2 ACMA General Manager's report; 4.14.5.3 the audited financial statements of the Agency for the previous Financial Year; and 4.14.5.4 any other	The AGM needs to be held in a location open to the public. The Agenda will aim to provide insights into the Authority's progress and direction over the previous financial year and will include the following agenda items; a Chairpersons report, General Managers report, audited financial statement of the Authority for the previous Financial Year, and any other	Compliant	As above

		general business determined by the Board to be considered at the Annual General Meeting	general business determined by the Board.		
	4.14.6	The minutes of the Annual General Meeting must be available to the public within five days of the Annual General Meeting for inspection or by provision of a copy on the Authority's website and presented to the next Annual General Meeting of the Board for confirmation.	The ACMA AGM minutes must be posted to the ACMA website within five days of the meeting. A copy of these minutes also need to be presented at the next Annual General Meeting of the Board for confirmation.	Compliant	Sighted and placed on the website
	4.15.1	The Board of the Authority will undertake an annual performance evaluation of the Authority	The Board of the Authority will undertake an annual performance evaluation of the Authority.	Compliant	Letter to CEO regarding Board Annual Performance Review – ACC2024/139042
	4.15.2	The Board will provide the Council with a report on the outcome of the annual performance review.	The Board will provide the Council with a report on the outcome of the annual performance review.	Compliant	As above
ACMA General Manager	5.1.2	The Council's CEO will lead a selection panel to determine and undertake an expression of interest process to appoint a person to be the ACMA General Manager, on terms and conditions determined by the Council's CEO, to manage the business of the Authority.	Council's CEO will lead the selection panel and recruitment process for the role of ACMA General Manager.	Compliant	Council's CEO is the lead for the selection panel for appointment of the ACMA General Manager and that the ACMA Board Chairperson is the other person required to be on the selection panel. As the person who is appointed to the position of ACMA General Manager is an employee of the City of Adelaide, it is the CEO's decision if they wish to include other people on the selection panel. Whilst not expressly stated in the Charter, the Council's CEO would also have the right to delegate their role as chair of the selection panel to another Council officer
	5.1.3	The ACMA General Manager selection panel members will be the Chairperson and the Council's CEO.	The selection panel members will be the Chairperson of the Authority, and the Council's CEO	Compliant	As above

	5.2.1.1	(The General Manager is responsible for the day to day management of the Authority who will ensure that:) 5.2.1.1 sound business management practices are applied in the efficient and effective management of the operations of the Authority; and	The General Manager is responsible for efficient business management, record keeping, and carrying out specified duties as outlined in their appointment terms with the Adelaide City Council. This includes attending Board meetings, implementing decisions, managing employees, ensuring compliance within the Authority against Schedule 2 of the Act and this Charter, preparing reports (business plan and budget, annual reports etc), overseeing the decisions of the Board, and managing assets and resources.	Compliant	Appointment letter sighted
	5.2.1.2	(The General Manager is responsible for the day to day management of the Authority who will ensure that:) records are kept of the business and financial affairs of the Authority in accordance with this Charter in addition to other duties provided for by this Charter and those specified in the terms and conditions of appointment of the ACMA General Manager	As above	Compliant	As above
	5.2.2	The duties, functions, responsibilities and authority of the General Manager will be specified in the terms and conditions of their appointment with the Adelaide City Council and will include: 5.2.2.1 attending at all meetings of the Board unless excluded by resolution of the Board; 5.2.2.2 inviting any person to attend at any meeting to act in an advisory capacity; 5.2.2.3 ensuring that the lawful decisions of the Board are implemented in a timely and efficient manner; 5.2.2.4 providing information to assist the Board to assess the Authority's performance against its	As above	Complaint	As above

		strategic management plans and the Annual Business Plan and Budget; 5.2.2.5 appointing, managing, suspending and dismissing employees engaged to perform work for the Authority; 5.2.2.6 determining the conditions of employment of employees engaged to perform work for the Authority within the Budget; 5.2.2.7 providing advice and reports to the Authority and Board Members on the exercise and performance of its powers and functions under this Charter, the Act or any other legislation; 5.2.2.8 ensuring that the Authority is at all times complying with Schedule 2 of the Act; 5.2.2.9 ensuring that the Authority's Annual Report is prepared for approval by the Authority and distributed to Council in conformity with this Charter; 5.2.2.10 co-ordinating and initiating proposals for consideration of the Agency including, but not limited to, continuing improvement of the operations of the Authority; 5.2.2.11 ensuring that the assets and resources of the Authority are properly managed and maintained; 5.2.2.12 exercising, performing or discharging other powers, functions or duties conferred on the General Manager by or under the Act or any other Act and performing other functions lawfully directed by the Authority; 5.2.2.13 achieving financial outcomes in accordance with adopted plans and budgets of the Authority; 5.2.2.14 such other duties, functions, responsibilities and powers contained in this Charter or under the Act			
	5.3.3	Where a power or function is delegated to an employee, the employee is responsible to the General Manager for the efficient and effective exercise or performance of that power or function.	The General Manager can delegate a power or function to an employee. The employee will then be responsible to the GM for the effective delivery of that power or function.	Compliant	Under delegation

