

AUDIT COMMITTEE REGULAR MEETING Open (Public) Session

AGENDA
November 16, 2021

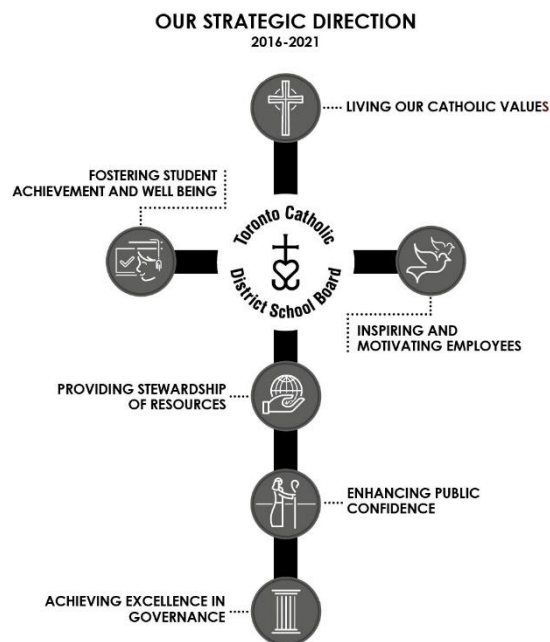
Angela Kennedy, Chair

Michael Del Grande

Markus de Domenico

Jonathan Law

Maria Morden



MISSION

The Toronto Catholic District School Board is an inclusive learning community uniting home, parish and school and rooted in the love of Christ.

We educate students to grow in grace and knowledge to lead lives of faith, hope and charity.

VISION

At Toronto Catholic we transform the world through witness, faith, innovation and action.

Recording Secretary: Sophia Harris, 416-222-8282 Ext. 2293

Assistant Recording Secretary: Skeeter Hinds-Barnett, 416-222-8282 Ext. 2298

Assistant Recording Secretary: Sarah Pellegrini, 416-222-8282 Ext. 2207

Dr. Brendan Browne
Director of Education

Joseph Martino
Chair of the Board

Summary of Terms of Reference for Audit Committee

The Audit Committee shall have responsibility for considering matters pertaining to:

(1) Related to the Board's financial reporting process:

1. To review with the Director of Education, a senior business official and the External Auditor the Board's financial statements, the results of an annual external audit
2. To review the Board's annual financial statements and consider whether they are complete, are consistent with any information known to the Audit Committee members and reflect accounting principles applicable to the Board.
3. To ask the External Auditor about any other relevant issues.

(2) Related to the Board's internal controls:

1. To review the overall effectiveness of the Board's internal controls.
2. To review the scope of the Internal and External auditor's reviews of the Board's internal controls, any significant findings and recommendations by the Internal and External Auditors and the responses of the Board's staff to those findings and recommendations.
3. To discuss with the Board's officials the Board's significant financial risks and the measures the officials have taken to monitor and manage these risks.

(3) Related to the Board's Internal Auditor:

1. To review the Internal Auditor's mandate, activities, staffing and organizational structure with the Director of Education, a senior business official and the Internal Auditor.
2. To make recommendations to the Board on the content of annual or multi-year internal audit plans and on all proposed major changes to plans.
3. To ensure there are no unjustified restrictions or limitations on the scope of the annual internal audit.
4. To review at least once in each fiscal year the performance of the Internal Auditor and provide the Board with comments regarding his or her performance.
5. To review the effectiveness of the Internal Auditor, including the Internal Auditor's compliance with the document International Standards for the Professional Practice of internal Auditing, as amended from time to time, published by The Institute of Internal Auditors and available on its website.
6. To meet on a regular basis with the Internal Auditor to discuss any matters that the Audit Committee or Internal Auditor believes should be discussed.

(4) Related to the Board's External Auditor:

1. To review at least once in each fiscal year the performance of the External Auditor and make recommendations to the Board on the appointment, replacement or dismissal of the External Auditor and on the fee and fee adjustment for the External Auditor.

