

<p><b>MANDATE:</b></p>	<p>The mandate of the Audit Committee is to:</p> <p>A – assist Council in fulfilling its oversight and stewardship responsibilities by gaining and maintaining reasonable assurance in relation to:</p> <ul style="list-style-type: none"> <li>(i) the integrity of The City's annual financial statements;</li> <li>(ii) effective governance, risk management and compliance, including the evaluation of the performance of control systems and processes;</li> <li>(iii) the qualifications, independence, and effectiveness of the External Auditor and the City Auditor;</li> <li>(iv) the utilization of a confidential and independent Whistle-blower Program; and</li> <li>(v) additional matters described herein or as may be assigned to the Audit Committee by Council.</li> </ul> <p>B – support Council's effective decision-making by being involved in a broader governance role through oversight and responsibilities described in Bylaw 33M2020, schedules A, B and C.</p>
<p><b>COMPOSITION:</b></p>	<p>Mayor (Ex-Officio)</p> <p>4 Members of Council</p> <p>3 Public members, that reside in Alberta and are not employed by The City</p>
	<p>Public members must be financially literate possessing a set of skills, experience and knowledge of financial matters that support informed and effective decisions.</p> <p>The Chair and Vice-Chair are appointed by Council at the Organizational Meeting.</p>
<p><b>TERM:</b></p>	<p>Members of Council are appointed:</p> <ul style="list-style-type: none"> <li>- for a one-year term commencing on the date of the 2020 Organizational Meeting; and</li> <li>- for two-year terms commencing on the date of the 2021 Organizational Meeting.</li> </ul> <p>Public members are appointed for two-year terms commencing on the date of the Organizational Meeting and expiring on the date of the Organizational Meeting in the year of the expiry of the member's term.</p> <p>Public members may serve a maximum of six consecutive years.</p> <p>Despite the above, a public member may serve more than six consecutive years by a two-thirds vote of Council.</p>
<p><b>TERM EXPIRY MONTH:</b></p>	<p>October</p>
<p><b>MEETINGS:</b></p>	<p>Not less than six times per year</p> <p>Council Chamber</p>
<p><b>QUORUM:</b></p>	<p>Four members, including a minimum of one public member.</p>

	A member participating remotely is deemed to be present at the meeting and counts towards the quorum.
<b>RESOURCE STAFF:</b>	Smillie, Corrie (403-268-1534)
<b>ADMINISTRATIVE CONTACT:</b>	Legislative Advisors City Clerk's Office The City of Calgary P.O. Box 2100, Station M, Mail Code #8007 Calgary AB T2P 2M5 Bus: 403-268-5861
<b>REPORTS TO:</b>	Council

<i>Member</i>	<i>Role</i>	<i>Appointed on</i>	<i>Expiry Year</i>
Mayor Naheed Nenshi	Mayor (Ex-Officio)	2010	N/A
Lori Caltagirone	Public member	2017	2021
Karen Kim	Public member	2020	2022
Michael Lambert	Public member	2017	2021
Councillor Diane Colley-Urquhart	Member of Council	2019	2021
Councillor Jeff Davison	Member of Council	2020	2021
Councillor Jeromy Farkas	Member of Council (Vice-Chair)	2017	2021
Councillor Evan Woolley	Member of Council (Chair)	2013	2021

### **Authority**

	<b>Description</b>	<b>Decision</b>
1.	1972 August 28 Motion of Council	That the membership of the SPC on Finance and Budget be appointed as the Audit Committee, with mandate laid out
2.	1977 February 28, Report of the Policy Committee on Finance & Budget (Audit)	That Audit Committee meetings be held In Camera, and other changes to Terms of Reference.
3.	1978 January 23, FB78-3	That Council go into Committee of the Whole to discuss audit matters, semi-annually. (Council-as-a-Whole is the Audit Committee).

