

AUDIT COMMITTEE REGULAR MEETING Open (Public) Session

AGENDA MAY 1, 2024

Angela Kennedy, Chair
Trustee Ward 11

Jonathan Law, Vice Chair

Nancy Crawford
Trustee Ward 12

Maria Morden

Kevin Morrison
Trustee Ward 9



MULTI-YEAR STRATEGIC PLAN
2022 - 2025

IN GOD'S IMAGE: Growing in Knowledge, with Justice and Hope



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: Sapphire Adaikpoh, 416-222-8282 Ext. 2295

Dr. Brendan Browne
Director of Education

Nancy Crawford
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

The land we walk on belongs to the Creator. Earth does not belong to humanity but rather, humanity is part of the Earth. The land was created to be enjoyed by all living beings, a principle reflected in The Dish with One Spoon covenant. Taking only what we need to preserve our earth for future generations, leaving some for others as a sign of our respect and caring, and keeping it clean by revitalizing the land to sustain generations to come.

All Toronto Catholic District School Board properties are situated on the traditional territories of the Anishinabek, the Haudenosaunee Confederacy, and the Wendat peoples. We recognize that the land covered by Treaty 13 is held by the Mississaugas of the Credit First Nation. We also listen to the echoes of their prayers to the Creator, and respect the beauty of Mother Earth while striving to learn and draw wisdom from First Nations, Inuit and Métis traditions.

La reconnaissance des territoires

Les terres sur lesquelles nous marchons appartiennent au Créateur. La Terre n'appartient pas à l'humanité mais c'est plutôt l'humanité qui fait partie de la Terre. Les terres ont été créées pour que chaque être vivant puisse en profiter. Ce principe se reflète dans l'accord du « bol à une seule cuillère » qui vise à prendre seulement ce dont nous avons besoin afin de préserver notre terre pour les générations futures, en laisser suffisamment aux autres en guise de respect et de bienveillance, tout en la maintenant propre par sa revitalisation, en vue des générations à venir.

L'ensemble des propriétés du Toronto Catholic District School Board se situent sur les terres traditionnelles des peuples Anishinabés, de la Confédération de Haudenosaunis, et des peuples Wendats. Nous reconnaissons que le territoire ciblé dans le Traité 13 appartient à la Première Nation des Mississaugas de Credit. Nous écoutons également les échos de leurs prières envers le Créateur et le respect de la beauté de notre Terre nourricière, tout en nous efforçant d'apprendre et de nous référer à la sagesse issue des traditions des Premières Nations, Inuit et Métis.

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AGENDA THE REGULAR MEETING OF THE AUDIT COMMITTEE

PUBLIC SESSION

Angela Kennedy, Chair
Jonathan Law, Vice Chair

Wednesday, May 1, 2024
6:30 P.M.

	Pages
1. Call to Order	
2. Opening Prayer	
3. Land Acknowledgement	
4. Singing of O Canada	
5. Roll Call and Apologies	
6. Approval of the Agenda	
7. Declarations of Interest	
8. Approval and Signing of the Minutes of the Previous Meeting held February 21, 2024	1 - 7
9. Delegations	
10. Presentations	
10.a Paula Hatt, Senior Manager, Regional Internal Audit Team (Refer to	

Item 14a)

11. **Notices of Motion**
12. **Unfinished Business**
13. **Matters referred/deferred**
14. **Staff Reports**
 - 14.a Internal Audit Team Regional Internal Audit Update: May 2024 (Information) (Refer to Item 10a) 8 - 9
15. **Listing of Communications**
16. **Inquiries and Miscellaneous**
 - 16.a Audit Committee Meeting Dates
 - a) September 4, 2024
 - b) November 20, 2024
17. **Updating of Pending List**
 - 17.a Annual Committee - Annual List of Reports (2024) 10
 - 17.b Audit Committee - 2024 Annual Agenda Checklist 11
18. **Closing Prayer**
19. **Adjournment**

