



STAFF REPORT

TO: Council

FROM: Erin Hartley, Director of Corporate Services

APPROVED BY: Trudy Payne, Chief Administrative Officer

DATE: November 23, 2020

SUBJECT: Committees of Council Terms of Reference Renewals

ORIGIN

On October 31, 2020 the Municipality's Terms of Reference for the following Committees required renewal:

- Planning and Development
- Economic Growth Strategy
- Audit and Internal Control

DISCUSSION

These three Committees have completed their second two-year term. Each Committee is made up of Councillors and community members to help advance its purpose and mandate in support of the Municipality's overall goals and priorities. A number of minor amendments are being recommended for clarity and efficiency.

The Municipality's Planning and Development Committee Terms of Reference has been amended to include an alternate Council member appointment. Changes are identified in red text on the attached document.

The Municipality's Economic Growth Strategy Committee Terms of Reference has been amended to change the committee make up to include two Council members and one alternate Council member as well as three community member appointments. The quorum requirements have been amended to reflect that two community members must be present. Changes are identified in red text on the attached document.

The Municipality's Audit and Internal Control Committee Terms of Reference has been amended to include an alternate Council member appointment. Changes are identified in red text on the attached document.

As noted in the Terms of Reference, appointment of members is also required by Council and is reflected in the recommendations. The recommendations reflect motions previously made by Council to appoint Council members and community members to specific committees. In the case of the vacancies for the Economic Growth Strategy Committee, the community member positions will be advertised. In the case of the Audit and Internal Control Committee, the two existing community members are being recommended to continue and one community member vacancy has not yet been filled; it will continue to be advertised. As applications for the vacancies are received, the recommendations will be brought to Council for approval of appointment.

RECOMMENDATION

1. PLANNING AND DEVELOPMENT COMMITTEE

- a. The Municipality of the District of Shelburne's Planning and Development Committee's Terms of Reference be approved as amended;
- b. The Municipality of the District of Shelburne's Planning and Development Committee's Terms of Reference be renewed until October 31, 2022; and
- c. The following members be appointed to the Planning and Development Committee:
 - Deputy Warden Dale Richardson
 - Councillor Heidi Wagner
 - Councillor Doris Townsend
 - Warden Penny Smith (alternate)
 - Fred Greenwood, Community Member
 - Sheila Bird, Community Member
 - William Brown, Community Member

2. ECONOMIC GROWTH STRATEGY COMMITTEE

- a. The Municipality of the District of Shelburne's Economic Growth Strategy Committee's Terms of Reference be approved as amended;
- b. The Municipality of the District of Shelburne's Economic Growth Strategy Committee's Terms of Reference be renewed until October 31, 2022; and
- c. The following members be appointed to the Economic Growth Strategy Committee:
 - Councillor Sherry Thorburn Irvine
 - Warden Penny Smith

- Councillor Doris Townsend (alternate)
- 3 community member vacancies

3. AUDIT AND INTERNAL CONTROL COMMITTEE

- a. The Municipality of the District of Shelburne's Audit and Internal Control Committee's Terms of Reference be approved as amended;
- b. The Municipality of the District of Shelburne's Audit and Internal Control Committee's Terms of Reference be renewed until October 31, 2022; and
- c. The following members be appointed to the Audit and Internal Control Committee:
 - Councillor Ron Coole
 - Councillor Terry McIntyre
 - Councillor Sherry Thorburne Irvine (alternate)
 - Sandy Hood, Community Member
 - Larry Pelletier, Community Member
 - 1 community member vacancy

BUDGET IMPLICATIONS

There are no budget implications in relation to the renewals. The vacancies will require advertising to fill; the advertising budget can absorb this cost.

