

Appendix A: 2021-22 Fiscal Year Audit Committee Meeting & O.Reg 361/10 Tracker

Category	Audit Committee Agenda Items	Meeting Date				Comments
		Sept 28/21	Dec 6/21	Mar 21 TBD	June 21 TBD	
	Ministry Amendments					
Ministry	Audit Committee Regulation 361/10 Amendments	✓				No changes to regulation
	External Reports					
Deloitte	Year End Audited Financial Statements - FY2020/21					To be presented December 2021
Deloitte	7 Month Accountants Report					To be presented June 2022
OAGO	Auditor General of Ontario IT Value for Money Audit - Education Sector					To be presented March 2022
	Regional Internal Audit Team					
RIAT	Regional Internal Audit Team Status and Audit Plan Updates	✓				
RIAT	Regional Internal Audit Team AP and Expenses					Reporting phase
RIAT	Regional Internal Audit Team Facility Renewal Management					Fieldwork phase
RIAT	Regional Internal Audit Team Strategic Workforce Review I					To be initiated 2021-22
RIAT	Regional Internal Audit Team Strategic Workforce Review II					To be initiated 2021-22
	TDSB Internal Audit Department					
TDSB IA	Internal Audit Department and Audit Plan Updates	✓				
TDSB IA	School Cash Online Audit	✓				To be presented September 2021
TDSB IA	Virtual Enrolment Audit 2020-21	✓				To be presented September 2021
TDSB IA	Student Issued Device Management Audit					To be presented December 2021
TDSB IA	School Operational Audits					To be presented March and September 2022
TDSB IA	Engagement & Investigations Update	✓				Presented in Private
	Review of Policies and Procedures					

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Ethics & Compliance	Overview of Whistleblower Program and related statistics	✓				
Ethics & Compliance	Overview of Compliance program and related statistics					To be presented December 2021
	Other					
Admin	Election of Committee Chair	✓				Motion to extend PY Chair with election of new Chair after Organizational Board
Annual Report	2020-2021 Audit Committee Annual Report to the Ministry	✓				
Annual Report	Insurance Update					To be presented March 2022
ERM	Enterprise Risk Management Update	✓				
IT&IM	Student Information System Data Migration Update	✓				
Training & Education	Audit Committee New Member Orientation					
Training & Education	Audit Committee Professional Development & Continuing Education					PSAS Update session to be provided June 2022

The purpose of this schedule is to provide Audit Committee members with an overview of O.Reg 361/10 requirements and to assist them with planning their annual activities and meeting agendas.

O Reg. 361/10 Ref	Action / Responsibility	Meeting Date				Comments
		Sept 21/20	Dec 7/20	Mar 22/21	June 21/21	
s.3	Composition of an Audit Committee/Eligibility of Members					
s.3 (1)	Shall consist of four board members and three persons who are not board members.	✓				External Member term expiring January 2022, recruitment for new External Member will be initiated.

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s.5 (1)	Each board shall have a selection committee for purpose of identifying non-board members as potential candidates for appointment to the audit committee.					Selection Committee in place to for non-board members
s.6	Chair of the audit committee					
s.6(1)	(1) At the first meeting of the Audit Committee in each fiscal year, the members of the committee shall elect the chair for the fiscal year from among members appointed to the committee.	✓				Motion to extend PY Chair with election of new Chair after Organizational Board
s.7	Term of appointment					
s.7(1)	(1) Are board members appointed in accordance with the bylaws.	✓				
s.7(2)	(2) Are non board members appointed for a period not exceeding three years.	✓				
s.9	Duties of an Audit Committee					
s.9 (1)	Financial Reporting:					
	(1) Review with the director of education, a senior business official and the external auditor the board's financial statements regarding:					To be presented December 2021
	i. Relevant accounting and reporting practices and issues.					
	ii. Complex or unusual financial and commercial transactions of the board.					
	iii. Material judgments and accounting estimates of the board.					
	iv. Departures from the accounting principles published from time to time by the Canadian Institute of Chartered Accountants that are applicable to the board.					
	(2) Before the annual external audit results are submitted to the board, has the audit committee reviewed with the director of education, a senior business official and the external auditor:					To be presented December 2021
	i. the results of the annual external audit,					
	ii. difficulties encountered in the course of the external auditor's work, including any restrictions or limitations on the scope of the external auditor's work or on the external auditor's access to required information,					No difficulties noted to date
	iii. significant changes the external auditor made to the audit plan in response to issues that were identified during the audit, and					
	iv. significant disagreements between the external auditor and the director of education or a senior business official and how those disagreements were resolved.					No disagreements noted to date

