

Appointment of Independent Audit and Risk Committee Members

Strategic Alignment - Our Corporation

Confidential - s 90(3) (a) unreasonable disclosure of personal affairs

Tuesday, 26 August 2025
Council

Program Contact:
Rebecca Hayes, Associate
Director Governance & Strategy

Approving Officer:
Anthony Spartalis, Chief
Operating Officer

EXECUTIVE SUMMARY

Pursuant to Section 5 of the City of Adelaide Audit and Risk Committee Terms of Reference and Meeting Procedures, the Audit and Risk Committee shall consist of five members, including one Councillor, four independent members (who are not members of any Council) and the Lord Mayor as an ex-officio member.

Members of the Audit and Risk Committee (when considered as a whole) must have skills, knowledge and experience relevant to the functions of the Audit and Risk Committee, including financial management, risk management, governance and ideally be familiar with the reporting requirements of Local Government.

Two current independent members' terms of office expire on 30 September 2025, and one vacant position exists.

To recruit replacement members, an Expression of Interest process was undertaken, and the Chief Operating Officer convened a Selection Panel in accordance with the Audit and Risk Committee Terms of Reference and Meeting Procedures.

The Selection Panel recommends the following independent Audit and Risk Committee member appointments to commence on 1 October 2025:

- Mark Davies
- John Jovicevic
- Matthew Fletcher

Consideration in confidence is sought because public discussion and disclosure of information in this report prior to a resolution being determined by Council may potentially impact the reputations of all Committee nominees in the business community.

RECOMMENDATION

THAT COUNCIL

1. Approves the appointment of three independent members to the City of Adelaide Audit and Risk Committee.
2. Approves the appointment of Mark Davies to the City of Adelaide Audit and Risk Committee for a 4-year term commencing 1 October 2025.
3. Approves the appointment of John Jovicevic to the City of Adelaide Audit and Risk Committee for a 4-year term commencing 1 October 2025.
4. Approves the appointment of Matthew Fletcher to the City of Adelaide Audit and Risk Committee for a 2-year term commencing 1 October 2025 and expiring on 5 November 2027.
5. Authorises that, in accordance with Section 91(7) and (9) of the *Local Government Act 1999* (SA) and because Item 22.1 [Appointment of Independent Audit and Risk Committee Members] listed on the Agenda for the meeting of the Council held on 26 August 2025 was received, discussed and considered in

confidence pursuant to Section 90(3) (a) of the *Local Government Act 1999* (SA), this meeting of the Council do order that

- 5.1 The resolution, the report, the discussion and any other associated information submitted to this meeting and the Minutes of this meeting in relation to the matter remain confidential and not available for public inspection until 9 September 2025, or such time as that all unsuccessful candidates have been notified.
- 5.2 The Chief Executive Officer be delegated the authority to review and revoke all or part of the order herein and directed to present a report containing the Item for which the confidentiality order has been revoked.

IMPLICATIONS AND FINANCIALS

City of Adelaide 2024-2028 Strategic Plan	Strategic Alignment – Our Corporation Enable effective governance, risk management, accountability and transparency at all times in decision making.
Policy	The City of Adelaide Audit and Risk Committee Terms of Reference and Meeting Procedures (Link 1) has informed the selection process
Consultation	An Expression of Interest process for three Independent Audit and Risk Committee member roles was undertaken from 14 July to 27 July 2025. The Selection Panel met on 5 August 2025 to discuss shortlisting from the 31 expressions of interest received. Interviews of 4 shortlisted candidates took place on 13 August and 18 August 2025.
Resource	Not as a result of this report
Risk / Legal / Legislative	In accordance with Section 5 of City of Adelaide Audit and Risk Committee Terms of Reference and Meeting Procedures, membership will consist of one Councillor, four Independent Members (who are not members of any Council) and the Lord Mayor as an ex-officio member.
Opportunities	Not as a result of this report
25/26 Budget Allocation	No additional budget impact. Independent member meeting attendance fees are funded through the approved City of Adelaide operating budget.
Proposed 26/27 Budget Allocation	The proposed operating budget allocation for Independent member fees will be included within the City of Adelaide budget endorsed in the 2026/27 Annual Business Plan and Budget process.
Life of Project, Service, Initiative or (Expectancy of) Asset	This report seeks a four-year appointment for Mark Davies and John Jovicevic, and a 2-year appointment for Matthew Fletcher as Independent Members of the City of Adelaide Audit and Risk Committee in accordance with the City of Adelaide Audit and Risk Committee Terms of Reference and Meeting Procedures.
25/26 Budget Reconsideration (if applicable)	Not as a result of this report
Ongoing Costs (eg maintenance cost)	Committee sitting fees and reimbursement of expenses for the appointed terms.
Other Funding Sources	Not as a result of this report

GROUNDS AND BASIS FOR CONSIDERATION IN CONFIDENCE

Grounds

Section 90(3)(a) of the Local Government Act 1999 (SA) [unreasonable disclosure of personal affairs]

Basis

This item contains confidential information that must be considered in confidence in order to protect the personal affairs of the nominees.

