Committee’s Role - Overview

The Audit Committee shall oversee the financial framework and management of the University. Specifically, the Audit Committee shall oversee the following areas:

1. External Audit
2. Internal Audit

External Audit

In support of its mandate to oversee the external audit, the Committee will perform the following functions annually:

- Consider and recommend to the Board, the appointment of External Auditors as per the Procedure for the Appointment of Auditors.
- Review and recommend the approval the annual audit engagement letter presented by the External Auditors to the Board of Governors.
- Review and recommend to the Board, approval of the annual audit fees.
- Review and recommend to the Board for approval the draft financial statements and financial report, as to the reasonableness of presentation; appropriateness of accounting principles; and adequacy of disclosure.
- Assess the effectiveness of the work performed by the External Auditors and the lead partner, and report the results of this assessment to the Board.
- Review material observations and recommendations made by the External Auditors during the audit, and ensure that there is a process in place for response and/or correction of these matters as required.

In support of its mandate to oversee the external audit, the Committee will perform the following functions, as required:

- Review the engagement of the External Auditors. Normally, a request for proposals for external audit services would be issued every five years.

**Internal Audit**

In support of its mandate to oversee the internal auditing process, the Committee will perform the following functions annually:

- Review and approve the annual internal audit plan presented by the Administration and the Internal Auditors.
- Receive a synopsis of the results of the current year audits, and a report on all outstanding audit recommendations.
- Receive and review the University Risk Assessment Report.

The Committee will perform the following functions as needed:

- On behalf of the Board of Governors, monitor and report on issues identified in the risk assessment as being significant.
- Examine and report on any matters referred to the Committee by the Executive Committee of the Board.
- Review the effectiveness and cost structure of the Internal Audit function and recommend the service provider to the Board. Normally, a request for proposals for internal audit services would be issued every five years.

**Other**

Review no less than every two years, the Committee’s mandate, and recommend changes to the Governance Committee, Executive Committee, and Board, as necessary.

Perform such functions as may periodically be assigned to the Committee by the Board of Governors.

**Membership, Qualifications, and Composition**

The Committee shall be comprised of up to eleven members appointed by the Board, including the Chair and Vice-Chair of the Committee. Only those members of the Committee who are community-at-large members shall be entitled to vote.
The following shall be *ex-officio* members of the Committee: the Chancellor, the Board Chair, the Board Vice-Chair, and the President and Vice Chancellor.

All Committee members shall be financially literate in that they shall have the ability to read and understand financial statements of a complexity comparable to the financial statements of the University.

**Quorum**

Quorum for meetings shall consist of one-half the number of members of the committee plus one, present in person, by teleconference or by videoconference, at least one of whom must be the chair or vice-chair of the committee.

**Revisions and Approvals:**
- 75th Meeting, Sept. 15/15 - deferred formal review until completion of By-law review in Spring 2016