ATTACHMENTS

- Amended Terms of Reference for Planning and Development Committee
- Amended Terms of Reference for Economic Growth Strategy Committee
- Amended Terms of Reference for Audit and Internal Control Committee

**Municipality of the District of Shelburne
PLANNING AND DEVELOPMENT COMMITTEE**

Terms of Reference

Purpose

The purpose of the Planning and Development Committee is to assist Municipal Council with determining what role it can and should play in the future planning and development of the community through municipal land use bylaws and policies, community infrastructure planning, community policy decisions, cultural and arts policies, community development through events and attractions, legislative frameworks and advocacy, act as the Municipality's Planning Advisory Committee, recommendations for acquisition and sale of land, and undertake comprehensive research externally and with community engagement approaches to ensure that the financial resources entrusted to the Municipality by its residents are spent wisely in order to provide the best options to maximize future community development returns.

Authority

The Planning and Development Committee has been granted its legal authority to assist the Municipality with planning and community development strategies by virtue of being delegated this responsibility with Council's approval on November 3, 2016, of this Terms of Reference and thereafter appointing members to the Committee. Council gains its responsibility and authority for planning and development through various parts of the *Municipal Government Act* including Sections 190 through to 292.

Scope

The scope of the Planning and Development Committee shall be to review and assess all available previous and current studies, reports, land use bylaws and strategies, community development initiatives, current and potential community infrastructure and development proposals, and recommend multi-year development plans for these initiatives for the Municipality including, but not limited to the items listed below as well as those issues noted under Responsibilities, specifically:

1. Review current municipal land use strategy and bylaws to ensure future applicability; and
2. Develop strategies to enhance community development initiatives in areas like arts and culture, community facility infrastructure, community economic development projects, community engagement strategies, and beach stewardship; and
3. Research and prepare for public consultation a draft plan concerning coastal management; and
4. Review of areas where growth can be enhanced through policy changes or community development; and
5. Development of a community-wide plan for local stewardship; and
6. Compile sector specific community development issues that impact or impede economic growth and recommend mitigation or development strategies to the Economic Growth Strategy Committee; and
7. Act as the Municipality's Planning Advisory Committee pursuant to Section 200 of the *Municipal Government Act*.
8. Act as the Municipality's Heritage Advisory Committee pursuant to Heritage Property Act, Chapter 199 of the Revised Statutes, 1989

Role of Chairperson

The Chairperson is ultimately responsible for organizing, chairing and facilitating all meetings, ensuring that appropriate research, directions and recommendations are given to the Committee, including the

provision for adoption of work plans, policy directions, strategies, financial commitments, human resource management, as well as all other items incidental to the effective planning and development strategies of the Municipality.

Role of Vice Chairperson

A Vice Chairperson shall be appointed and act in the place of the Chairperson during absences, unavailability or conflicts of interest of the Chairperson.

Role of Community Development Coordinator

Community Development Coordinator shall carry out the functions and roles as directed by the Planning and Development Committee from time to time, and shall act as a staff resource to the Committee. This person shall organize meetings, prepare minutes, agendas and packages as well as lead the research and report writing aspect of the Committee's work to ensure the Committee has the best available information upon which to make a decision or recommendations to Council.

Membership

Membership on the Planning and Development Committee shall include three elected representatives and an alternate from the Municipality of the District of Shelburne and three members of the public, duly appointed by Council annually pursuant to Section 24 of the *Municipal Government Act*. Members of the public appointed to this committee should have strong community development, environmental impact understanding, community infrastructure knowledge, and/or sector specific backgrounds in areas such as economic growth, arts and culture, etc. and be able to comprehend complex community, government and regulatory processes.

Member applications shall be vetted by the CAO and member appointment will be by Council motion.

All appointments shall be for a two-year term, at the end of each term a Committee member may express their interest in continuing as a member or resign as a member.

Where a vacancy occurs on the Committee, the Council shall appoint a person to fill the position as soon as possible; that person shall hold office for the remainder of the term of the member in whose place that person is appointed.

Each member will serve without remuneration but shall be reimbursed for such expenses as are necessarily incurred by such member in the discharge of the member's duties, with prior approval from the CAO.

