

<u>Audit Committee</u> AGENDA September 10, 2019 – 6:30 pm

Meeting Location: Stormont Room, Board Office Administrative Building 225 Central Ave. West, Brockville, Ontario K6V 5X1

School Board Members: David McDonald, John McCrea, Corina Parisien, John McAllister

External Members: Nigel White, Craig Fowler

Administration: Stephen Sliwa-Director of Education, Diana Kingston-Comptroller of

Finance, Kristi Carter-Recording Secretary

Guests: Roger Richard-Senior Business Consultant, Genevieve Segu-Regional

Internal Audit Manager (RIAT), Pasquale L'Orfano-Regional Internal Auditor (RIAT), Susan Rutters-Superintendent of Schools, Sarah Crawford-Manager of Planning & Service Excellence, April Scott-Clark-Interim Manager of

Communications

Regrets: Robert Backstrom-Superintendent of Business

AGENDA ITEM		NOTES
A1	Call to Order	
A2	Approval of Agenda September 10, 2019 – Meeting No. 40	
	Election of Chair	OPEN SESSION Information, By-Law and Nomination Form
А3	Conflict of Interest Declaration(s)	
A4	Approval of Minutes – OPEN SESSION June 11, 2019 – Meeting No. 39	OPEN SESSION Minutes Attached
A5	Regional Internal Audit Update	OPEN SESSION Report
A6	Move into CLOSED SESSION	
A7	Report from CLOSED SESSION	
A8	 Adjournment Next Meeting: November 11, 2019 	

David McDonald Chair, Audit Committee Stephen Sliwa Director of Education

UPC	UPCOMING AGENDA & ACTION ITEMS TIMELINE	
1.	Proposed Ministry Report to Board	November 2019
2.	2020-21 Meeting Dates	June 2020
3.	2019-20 External Audit Plan – Executive Summary	June 2020
4.	Election of Chair	September 2020



Audit Committee OPEN SESSION Election of Chair

September 10, 2019 – 6:30 pm

Information

The Election of Chair will be presided over by Stephen Sliwa, Director of Education.

A sample nomination form has been included with the agenda package. Nomination forms will be available for completion on the evening of the meeting. Please ensure they are completed in full, signed and submitted directly to the Recording Secretary, Kristi Carter, no later than 6:30 pm.

The Election of Chair By-Law 4.30 is provided below for reference.

Excerpt from the By-Laws of the Upper Canada District School Board

Election of Chair 4.30

Each member present shall vote in the election of the Chair, with the election being conducted in the following manner:

- 1. The nomination of each candidate for the position of Chair shall be in writing with the consent of the nominee, shall not require a second and self-nomination is permitted.
- 2. If, when nominations have been closed, there is one candidate, the candidate shall be declared Chair for the year and shall assume the duties of Chair.
- 3. If, when nominations have been closed, there is more than one candidate, an election by ballot shall be held to determine who shall be Chair for the year.
- 4. Nominees will be permitted to address the Board for no more than three minutes. The speaking order will be determined by the order in which the nominations were received.
- 5. In the case of an election, the presiding officer shall appoint two (2) scrutineers from administration.
- 6. The successful candidate must receive a clear majority of the votes cast.
- 7. In the event a Chair is not elected on the first ballot, the following procedure shall be followed:
 - a) the candidates shall draw lots if a clear majority is not attained (when there are only two candidates; see 4.35 Lottery Process below)
 - b) Where there are more than two candidates:
 - i) a second ballot shall be taken if a clear majority is not attained for any reason;
 - ii) the candidate with the least number of votes on the first ballot shall be dropped from the second ballot; and
 - iii) in the event that there is a tie for the least number of votes, all candidates tied shall be dropped from the second ballot except where such action will reduce the number of candidates to less than two (2), in which event the candidate or candidates to remain on the ballot shall be determined by lot.

4.35 Lottery Process

In the event of a tie-vote, a lottery shall be conducted as follows:

- i) A number of folded pieces of paper (4 times the number of candidates), one of which shall be marked, will be placed in a receptacle and the candidates shall draw in alphabetical order.
- ii) If there is not a winner on the first draw, a second draw will be made with the candidate who drew second on the previous draw drawing first, and the candidate who drew first on the previous draw drawing last, this rotation in drawing to continue until a winner has been declared.





Audit Committee OPEN SESSION Election of Chair

September 10, 2019 – 6:30 pm

Nomination Form for the Position of Chair Audit Committee

2019-2020

I, nominate
for the position of Chair of the Audit Committee of the Union Canada District School Board
for the position of Chair of the Audit Committee of the Upper Canada District School Board.
CONSENT OF NOMINEE:
Signature



Guests:

Meeting No: 40

Item: A4

Audit Committee Minutes of June 11, 2019 OPEN SESSION Meeting No. 39

The meeting was held at the Upper Canada District School Board Office, 225 Central Avenue West, Brockville, Ontario.

