



## **Audit Committee (AC) Terms of Reference**

### **Definitions**

For the purposes of these Terms of Reference, the following definitions shall apply:

- a) "Township" means the Municipal Corporation of the Township of Tay;
- b) "Committee" means the Audit Committee;
- c) "Council" means the governing body of the Township;
- d) "Councillor" means an elected official of the Township, including the Mayor;
- e) "External Auditor" means an auditor appointed for the Township as required by the *Municipal Act*;
- f) "Internal Controls" means systems, processes and procedures developed to:
  - i. Safeguard assets;
  - ii. Ensure the accuracy of the financial data;
  - iii. Promote operational efficiency; and
  - iv. Promote adherence to policies;
- g) "Mayor" means the chief elected official of the Township;
- h) "Member" means an individual appointed to the Committee;
- i) "Municipal Act" means the Municipal Act, 2001, as amended;
- j) "Procedural By-law" means the Township By-law which provides the Rules of Procedure for Council and its' Committees.

### **Purpose**

As a Committee of Council, the Audit Committee will be responsible for overseeing all material aspects of the Corporation's financial reporting, control and audit functions.

The Committee will focus on the qualitative aspects of financial reporting and on the organization's processes for the management of financial risk and for compliance with significant applicable legal, ethical and regulatory requirements. The Committee provides a focal point for communication between Council, the external auditor and management and facilitates an impartial, objective and independent review of management practices.

### **Responsibilities**

The Committee shall:

- a) Review and assess the annual financial statements before they are brought forward to Council;



- b) Review and assess the key financial statement issues and risks, their impact or potential effect on reported financial information, the processes used by management to address such matters, related auditors' views and the basis for audit conclusions;
- c) Recommend changes to important accounting principles and the application thereof in annual financial reports;
- d) Review reports from the independent auditors as well as any audit problems or difficulties and management's response;
- e) Maintain strong, positive working relationships with management, external auditors and other advisors.

The Committee may request a report from the Treasurer on matters within its mandate and within approved budgets.

When the Committee reviews a report it may:

- a) Receive it for information;
- b) Send it to Council with or without recommendations;
- c) Request additional information about matters relating to the report before sending it to Council with or without recommendations.

#### *Risks and Controls:*

Review and assess the corporation's business and financial risk management process, including the adequacy of the overall control environment and controls in selected areas representing significant risk.

Review and assess the corporation's system of internal controls for detecting accounting and financial reporting errors, fraud and defalcations, legal violations, and non-compliance with the corporate code of conduct.

Review the related findings and recommendations of the external auditors, together with management's responses.

#### *External Audits:*

Recommend to Council the external auditor firm to be engaged.

Monitor performance of the external auditors and ensure that all relevant issues are reported to the committee.

Obtain a formal written statement from the external auditors on their independence. Additionally, discuss with the auditors any relationships or non-audit services that may affect their objectivity or independence.



Consider, in consultation with the external auditors, their audit scopes and plans to ensure completeness of coverage, reduction of redundant efforts and the effective use of audit resources.

Review with management and the external auditors the results of the annual audits and related comments, including any difficulties or disputes with management, any significant changes in the audit plans, the rationale behind adoptions and changes in accounting principles, accounting estimates requiring significant judgments, and the quality of the accounting principles and financial disclosures adopted.

Review and approve the scope, terms of reference and fees of professional services retained for purposes related to the Audit Committee's responsibilities.

Provide opportunities for private discussion of sensitive matters raised by the external auditor, management relating to personnel, legal, or other matters which could be prejudicial to the corporate interest if discussed in open committee.

Complete periodic self-assessments of the effectiveness of the Audit Committee against its mandate.

Review the Audit Committee Mandate periodically and recommend modifications to Council, as necessary.

## **Composition**

The Committee shall consist of five (5) voting members, being three (3) citizen member appointments and two (2) Council representatives, one (1) being the Mayor. Member appointments shall be adopted by Council at the first Regular Council Meeting of each term.

Committee members should have: (1) knowledge of the municipal environment in which the corporation operates; (2) the ability to read and understand financial statements (internal and external); and (3) the ability to understand key business and financial risks and related controls and control processes.

At least one member of the Committee should be literate in business and financial reporting and control, including knowledge of regulatory requirements and should have past employment experience in finance or accounting or other comparable experience or background.

In accordance with the Township's Procedural By-law, the Mayor shall be an ex-officio Member of each Committee, and have the same rights as the other Committee Members, including the right to vote.

Staff representation shall consist of the Treasurer, Financial Analyst and/or their designate and other staff resources, as required. Staff shall be non-voting members and shall not be



included to establish quorum. Staff responsibilities as they relate to this committee are limited to agenda creation and minutes recording, as well as related internal administrative processes.

Committee members shall be appointed by by-law for the term of Council, four (4) years, and until their successors are appointed. In the event that a membership vacancy presents itself during the Term of the Committee, Council shall fill the vacancy by appointment without the need to advertise.

### **Chair/Vice-Chair**

At its first meeting of each term of office, the Committee shall elect a Chair and Vice-Chair from among its citizen members. If the role of the Chair becomes vacant for any reason during a term of office, the Committee shall elect a new Chairperson from among its citizen members.

The Vice-Chair shall assume the role of the Chair in their absence.

### **Quorum**

A majority of members are required to be present to constitute a quorum.

### **Meetings**

The Committee shall adopt the meeting schedule for the year at the first meeting of each year.

The Committee shall meet at least three (3) times each calendar year. Additional meetings shall be scheduled as considered necessary by the Committee or Chair.

If a member is absent for three consecutive meetings without cause as established by the Committee, the Chair of the Committee at his/her discretion may recommend to Council that the member be replaced.

Meeting agendas shall be prepared and distributed to all Committee members prior to each regular meeting and the business of the Committee shall be taken up in the order in which it appears on the agenda.

Minutes of all Committee meetings shall be prepared by the Committee staff resource and submitted to Council as part of the following regular Council Agenda.

### **Resources**

The Committee shall request members of management, as well as any other individual as is deemed appropriate to participate in Committee meetings as applicable, so the Committee may fulfill its responsibilities.



## **Sub-Committees**

The Committee, as its sole discretion, may pass a resolution to appoint sub-committee(s) on an ad-hoc basis to deal with specific issues relating to its core mandate. A Sub-Committee so appointed shall produce meeting notes to report to the regular Committee's meeting. Appointments to any sub-committee shall be only for the duration of the sub-committee's assignment.

For reference purposes, sub-committees are not required for activities within the Purposes and Responsibilities of the Committee as detailed in this Terms of Reference document.

## **Reporting**

As referenced under the "Meetings" section of this document, the Committee shall report directly to Council through formal recommendations to be considered at the following regular meeting of Council.

The Committee, through the Committee Chair and staff resource, shall report to Council annually as to the Committee's projects and accomplishments.

The Committee shall review the Terms of Reference of the Committee prior to the end of the Council Term and make any recommendations for amendments prior to the appointment of the new Committee.

## **Remuneration**

The public members of the Committee shall receive an annual stipend based on \$25.00 per meeting to a maximum of \$250.00 annually. Committees meeting monthly shall not meet during the months of July and August in order to reflect a Committee summer recess, unless deemed necessary by the Committee and/or Chair. Committee remuneration is based on a maximum of ten (10) meetings per year.

Terms of Reference Approved: October 26, 2022