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

HELD WEDNESDAY, FEBRUARY 21, 2024

Trustees: A. Kennedy, Chair
N. Crawford
K. Morrison

Non-Voting Trustees: M. Del Grande – Virtual
M. Rizzo - Virtual

External Members: J. Law, Vice Chair – Virtual
M. Morden - Virtual

Staff: R. Putnam
D. Bilenduke
J. Charles
M. Damad
W. Dec
C. Giambattista
L. LePera
K. Morra
J. Navaratnam
T. Sanza
G. Sequeira

S. Hinds-Barnett, Acting Recording Secretary
A. Finniss, Assistant Recording Secretary

External Auditor: P. Hatt, Toronto and Area Regional Internal Audit Team

6. Approval of the Agenda

MOVED by Trustee Morrison, seconded by Trustee Crawford, that the Agenda be approved.

On the Vote taken, the Motion was declared

CARRIED

7. Declarations of Interest

There were none.

8. Approval and Signing of the Minutes of the Previous Meeting

MOVED by Trustee Morrison, seconded by Jonathan Law, that the Minutes of the PUBLIC (Open Session) Meeting held November 15, 2023 be approved.

On the Vote taken, the Motion was declared

CARRIED

10. Presentation

MOVED by Trustee Morrison, seconded by Trustee Crawford, that Item 10a) be adopted as follows:

- 10a) Paula Hatt, representing the Toronto & Area Regional Internal Audit Team (RIAT) (Refer to Item 14a) received; and**

14. Staff Reports

MOVED by Trustee Crawford, seconded by Trustee Morrison, that Item 14a) be adopted as follows:

- 14a) **Regional Internal Audit Update: February 2024 (Information) (Refer to Item 10a)** that the Toronto Catholic District School Board Audit Committee approve the addition of the Capital Renewal Process Review to the Regional Internal Audit Plan for completion in 2023-24.

On the Vote taken, the Motion was declared

CARRIED

Trustee Rizzo joined the virtual room at 6:55 p.m.

10. Presentation

MOVED by Trustee Morrison, seconded by Trustee Crawford, that Item 10b) be adopted as follows:

- 10b) **Procurement Approval Limit - Jacqueline Charles, Head of Procurement Services (Refer to Item 14b)** received; and

Time for business expired and was extended by 15 minutes, as per Article 12.6, by unanimous vote to complete the debate on the Item.

14. Staff Reports

MOVED by Trustee Morrison, seconded by Trustee Crawford, that Item 10b) be adopted as follows:

- 14b) **Procurement Approval Limit (Refer to Item 10b)** that the Audit Committee recommend to Board that the procurement threshold for Board approval be increased to \$100,000.00 effective immediately if approved; and

That procurement transactions between \$50,000.00 and \$100,000.00 be reported to Board as information on a quarterly basis.

MOVED in AMENDMENT by Trustee Morrison, seconded Trustee Crawford that *quarterly* be replaced with *monthly*.

On the Vote taken, the AMENDMENT was declared

CARRIED

On the Vote taken, the Motion was declared

CARRIED

10. Presentation

MOVED by Trustee Morrison, seconded by Trustee Crawford, that Item 10c) be adopted as follows:

- 10c) **School Funds Review Observations and Opportunities – Weronika Dec, Senior Manager, School Finance Support (Refer to Item 14c)** received; and

14. Staff Reports

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

- 14c) School Funds Review Observations and Opportunities (Refer to Item 10c)** that the Audit Committee recommend the implementation of the opportunities as outlined in the School Funds Review presentation; and

That an information report be provided to Trustees at the February 29, 2024 Student Achievement and Well-Being Committee Meeting.

On the Vote taken, the Motion was declared

CARRIED

16. Inquiries and Miscellaneous

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

- 16a) Audit Committee Meeting Dates: May 1, 2024, September 4, 2024, November 20, 2024** received.