School Board Members: David McDonald, John McCrea, Corina Parisien, John McAllister

External Members: Craig Fowler

Administration: Stephen Sliwa-Director of Education, Diana Kingston-Comptroller of

Finance, Kristi Carter-Recording Secretary

Andrew Newman-Lead Audit Engagement Partner KPMG, Genevieve Segu-Regional Internal Audit Manager (RIAT), Pasquale L'Orfano-Regional Internal Auditor (RIAT), Roger Richard-Senior Business Consultant, Deanna Perry-Superintendent of Schools, David Coombs-Superintendent

of Schools, Phil Dawes-Superintendent of District Alignment, Wendy Lampke-Human Resources Manager of Specialist Services, Sarah

Crawford-Manager of Planning & Service Excellence

Nigel White-External Member, J. Hobbs-Superintendent of Human

Regrets: Resources and System Operations, Vincent Trottier-Audit Manager KPMG,

Robert Backstrom-Superintendent of Business

A1	Meeting was called to order by D. McDonald, Chair, at 6:33 p.m.
A2	Approval of Agenda Moved by J. McCrea, seconded by C. Parisien, that the agenda for the June 11, 2019, Meeting No. 39 be approved. Carried.
A3	Conflict of Interest Declaration(s)
,	No conflict of interest declarations were received.
A4	Approval of Minutes – OPEN SESSION Moved by J. McCrea, seconded by C. Parisien, that the minutes for the April 9, 2019 changed to April 23, 2019, Meeting No. 38 be approved.
	Carried.
A5	 2019-20 Meeting Dates The Committee set the following meeting dates for 2019-20: Tuesday, September 10, 2019 Monday, November 11, 2019 Tuesday, February 11, 2020 Tuesday, April 7, 2020 Tuesday, June 9, 2020
	Moved by C. Parisien, seconded by C. Fowler, that the Upper Canada District School Board Audit Committee set the meeting dates for 2019-20 as outlined.
	Carried.
A6	Move into CLOSED Session Moved by J. McCrea, seconded by C. Parisien, that the Upper Canada District School Board Audit Committee move into Closed Session ~ June 11, 2019.
	Carried.



Item: A4

Audit Committee Minutes of June 11, 2019 OPEN SESSION Meeting No. 39

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A7	7 Rise and Report	
	The Upper Canada District School Board received reports and discussed the following: • 2018-19 External Audit Plan • Policy Related Matters – Compliance Status Reports • Regional Internal Audit Report	
A8	2018-19 External Audit Plan – Executive Summary	
	A. Newman, KPMG, presented the 2018-19 External Audit Plan – Executive Summary	
	Moved by C. Parisien, seconded by J. McCrea, that the Upper Canada District School Board Audit Committee adopts the 2018-19 External Audit Plan – Executive Summary as presented. Carried.	
A9	* Adjournment	
	❖ Next Meeting – September 10, 2019	
	Moved by C. Parisien, seconded by C. Fowler, that the Upper Canada District School Board Audit Committee adjourn at 8:25 pm.	

David McDonald Chair, Audit Committee Stephen Sliwa Director of Education



Meeting No: 40 Item: A5

Audit Committee OPEN SESSION Report

Sept 10, 2019 - 6:30 pm

Item A5		Regional Internal Audit Update
Purpose	To provide the Manager.	Audit Committee with an update from the Regional Internal Audit
	The Regional Inte	rnal Audit Activities rnal Audit Activities update indicates the Regional Internal Audit Teams plan, reporting structure and independence, and staffing and professional
	Mandate	As per Ministry guidelines, Regional Internal Audit Teams across the province have developed an internal audit mandate, which is posted on their Host Board's website. No changes have taken place with this mandate since it was presented to the Committee in September 2018. The mandate has been appended to this memorandum for your review and reference (see Appendix 1).
	Reporting Structure and Independence	Independence is an essential component to building public trust and preserving objectivity and integrity associated with the audit function. To ensure this independence, the Regional Internal Audit Team – Ontario East (hereafter RIAT) reports functionally to the nine Audit Committees of the Ontario East region and administratively to the Senior Business Official of the Host Board. As such, the RIAT is not aware of any relationships with the Board that may be thought to bear on their independence.
Content		The RIAT consists of a team of two Internal Auditors, one Audit Senior and one Internal Audit Manager. It is the RIAT's objective to adequately staff the internal audit function in order to effectively perform its audit activities. We are pleased to report that all positions are currently filled with qualified staff.
	Staffing and Professional Development	The professional designations held by the RIAT include: Chartered Professional Accountant (CMA and CGA), Certified Internal Auditor (CIA), Certified Information System Auditor (CISA) and Certification in Risk Management Assurance (CRMA). The governing bodies issuing the professional designations require that continuing professional development/education be completed on an annual basis. Below is a summary of the courses/conferences that members of the RIAT have attended this past school year.
		 Genevieve Segu - CPA, CMA, CIA, CISA, CRMA, Regional Internal Audit Manager Finance/Internal Audit Workshop (OASBO) - 10 hours (OMERS, Enrolment Projections, Risk Management, Student Success) Annual Conference (OASBO) - 8 hours