	5.3.4	The ACMA General Manager must keep a written record of all delegations and sub-delegations at all times.	The General Manager must keep a written record of all delegations and sub-delegations at all times.	Compliant	Under delegation as required
	5.3.5	The General Manager shall provide a report on his/her activities to the Authority at every Board meeting	The General Manager must provide a report at every Board Meeting on their recent activities	Compliant	Sighted in the minutes
Management	6.1.1.1	The Authority must prepare the following strategic management plans: 6.1.1.1 a Strategic Plan with an operational period of four years which sets out the goals, objectives, strategies, priorities and relevant key performance indicators of the Authority for the period; and	ACMA must have a four year Strategic Plan.	Compliant	ACMA Strategic Plan 2023-28 – ACC2023/181477
	6.1.1.2	The Authority must prepare the following strategic management plans: 6.1.1.2 a Long Term Financial Plan for a period of at least 10 years.	ACMA must have a 10 year Long Term Financial Plan	Compliant	ACMA 2024/25 LTFP
	6.1.2	The Authority must ensure that the strategic management plans are aligned and consistent with the Council's current strategic management plans.	ACMA's Strategic Plan and Long Term Financial Plan need to be consistent with Council's Strategic Plans	Compliant	Sighted and available in Council meetings
	6.1.3	The Authority must review the Strategic Plan annually in consultation with the Council	The Authority must review the Strategic Plan annually in consultation with the Council	Compliant	As above
	6.2.2	The Authority must, before the end of June in each Financial Year, prepare an Annual Business Plan and Budget for the ensuing Financial Year in accordance with Act and Regulations	ACMA must have an annual Business Plan and Budget for the ensuing Financial Year. The BP&B must be consistent with the ACMA Charter and Strategic Plan and submitted to Council for approval as per the City of Adelaide BP&B process.	Compliant	Sighted as presented to Audit & Risk Committee / Council
	6.2.3	The Annual Business Plan and Budget must be consistent with the Charter and the Strategic Plan and submitted to the Council for approval by a date nominated by the Council's CEO	As above	Compliant	As above

		from time to time in accordance with Council's budgetary approval process			
	6.2.4	Reports summarising the financial position and performance of the Authority against the Annual Budget shall be prepared and presented to the Board no less than once in every three calendar months.	A report summarising the financial position and performance of the Authority against the annual budget need to be presented to the Board at least once every 3 months	Compliant	As above
	6.2.5	Neither the Annual Business Plan nor the Budget shall be amended without reasonable consultation with the Council and the prior express written approval of the Council.	The annual Business Plan and Budget cannot be amended without consulting with Council and seeking Council's approval.	Compliant	As above
	6.3.1	The Authority must submit to the Council by 30 September in each year a report, in respect of the immediately preceding Financial Year, on the work and operations of the Authority detailing achievement of the aims and objectives of its Strategic Plan and Annual Business Plan and Budget and incorporating the audited Financial Statements of the Authority and any other information or reports as required by the Council or the Council's CEO.	The Authority must submit an annual report to the Council by 30 September, detailing its achievements, operations, and audited financial statements for the previous financial year. This report must also include any other information requested by the Council or its CEO.	Compliant	As above
	6.3.2	Within 14 days of the end of each quarter the Authority must submit to the Council's CEO a quarterly report on progress against the strategic milestones and key performance indicators as outlined in the Strategic Plan and the Annual Business Plan and Budget.	A quarterly report must be presented to the Council's CEO on how the Authority is performing against its Business Plan and Budget KPI's within 14 days of end of each quarter.	Compliant	ACMA prepare the report for CoA quarterly reporting. Once prepared they will send the information across to the Finance & Procurement team as well as the Office of the CEO..
	6.4.2	The Authority must review its Budget in accordance with the requirements of the Financial Regulations at least three times in each Financial Year at intervals of not less than three months between 30 September and 31 May (inclusive).	ACMA must review its budget at least three times in each financial year with no less than three months between each review.	Compliant	Sighted as presented to Audit and Risk Committee/Council

