

Schedule 1

Audit Committee Terms of Reference and Internal Audit Charter to Align with the 2024 Global Internal Audit Standards

Audit Committee Terms of Reference

Composition:

- Minimum of five members of Council
- The Mayor, who is an *ex-officio* member
- Minimum of one to a maximum of three citizen members

Term of Office: Concurrent with the term of Council, ending November 30, 2026, or until successors are appointed

Established by: Council Resolution

Meetings: Quarterly, or as required by the Chair

Reports to: City Council

Supported by: City Clerk's Office

Qualifications:

Elected Officials:

- Where feasible, a background in finance, audit, or accounting would provide the Committee with additional expertise.

Citizen Member(s):

- Lives and/or operates a business in Brampton.
- Has a professional accounting designation with a minimum 10 years of experience.
- Demonstrates skill in strategy and innovation.
- Proficient in accounting and auditing.
- Displays exceptional verbal, written, listening, teamwork and collaboration skills.

Objectives of the Audit Committee:

The objective of the Audit Committee is to enhance Council's understanding of financial and control reporting both internally (as provided by the City's Internal Audit Division) and statutorily (as provided by the City's Auditors). The Committee enables Council to

fulfill its oversight and stewardship responsibilities. The Committee also provides a focal point for improved communication between Council, the Internal and Statutory Auditors, and Management. The Committee strengthens the impartial, objective and independent review of management practices through the internal and statutory audit functions. In particular, the Committee's objectives are to:

- Demonstrate a higher level of public accountability.
- Provide additional assurance to the public that City services are administered in an effective, efficient and economical manner.
- Ensure compliance with legislation for public reporting.
- Ensure compliance with Corporate policies and procedures.
- Ensure the safeguarding of City assets.
- Ensure impartial, objective and independent review of processes for City operations.

Responsibilities of the Audit Committee

The Audit Committee is responsible for:

Statutory Audit Function

Making recommendations to City Council regarding the following:

- The selection and dismissal of the City's Statutory Auditor(s) in accordance with the requirements of Section 296 of the Municipal Act, 2001.
- The terms of engagement, fees and scope of the audit services provided.
- The review and approval of the annual Audited Financial Statements.
- The review and receipt of reports.

Financial and Other Reporting

- Reviewing the annual Management Letter prepared by the City's statutorily appointed auditors and the related management responses.

Internal Audit Function

Internal Audit Charter and Function

- Discussing with the Director, Internal Audit and the corporate leadership team the appropriate authority, role, responsibilities, scope, and services (assurance and/or advisory) of the internal audit function.
- Discussing with the Director, Internal Audit and the corporate leadership team other topics that should be included in the internal audit charter.
- Reviewing and approving the Internal Audit Charter, which includes the internal audit mandate and the scope and types of internal audit services.
- Reviewing the internal audit charter periodically with the Director, Internal Audit, to consider changes affecting the organization, such as the employment of a new Director, Internal Audit, or changes in the type, severity, and interdependences of risks to the organization; and approving the internal audit charter periodically (typically annually).
- Participating in discussions with the Director, Internal Audit and corporate leadership team about the “essential conditions,” described in the Global Internal Audit Standards, which establish the foundation that enables an effective internal audit function.
- Ensuring a quality assurance and improvement program has been established and review the results annually.

Audit Planning and Execution

- Reviewing and approving the risk-based internal audit work plan as recommended by the Director of Internal Audit.
- Reviewing Internal Audit reports issued during the year.
- Reviewing the adequacy of management responses to audit concerns in relation to the risks and costs involved.
- Ensuring the Internal Audit recommendations are implemented by reviewing Internal Audit’s follow up reports.
- Receiving communications from the Director, Internal Audit about the internal audit function including its performance relative to its plan.

The Appointment and Termination of the Director of Internal Audit

- Actively participating in discussions about and approving decisions regarding the appointment and removal of the Director, Internal Audit, ensuring adequate competencies and qualifications and conformance with the Global Internal Audit Standards.
- Approving the performance of the Director, Internal Audit, with input from the CAO.
- Approving decisions relating to the remuneration of the Director, Internal Audit.

Budget and Resourcing

- Approving Internal Audit's budget and resource plan.
- Reviewing the internal audit function's expenses.

Internal Audit Function Independence

- Ensuring all Internal Audit activities are free from interference and related implications.
- Making appropriate inquiries of the corporate leadership team and the Director, Internal Audit to determine whether scope or resource limitations are inappropriate.
- Communicating and meeting independently with the Director of Internal Audit as appropriate.
- Any other matters that could come within the scope of the auditors.

Internal Audit Charter for City of Brampton

Purpose

The purpose of the internal audit function is to strengthen City of Brampton's ability to create, protect, and sustain value by providing the Audit Committee and management with independent, risk-based, and objective assurance, advice, insight, and foresight.