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	3. To review the board's annual financial statements and consider whether they are complete, consistent with any information known to the audit committee members and reflect accounting principles applicable to the board.					
	4. Has the audit committee considered it appropriate to recommend, that the board approves the annual audited financial statements.					
	5. Review with the director of education, a senior business official and the external auditor all matters that the external auditor is required to communicate to the audit committee under generally accepted auditing standards.					
	6. Review with the external auditor material written communications between the external auditor and the director of education or a senior business official.					
	7. To ask the external auditor about whether the financial statements of the board's reporting entities, if any, have been consolidated with the board's financial statements.					
	8. To ask the external auditor about any other relevant issues. O. Reg. 361/10, s. 9 (1).					Private session held with external auditors
s. 9 (2)	Internal Controls:					
	(1) Review the overall effectiveness of the board's internal controls.	✓				9/21: Annual reports received from Whistleblower Department; 12/21: Compliance; 3/22: Insurance
	(2) 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) 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.	✓				
s. 9 (3)	Duties to internal auditor:					
	1. Review the internal auditor's mandate, activities, staffing and organizational structure with the director of education, a senior business official and the internal auditor.	✓				No change from prior year
	2. Make recommendations to the board on the content of annual or multi-year internal audit plans and on all proposed major changes to plans.	✓				TDSB IA 21/22 audit plan - presented Sept 2021. RIAT 2019/20-2021/22 draft audit plan presented May 2019, finalized Dec 2019
	3. Ensure there are no unjustified restrictions or limitations on the scope of the annual internal audit.					No unjustified restrictions or limitations to scope encountered in the year

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	4. 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.					To be issued fall 2021
	5. Review the effectiveness of the internal auditor, including the internal auditor's compliance with the document <i>International Standards for the Professional Practice of Internal Auditing</i> , as amended from time to time, published by The Institute of Internal Auditors and available on its website.					To be issued fall 2021
	6. Meet on a regular basis with the internal auditor to discuss any matters that the audit committee or internal auditor believes should be discussed.	✓				Teleconference with Chair of Committee / designate prior to every meeting
	7. Review with the director of education, a senior business official and the internal auditor,					
	i. significant findings and recommendations by the internal auditor during the fiscal year and the responses of the board's staff to those findings and recommendations,	✓				Recommendations and Mgmt responses for reports presented are summarized at each meeting.
	ii. any difficulties encountered in the course of the internal auditor's work, including any restrictions or limitations on the scope of the internal auditor's work or on the internal auditor's access to required information, and					No restrictions or limitations to scope encountered in the year
	iii. any significant changes the internal auditor made to the audit plan in response to issues that were identified during the audit.					FY2021-22 TDSB Internal Audit Plan reflects environmental changes
s. 9 (4)	<b>Duties to external auditor:</b>					
	1 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.					External Auditor Service Plan to be presented in June 2022
	2. Review the external auditor's audit plan, including,					
	i. the external auditor's engagement letter,					
	ii. how work will be co-ordinated with the internal auditor to ensure complete coverage, the reduction of redundant efforts and the effective use of auditing resources, and	✓				Work performed is coordinated with TDSB IA every Fall.
	iii. the use of independent public accountants other than the external auditor of the board.					Not used to date
	2.1 To make recommendations to the board on the content of the external auditor's audit plan and on all proposed major changes to the plan.					External Auditor Service Plan to be presented in June 2022
	3. Review and confirm the independence of the external auditor.					To be confirmed in December 2021
	4. 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.	✓				External Auditors attend meetings & have ability to meet in Private

