



Draft Minutes

40 Sheppard Avenue West
Suite 101
Toronto, ON M2N 6K9
Tel: 416 224-1100
Fax: 416 224-8168
www.peo.on.ca
Enforcement Hotline:

2020 Audit Committee on September 15, 2020

Meeting Minutes issued:

Minutes of a meeting of the Audit Committee (AUC) held via Zoom on September 15, 2020 commencing at 4:00 pm

Audit Committee Members:

Present: Sherlock Sung, B.A.Sc., (Lieutenant Governor-in-Council Appointee)
Michael Chan, P.Eng., FEC (Councillor-at-Large)
Luc Roberge, P.Eng., FEC (Northern Region Councillor)
Robert Brunet, P.Eng., (Lieutenant Governor-in-Council Appointee)

Staff: Johnny Zucco, P.Eng., CEO/Registrar
Chetan Mehta, MS, MBA, Director, Finance
Peter Cowherd, CPA, CMA, Manager, Financial Services & Procurement
Lucy Capriotti, Administrative Assistant

Guests: None

Regrets: None

Audit Committee Items

The meeting was called to order by C. Mehta at 4:03 pm where he offered to Chair the meeting until a Chair was elected.

1. Election of Chair and Vice-Chair

C. Mehta asked for those members who were interested in running for the position of Chair. M. Chan nominated S. Sung. There were no other nominations and S. Sung was acclaimed as the Chair of the AUC. On the request of C. Mehta, S. Sung subsequently took over as the Chair of the current meeting which was

underway. S. Sung asked for nominations for the position of Vice-Chair position. M. Chan expressed an interest. Since there were no further nominations, the vote was unanimous, and M. Chan was acclaimed as Vice-Chair of the AUC.

MOTION

That S. Sung be appointed Chair and M. Chan be appointed Vice-Chair of the 2020 – 2021 AUC.

Moved by L. Roberge and seconded by R. Brunet.

MOTION CARRIED

2. Approval of Draft Agenda

The committee members reviewed the draft agenda and S. Sung proposed that item 4. Approval of Draft Agenda be moved to item number 2.

MOTION

That the agenda as amended be approved.

Moved by L. Roberge and seconded by R. Brunet.

MOTION CARRIED

3. Selection on non-Councillor members

C. Mehta displayed the spreadsheet provided by M. Chan which was updated to include inputs from the other committee members on the potential candidates. After some discussion, the committee members unanimously agreed to seek the appointment of the following three candidates and passed a motion to that effect.:

- 1) Rene Lafrance
- 2) Aminul Haque
- 3) Ajai Varma

M. Chan stated that the non-Councillor members should be requested if they would be available to serve for a two-year term.

MOTION

That the above three three non-Councillor candidates be appointed to the 2020-2021 AUC.

Moved by L. Roberge and seconded by R. Brunet.

MOTION CARRIED

C. Mehta advised the committee members that he will be passing on this list to the Volunteer Management for the subsequent formalities.

4. Appointment of the Volunteer Expense Appeal Sub-committee members

C. Mehta explained to the members the role of this sub-committee which was to approve volunteer expenses which were non-compliant with PEO's expense reimbursement policy. He explained that from time to time, staff may receive a few non-compliant expenses from volunteers and all such expenses, after proper vetting and checking by staff are presented to this sub-committee for a decision. He also clarified that most of such expenses over the past few years were late submissions after the 90-day deadline required per PEO's expense reimbursement policy. The following AUC members volunteered to be on this committee:

- 1) Michael Chan
- 2) Robert Brunet
- 3) Luc Roberge

MOTION

That the above noted members be appointed to the 2020-2021 the Volunteer Expense Appeal Sub-committee.

Moved by L. Roberge and seconded by R. Brunet.

MOTION CARRIED

5. Review of Draft Minutes from joint FIC-AUC meeting on May 12, 2020

S. Sung stated that he attended this meeting and that the minutes accurately reflected the proceedings of this meeting. These minutes were for review only as these were already approved via emails which were sent by staff after the minutes were prepared for the previous committee in which they approved these minutes.

6. Business arising from the Minutes

C. Mehta provided an update on the action items on both the FIC and AUC:

1) Revisions to the Expense Reimbursement Policy

Work was underway on revisions to the Expense Reimbursement Policy which will incorporate feedback received from several stakeholders. A revised draft will be shared with both the FIC and AUC before it is presented to the Board for approval.

2) Seek feedback from the auditor on the AUC and FIC Terms of Reference and Workplan

Inputs were received from the auditor who has stated that Terms of Reference and Workplan for the AUC were good but the Audit Committee should have a CPA who, if not a practicing auditor, is at least someone who has some auditing experience, and knowledge of the NPO accounting standards. He also stated that someone with a legal background would also very helpful on Finance and Audit committees.

7. Review of Annual Work Plan

S. Sung suggested that discussion on the Annual Work Plan be deferred to the next meeting so that the non-councillor members have a chance to review the document and provide their inputs.

8. Review Terms of Reference

S. Sung suggested that discussion on the Terms of Reference be deferred to the next meeting so that the non-councillor members have a chance to review the document and provide their inputs.

9. Other Business

S. Sung asked if there were any updates on status of ISO 9001 initiative and if there were any plans to reach out to Council for a policy decision. J. Zuccon responded that this was under consideration and a briefing note will be presented to Council once the staff has had time to consider this. He also added that he was very supportive of this initiative.

S. Sung also suggested that it could be worthwhile for the AUC to look into the possibility and willingness of AUC to perform audits of PEO non-financial matters such as regulatory effectiveness.

10. Date of Next Meeting

A Doodle Poll will be sent out to schedule the next meeting. The auditor will be presenting the audit plan for fiscal year 2020 in either October or November. It was discussed to avoid Tuesdays for our meeting date.

11. Adjournment/Dinner

All were in favour of adjourning the meeting. The meeting adjourned at 6:00 pm.

Status of Action items from the AUC meeting on Mar 3, 2020

| Item | Action | Responsible | Status |
|-------------|---|--------------------|------------------|
| 1 | Set up of pension committee | HR Staff | Work in progress |
| 2 | Best practices on pension governance from other regulatory bodies | HR Staff | Work in progress |