

# **Grand River Conservation Authority**

## **Audit Committee Terms of Reference**

### **Composition of the Audit Committee:**

An Audit Committee shall be appointed annually, at the Annual General Meeting. The Audit Committee will be composed of the Chair of the Authority, the Vice-chair and five other members appointed by and from the General Membership. At its first meeting, the Audit Committee shall elect a Chair from its Members, excluding the Chair and Vice-Chair of the Board. The terms of reference for the Audit Committee shall be reviewed annually by the General Membership and attached to the Minutes of the meeting at which they are approved or confirmed in accordance with the GRCA by-law.

The Audit Committee shall meet at least twice per year, with the first meeting to take place after the Auditors have prepared the Auditors' Report, at such time and place as the Chair of the Committee shall decide in accordance with the GRCA by-law.

The Audit Committee reports to the General Membership. It is understood that the chair of the Audit Committee and the external auditor will have direct access to each other at all times, to discuss matters relevant to the audit. The Audit Committee may also invite members of the public to attend Audit Committee meetings in a non-voting capacity to act as a resource, to aid in understanding the financial statements and the processes and internal controls used in support of financial reporting.

### **Members of the Audit Committee must:**

1. Be impartial, independent and without conflict of interest, which includes not having a business relationship with GRCA.
2. Have sufficient knowledge and/or experience to understand and interpret financial statements. This knowledge may be gained through training provided by GRCA after being appointed to the Audit Committee.

### **Responsibilities of the Audit Committee are:**

1. To review the audited financial statements of the GRCA and recommend approval of those statements (or otherwise) to the General Membership at the Annual General Meeting.
2. To review the results of the external audit and direct staff regarding any action required in response to auditor's recommendations.
3. To review the effects of any changes in accounting practices or policies on the financial statements and/or recommend appropriate changes in accounting practices or policies to the General Membership. This will include a review of significant accruals, provisions and estimates included in the financial statements.
4. To review the system of Internal Control and the effectiveness of those controls in protecting the assets of GRCA and ensuring effective and accurate financial reporting.
5. To review, in consultation with Management and Auditors, any material contingency facing GRCA and evaluate the appropriateness of GRCA's disclosure of such items.
6. To review any other matter that in its judgement should be taken into account in reaching its recommendation to the General Membership concerning the approval of the audited financial statements.
7. To recommend the appointment of Auditors and approval of the audit fee for the upcoming year.
8. To review services provided by the auditor outside of the audit, to ensure that such services are appropriately provided by the firm also acting as auditor.