

## **AUDIT COMMITTEE: TERMS OF REFERENCE**

### **Role:**

The role of the Audit Committee is to assist the Board of Trustees in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control over financial reporting, and the audit process (including Public Sector Accounting Standards (PSAS) compliance).

### **Authority:**

The audit committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to:

1. With the consent of the Board of Trustees, retain outside counsel, accountants or others to advise the committee or assist in the conduct of an investigation;
2. Seek any information it requires from employees – all of whom are directed to cooperate with the committee's requests – or external parties; and
3. Meet with Division officers, external auditors or outside counsel, as necessary.

### **Composition:**

The audit committee will consist of the following members:

1. Vice Chair of the Board;
2. Two Trustees of the Board;
3. Two public members who are not employees:

The Vice Chair of the Board shall be the Chair of the Audit Committee.

The two public members must not be Trustees of the Board, must be independent to the Division, must be financially literate and have no relationship to the audit firm. This appointment would be for a two-year term and may be reappointed once by the Board of Trustees (total four years) without advertisement.

### **Meetings:**

The audit committee will meet at least two times per year, with authority to convene additional meetings, as circumstances require. All audit committee members are expected to attend each meeting. The audit committee will invite members of management, auditors or others to attend meetings and provide pertinent information, as necessary. It shall hold private meetings with auditors and management.

Minutes of meetings will be prepared. Audit committee reports shall be provided at a meeting of the Board of Trustees.

The Superintendent, Secretary Treasurer, and other members of senior administration may attend Audit Committee meetings at the committee's discretion.

### **Compensation:**

The audit committee members shall be compensated as follows:

Elected School Trustees	See Policy 18, Appendix A
Public member	Amount equal to Trustee per diem in Policy 18, Appendix A

### **Responsibility:**

The function of the audit committee is to help the auditors to remain independent of management. The audit committee will carry out the following responsibilities:

#### Financial Statements and Annual Audit:

- a) Recommend external auditors to the Board;
- b) Review the auditor's proposed audit scope and approach;
- c) Review the annual financial statements, and consider whether they are complete, consistent with information known to committee members, and reflect appropriate accounting principles;
- d) Review with management and the auditors all matters required to be communicated to the Board of Trustees;
- e) Review with management and the auditors the results of the audit, including any difficulties encountered, including internal and external school audits;
- f) Review the performance of the auditors, and provide a recommendation to the Board of Trustees the final approval on the appointment or discharge of the auditors;
- g) Review and confirm the independence of the auditors by obtaining statements from the auditors on relationships between the auditors and the School Division, including non-audit services, and discussing the relationship with the auditors; and,
- h) Meet separately from management, with the auditors to discuss any matters that the audit committee or auditors believe should be discussed privately.

### **Internal Control:**

1. Consider the effectiveness of the Division's internal controls over annual reporting, including information technology security and control; and,
2. Understand the scope of auditor's review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.

**Reference:** Section 142, *Education Act*