2. To review the External Auditor's audit plan and confirm the independence of the External Auditor.
3. To meet on a regular basis with the External Auditor to discuss any matters that the Audit Committee or the External Auditor believes should be discussed.

(5) Related to the Board's compliance matters:

1. To review the effectiveness of the Board's system for monitoring compliance with legislative requirements and with the Board's policies and procedures, and where there have been instances of non-compliance, to review any investigation or action taken by the Board's Director of Education, supervisory officers or other persons employed in management positions to address the non-compliance.
2. To obtain regular updates from the Director of Education, supervisory officers and Legal Counsel regarding compliance matters and that all statutory requirements have been met.

(6) Related to the Board's risk management:

1. To ask the Board's Director of Education, a senior business official, the Internal Auditor and the External Auditor about significant risks, to review the Board's policies for risk assessment and risk management and to assess the steps the Director of Education and a senior business official have taken to manage such risks, including the adequacy of insurance for those risks.
2. To initiate and oversee investigations into auditing matters, internal financial controls and allegations of inappropriate or illegal financial dealing.

(7) Related to reporting to the Board:

1. To report to the Board annually, and at any other time that the Board may require, on the committee's performance of its duties.

(8) Related to website maintenance:

1. To make all reasonable efforts to ensure that a copy of Ontario Regulation 361/10 is posted on the Board's website.

Land Acknowledgement

Out of our deep respect for Indigenous peoples in Canada, we acknowledge that all Toronto Catholic District School Board properties are situated upon traditional territories of the Anishinabek (a-ni-shna-bek), the Haudenosaunee (hoh-Dee-noh-Shoh-nee) Confederacy, and the Wendat peoples. We also acknowledge the land covered by Treaty 13 is held by the Mississaugas of the Credit First Nation and Toronto is subject to The Dish with One Spoon covenant. We also recognize the contributions and enduring presence of all First Nations, Métis, and Inuit people in Ontario and the rest of Canada.

La Reconnaissance du Territoire

Nous témoignons du plus grand respect pour les Peuples autochtones au Canada et nous avons à cœur de souligner que tous les immeubles du Toronto Catholic District School Board sont situés sur les terres traditionnelles de la Nation Anishinabek, de la Confédération de Haudenosaunees et des Wendats. Il est également important de noter que le territoire visé par le Traité 13 est celui des Mississaugas de la Première Nation Credit et que celui de Toronto est protégé par l'accord d'« un plat à une cuillère ». Nous tenons également à rappeler la présence pérenne et l'importance des contributions des Premières Nations, des Metis et des Inuits en Ontario, et dans tout le Canada.

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AGENDA THE REGULAR MEETING OF THE AUDIT COMMITTEE

PUBLIC SESSION

Tuesday, November 16, 2021

6:30 P.M.

Pages

1. Call to Order
2. Opening Prayer
3. Land Acknowledgement
4. Singing of O Canada
5. Roll Call & Apologies
6. Approval of the Agenda
7. Declarations of Interest
8. Approval & Signing of the Minutes of the Meeting held September 29, 2021 for Public Session 1 - 6
9. Delegations
10. Presentation
- 10.a. Paula Hatt, Regional Internal Audit Team (RIAT) Manager (Refer to Item 15a)

11. **Notices of Motion**
12. **Consent and Review**
13. **Unfinished Business**
14. **Matters referred/deferred**
15. **Staff Reports**
 - 15.a. Regional Internal Audit Team Update 7 - 8
 - 15.b. Audit Committee Annual Report to the Board of Trustees (Refer to November 16, 2021 Addendum)
 - 15.c. Audit Committee Annual 2021 Agenda/Checklist 9
16. **Listing of Communication**
17. **Inquiries and Miscellaneous**
 - 17.a. Audit Committee Meeting Dates:
 - i. (Proposed) January 26, 2022 (Wednesday)
 - ii. (Proposed) May 4, 2022 (Wednesday)
 - iii. (Proposed) September 28, 2022 (Wednesday)
 - iv. (Proposed) November 15, 2022 (Tuesday)
18. **Updating of Pending List**
 - 18.a. Audit Committee Annual and Pending List of Reports 10
19. **Closing Prayer**
20. **Adjournment**