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	5. Resolve any disagreements between the director of education, a senior business official and the external auditor about financial reporting.					No disagreements noted to date
	6. Recommend to the board a policy designating services that the external auditor may perform for the board and, if the board adopts the policy, to oversee its implementation.					Policy P089 in place
s. 9 (5)	Board's Compliance Matters:					
	1. 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.					To be presented by Compliance Team December 2021
	2. Review any significant findings of regulatory entities, and any observations of the internal or external auditor related to those findings.					No material findings encountered
	3. Review the board's process for communicating any codes of conduct that apply to board members or staff of the board to those individuals and the board's process for administering those codes of conduct.					Code communicated to all Trustees & external AC members as part of onboarding orientation
	4. Obtain regular updates from the director of education, supervisory officers and legal counsel regarding compliance matters.					Presented by Compliance Team & General Counsel as required
	5. Obtain confirmation by the board's director of education and supervisory officers that all statutory requirements have been met.					To be presented by Compliance Team December 2021
s. 9 (6)	Board's risk management:					
	1. 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.	✓				ERM update presented at every meeting
	2. Perform other activities related to the oversight of the board's risk management issues or financial matters, as requested by the board.					Not exercised to date
	3. Initiate and oversee investigations into auditing matters, internal financial controls and allegations of inappropriate or illegal financial dealing.	✓				See IA Private update
s. 9 (7)	(7) Duty to report to the board annually (and at any other time that the board may require), on the committee's performance of its duties.					AC Annual Board Report submitted October 2021
s. 9 (8)	(8) Make all reasonable efforts to ensure that a copy of this Regulation is posted on the board's website.					Reference to the Regulation is included in the Boards Website

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<b>s. 10</b>	<b>Powers of an audit committee</b>					
	Has the audit committee exercised any of the following powers:					
	(a) with the prior approval of the board, retain counsel, accountants or other professionals to advise or assist the committee;					Not exercised to date
	(b) meet with or require the attendance of board members, the board's staff, internal or external auditor or legal counsel or representatives from a reporting entity of the board at meetings of the committee, and require such persons or entities to provide any information and explanation that may be requested;	✓				
	(c) where the committee determines it is appropriate, meet with the board's external or internal auditor, or with any staff of the board, without the presence of other board staff or board members, other than board members who are members of the committee;	✓				In Camera sessions held with the Internal & External Auditor as well as with Staff to discuss sensitive items
	(d) require the board's internal or external auditor to provide reports to the committee; and	✓				
	(e) have access to all records of the board that were examined by the internal or external auditor.	✓				
<b>s. 11</b>	<b>Meetings</b>					
<b>s. 11 (1)</b>	(1) An audit committee of a board shall meet at least three times in each fiscal year at the call of the chair of the committee, and at such other times as the chair considers advisable.	✓				
<b>s. 11 (2)</b>	( 2)The first meeting of the audit committee in each fiscal year after the 2011 year shall take place no later than September 30.	✓				
<b>s. 11 (3)</b>	(3) Each member of the audit committee has one vote.	✓				
<b>s. 11 (4)</b>	(4) The audit committee shall make decisions by resolution.	✓				
<b>s. 11 (5)</b>	(5) In the event of a tie vote, the chair is entitled to cast a second vote.					No tie votes noted
<b>s. 11 (6)</b>	(6) A majority of the members of the audit committee that includes at least one member who is not a board member constitutes a quorum for meetings of the committee.	✓				
<b>s. 11 (7)</b>	(7) The chair of the audit committee shall ensure that minutes are taken at each meeting and provided to the members of the committee before the next meeting.	✓				

