



## AUDIT COMMITTEE Report No. 19-074

25 September 2019

### Audit Committee Annual Report for 2018-2019

**Key Contact:** Michael Carson, Chief Financial Officer, (613) 596-8211 ext. 8881

### PURPOSE:

1. To seek approval of Report 19-074 as the 2018-2019 annual report of activities for submission to the Board in accordance with *Ontario Regulation 361/10, Audit Committees*.

### CONTEXT:

2. *Ontario Regulation 361/10, Audit Committees* requires that a summary of work performed by the Audit Committee be provided to the Board. This report is in compliance with the requirement set out in the regulation and covers the period 01 September 2018 to 31 August 2019.

### KEY CONSIDERATIONS:

3. The Audit Committee is integral to the District's corporate governance framework. Reporting to the Board, the Audit Committee works with District management to ensure that matters affecting financial, compliance and risk management activities are conducted appropriately. The Audit Committee meets this mandate by providing oversight in ensuring that management has implemented an appropriate system of internal control, by liaising with internal and external auditors, by discussing risks that may have a significant effect on the District's operational and financial resources, and by reviewing specific financial reports.
4. **Audit Committee Governance**  
Audit Committee is a statutory committee of the Board. It is established pursuant to *Ontario Regulation 361/10* and is supported by Board policy P.016.GOV. The regulations and policy stipulate various governance requirements including committee composition, maximum term of office for external members, the minimum number of meetings that must be held during the year and the role and responsibilities of the Committee.

Five individuals serve on the Audit Committee. Prior to 01 December 2014, trustee members were appointed for terms commencing 01 December in each year as part of the Board's annual organizational meeting. The Board policy was updated and now allows for one trustee to be appointed for a two-year term while the others continue to serve one-year terms. In addition to trustee members, two external members are appointed for terms of up to three years.

The following table shows the names of committee members and meeting dates. As required by regulation, attendance at each meeting is also noted.

<u>Committee Members for the Period 01 September 2018 to 30 November 2018</u>	
Trustees: Sandra Schwartz, Lynn Scott and Keith Penny	
External Members: Annik Blanchard and Erik Husband	
<u>Meeting Date</u>	<u>Attendance</u>
26 September 2018	Sandra Schwartz and Annik Blanchard, regrets
19 November 2018	All members present
<u>Committee Members for the Period 01 December 2018 to 31 August 2019</u>	
Trustees: Sandra Schwartz, Mark Fisher and Keith Penny	
External Members: Annik Blanchard and Erik Husband	
<u>Meeting Date</u>	<u>Attendance</u>
21 January 2019	Annik Blanchard, regrets
27 March 2019	Erik Husband, regrets
22 May 2019	Annik Blanchard, regrets

Audit Committee met five times during the year. The work performed during the year is summarized below. The work has previously been communicated to the Board through the provision of meeting minutes which are included in Committee of the Whole agenda packages.

#### 5. **Review of Draft Financial Statements**

The *Education Act* requires that school boards prepare audited financial statements annually and make the statements available to the public. A primary responsibility of the Audit Committee is to review the draft consolidated financial statements and recommend them for Board approval.

Audit Committee reviewed the draft 2017-2018 Consolidated Financial Statements at its 19 November 2018 meeting and recommended that the financial statements be approved. The statements were presented to, and subsequently, approved by the Board.

**6. Liaising with the External Auditor**

The external auditor met with the Audit Committee and provided an engagement letter and audit plan to ensure that members of the Audit Committee were aware of the purpose, extent and limitations relating to the audit of the 2017-2018 Consolidated Financial Statements. Audit Committee also discussed the draft 2017-2018 Consolidated Financial Statements both publicly and in-camera with the external auditor and reviewed observations and recommendations identified in the auditor's Audit Findings Report. The in-camera meeting included a session restricted to the external auditor and Audit Committee members.

**7. Liaising with the Internal Auditor**

The regional internal audit team (RIAT) supports the Audit Committee by providing analyses, assessments, recommendations, and advice that contribute to the effectiveness of risk management, internal control, and governance processes. The RIAT is led by the RIAT manager who reports administratively to the senior business official of the host board (Ottawa Catholic School Board) and functionally to the audit committees in the region.

In June 2015, Audit Committee approved the risk-based 2015-2020 Internal Audit Plan which has guided the work of the internal audit team. Audits identified in the plan focus on various policies and processes including those relating to school generated funds, health and safety, staffing and information technology.

The timing and scope of the anticipated work shown in the multi-year plan is, in consultation with Audit Committee, confirmed with the approval of the annual internal audit plan which is developed with consideration of emerging priorities.

The RIAT experienced a change in leadership in 2018-2019. The incumbent manager resigned in September 2018 and the vacancy was filled in January 2019. Although the change did have an effect on the planned work, the following initiatives were either completed or commenced during the reporting year:

- In September 2018, the RIAT presented its final report on the audit of the records and information management (RIM) program. The objectives of the audit were to verify compliance with Board policies, procedures, laws and regulations; assess the internal controls in place; and to examine the effectiveness and efficiency of the RIM process.
- In November 2018, the RIAT presented its final report on the audit of the Extended Day Program (EDP). The audit focused on processes and documentation relating to the 2016-2017 and 2017-2018 school years. The objectives were to obtain an understanding of the key administrative, operational and financial processes relating to the EDP; to ensure the Board is in compliance with legislative requirements relating to the program; to assess the adequacy and effectiveness of associated internal controls; and to identify opportunities for control or process improvements.