On the Vote taken, the Motion was declared

CARRIED

17. Updating of Pending List

MOVED by Trustee Crawford, seconded by Trustee Morrison, that Item 17a) be adopted as follows:

- 17a) Audit Committee Annual and Pending List of Reports (2024)** received.

On the Vote taken, the Motion was declared

CARRIED

MOVED by Maria Morden, seconded by Trustee Morrison, that Item 17b) be adopted as follows:

17b) Audit Committee - 2024 Annual Agenda Checklist received.

On the Vote taken, the Motion was declared

CARRIED

Resolve into PRIVATE Session

MOVED by Trustee Morrison, 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

Regional Internal Audit Update: May 2024

Toronto Catholic District School Board

Prepared by:

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

The purpose of this report is to provide the Audit Committee with an update on engagements from Toronto Catholic District School Board's (TCDSB) Regional Internal Audit Plan, as well as other RIAT work.

Audit Plan Update

The RIAT plan consists of two advisory engagements that were expected to be undertaken throughout 2021-22 and 2022-23 (Legislative Compliance and Strategic Risk Management), as well as an advisory engagement included on the plan for 2023-24 (Capital Renewal Process Review). The status of these engagements is outlined below. Further, follow-up on previous RIAT findings, recommendations, and management action plans is ongoing.

Legislative Compliance – This engagement is now complete. The results of the engagement and next steps for the tool have been shared with the Audit Committee.

Strategic Risk Management – The objective of this outsourced engagement is to develop and implement a formal framework for risk management at the Board, which will help management to focus on and manage key issues. This engagement will include the completion of a risk assessment that will result in the development of a strategic risk register specific to TCDSB, as well as documentation of management's response to these risks (i.e., internal controls).

RIAT will work with management to determine the timing for this engagement.

Capital Renewal Process Review – The Board has requested RIAT's assistance in reviewing key processes for capital renewal projects. The objective is to assist the board in streamlining these processes by identifying potential redundancies and providing recommendations to address these, in order to reduce the amount of staff time spent, mainly in the Finance, Procurement and Capital and Renewals departments.

Fieldwork is now underway for this engagement.

Follow-Up on Previous Audit Findings and Recommendations – RIAT will work with management to update the RIAT findings and recommendations tracker to determine where management has made progress in addressing findings and recommendations from previously issued reports. RIAT will use the information obtained to identify any engagements ready for follow-up procedures. Reports on completed follow-up engagements will be shared as they become available.

Other RIAT Work

Risk Assessment & Audit Planning – RIAT will work with management to develop the next two-year plan, covering 2024-25 and 2025-26. Given management's competing priorities, this is expected to be completed in early 2024-25. This will align TCDSB's risk assessment cycle with the other boards in the Toronto & Area Region.

Audit Committee - Annual List of Reports (2024)

	Subject	Date	Delegate
a.	Regional Internal Audit Status Update (Every Meeting)	Every Meeting	RIAT
b.	Legal Claims Update (Quarterly)	Quarterly	EGC
c.	Whistleblower Update (Quarterly)	Quarterly	EGC
d.	Multi-Year Internal Audit Plan (Bi-Annual)	September	RIAT
e.	External Auditor Year End Audit Plan (Annual)	September	CFO
f.	Audit Committee Annual Report (Annual)	November	CFO
g.	Draft Audited Financial Statements (Annual)	November	CFO
h.	External Auditor Audit Report (Annual)	November	CFO

Audit Committee - 2024 Annual Agenda Checklist

	Feb	May	Sep	Nov
Risk Management				
Financial	X	X		
Organizational	X	X		
Strategic	X	X		
Financial Reporting				
Ministry Reports				
Financial Statements				
Internal Audit				
Status Update	X	X		
Findings/Recommendations				
Audit Plan/Schedule	X	X		
Review/Evaluation				
Compliance				
Legal	X	X		
Ministry	X	X		
Legislative	X	X		
Contractual				
Policy	X	X		
External Audit				
Review/Evaluation/Reappointment		X		
Scope/Methodology				
Findings/Recommendations				

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