Reporting Relationship

The Planning and Development Committee shall report directly to the Council of the Municipality of the District of Shelburne and indirectly to the Chief Administrative Officer for operational and administrative support.

Duration of Mandate

The mandate of the Planning and Development Committee shall be from November 1, 2016 to October 31, 2018, and is subject to renewal each two years thereafter according to the discretion of Council.

The duration of the role of Chairperson and Vice-Chairperson shall be one-year. Annually, in November or the next scheduled meeting, an Election of Officers by Committee shall take place appointing a Chairperson and Vice-Chairperson.

Frequency of Meetings

Meetings of the Planning and Development Committee shall be held on such day as the Committee decides at the first meeting of the Committee, with such meetings taking place at the time agreed to by the Committee. Additional meetings may be held, or the above meetings date and times changed, when agreed to by consensus of the Committee and prior notification is provided to Council.

Quorum Requirements

No decisions may be made at any Planning and Development Committee meeting unless at least two elected representatives and two community representatives are present.

Agenda, Minutes and Resolutions

Minutes and recommendations of the Planning and Development Committee shall be provided to each member of the Committee within a reasonable time after the conclusion of such meeting. Community Development Coordinator will endeavour to provide each member of the Committee with the agenda and required supporting documentation at least five days prior to every meeting.

Conflict of Interest

It is expected that all members of the Planning and Development Committee will adhere to the *Municipal Conflict of Interest Act*, disclosing any pecuniary or indirect pecuniary interest in any matter before the Committee and refraining from taking part in, or trying to influence either before or after the meeting, any directions or decisions respecting such matters. Any breach of this guideline will require the Chairperson to ask Council to remove that member and appoint another member in their stead. If the breach is by the Chairperson, this shall be reported to Council by the Vice Chairperson.

Resources

The Planning and Development Committee shall have access to the resources of the Community Development Coordinator and other appropriate municipal staff as authorized by the Chief Administrative Officer, to undertake the required research it needs in order to make the most appropriate decisions in a timely manner. Requests for resources above the annual budgeted amount for this committee shall be made by the Committee through the Chairperson to Council, on an as needed basis.

Decision Making Process

All decisions of the Planning and Development Committee shall be made by majority vote of committee members. Where a majority is not forthcoming, the vote shall be determined in the negative. The Committee has authority to oversee and facilitate the research and data collection process by requesting such information from the Chief Administrative Officer and his/her staff, Committee members, or other private sector or government sources.

Confidentiality

All meetings of the Planning and Development Committee are considered public, except those matters deemed to be private and confidential in nature and subject to Section 22 of the Municipal Government Act. Minutes and subsequent resolutions of such meetings shall be recorded and publicly available upon approval by the Committee. Information and reports of the Committee shall be subject to normal Freedom of Information and Protection of Privacy (FOIPOP) regulations.

Communications

All communications and messaging from the Planning and Development Committee's work and activities shall come solely from the Chairperson or their designate. It is expected that all decisions of the Committee will be supported by all members of the committee upon ratification. This does not limit the ability of individual member's from speaking freely with the media, but in all such cases the individual committee member should be clear that it is their personal opinion and not that of the Planning and Development Committee.

Reporting

At least bi-annually, the Chairperson shall provide written reports to Council concerning the Committee's work plan, focus and directions. Should Council require, an oral presentation may be requested of the Chairperson at any time if Council wishes to have further clarification or reporting on the Committee's work.

Responsibilities

Planning and Development Committee shall be responsible for reviewing the success factors of the community's environmental and community development climate and the challenges to it by reviewing municipal, provincial and federal policies, requesting and analyzing information brought before it, discussing options and opportunities, and make timely decisions and recommendations to Council that are in the best interests of residents, communities, and businesses. To this end, Planning and Development Committee shall endeavour to carry out the following functions:

Planning

1. Review current municipal planning strategy and land use bylaws to ensure they are suitable for future growth and development of the diverse communities in the Municipality.
2. Research and develop a draft coastal management plan for the community and through widespread public engagement, bring forth recommendations to Council that will enhance and protect current land use and properties throughout the entire community.
3. Work with community stakeholders to develop appropriate resources and educational material about the value of community planning and its impacts.
4. Act as an educational resource to Council and community groups in environmental stewardship projects.
5. Development of a comprehensive Committee work plan to advance and implement the ideas and plans for the Planning and Development Committee, in line with the goals of the OneNS Plan.
6. Act as the Municipality's Planning Advisory Committee.

