

BOARD MEETING
Report No. 22-091

20 December 2022

Appointment of External Member of the Audit Committee

**Key Contact: Randall Gerrior, Associate Director, Business
Operations**

PURPOSE:

1. To seek approval of the appointment of an external member to serve on the Audit Committee for a term of 20 December 2022 to 14 November 2025.

STRATEGIC LINKS:

2. Aligned with the culture of social responsibility identified in the Board's 2019-2023 Strategic Plan, an effectively functioning Audit Committee and approach to risk management is a key component in the Board's efforts to allocate resources in a sustainable manner. Audit Committee works with District management to ensure that matters affecting financial, compliance and risk management activities are conducted efficiently and that an appropriate system of internal control exists.

CONTEXT:

3. The composition of the Audit Committee is governed by *Ontario Regulation 361/10*, s 3(1)2 and Policy P.016.GOV Audit Committee. The Audit Committee of the Ottawa-Carleton District School Board (OCDSB) is required to have three trustees and two external members on the committee.

KEY CONSIDERATIONS:

4. Advertisements inviting applicants for the external positions were placed on the OCDSB website and the websites of the Chartered Professional Accountants of Ontario and the Institute of Corporate Directors. In accordance with Board policy, the applications were reviewed by the Selection Committee composed of the Chair of the Board, the Director of Education and the Associate Director, Business Operations.

To qualify as an external member of the Audit Committee, the candidate:

- Must have accounting, financial management or other relevant business experience that would enable him or her to understand the accounting and auditing standards applicable to the Board;

- Must not be an employee or officer of the Board or of any other board at the time of their appointment;
- Does not have a conflict of interest (which would exist if his or her parent, child or spouse was employed by the Board); and
- Was identified as a potential candidate for appointment to the Audit Committee by the Selection Committee.

On 9 December 2022, the Selection Committee interviewed three candidates, all of whom met the regulatory and policy requirements of the position. The Selection Committee unanimously agreed to recommend Mr. Brian Burns as the successful candidate for the position. Mr. Burns holds a Master of Business Administration and is a Chartered Professional Accountant (CPA, CGA). He also has relevant work and volunteer experience.

RESOURCE IMPLICATIONS:

5. There are no financial implications associated with the recommendation.

COMMUNICATION/CONSULTATION ISSUES:

6. *Ontario Regulation 361/10* sets out the procedure for the selection of non-trustee members. The advertising resulted in a response of many qualified applicants with a diversity of skills and perspectives.

RECOMMENDATION:

THAT Brian Burns be appointed to the Audit Committee as an external member for a three-year term.

Randall Gerrior
Associate Director, Business Operations

Camille Williams-Taylor
Director of Education and
Secretary of the Board