Public discussion and disclosure of information in this report prior to a resolution being determined by Council may potentially implicate the nominee's reputation in the business community.

DISCUSSION

1. The terms of office for current independent City of Adelaide Audit and Risk Committee Independent Members Simon Rodger and Mark Davies expire on 30 September 2025. In addition, there is one vacant Independent Member position as a result of the resignation of Paula Davies on 21 February 2025.
2. Section 5 of the City of Adelaide Audit and Risk Committee Terms of Reference and Meeting Procedures (ToR) states that independent Audit and Risk Committee members are eligible to apply for one reappointment, and consecutive service cannot exceed eight years.
3. In accordance with Section 5, Part 22 of the ToR, Administration undertook recruitment of Independent Members following best practice and relevant policies and procedures, and an Expression of Interest process was undertaken from 14 July to 27 July 2025 inclusive.
4. Section 5, Part 21 of the ToR requires Members of the Audit and Risk Committee (when considered as a whole) must have skills, knowledge and experience relevant to the functions of the Audit and Risk Committee, including financial management, risk management, governance and ideally be familiar with the reporting requirements of Local Government.
5. A Panel convened by the Chief Operating Officer met on 5 August 2025 to discuss the 31 expressions of interest, and interviewed 4 short listed applicants on 13 August and 18 August 2025.
6. At the conclusion of the interview process the Panel agreed that Mark Davies, John Jovicevic and Mathew Fletcher were the preferred candidates and would be recommended to Council for appointment to the Audit and Risk Committee.
7. Mark Davies presently sits on the City of Adelaide Audit and Risk Committee as an Independent Member, filling a causal vacancy from 1 February 2024 and expiring on 30 September 2025.
8. The recommended Independent Members bring the following qualifications and experience, which make them particularly well-suited to the Committee's responsibilities:

Mark Davies	<ul style="list-style-type: none"> • Independent Member of the City of Adelaide Audit & Risk Committee • Chartered Accountant and Principal of Financial Performance Solutions • Member of several local government Audit & Risk Committees • Formerly the Chief Executive Officer of the Surf Coast Shire Council. • Auditor with PWC
John Jovicevic	<ul style="list-style-type: none"> • Director – Dean Newberry • Chartered Accountant • Extensive experience in local government, including member of the South Australian Local Government Financial Management Group and the South Australian Local Government Auditors Group.
Matthew Fletcher	<ul style="list-style-type: none"> • Chartered Financial Analyst and Chartered Practising Accountant • Head of Financial Risk & Modelling in several banking corporations • Global risk management and leadership, supported by substantial commercial and corporate expertise in developing and implementing risk frameworks and solutions

9. Matthew Fletcher will be appointed for a two-year term, concluding on 5 November 2027, to align with the expiration of the Presiding Member's term. Staggering member appointments strengthens the governance framework by ensuring continuity while also enabling the introduction of fresh perspectives.
10. The Panel in its deliberations noted the key skills that each candidate would bring to the Committee as follows:
 - 10.1. Demonstrated knowledge and experience in local government financial practices, especially as they relate to strategic planning, sustainability, intergenerational equity and prudential planning and reporting.
 - 10.2. Demonstrated ability to provide advice to local government on politically and financially sensitive matters.
 - 10.3. Demonstrated experience serving as a member of audit and risk committees across both the private and public sectors.
 - 10.4. Proven capability in global risk management and leadership, supported by substantial commercial and corporate expertise in developing and implementing risk frameworks and solutions.
11. Consideration of this report in confidence is to protect the personal affairs of the individuals whilst Council considers the appointment of these Committee positions and subsequent contact is made with all applicants, particularly those who were interviewed. Once these discussions have been completed, it is proposed that the CEO uses his delegation to release Council's recommendation and resolution, report, discussion and any other associated information submitted to this meeting in relation to the matter from confidence and announcement of the appointments be provided to all key stakeholders.

DATA AND SUPPORTING INFORMATION

Link 1 – Audit and Risk Committee Terms of Reference and Meeting Procedures

ATTACHMENTS

Nil

- END OF REPORT -