Development

7. **Work with stakeholders to develop a community infrastructure development plan that fits with the needs and wishes of the community in a positive manner.**
8. **Propose, and initiate after receiving Council support, community projects that will benefit individual or multiple communities through enhancement of the arts and culture sector.**
9. **Seek available funding opportunities for the Municipality and community organizations that will support initiatives and projects identified under the auspices of this Committee, or the development of new community events, training or educational opportunities.**
10. **Promote, develop educational material, and instill a community sense of environmental stewardship with all programs, services and infrastructure throughout the entire community.**

Approved by Council: November 3, 2016

Amended by Council: October 23, 2017

Amended by Council: October 22, 2018

Amended by Council: November 23, 2020 (Amended to reflect the addition of an alternate Council member)

**Municipality of the District of Shelburne
ECONOMIC GROWTH STRATEGY COMMITTEE**

Terms of Reference

Purpose

The purpose of the Economic Growth Strategy Committee is to assist Municipal Council with determining what role it can and should play in the future economic development of the community through investments in infrastructure, policy decisions, taxation strategies, community development, legislative frameworks and advocacy, sector growth, acquisition and sale of land, and economic data collection and research to ensure that the financial resources entrusted to the Municipality by its residents are spent wisely in order to provide the best options to maximize economic returns.

Authority

The Economic Growth Strategy Committee has been granted its legal authority to assist the Municipality with economic development strategies by virtue of being delegated this responsibility with Council's approval on November 3, 2016, of this Terms of Reference and thereafter appointing members to the Committee. Council gains its responsibility and authority for economic development through various parts of the *Municipal Government Act* including Sections 57, 66, 71 and 172.

Scope

The scope of the Economic Growth Strategy Committee shall be to review and assess all available economic, labour market, and demographical information about the Municipality including, but not limited to the items listed below as well as those issues noted under Responsibilities, specifically:

1. Details of types of employers and where current employment and businesses exist; and
2. Sectors where businesses find attracting employees challenging; and
3. Legislative framework for current and potential new employers; and
4. Areas where growth can be spurred through policy changes or other avenues; and
6. Impacts of technology on economic development; and
7. Sector specific issues that impact or impede economic growth.

Role of Chairperson

The Chairperson is ultimately responsible for organizing, chairing and facilitating all meetings, ensuring that appropriate research, directions and recommendations are given to the Committee, including the provision for adoption of work plans, policy directions, strategies, financial commitments, human resource management, as well as all other items incidental to the effective economic development strategies of the Municipality.

Role of Vice Chairperson

A Vice Chairperson shall be appointed and act in the place of the Chairperson during absences, unavailability or conflicts of interest of the Chairperson.

Role of Chief Administrative Officer

Chief Administrative Officer shall carry out the functions and roles as directed by the Economic Growth Strategy Committee from time to time, and shall act as a staff resource to the Committee. This person

shall lead the research and report writing aspect of the Committee's work to ensure the Committee has the best available information upon which to make a decision or recommendations to Council.

Membership

Membership on the Economic Growth Strategy Committee shall include ~~three~~ **two** elected representatives ~~and one alternate~~ from the Municipality of the District of Shelburne and ~~four~~ **three** members of the public, duly appointed by Council annually pursuant to Section 24 of the *Municipal Government Act*. Members of the public appointed to this committee should have strong economic, business development, or sector specific backgrounds and be able to comprehend complex financial, government and regulatory processes. Nova Scotia Business Incorporated's Regional Business Advisor and Atlantic Canada Opportunities Agency's Area Account Manager shall be ex-officio non-voting members of the Committee.