- The RIAT manager customarily conducts follow-up reviews to ascertain progress towards implementing changes in response to audit recommendations. In June 2018, the RIAT completed follow-up procedures on the audit of key processes relating to the audit of patch and release management that had been performed in 2015-2016. The findings of the follow-up review were presented to Audit Committee in November 2018. Follow-up reviews on the audits of RIM and EDP, along with continuing education, health and safety and patch and release management commenced in May 2019. Updates will be presented during 2019-2020.

In addition to discussing the audit findings and the need to ensure that future audit plans are aligned with the District's strategic enterprise risk management (SERM) framework, Audit Committee provided the host board with an assessment of the work performed by the audit team in 2017-2018. Providing formal feedback to the internal audit team through a high-level performance evaluation contributes to continued improvement in the team's effectiveness. Additional feedback is provided to the audit team during Audit Committee meetings.

Additional information on the work of the RIAT is provided in Report 19-073, 2018-2019 Annual Report on Internal Audit Activity. Staff continues to work with the RIAT to finalize the internal audit plan for 2019-2020.

#### **8. Review of Financial Projections**

Monitoring actual performance against the Board's approved budget allows management to identify opportunities to reallocate resources to address emerging needs and to respond to changes in revenue streams and expense patterns.

Finance staff presented two forecasts to Audit Committee in 2018-2019. The forecasts identified opportunities to enhance budget development practices. As a result, actual costs are expected to be more consistent with the spending plans shown in the approved budget.

Audit Committee's work has encouraged staff to continue its efforts to enhance budgeting and financial monitoring practices. Three forecasts are planned for the coming year.

9. **Risk Management**

The duties of the Audit Committee related to the District's risk management activities include inquiring about significant risks, to review the District's policies for risk assessment and risk management and to ensure there is adequate insurance to cover risks. Significant risks are brought to the attention of the Audit Committee through the Director of Education and Chief Financial Officer as well as in external and internal auditor reports. Audit Committee also receives a staff report annually on the District's insurance coverage and associated costs.

In March 2019, the Audit Committee received a presentation regarding the District's efforts to establish a SERM framework. The framework being adopted aligns with the International Organization for Standardization (ISO) 31000 risk management guidelines and was customized for school boards under the leadership of the Council of Senior Business Officials (COSBO) and the Ontario School Boards' Insurance Exchange (OSBIE). The framework will enhance the District's strategic planning and operational processes by developing an organizational culture that considers both risk exposure and risk tolerance as a fundamental aspect in decision making.

A SERM readiness assessment of the District was conducted during the spring of 2019. The assessment findings resulted in the development of phase II, a SERM implementation plan, which will be implemented in 2019-2020. SERM project updates will be provided to Audit Committee on a regular basis.

10. **Regulatory Compliance**

The Audit Committee is responsible to ensure that appropriate processes and controls are in place so that the District is in compliance with regulations and to monitor and correct instances of non-compliance. A report is provided annually to the Audit Committee on the key statutes and regulations governing the District, the associated substantial compliance or areas of partial or non-compliance, and the plan for becoming fully compliant.

11. **Oversight of Internal Controls and Regulatory Compliance Reporting**

Audit Committee recognizes that a system of internal control is essential to managing risk and to ensuring the provision of quality financial information. Audit Committee's oversight of internal controls included receiving formal presentations and having discussions on key areas including:

- responsibilities of Audit Committee and the role of the internal auditor;
- information technology and information security;
- adherence to purchasing policies and procedures including the effect of new trade treaties and the impact of the Government of Ontario's centralized procurement initiative;
- insurance coverage and business continuity considerations;
- succession planning; and
- incidents that may result in significant financial and reputational risk.

12. **Mandatory Audit Committee Reports**

*Ontario Regulation 361/10* requires that Audit Committee provide the Board with a summary of its activities for the previous fiscal year. A separate report summarizing the work of the RIAT during the previous fiscal year must also be provided to the Board and shared with the Ministry of Education.

In September 2018, Audit Committee approved the mandatory reports for 2017-2018 and the report summarizing the work of the RIAT was submitted to the Ministry.

13. **Summary**

Audit Committee performs work that contributes to the District's successful corporate governance framework. The work performed by the Audit Committee during 2018-2019 continues to enhance the District's internal control, risk management, and financial reporting processes.

**RESOURCE IMPLICATIONS:**

14. Approval of the report has no financial impact.

**COMMUNICATION/CONSULTATION ISSUES:**

15. The report was prepared by Finance staff. No consultation was required.

**STRATEGIC LINKS:**

16. 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.

**RECOMMENDATION:**

THAT Report 19-074 be approved as the Audit Committee Annual Report to the Board for 2018-2019.

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Michael Carson  
Chief Financial Officer

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