



COUNCIL OF COMMISSIONERS
RESOLUTION

CC 2020 – 015

SUBJECT: Amendments to the Audit Committee Charter

WHEREAS the Board last amended the Audit Committee Charter by Resolution No. CC 2019-070;

PROPOSED BY:

Rachel Kawapit

WHEREAS the Audit Committee suggests various changes to the Audit Committee Charter, which are attached hereto as **Schedule “G”**;

WHEREAS the Council of Commissioners supports such changes;

WHEREAS additional changes shall be made to the Audit Committee Charter to refine its language;

ACTION:

Carried unanimously

WHEREAS the General By-Law of the Board now includes an article on the Audit Committee as a result to amendments thereto, which shall be reflected in the Audit Committee Charter.

RESOLVED:

THAT the Audit Committee Charter attached hereto as **Schedule “G”** be and is hereby adopted;

CERTIFIED COPY OF THE
RESOLUTION ADOPTED ON:

February 5, 2020

THAT the Secretary General be and is hereby mandated to make the necessary additional changes to the Audit Committee Charter;

THAT Resolution No. CC 2019-070 entitled “Audit Committee Charter” be and is hereby amended accordingly;

THAT the Secretary General be and is hereby mandated to do all things necessary to carry out the foregoing.

Doreen Blackned
SECRETARY GENERAL

Cree School Board Audit Committee Charter

Purpose

The Audit Committee (the “Committee”) is a Standing Committee of the Council of Commissioners (the “Council”) established to assist the Council in fulfilling its oversight responsibilities with respect then General By-Law No. 1 :

- The integrity of financial statements, Management’s discussion and analysis and other information provided to the Governments of Canada and Quebec and others;
- The adequacy and effectiveness of the system of internal controls, implemented and maintained by CSB Management;
- The understanding of risks, specifically around financial reporting;
- The promotion of legal and ethical conduct; and
- The independence, qualifications, and performance of the external auditors.

Responsibilities

The Committee will have the sole authority to recommend to the Board the appointment, termination and compensation of the external auditors who shall report directly to the Committee.

The Committee shall satisfy itself regarding the independence of the external auditors and report the conclusions and the basis for those conclusions to the Council. The Committee is specifically responsible for reviewing any disclosed relationships or services being provided that may impact the objectivity and independence of the external auditor.

With regard to overseeing the work of the external auditors, the Committee is responsible, in consultation with management, for the following activities:

- Approving the audit scope;
- Reviewing the results of their work;
- Pre-approving any non – audit services or delegating such approval to the Audit Chair;
- Evaluating the performance of the external auditors; and
- Resolving any disagreements between Management and the external auditors regarding financial reporting.

The Committee shall be responsible for reviewing, either with the external auditors or Management, as the case may be, the following matters in relation to the audit and other financial and nonfinancial reporting and related matters:

- The financial audits as at June 30 of each fiscal year as required by MEES
- Compliance to all reporting Deadlines and modalities
- The Special Audit on Compliance on the use and respect of financial delegations as prescribed by Council
- Special mandate on the specified audit procedures with respect to legislative authorization regarding mainly employee's remuneration and contracts.
- Declarations of Commissioners and Management concerning Conflicts of Interest in accordance with the Conflicts of Interest Policy and investigate/review where deemed appropriate
- The travel expenses of the Director General
- All corporate credit card expenditures
- All contractual and long-term agreements and commitments

In relation to the financial and clientele audits, the Committee shall further review:

- The proposed scope of the audit examination with emphasis on accounting and financial areas where the Committee, the external auditors or Management believe special attention should be directed
- The results of the audits including audit findings
- The letter of recommendations to Management
- The evaluation of the adequacy and effectiveness of internal controls over financial reporting
- Any complaints received
- Significant areas of disagreement, if any, with Management
- Cooperation received from Management in the conduct of the audit
- Significant accounting, reporting, regulatory or other developments affecting the School Board

The Committee shall have a responsibility for Oversight of Risk Management Processes. Risk Management is an important part of maintaining a sound system of internal control. As part of the risk management oversight responsibility the Committee shall be responsible for assessing the range of risks and making recommendations to Council for the identification, monitoring and management of risks. Management shall have a responsibility to report on perceived risks and make recommendations to the Committee. The Committee shall be mandated to review all such risks identified by Management.

The Committee shall have the responsibility to ensure an effective internal control over financial reporting. Management shall be required to provide, at least annually, a report on internal controls, including reasonable assurance that such controls are adequate to facilitate reliable and timely financial information. The Committee shall review and follow-up on any areas of internal control weakness identified by the external auditors with the Auditors and Management.

Legal Counsel shall advise the Committee and the Council with respect to the Board's policies and procedures regarding compliance with applicable laws and regulations.

Composition

The Committee shall consist, at a minimum, of three members of the Council, one of whom shall be designated the Chair, as appointed by Council. The Committee members must be independent from Management. The Committee shall (may) also appoint external financial support to assist them in undertaking their responsibilities. The Council shall give consideration to the periodic rotation of Audit Committee membership and, from time to time as the Board sees fit, the Chair of the Committee.

Meetings

Regular meetings of the Committee shall be held four times a year. Additional meetings may be called as necessary. The meetings will be scheduled to permit timely review of the interim and annual financial statements, as well as all other disclosures. A quorum of two members of the Committee, one of whom must be the Committee Chair, unless he or she has designated another member to act as Chair, is required for each meeting.

The Committee Chair shall, in consultation with Management and the external auditors, set the Committee meeting agendas. Committee members may recommend agenda items subject to approval of the Chair. The Committee may meet in normal sessions with Management, the external auditors and/or independently and "in camera" as may be required with any groups deemed appropriate and at its sole discretion.

The Committee will also invite Legal Counsel to meet and review legal matters that may have a material impact on the financial statements.

Committee minutes shall be prepared and subsequently approved for all meetings. Copies of such minutes shall be filed with the Secretary General and circulated to all members of the Council of Commissioners. Once a year, the Committee shall submit to Council an activity report.