Member applications shall be vetted by the CAO and member appointment will be by Council motion.

All appointments shall be for a two-year term, at the end of each term a Committee member may express their interest in continuing as a member or resign as a member.

Where a vacancy occurs on the Committee, the Council shall appoint a person to fill the position as soon as possible; that person shall hold office for the remainder of the term of the member in whose place that person is appointed.

Each member will serve without remuneration but shall be reimbursed for such expenses as are necessarily incurred by such member in the discharge of the member's duties, with prior approval from the CAO.

Reporting Relationship

The Economic Growth Strategy Committee shall report directly to the Council of the Municipality of the District of Shelburne and indirectly to the Chief Administrative Officer for operational and administrative support.

Duration of Mandate

The mandate of the Economic Growth Strategy Committee shall be from November 1, 2016 to October 31, 2018, and is subject to renewal each two years thereafter according to the discretion of Council.

The duration of the role of Chairperson and Vice-Chairperson shall be one-year. Annually, in November or the next scheduled meeting, an Election of Officers by Committee shall take place appointing a Chairperson and Vice-Chairperson.

Frequency of Meetings

Meetings of the Economic Growth Strategy Committee shall be held on such day as the Committee decides at the first meeting of the Committee, with such meetings taking place at the time agreed to by the Committee. Additional meetings may be held, or the above meetings date and times changed, when agreed to by consensus of the Committee and prior notification is provided to Council.

Quorum Requirements

No decisions may be made at any Economic Growth Strategy Committee meeting unless at least one elected representative and ~~three~~ **two** community representatives are present.

Agenda, Minutes and Resolutions

Minutes and recommendations of the Economic Growth Strategy Committee shall be provided to each member of the Committee within a reasonable time after the conclusion of such meeting. Chief Administrative Officer will endeavour to provide each member of the Committee with the agenda and required supporting documentation at least three days prior to every meeting.

Conflict of Interest

It is expected that all members of the Economic Growth Strategy Committee will adhere to the *Municipal Conflict of Interest Act*, disclosing any pecuniary or indirect pecuniary interest in any matter before the Committee and refraining from taking part in, or trying to influence either before or after the meeting, any directions or decisions respecting such matters. Any breach of this guideline will require the Chairperson to ask Council to remove that member and appoint another member in their stead. If the breach is by the Chairperson, this shall be reported to Council by the Vice Chairperson.

Resources

The Economic Growth Strategy Committee shall have access to the resources of the Chief Administrative Officer and other appropriate municipal staff as authorized by the Chief Administrative Officer, to undertake the required research it needs in order to make the most appropriate decisions in a timely manner. Requests for resources above the annual budgeted amount for this committee shall be made by the Committee through the Chairperson to Council, on an as needed basis.

Decision Making Process

All decisions of the Economic Growth Strategy Committee shall be made by majority vote of committee members. Where a majority is not forthcoming, the vote shall be determined in the negative. The Committee has authority to oversee and facilitate the research and data collection process by requesting such information from the Chief Administrative Officer and his/her staff, Committee members, or other private sector or government sources.

Confidentiality

All meetings of the Economic Growth Strategy Committee are considered public, except those matters deemed to be private and confidential in nature and subject to Section 22 of the Municipal Government Act. Minutes and subsequent resolutions of such meetings shall be recorded and publicly available upon approval by the Committee. Information and reports of the Committee shall be subject to normal Freedom of Information and Protection of Privacy (FOIPOP) regulations.

Communications

All communications and messaging from the Economic Growth Strategy Committee's work and activities shall come solely from the Chairperson or their designate. It is expected that all decisions of the Committee will be supported by all members of the committee upon ratification. This does not limit the

ability of individual member's from speaking freely with the media, but in all such cases the individual committee member should be clear that it is their personal opinion and not that of the Economic Growth Strategy Committee.