Meeting No: 40 Item: A5

Audit Committee OPEN SESSION Report

Report		
Sept 10, 2019 – 6:30 pm		
	 (Privacy, Artificial Intelligence, Cyber Security, Guide to Privacy and Access) IDEA Data Analytics Level 1 (Caseware) - 15 hours Fall Conference (MIAA) - 16 hours Spring Conference (MIAA) - 6 hours Overview of Blockchain technology (ISACA) - 1 hour Cybersecurity and data privacy conference (Janus Conference) - 9 hours Investigative Interviewing Skills Training (The Interview Group) - 7 hours 	
	 Gordon Champagne - CPA, CMA, Senior Internal Auditor IDEA Data Analytics Level 1 (Caseware) - 15 hours Investigative Interviewing Skills Training (The Interview Group) - 7 hours Avoiding Identity Theft, Fraud and Cyber-Crime (CPA) - 2 hours Annual Conference (RIAT) - 7 hours (O. Reg. 361/10, s. 9 (5), Strategic Risk Assessment, Data Analytics, School Bus Consortium, Records Management, Privacy, Cybersecurity) 	
	 Pasquale L'orfano - MA, Internal Auditor Finance/Internal Audit Workshop (OASBO) - 10 hours (OMERS, Enrolment Projections, Risk Management, Student Success) Annual Conference (OASBO) - 8 hours (Privacy, Artificial Intelligence, Cyber Security, Guide to Privacy and Access) IDEA Data Analytics Level 1 (Caseware) - 15 hours Annual Conference (RIAT) - 7 hours (O. Reg. 361/10, s. 9 (5), Strategic Risk Assessment, Data Analytics, School Bus Consortium, Records Management, Privacy, Cybersecurity) Investigative Interviewing Skills Training (The Interview Group) - 7 hours Portia Marcaida - CPA, CGA, Internal Auditor Learning System Comprehensive Instructor-led Course (IIA) - 32 hours Value for Money Auditing Webinar (IIA) - 1 hour Finance/Internal Audit Workshop (OASBO) - 10 hours (OMERS, Enrolment Projections, Risk Management, Student Success) 	
	Embracing Multigenerational Teams in Audit Webinar (Wolters	

Kluwer) - 1 hour



Meeting No: 40 Item: A5

Audit Committee OPEN SESSION Report

Sept 10, 2019 - 6:30 pm

	 Winning the war on Cybersecurity Webinar (OSBIE) - 1 hour Investigative Interviewing Skills Training (The Interview Group) 7 hours Annual Conference (RIAT) - 7 hours
Recommendation	THAT the Upper Canada District School Board Audit Committee receives for information the Regional Internal Audit update and approves the Regional Internal Audit Mandate as appended to this document.
Appendices	2019-20 Regional Internal Audit Mandate



Item: A5

Regional Internal Audit Mandate

PURPOSE AND DEFINITION

The purpose of the regional internal audit team is to provide independent, objective assurance and consulting services designed to add value and improve the district school boards' operations in the Ontario East region. It helps the district school boards accomplish their objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes.

ROLE

The regional internal audit activity is established by the Ministry of Education through the annual Grants for Student Needs funding. The oversight role of the Audit Committee of the Board of Trustees over the regional internal audit activity is established by Regulation 361/10.

PROFESSIONALISM

The regional internal audit activity will adhere to the Institute of Internal Auditors' mandatory guidance including the Core Principles for the Professional Practice of Internal Auditing, the Definition of Internal Auditing, the Code of Ethics, and the International Standards for the Professional Practice of Internal Auditing (Standards). This mandatory guidance constitutes principles of the fundamental requirements for the professional practice of internal auditing and for evaluating the effectiveness of the regional internal audit activity's performance.