	6.4.3	The Authority's books of account must be available for inspection by any Board Member or authorised representative of the Corporation of the City of Adelaide at any reasonable time on request.	The Authority's books of account must be made available at the request of any board Member or authorised representative of the City of Adelaide within a reasonable time.	Compliant	Available
	6.4.4	All payments made on account of the Authority must be authorised by the ACMA General Manager in accordance with delegated authority or by resolution of the Board.	All payments made by the Authority must be authorised by the General Manager or an authorised delegate or by resolution of the Board.	Compliant	As per the delegations
	6.4.5	The ACMA General Manager must act prudently in the handling of all financial transactions for the Authority and must provide quarterly financial and corporate reports to the Authority.	Delegations in place	Compliant	As above
	6.5.1	The Corporation of the City of Adelaide's auditor will be the auditor of the Authority	Auditor appointed	Compliant	CoA auditor audits the ACMA accounts
	6.5.3	The audit of the financial statements of the Authority, together with the accompanying report from the Auditor, shall be submitted to both the Board and the Council.	As above	Compliant	As above
	6.5.4	he books of account and financial statements shall be audited at least once per year.	The books of account and financial statements shall be audited at least once per year.	Compliant	Sighted as per the financial statements presented to Audit & Risk Committee / Council
Miscellaneous	7.1	The Authority shall be a member of the Local Government Association's Mutual Liability Scheme and the Authority must comply with the Rules of that Scheme unless expressly directed otherwise in writing by the Council's CEO.	The Authority shall be a member of the Local Government Association's Mutual Liability Scheme and the Authority must comply with the Rules of that Scheme unless expressly directed otherwise in writing by the Council's CEO.	Compliant	Governance organises the insurance on behalf of ACMA
	7.1.2	The Authority shall advise the Council's CEO of its insurance needs so the Corporate of the	As above	Compliant	As above

Legislative Compliance Review

		City of Adelaide can take out appropriate insurance cover on behalf of the Authority.			
7.3.1		The Authority shall have a common seal upon which its corporate name shall appear in legible characters.	Common seal in place	Compliant	As required
7.3.2		The common seal must not be used without the express authorisation of a resolution of the Board and every use of the common seal shall be recorded in the minute book of the Authority.	As above	Compliant	As required
7.3.3		The affixing of the common seal shall be witnessed by the Chairperson or the Deputy Chairperson and the General Manager or such other person as the Authority may appoint for the purpose	As above	Compliant	As required
7.3.4		The common seal shall be kept in the custody of the ACMA General Manager or such other person as the Authority may from time to time decide.	As above	Compliant	As required
7.5.1		A document to be given by the Authority to the Council or the Council's CEO or by the Council or the Council's CEO to the Authority may be given in a manner that Section 280 of the Act permits.	Evidence	Compliant	As required
7.5.2		A written notice given by the Authority to the Council or the Council's CEO must be marked 'Attention: Chief Executive Officer'.	Evidence	Compliant	As required
7.6.1		As a matter of record Schedule 2, Clause 11 of the Act entitles Council or the Council's CEO to be furnished with information or records of the Authority.	Evidence	Compliant	As required
7.6.2		The Council or the Council's CEO and a Board Member each have a right to inspect and take copies of the books and records of the Authority.	Evidence	Compliant	As required

Circumstances not provided for	8.1	If any circumstance arises about which this Charter is silent, incapable of taking effect or being implemented according to its strict provisions the Chairperson may decide the action to be taken to ensure achievement of the objects of the Authority and its effective administration.	Evidence	Compliant	As required
	8.2	The Chairperson shall report any such decision at the next ordinary meeting of the Authority and the Authority shall subsequently report any such decision to the Council at the next ordinary meeting of the Council.	Evidence	Compliant	As required
Performance and Accountability of Subsidiary	9.1	The Council and the Council's CEO shall be entitled on an ongoing basis to review the performance of the Authority and the Board in the conduct of their respective activities under this Charter	Performance reviews undertaken	Compliant	Sighted
	9.2	Without limiting the Council's or the Council's CEO's powers under the Act, if at any time the Council or the Council's CEO is of the view that either the Authority and/or the Board is not performing its duties under this Charter the Council or the Council's CEO shall be entitled to provide a notice in writing to the Authority (Council Notice) identifying those matters in respect of the performance by the Agency and/or the Board of its duties under this Charter which are not satisfactory to the Council or the Council's CEO together with details of any corrective action which the Council or the Council's CEO requires the Authority and/or the Board to take in order to rectify the identified performance issues.	As above	Compliant	Sighted
	9.3	The Board shall within 30 days of receipt of the Council Notice provide a written response to the Council or the Council's CEO as to the matters raised in the Council Notice (Notice in Response) which shall identify any corrective action which the Authority and/or the Board intends to undertake in order to address the issues raised in the Council Notice	Evidence	Compliant	As required