Reporting

At least bi-annually, the Chairperson shall provide written reports to Council concerning the Committee's work plan, focus and directions. Should Council require, an oral presentation may be requested of the Chairperson at any time if Council wishes to have further clarification or reporting on the Committee's work.

Responsibilities

Economic Growth Strategy Committee shall be responsible for reviewing the success factors of the community's business climate and the challenges to it by reviewing municipal, provincial and federal policies, requesting and analyzing information brought before it, discussing options and opportunities, and make timely decisions and recommendations to Council that are in the best interests of residents and businesses. To this end, Economic Growth Strategy Committee shall endeavour to carry out the following functions:

Economic Growth and Business Sector Assessment

1. Review municipal, provincial and federal policies and regulations related to economic growth or decay.
2. Review the Municipality's land use policies and regulations.
3. Complete a comprehensive review of the current labour force characteristics, business inventory, educational levels, and skills gap assessment of unemployed versus available jobs.
4. Review of potential infrastructure investments versus return on investment.
5. Assessment of opportunities for sector growth and development based on current community profile, innovation and technology upgrades.
6. Development of a detailed community profile.
7. Development of an economic development strategy for the municipality addressing areas such as but not limited to tourism and the service sector, forestry, agriculture, health, education, industrial and marine development, immigration, culture and arts, as well as innovation and information technology.

Approved by Council: November 3, 2016

Amended by Council: October 22, 2018

Amended by Council: November 23, 2020 (Amended to reflect changes to membership)

**Municipality of the District of Shelburne
AUDIT AND INTERNAL CONTROL COMMITTEE**

Terms of Reference

Purpose

The purpose of the Audit and Internal Control Committee is to act as an advisory board carrying out critical review functions on behalf of Council. The primary function of the audit committee is to assist Council in fulfilling their oversight responsibilities related to quality and integrity of financial reporting along with ensuring the appropriate systems and controls for the proper recording of transaction and protection of assets are in place.

Authority and Access

The Audit and Internal Control Committee has been granted its legal authority to oversee the financial and fiduciary process of the Municipality by virtue of being delegated this responsibility with Council's approval on November 3, 2016, of this Terms of Reference and thereafter appointing members to the Committee. Council gains its responsibility and authority for this under Sections 42-44 of the *Municipal Government Act*.

The Audit and Internal Control Committee shall have authority to delve into any affair of the Municipality, with full access to management and the auditor.

Objectives

The objectives of the Audit and Internal Control Committee are to:

1. Help council meet its fundamental responsibilities of protecting the municipal assets and managing operations as efficiently as possible;
2. Provide better communication between the auditor and Councillors, and promote better understanding of the audit process;
3. Enhance the external auditor's independent position;
4. Increase the credibility and objectivity of the Municipality's financial report; and
5. Strengthen the role of Council/Committee members.

Committee Composition

1. Membership on the Audit and Internal Control Committee shall include two elected representatives and an alternate from the Municipality of the District of Shelburne and three members of the public, duly appointed by Council annually pursuant to Section 44(1) of the *Municipal Government Act*. Members of the public appointed to this committee should have strong financial backgrounds and be able to comprehend complex financial and regulatory processes;

Member applications shall be vetted by the CAO and member appointment will be by Council motion. Members of the public can not be related to a member of Council or to an employee of the Municipality;

All appointments shall be for a two-year term, at the end of each term a Committee member may express their interest in continuing as a member or resign as a member;

Where a vacancy occurs on the Committee, the Council shall appoint a person to fill the position as soon as possible; that person shall hold office for the remainder of the term of the member in whose place that person is appointed;

Where there is a member of the public vacancy the Committee shall continue to meet and perform its duties and may exercise its powers; and the municipality shall advertise to recruit a new community member at least once every six months until the position is filled;

Each member will serve without remuneration but shall be reimbursed for such expenses as are necessarily incurred by such member in the discharge of the member's duties, with prior approval from the CAO;

Each member must complete training as prescribed by the Department of Municipal Affairs.

