



1325 California Avenue
Windsor, ON N9B 3Y6
BOARD CHAIRPERSON: Barbara Holland
DIRECTOR OF EDUCATION: Terry Lyons

**AUDIT COMMITTEE
MINUTES – PUBLIC SESSION**
Wednesday, September 19, 2018 at 6:30 p.m.
Windsor Essex Catholic Education Centre
Video Conference Room

PRESENT:

Audit Committee Members:

Vanessa DaDalt (Community member – Committee Chair) Lisa Soulliere (Board member)
Fabio Costante (Board member) Fulvio Valentinis (Board member)
Randy Laforest (Community member)

Administrative Resource Personnel:

Grace Flood, Manager of Accounting & Capital
Susan Swiatoschik, Manager of Budget Development & Control

Representatives of Regional Internal Audit Team:

Christopher O'Connor, PricewaterhouseCoopers LLP Partner, Southwest Ontario (*Participated by teleconference and left the meeting at 6:45 p.m.*)

Regrets: Penny King, Executive Superintendent of Business

Recorder: D. Steffens

1. Call to Order and Opening Prayer - Presiding Officer S. Swiatoschik called the meeting to order at 6:35 p.m. and opened the meeting with prayer.
2. Welcome and Recording of Attendance – All committee members present. P. King sent regrets due to a business commitment. C. O'Connor, PricewaterhouseCoopers LLP Partner, participated by teleconference and left the meeting at 6:45 p.m.
3. Election of the 2018-19 Chair - Presiding Officer S. Swiatoschik opened the floor to nominations for chairperson for the 2018-19 fiscal year term.

Moved by: R. Laforest Seconded by: F. Costante
THAT Vanessa DaDalt be nominated as Chair for the 2018-19 fiscal year term. Carried.

V. DaDalt agreed to let her name stand for the position of 2018-19 Chairperson.

Following three calls for nominations, it was:

Moved by: F. Valentinis Seconded by: F. Costante
THAT nominations for the position of Chair for the 2018-19 fiscal year term be closed. Carried.

Moved by: F. Valentinis Seconded by: F. Costante
THAT Vanessa DaDalt be acclaimed as the Audit Committee Chair for the 2018-19 fiscal year term. Carried.

At this point, V. DaDalt assumed the Chair and proceeded with the business of the agenda.

4. Approval of Agenda

Moved by: F. Costante

Seconded by: L. Soulliere

THAT the September 19, 2018 Audit Committee meeting agenda be approved as distributed.
Carried.

5. Disclosure of Interest Pursuant to the *Municipal Conflict of Interest Act* - None.

6. Annual Written Disclosure of Interest Pursuant to *Ontario Regulation 361/10 Audit Committees* - Written Declarations of Conflicts were submitted by all committee members.

7. Resolve into Closed Session

Moved by: L. Soulliere

Seconded by: F. Costante

THAT the Audit Committee meeting of September 19, 2018 resolve into Closed Session at 6:40 p.m., pursuant to the Education Act – Section 207 to consider security of the property of the board matters; contractual; and, specific matters permitted or required to be kept private and confidential under the Freedom of Information and Protection of Privacy Act. *Carried.*

8. Closed Session Items

a) Approval of Minutes – July 18, 2018 Closed Session

b) Internal Audit Oversight Function

- i. Audit Committee's 2017-18 Assessment of South Region Internal Audit & Discussion with Regional Internal Audit PwC Representative (*PwC representative participated by teleconference and left the meeting at 6:45 p.m.*)

c) External Audit Oversight Function

- i. 2017-18 Fiscal Year External Audit Plan and Scope
- ii. Private Discussion with External Auditor (*Not required*)

d) Other Business / Questions of a Closed Session Nature

- i. Audit Committee's 2017-18 Annual Report to the Board of Trustees

9. Rise and Report into Open Session

Moved by: L. Soulliere

Seconded by: F. Valentinis

THAT the Audit Committee meeting of September 19, 2018 resolve into Open Session at 7:07 p.m.
Carried.

Items from the September 19, 2018 Audit Committee Closed Session

Moved by: R. Laforest

Seconded by: L. Soulliere

THAT the Audit Committee approve the recommendation regarding a matter exempt from access under Protected Information matters, item 8b(i) Audit Committee's 2017-18 Assessment of South Region Internal Audit & Discussion with Regional Internal Audit PwC Representative. *Carried.*

Moved by: L. Soulliere

Seconded by: F. Costante

THAT the Audit Committee approve the 2017-18 Annual Report to the Board of Trustees, exempt from access under Security of the Board. *Carried.*

Moved by: L. Soulliere

Seconded by: R. Laforest

THAT the Audit Committee approve the recommendation to the Board of Trustees regarding a matter exempt from access under Security of the Board, item 8c(i) 2017-18 Fiscal Year External Audit Plan and Scope. *Carried.*

10. Open Session Items

a) Approval of Minutes - July 18, 2018 Public Session

Moved by: L. Soulliere

Seconded by: R. Laforest

THAT the Minutes of the July 18, 2018 Audit Committee Public Session Meeting be approved as distributed. Carried.

b) Audit Committee's 2017-18 Annual Report to the Ministry of Education

Moved by: L. Soulliere

Seconded by: R. Laforest

THAT the Audit Committee's Annual Report to the Board of Trustees and Ministry of Education for the 2017-18 Fiscal Year be approved. Carried.

c) 2017-18 Self-Assessment of the Audit Committee Performance (Assign process) - By consensus, it was agreed that V. DaDalt will coordinate the self-assessment process among committee members and return a consolidated assessment form for review and further discussion at the November 19, 2018 meeting.

11. Other Business / Questions - None.

12. Next Meeting Dates / Review of 2018-19 Work Plan

- Monday, November 19, 2018 at 6:00 p.m.
- Wednesday, April 10, 2019 at 6:00 p.m. (*if required*)
- Wednesday, June 19, 2019 at 6:00 p.m.

13. Closing Prayer and Adjournment - The meeting adjourned at 7:15 p.m. at the call of the Chair.



Vanessa DaDalt
Audit Committee Chairperson