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MINUTES OF THE REGULAR MEETING OF THE AUDIT COMMITTEE OPEN (PUBLIC) SESSION

HELD WEDNESDAY SEPTEMBER 29, 2021

Trustees: A. Kennedy, Chair – In Person
M. de Domenico - Virtual

External Members: J. Law - Virtual
M. Morden - Virtual

Staff: B. Browne
D. Bilenduke
D. Boyce
C. Caldwell
S. Camacho
D. De Souza
C. Giambattista
R. Putnam
T. Sanza
G. Sequeira

S. Pellegrini, Acting Recording Secretary

External Auditors: T. Ferguson, Deloitte LLP
P. Hatt, Toronto and Area Regional Internal Audit Team

4. Roll Call & Apologies

An apology was extended on behalf of Trustee Del Grande.

5. Approval of the Agenda

MOVED by Trustee de Domenico, seconded by Maria Morden, that the Agenda, be approved.

On the Vote taken, the Motion was declared

CARRIED

6. Declarations of Interest

There were none.

7. Approval & Signing of the Minutes of the Previous Meeting

MOVED by Trustee de Domenico, seconded by Maria Morden, that the Minutes of the Public (Open Session) Meeting held May 26, 2021 be approved.

On the Vote taken, the Motion was declared

CARRIED

9. Presentation

MOVED by Trustee de Domenico, seconded by Jonathan Law, that Items 9a) and 14a) be adopted as follows:

9a) Trevor Ferguson, Partner, Deloitte LLP received; and

14. Staff Reports

14a) 2021 Year End Audit Service Plan received.

On the Vote taken, the Motion was declared

CARRIED

9. Presentation

MOVED by Trustee de Domenico, seconded by Maria Morden, that Items 9b) and 14b) be adopted as follows:

9b) Paula Hatt, Regional Internal Audit Team (RIAT) Manager received;
and

14. Staff Reports

14b) Regional Internal Audit Status Update received.

On the Vote taken, the Motion was declared

CARRIED

Trustee de Domenico disconnected from the meeting at 7:07 pm.

MOVED by Maria Morden, seconded by Jonathan Law, that Item 14c) be adopted as follows:

14c) Risk Management, Legislative Compliance and Financial Policies Review received.

On the Vote taken, the Motion was declared

CARRIED

MOVED by Maria Morden, seconded by Jonathan Law, that Item 14d) be adopted as follows:

14d) September Enrolment and Staffing Update received.

On the Vote taken, the Motion was declared

CARRIED

MOVED by Jonathan Law, seconded by Maria Morden, that Item 14e) be adopted as follows:

14e) 2021 Annual Agenda Checklist received.

Trustee de Domenico re-connected to the meeting at 7:31pm.

On the Vote taken, the Motion was declared

CARRIED

16. Inquiries and Miscellaneous

MOVED by Maria Morden, seconded by Jonathan Law, that Item 16a) be adopted as follows:

16a) Audit Committee Meeting Dates received.

On the Vote taken, the Motion was declared

CARRIED

17. Updating of Pending List

MOVED by Trustee de Domenico, seconded by Maria Morden, that Item 17a) be adopted as follows:

17a) Audit Committee Annual and Pending List of Reports received.

On the Vote taken, the Motion was declared

CARRIED

MOVED by Maria Morden, seconded by Jonathan Law, that the meeting resolve into PRIVATE SESSION.

On the Vote taken, the Motion was declared

CARRIED

SECRETARY

CHAIR



INTERNAL AUDIT TEAM

Toronto and Area Region

Status Update for the Audit Committee: November 2021

Toronto Catholic District School Board

Prepared by:

Paula Hatt, CPA, CA, CIA, Senior Manager, Regional Internal Audit

Audit Plan Update – Engagements Currently Underway

The table below outlines the status of the RIAT engagements currently ongoing at Toronto Catholic District School Board. The RIAT continues to focus on completing these engagements.