2. The Chairperson is ultimately responsible for organizing, chairing and facilitating all meetings, ensuring that appropriate research, directions and recommendations are given to the Committee, including the provision for adoption of work plans, policy directions, strategies, financial commitments, human resource management, as well as all other items incidental to the effective financial oversight of the Municipality.
3. A Vice Chairperson shall be appointed and act in the place of the Chairperson during absences, unavailability or conflicts on interest of the Chairperson.
4. Municipal Auditor's role is to conduct the yearly financial audit of the Municipality's accounts and funds in order to provide an independent opinion on the financial condition of the Municipality, including confirmation that the funds and accounts of the Municipality clearly represent the financial position of the Municipality on a given date. The Auditor will meet with the Committee at least twice annually to review the engagement and audit process, materiality limits, timetable and proposed fees at the outset, followed by a review of the draft financial statements, management letter and Financial Information Return after the audit.
5. The Audit and Internal Control Committee shall report directly to the Council of the Municipality of the District of Shelburne and indirectly to the Chief Administrative Officer for operational and administrative support.

The Audit and Internal Control Committee must maintain minutes of its meetings and submit written reports to Council or Committee of the Whole.

6. The mandate of the Audit and Internal Control Committee shall be from November 1, 2016 to October 31, 2018, and is subject to renewal each two years thereafter according to Section 44(1) of the MGA and at the discretion of Council.

The duration of the role of Chairperson and Vice-Chairperson shall be one-year. Annually, in November or the next scheduled meeting, an Election of Officers by Committee shall take place appointing a Chairperson and Vice-Chairperson.

7. It is expected that all members of the Audit and Internal Control Committee will adhere to the *Municipal Conflict of Interest Act*, disclosing any pecuniary or indirect pecuniary interest in any matter before the Committee and refraining from taking part in, or trying to influence either before or after the meeting, any directions or decisions respecting such matters. Any breach of this guideline will require the Chairperson to ask Council to remove that member and appoint another member in their stead. If the breach is by the Chairperson, this shall be reported to Council by the Vice Chairperson.
8. All meetings of the Audit and Internal Control Committee are considered public, except those matters deemed to be private and confidential in nature and subject to Section 22 of the Municipal Government Act. Minutes and subsequent resolutions of such meetings shall be recorded and publicly available upon approval by the Committee. Information and reports of the Committee shall be subject to normal Freedom of Information and Protection of Privacy (FOIPOP) regulations
9. All communications and messaging from the Audit and Internal Control Committee's work and activities shall come solely from the Chairperson or their designate. It is expected that all decisions of the Committee will be supported by all members of the committee upon ratification. This does not limit the ability of individual member's from speaking freely with the media, but in all such cases the individual committee member should be clear that it is their personal opinion and not that of the Audit and Internal Control Committee.

Meeting Requirements

1. Meetings of the Audit and Internal Control Committee shall be held whenever circumstances demand such a meeting, however the Committee must meet at least two times per fiscal year. The Committee will generally meet on the third Tuesday of the month at 10:00 am. Additional meetings may be held, or the above meetings date and times changed, when agreed to by consensus of the Committee and prior notification is provided to Committee members;
2. It is recommended that the Committee meet at least four times, and the meeting should coincide with the stages of the audit. The following topics should be included on the Committee's agenda:
 - a. Role and responsibilities of the auditor;
 - b. Review of the roles and responsibility of the Committee;
 - c. Appointment of municipal auditor;
 - d. Quarterly financial information;
 - e. Audited Financial Statements and auditor's work;
 - f. Management or Internal Control letter and management's response;

- g. Adequacy and effectiveness of internal controls;
 - h. Financial condition indicators; and
 - i. Financial risk management.
3. No decisions may be made at any Audit and Internal Control Committee meeting unless at least one elected representative and two community representatives are present; this will constitute a quorum. All decisions of the Audit and Internal Control Committee shall be made by majority vote of committee members. Where a majority is not forthcoming, the vote shall be determined in the negative.
 4. Agendas will be developed to address its terms of reference and responsibilities; and
 5. There will on occasion, be a need for the auditor to meet with the Committee, without any appointed officials present. This would be accommodated through a request by either the Committee or the auditor to one another.