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<b>s. 12</b>	<b>Codes of Conduct</b>					
	Any code of conduct of the board that applies to board members also applies to members of the audit committee who are not board members in relation to their functions, powers and duties as members of the committee.					Code communicated to all Trustees & external AC members as part of onboarding orientation
<b>s.13</b>	<b>Remuneration and compensation</b>					
<b>s.13(1)</b>	(1) A person shall not receive any remuneration for serving as a member of the audit committee.	✓				
<b>s.13(2)</b>	(2) Subsection (1) does not preclude payment of an honorarium under section 191 of the Act that takes into account the attendance of a board member at an audit committee meeting.					Policy P074, Honoraria for Trustees, in place
<b>s.13(3)</b>	(3) A board shall establish policies respecting the reimbursement of members of its audit committee for expenses incurred as members of the committee.					Policy P016, Employee and Trustee Expenses, in place
<b>s.13(4)</b>	(4) A board shall reimburse members of its audit committee for expenses incurred as members of the committee in accordance with the policies referred to in subsection (3).					Policy P016, Employee and Trustee Expenses, in place
<b>s. 14</b>	<b>Declaration of conflicts</b>					
<b>s.14(1)</b>	(1) Has each audit committee member submitted a written declaration to the chair declaring whether he or she has a conflict of interest (as described in subsection 4 (2)), when he or she was appointed for the first time and at the first meeting of the committee in each fiscal year.	✓				In the first meeting of fiscal year and first meeting after Org Board as well as when new members are appointed, any additional conflicts encountered in the year are documented in the meeting minutes
<b>s.14(2)</b>	(2) A member of an audit committee who becomes aware after his or her appointment that he or she has a conflict of interest, as described in subsection 4 (2), shall immediately disclose the conflict in writing to the chair.					No conflicts declared year to date
<b>s.14(3)</b>	(3) If a member or his or her parent, child or spouse could derive any financial benefit relating to an item on the agenda for a meeting, the member shall declare the potential benefit at the start of the meeting and withdraw from the meeting during the discussion of the matter and shall not vote on the matter.					No conflicts declared year to date
<b>s.14(4)</b>	(4) If no quorum exists for the purpose of voting on a matter only because a member is not permitted to be present at the meeting by reason of subsection (3), the remaining members shall be deemed to constitute a quorum for the purposes of the vote.					No conflicts declared year to date
<b>s.14(5)</b>	(5) If a potential benefit is declared under subsection (3), a detailed description of the potential benefit declared shall be recorded in the minutes of the meeting.					No conflicts declared year to date



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s.15	Reporting					
s. 15(1)	(1) The audit committee shall submit to the board on or before a date specified by the board an <b>annual report</b> that includes,					2020/21 Annual Report submitted to the Board in September 2021
	(a) any annual or multi-year audit plan of the board's regional internal auditor;	✓				
	(b) a description of any changes made to a plan referred to in clause (a) since the last report of the committee;					RIAT Transportation Audit cancelled
	(c) a summary of the work performed by the regional internal auditor since the last annual report of the committee, together with a summary of the work the auditor expected to perform during the period, as indicated in the plan referred to in clause (a); and	✓				
	(d) a summary of risks identified and findings made by the regional internal auditor.	✓				
	(e) a summary of enrolment audits planned by internal auditor.	✓				Enrolment Audit presented September 2021 for FY20-21 & will be incorporated into school operational audits in FY21-22
s. 15(2)	(2) A board who receives a report under subsection (1) shall submit a copy of it to the Minister in each fiscal year on or before a date specified by the Minister.	✓				Issued to the Board in October 2021; Issued to EDU in October 2021.
s. 15(3)	(3) An audit committee of a board shall submit a <b>report to the board</b> in each fiscal year on or before a date specified by the board, and at any other time as may be requested by the board, that includes					2020/21 Annual Report submitted to the Board in October 2021
	(a) a summary of the work performed by the committee since the last report;	✓				
	(b) an assessment by the committee of the board's progress in addressing any findings and recommendations that have been made by the internal or external auditor;	✓				
	(c) a summary of the matters addressed by the committee at its meetings;	✓				
	(d) the attendance record of members of the committee; and	✓				
	(e) any other matter that the committee considers relevant.	✓				