Plan Year	Engagement	Status
2019-20	Strategic Workforce Planning - Phase 1: Critical Position Analysis (Capital Development & Asset Renewal, Planning & Development, and Business Services functional areas)	<p>A draft report was presented to management, covering Capital Development & Asset Renewal and Business Services. The RIAT is currently working with management to validate the initial results to ensure consistency across the functional areas. To accommodate this process, it is now estimated that the results will be shared at the January 2022 Audit Committee meeting.</p> <p>As previously mentioned, Planning and Development has been excluded from the engagement at this time.</p>
2020-21	Accounts Payable and Expense Audit	The RIAT has drafted a preliminary report for management. The next step will include review and discussion of the report with management to confirm findings. The audit report is now expected to be provided at the January 2022 Audit Committee meeting.

Other Ongoing RIAT Work

Follow-Up on Previous Audit Findings and Recommendations - The RIAT is currently working with management to review the register of previous audit findings and recommendations to determine the nature and extent of follow-up work to be undertaken. Follow-up procedures will then take place, where warranted. An update on the progress of this activity will be provided at the January 2022 Audit Committee meeting.

Risk Management, Legislative Compliance and Financial Policies Review – RIAT is currently supporting management in the policy review. This support includes providing independent review and feedback, drawing on knowledge of leading practices identified throughout the region to identify any gaps in TCDSB policy or successful frameworks/tools in use at other Boards.

Development of Two-Year RIAT Plan - As noted in the September update, the RIAT is working with management to develop a refreshed two-year audit plan (2021-22 and 2022-23). The results of the policy review will be used as a key input in the planning process. The plan will be presented to the Audit Committee for approval in January 2022.

Current year engagements will begin once the updated RIAT plan is approved.

Audit Committee - 2021 Annual Agenda Checklist

	Jan	Apr	May	Sep	Nov
Risk Management					
Recruitment/Retention/Succession					
Reputational	D			D	
Organizational Design/Structure					
Strategic	D		D	D	D
Financial				D	D
Financial Reporting Process					
Ministry Financial Reports	D	D			D
Consolidated Financial Statements					D
Internal Audit					
Status Update	D	D	D	D	D
Findings/Recommendations					
Audit Plan/Schedule				D	
Internal Controls					
Ministry Operational Review					
Internal/External Auditor Testing	D	D	D		D
Compliance Matters					
Legal	D	D	D	D	D
Ministry				D	D
Legislative				D	D
Contractual				D	
Policy				D	D
External Audit					
Review/Evaluation	D	D			
Scope/Methodology				D	
Findings/Recommendations					D

D - Discussed

R - Review

P - Pending

(Note: the Audit Committee is required to meet a minimum of 3 times annually)

17.a Audit Committee Annual & Pending List of Reports

	Subject	Date Due	Delegated to
a.	Regional Internal Audit Status Update (Every Meeting)	Every Meeting	P. Hatt
b.	Legal Claims Update (Quarterly)	Quarterly	P. Matthews M. Eldridge B. Dourley
c.	Whistleblower Program Update (Quarterly)	Quarterly	P. Matthews
d.	Schedule of Internal Audits (Annual)	January	R. Putnam
e.	Audit Committee Self-Assessment (Annual)	May	R. Putnam
f.	Community Members Assessment (Annual)	May	R. Putnam
g.	External Auditors Assessment (Annual)	May	R. Putnam
h.	Internal Auditor Assessment (Annual)	May	R. Putnam
i.	External Auditors Year End Audit Plan (Annual)	September	R. Putnam
j.	Audit Committee Annual Report (Annual)	November	R. Putnam
k.	Draft Audited Financial Statements (Annual)	November	R. Putnam
l.	External Auditors Audit Report (Annual)	November	R. Putnam