AUTHORITY

The regional internal audit activity, with strict accountability for confidentiality and the safeguarding of records and information is authorized full, free and unrestricted access to any and all of the district school boards' records, physical properties, and personnel pertinent to carrying out any engagement. All school board employees are requested to assist the regional internal audit team in fulfilling its responsibilities. The regional internal audit team will also have free and unrestricted access to school board leaders and to the Audit Committee of the Board of Trustees.

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Item: A5

ORGANIZATION

The internal audit function follows a regional model. The function consists of a Regional Internal Audit Manager responsible to district school boards in one of the eight regions in the province of Ontario as identified by the Ministry of Education. The Regional Internal Audit Manager will report functionally to their regional audit committees of the Boards of Trustees and administratively are supported by a host school board Senior Business Official. Every effort is made to adequately staff the internal audit function, within available financial resources, in order to perform its audit activities.

Each Audit Committee of the Board of Trustees will for their Board:

- Approve the regional internal audit mandate;
- Recommend for approval the risk based internal audit plan;
- Receive information from the Regional Internal Audit Manager about the internal audit activity performance to plan and other relevant matters;
- Inquire of the Regional Internal Audit Manager and the Senior Business Official whether there are resource or scoping limitations; and
- Review annually the performance of the regional internal audit activity and provide the Board of Trustees with their comments regarding the performance of the Regional Internal Audit Manager.

The Regional Internal Audit Manager will interact directly with the Audit Committee of the Board of Trustees, including in-camera sessions and between audit committee meetings as appropriate.

INDEPENDENCE AND OBJECTIVITY

The regional internal audit activity will remain free from interference by any element in the district school board including matters of audit selection, scope, procedures, frequency, timing or report content to permit maintenance of a necessary independent and objective mental attitude.

Regional internal auditors will have no direct operational responsibility or authority over any of the activities audited. Accordingly, they will not implement internal controls, develop procedures, install systems, prepare records or engage in any other activity that may impair judgment.

Regional internal auditors will exhibit the highest standards of professional objectivity in gathering, evaluating and communicating information about the activity or process being examined. Auditors will make a balanced assessment of all the relevant circumstances and not be unduly influenced by their own interests or by others in forming judgments.

The Regional Internal Audit Manager will confirm to the Audit Committee of the Board of Trustees, at least annually, the organizational independence of the internal audit activity.

2



Item: A5

RESPONSIBILITY

The scope of work of the regional internal audit team encompasses but is not limited to:

- Evaluating risk exposure relating to the achievement of the district school board's strategic objectives;
- Evaluating the reliability and integrity of information and the means used to identify measure, classify and report information;
- Evaluating the systems which ensure compliance with policies, procedures, applicable laws and regulations which impact the district school board;
- Evaluating whether resources are acquired economically, used efficiently, and are adequately protected;
- Evaluating operations and processes to ascertain whether results are consistent with established objectives and whether processes are functioning as planned;
- Performing consulting and advisory services or assessments of specific operations as requested by the Audit Committee of the Board of Trustees or district school board management as appropriate;
- Evaluating the effectiveness of the district school board's risk management and governance processes;
- Reporting periodically on the regional internal audit performance against plans; and
- Reporting significant risk exposures and control issues, including fraud risks, governance issues and other matters requested by the Audit Committee of the Board of Trustees.

INTERNAL AUDIT PLAN

Annually, the Regional Internal Audit Manager will submit to district school board management and to the Audit Committee of the Board of Trustees an internal audit plan for recommendation to their Board of Trustees for approval. If there are any resource limitations or interim changes, these will be communicated.

The internal audit plan will be developed based on a prioritization of the internal audit universe using a risk based methodology which includes input of district school board management. The Regional Internal Audit Manager will review and adjust the plan as required in response to changes in the risk profile. Any significant deviation from the approved internal audit plan will be communicated through periodic status reports. The Regional Internal Audit Manager or any of his or her team may initiate and conduct any other audit or review deemed necessary for potential illegal acts, fraud, abuse, or misuse of funds. Reasonable notice shall be given to appropriate personnel of intent to audit in their areas except when conditions warrant an unannounced audit.

3



Item: A5

REPORTING AND MONITORING

Opportunities for improving internal control may be identified during audits. A written report will be issued by the Regional Internal Audit Manager at the conclusion of each audit and will be distributed according to the school board's requirements. (This could include the head of the audited activity or department, the director of education, the audit committee and the external auditor of the district school board.)

Each report will describe opportunities to strengthen district school board risk, internal control and governance processes and conclude on the adequacy and effectiveness of the processes. The district school board management will provide action plans and timelines to address each opportunity (observation). The regional internal audit team is responsible to perform appropriate follow-up procedures to attest to the completion of action plans. Significant observations will remain in an open issue status until cleared.