4.	1979 November 19, NM79-75	The Policy Committee on Finance & Budget was appointed as the Audit Committee, with Scope and Composition laid out.
5.	1979 December 18, AC79-1	That the Finance and Budget Policy Committee become the Audit Committee, and the Administration be represented by the Commissioner of Finance & Administration, the Director of Finance, and the Manager, Management Audit. New Terms of Reference adopted.
7.	1983 January 24	New Audit Committee Terms of Reference adopted.
8.	1985 April 22, AC85-13	Council instructs Audit Committee to create a policy allowing referral of personnel matters to Nominating, Agenda and Personnel Committee (NAP).
9.	1985 May 27, AC85-40	Review and update of Terms of Reference.
10.	1986 May 5, AC86-33	Council adopts a Report hierarchy, clarifying which Audit reports should be reviewed by Council.
11.	1986 November 24, Bylaw 62M86	Housekeeping amendment to Bylaw # 39M83 The Procedure Bylaw. Directs that the Chair of Audit sit as a Member of Nomination, Agenda and Personnel Committee.
12.	1987 June 8, AC87-34.	Location/timing of Audit Committee meetings.
13.	1987 June 8, Bylaw 27M87	Grants authority of the Chair of Audit Committee to sign Agreements/contracts with respect to the Audit Budget.
14.	1987 November 16, Bylaw 55M87	To amend Bylaw 39M83 - Revision to address absence of Chair and Vice-Chair for Audit.
15.	1989 January 23, AC88-71.	Revised Terms of Reference.
16.	1990 July 24, 23-90-171	Committee on Committees recommendations for structure and for Aldermanic representation.
17.	1990 November 7, Resolution of Council	Change in commencement time of the Special Committee on Audit & Budget.
18.	1991 September 3, 25-91-76	Committee on Committees report recommended that Aldermanic representation on Special Committees be increased to 5.
19.	1991 October 21, CW-2	Motion for Aldermanic representation on Special Committees was reconsidered. Motion adopted that each Alderman sit on at least one of the four Special Committees, plus either a second Special Committee or an Audit Committee Special Study/Task Force/Program Review.
20.	1993 July 26, AC93-35	Addition of Citizen Members to Audit Membership. Advertising and selection process.
21.	1993 November 22, Clause AC93-53	Revised Terms of Reference - Citizen member roles / responsibilities.
22.	1994 December 5, Bylaw 53M94	To Amend the Procedure Bylaw to define certain duties of Council, the Committees and certain Officers of the City.

23.	2000 October 16, AC2000-37	Recommended changes to Audit Committee's Practices.
24.	2003 March 17, Bylaw 19M2003	To amend Bylaw 30M2002 - To regulate the proceedings of Council of The City and it's Committees.
25.	2003 March 24, AC2003-02	Revised Terms of Reference
26.	2003 September 08, AGS2003-43	Reduced the Council appointment to this Committee to 5. Mayor as ex-officio Member is not counted in Required Members.
27.	2003 November 24, AC2003-60	Reduction of Quorum. Four (4) members, one (1) of which will be a citizen member.
28.	2004 May 17, AC2004-09 and Bylaw 30M2004	Bylaw 30M2004: a Bylaw to establish the position of City Auditor. Approve the City Auditor Model. Appoint R.D.McLean.
29.	2004 July 26, AC2004-31	Revised Terms of Reference
30.	2006 January 16, AC2005-60	Major Terms of Reference revisions adopted.
31.	2006 October 16, 44M2006	Mandate updated.
32.	2007 November 26, AC2007-48	Council appointed members of an Audit Sub-Committee to select the External Auditor for The City of Calgary.
33.	2008 January 14 AC2007-48	Council confirmed reports PWRS, duties and functions of the City Auditor (30M2004) and directed the City Auditor to report back amendments to the Audit Committees Terms of Reference.
34.	2008 November 3, AC2008-49	Position duties of City Auditor adopted.
35.	2008 October 20, Communication	Re: Sub-Committee. Membership extension.
36.	2010 January 18, AC2009-73 and Bylaw 4M2010	Amendment to the Procedure Bylaw to include Performance Audits in the Audit Committee's mandate.
37.	2011 November 07, AC2011-72.	New Terms of Reference to form the basis of an Audit Committee Bylaw.
38.	2012 November 05, AC2012-0726 and Bylaw 48M2012	Adoption of Bylaw 48M2012, a Bylaw to Continue the Audit Committee. Supports the Terms of Reference changes adopted November 2011. Bylaw is coming into force on the day of the 2013 Organizational Meeting of Council.
39.	2013 October 21, Bylaw 40M2011 coming into force	To discontinue the use of the title "Alderman" in favour of the title "Councillor".
40.	2013 November 18, AC2013-0684 and Bylaw 48M2013	To amend Bylaw 48M2012 - To change the title of 'Senior Research Officer' to 'Executive Assistant' and to change the name of the 'Legislative Resource Group' to 'Audit Resource Management'.
41.	2014 January 27, AC2014-0830 and Bylaw 4M2014	City Auditor's Bylaw and Charter. Amendment to Bylaw 30M2004 (City Auditor) - To reflect existing practices, align to other City documentation including Bylaw 48M2012 (Audit Committee), and to conform to standards set by the Institute of Internal Auditors.

42.	2016 October 03, AC2016-0683 and Bylaw 39M2016	To amend Bylaw 48M2012 - to change the quorum and to reduce the number of meetings per year.
43.	2017 May 08, PFC2017-0312 and Bylaw 26M2017	To amend Bylaw 48M2012 - to reflect a 6 year term limit maximum for Public Members as specified in the new Council policy on Governance and Appointments of Boards, Commissions and Committees (CP2016-03).
44.	2020 Sept 14, AC2020-0753 and Bylaw 33M2020	To repeal Bylaw 48M2012. New Bylaw 33M2020 effective 2020 October 26. Chair and Vice Chair of Audit annually appointed by Council; Citizen members required to be residents of Alberta (not electors). City employees ineligible. After the 2021 General Election: Member of Council positions increase term length from one year to two years.