Responsibilities and Functions

The functions of the Audit and Internal Control Committee are categorized as follows:

1. Financial Reporting Function – Responsibilities Related to the Financial Reporting

The Committee shall:

- a. Review the audited annual financial statements in depth with management and external auditor; if satisfied that they present fairly the financial position and results of operations, recommend their acceptance to Council;
- b. Review with management any changes in accounting principles and practices followed by the Municipality;
- c. Review any significant variance in comparison to prior year and/or budget; and
- d. Review and discuss the financial condition indicators.

2. External Audit Function – Responsibilities Related to the Work of the Auditor

The Committee shall:

- a. Discuss the extent, timing and completion of the audit including the level of materiality to be used;
- b. Review estimated and final audit fee;
- c. Discuss whether the terms of the letter of engagement were met;
- d. Recommend to Council the change of the municipal auditor if management questions the competence of the incumbent auditor and the Committee confirms the view; the recommendation to appoint a new auditor would follow an adequate inquiry into the auditor's competence and reputation;
- e. Review the problems and restrictions encountered by the auditor and degree of cooperation received; and
- f. Promote cooperation between management and the auditor.

3. Accounting System and Internal Controls Function – Responsibilities Related to Internal Controls

The Committee shall:

- a. Obtain and review the management and internal control letter addressed to Council;
- b. Discuss with the auditor the annual evaluation of the internal control system related to the financial reporting and the recommendations for improvements of accounting procedures and internal controls related to the financial reporting, together with management's response;
- c. Discuss management's response to the recommendations and adequacy of management's action plan;
- d. Obtain reasonable assurance that the municipality has implemented appropriate systems of internal controls:
 - i. Over the financial reporting and that these systems are operating effectively;
 - ii. Obtain assurance the Municipality is in compliance with its policies and procedures and that these systems are operating effectively; and
 - iii. Identify, monitor, mitigate and report significant financial or operational risk exposures and that these systems are operating effectively; and
- e. Receive and review any internal reports relating to accounting procedures and internal controls.

4. Risk Management Function – Responsibilities Related to Risk Management

The Committee shall:

- a. Understand the risks of the Municipality;
- b. Review the Municipality's risk management controls and policies;
- c. Obtain reasonable assurance that management's systems to eliminate or manage the risks are effective; and
- d. Receive reports on the management of financial risks.

5. Alleged Wrong-Doing Function – Responsibilities Related to Questionable Activities

The Committee shall:

- a. Enquire fully into any activities or transactions that may be illegal, questionable or unethical, and into the Municipality's control procedures to ensure that such activities are being guarded against;
- b. Ensure management has implemented a policy and/or process to review and respond to complaints or allegations of wrong-doing or questionable acts by elected officials, or municipal employees; and
- c. Review and advise Council members with respect to complaints or allegations of wrong-doing.

6. Statutory and Regulatory Compliance Function and Other Responsibilities

The Committee shall:

- a. Review the Municipality's compliance with statutory and regulatory obligations within the Committee's area of responsibility;
- b. Review the overall reasonableness of expense of the CAO and Council members. Specifically review the summary of remuneration and expenses schedule for reasonableness;

- c. Review the annual summary hospitality expense note; and
- d. Review adequacy of staffing in relation to both number and competence for accounting and financial responsibilities.

Approved by Council: November 3, 2016

Amended by Council: October 22, 2018

Amended by Council: May 27, 2019 (Amended to reflect new legislation requirements)

Amended by Council: November 29, 2020 (Amended to reflect the addition of an alternate Council member)