QUALITY ASSURANCE

The regional internal audit team will maintain a quality assurance and improvement program that covers all aspects of the internal audit activity and conformance with the International Standards for the Professional Practice of Internal Auditing.

The Regional Internal Audit Manager will communicate to district school board management and the Audit Committee of the Board of Trustees on the internal audit activity's quality assurance and improvement program, including the results of ongoing internal assessments and external assessments conducted as appropriate, usually on a five-year cycle.

Regional Internal Audit Manager
Audit Committee Chair
Director of Education
September 10, 2019 Dated

2



Item: A5

DEFINITION OF SELECTED TERMS

Add Value	Value is provided by improving opportunities to achieve organizational
	objectives, identifying operational improvement, and/or reducing risk exposure through both assurance and consulting services.
Advisory/Consulting	Advisory and related client service activities, the nature and scope of which
Services	are agreed to with the client and which are intended to add value and
	improve a school board's governance, risk management and control
	processes without the regional internal auditor assuming management
	responsibility. Examples include counsel, advice, facilitation and training.
Assurance	An objective examination of evidence for the purpose of providing an
	independent assessment on governance, risk management, and control
	processes for the organization. Results can be relied upon for supporting
	informed decision making.
Board of Trustees	A legislative body that that has overall responsibility and accountability for
	the district school board. For purposes of this Mandate, this also includes
	committees that support the Board of Trustees including the audit
	committee.
Compliance	Conformity and adherence to policies, plans, procedures, laws, regulations,
·	contracts or other requirements.
Control	The attitude and actions of the Board of Trustees and district board
Environment	management regarding the significance of control within the organization.
	The control environment provides the discipline and structure for the
	achievement of the primary objectives of the system of internal control. The
	control environment includes the following elements:
	☐ Integrity and ethical values.
	□ Management's philosophy and operating style.
	□ Organizational structure.
	☐ Assignment of authority and responsibility.
	☐ Human resource policies and practices.
	□ Competence of personnel.
Control/Internal	Any action taken by district board management and other parties to enhance
Controls	risk management and increase the likelihood that established objectives and
	goals will be achieved. Management plans, organizes and directs the
	performance of sufficient actions to provide reasonable assurance that
	objectives and goals will be achieved.
	The system of management controls (business plans, capturing and
	analyzing data, performance reporting, code of conduct, etc.) that are
	implemented within a school board to ensure that assets (human, physical
	and information) are protected and to provide reasonable assurance that its
	objectives can be achieved.



Item: A5

Control	The policies, procedures and activities that are part of a control framework,
Processes	designed to ensure that risks are contained within the risk tolerances established
	by the risk management process.
Fraud	Any illegal acts characterized by deceit, concealment or violation of trust. These
	acts are not dependent upon the application of threat of violence or of physical
	force. Frauds are perpetrated by parties and organizations to obtain money,
	property or services; to avoid payment or loss of services; or to secure personal or
	business advantage.
Governance	The combination of processes and structures implemented by the
	Board of Trustees in order to inform, direct, manage and monitor the activities of
	the organization toward the achievement of its objectives.
In-camera	A separate discussion between members of the Audit Committee and the (insert
	title here) promoting open communication and discussion of any sensitive issues
	or problems.
Independence	The freedom from conditions that threaten objectivity or the appearance of
	objectivity. Such threats to objectivity must be managed at the individual auditor,
	engagement, functional and organizational levels.
Objectivity	An unbiased mental attitude that allows regional internal auditors to perform
	engagements in such a manner that they have an honest belief in their work
	product and that no significant quality compromises are made. Objectivity
	requires regional internal auditors to not subordinate their judgment on audit
	matters to that of others.
Risk	Effect of uncertainty on objectives or outcomes.
Risk	A structured and disciplined approach aligning strategy, processes, people,
Management	technology and knowledge with the purpose of evaluating and managing the risks
	an organization faces. Overall, it is about choices made under conditions of
	uncertainty, balanced by acceptable levels of risk.



Audit Committee OPEN SESSION

September 10, 2019 – 6:30 pm

Item A6	Move into CLOSED SESSION
Recommendation	THAT the Upper Canada District School Board Audit Committee moves into CLOSED SESSION ~ September 10, 2019





Audit Committee OPEN SESSION

September 10, 2019 - 6:30 pm

Item A7 REPORT FROM CLOSED SESSION



Audit Committee OPEN SESSION

September 10, 2019 – 6:30 pm

	Item A8	ADJOURNMENT
Re	ecommendation	THAT the Upper Canada District School Board Audit Committee adjourn ~ September 10, 2019