Legislative Compliance Review

	9.4	The Council's CEO and the Chairperson of the Board shall meet within 14 days of receipt by the Council or the Council's CEO of the Notice in Response to discuss the matters raised in the Council Notice and the Notice in Response.	Evidence	Compliant	As required
	9.5	Either: 9.5.1 following the meeting between the Council's CEO and the Chairperson of the Board and having considered the matters raised in the Council Notice and the Notice of Response and the matters discussed between the Council's CEO and the Chairperson of the Board at their meeting; or 9.5.2 if the Board does not provide a Notice in Response, the Council shall be entitled to take such further action (if any) as it determines with respect to the matters raised in the Council Notice which action may include, but shall not be limited to, the removal of the Board and the appointment of a replacement Board in accordance with the provisions of this Charter	Evidence	Complaint	As required

APPENDIX 2: RISK MATRIX OF INTERNAL AUDIT FINDINGS

The following framework for the internal audit ratings is consistent with the CoA Risk Management Operating Guidelines and the Risk Management International Standard ISO31000:2018. The descriptions have been tailored to illustrate risk to the business operations.

6.1 CoA Risk Matrix

CoA Risk Matrix		CONSEQUENCE				
		Insignificant	Minor	Moderate	Major	Catastrophic
LIKELIHOOD	Almost Certain	Medium	High	Extreme	Extreme	Extreme
	Likely	Medium	High	High	Extreme	Extreme
	Possible	Low	Medium	High	High	Extreme
	Unlikely	Low	Low	Medium	Medium	High
	Rare	Low	Low	Low	Medium	Medium

8.3 Risk & Finding Descriptions

Rating	Definition	Action	Indicative Timeframe (variations to be agreed by SRIA)
Extreme	The finding represents a control weakness which could have or is having an extreme adverse impact on the business and the ability to meet objectives. • Extreme decline in quality and customer service leading to a decrease in community's confidence in Council • Extreme breakdown in process that leads to illegal activity • Breach of legislation or contractual non-compliance that will result in litigation, prosecution and/or penalty	Finding reported to Director immediately and response plan developed with appropriate Associate Director. Implementation updates and status reporting managed through Promapp.	Actions managed in Promapp with a timeframe of no more than 3 months for completion.
High	The finding represents a control weakness which could have or is having a high adverse impact on the business and the ability to meet objectives. • Major decline in quality and customer services leading to a decrease in community's confidence in Council • Serious breakdown in process that may lead to increased and unacceptable risk • Breach of legislation or contractual non-compliance that will result in litigation, prosecution and/or penalty	Finding reported to the appropriate Associate Director immediately and response plan developed with appropriate Manager. Managed through Promapp.	Actions managed in Promapp with a timeframe of no more than 6 months for completion.
Medium	The finding represents a control weakness which could have or is having a medium adverse impact on the business and the ability to meet objectives. • Medium decline in quality and customer services leading to a decrease in community's confidence in Council • Medium operational breakdown in process that may lead to increased and unacceptable risk • Minor breach of legislation or contractual non-compliance that will <u>not likely</u> result in litigation, prosecution and/or penalty	Finding reported to appropriate Manager through Internal Audit Report and managed through Promapp.	Actions managed in Promapp with a timeframe of no more than 9 months for completion.
Low	The finding represents a minor control weakness which could have or is having a low/ minimal but reportable adverse impact on the business and the ability to meet process objectives. • Minimal decline in quality and customer services • Minor breakdown in process that is not likely to affect risk • Minor breach of legislation or contractual non-compliance that will <u>not likely</u> result in litigation, prosecution and/or penalty	Finding reported to appropriate Manager through Internal Audit Report and managed through Promapp.	Actions managed in Promapp with a timeframe of no more than 12 months for completion.