The internal audit function enhances City of Brampton's:

- Successful achievement of its objectives.
- Governance, risk management, and control processes.
- Decision-making and oversight.
- Reputation and credibility with its stakeholders.
- Ability to serve the public interest.

City of Brampton's internal audit function is most effective when:

- Internal auditing is performed by competent professionals in conformance with The IIA's Global Internal Audit Standards™, which are set in the public interest.
- The internal audit function is independently positioned with direct accountability to the Audit Committee.
- Internal auditors are free from undue influence and committed to making objective assessments.

Commitment to Adhering to the Global Internal Audit Standards

The City of Brampton's internal audit function will adhere to the mandatory elements of The Institute of Internal Auditors' International Professional Practices Framework, which are the Global Internal Audit Standards and Topical Requirements. The Director, Internal Audit will report annually to the Audit Committee and senior management regarding the internal audit function's conformance with the Standards, which will be assessed through a quality assurance and improvement program.

Mandate

Authority

The internal audit function's authority is created by its direct reporting relationship to the Audit Committee. Such authority allows for unrestricted access to the Audit Committee.

The Audit Committee authorizes the internal audit function to:

- Have full and unrestricted access to all functions, data, records, information, physical property, and personnel pertinent to carrying out internal audit responsibilities. Internal auditors are accountable for confidentiality and safeguarding records and information.

- Allocate resources, set frequencies, select subjects, determine scopes of work, apply techniques, and issue communications to accomplish the function's objectives.
- Obtain assistance from the necessary personnel of City of Brampton and other specialized services from within or outside City of Brampton to complete internal audit services.
- Conduct any engagement of all City departments and special interest groups, 3rd parties (via right to audit clauses where applicable) and City Related Boards.
- Manage the City's Ethics Hotline and coordinate all fraud investigations activities within City Departments and related Boards, and update the Audit Committee quarterly on the activities related to the Ethics Hotline.

It is the duty of any employee of the City or City Related Board having control of records to permit the Director, Internal Audit or his/her designate access and examination when requested subject to applicable law. It is also the duty of any employee of the City or City related Board to fully co-operate with and make full disclosure of all pertinent information to the Director, Internal Audit or his/her authorized designate.

Independence, Organizational Position, and Reporting Relationships

The Director, Internal Audit will be positioned at a level in the organization that enables internal audit services and responsibilities to be performed without interference from management, thereby establishing the independence of the internal audit function. (See "Mandate" section.) The Director, Internal Audit will report functionally to the Audit Committee and administratively (for example, day-to-day operations) to the Chief Administrative Officer. This positioning provides the organizational authority and status to bring matters directly to senior management and escalate matters to the Audit Committee, when necessary, without interference and supports the internal auditors' ability to maintain objectivity.

The administrative reporting responsibilities to the Chief Administrative Officer include:

- Approving the internal audit function's human resources administration, together with input from the Audit Committee.
- Facilitating the approval of internal audit's budgets by Audit Committee.
- Approving the Director, Internal Audit's expenses, with input from the Audit Committee.
- Approving the Director, Internal Audit's vacation plans.
- Providing input to the Chair of the Audit Committee, regarding the performance of the Director, Internal Audit.

The Director, Internal Audit will confirm to the Audit Committee, at least annually, the organizational independence of the internal audit function. If the governance structure does not support organizational independence, the Director, Internal Audit will document the characteristics of the governance structure limiting independence and any safeguards employed

to achieve the principle of independence. The Director, Internal Audit will disclose to the Audit Committee any interference internal auditors encounter related to the scope, performance, or communication of internal audit work and results. The disclosure will include communicating the implications of such interference on the internal audit function's effectiveness and ability to fulfill its mandate.

Changes to the Mandate and Charter

Circumstances may justify a follow-up discussion between the Director, Internal Audit, Audit Committee, and corporate leadership team on the internal audit mandate or other aspects of the internal audit charter. Such circumstances may include but are not limited to:

- A significant change in the Global Internal Audit Standards.
- A significant reorganization within the organization.
- Significant changes in the Director, Internal Audit, Audit Committee, and/or senior management.
- Significant changes to the organization's strategies, objectives, risk profile, or the environment in which the organization operates.
- New laws or regulations that may affect the nature and/or scope of internal audit services.

Director, Internal Audit Roles and Responsibilities

Ethics and Professionalism

The Director, Internal Audit will ensure that internal auditors:

- Conform with the Global Internal Audit Standards, including the principles of Ethics and Professionalism: integrity, objectivity, competency, due professional care, and confidentiality.
- Understand, respect, meet, and contribute to the legitimate and ethical expectations of the organization and be able to recognize conduct that is contrary to those expectations.
- Encourage and promote an ethics-based culture in the organization.
- Report organizational behaviour that is inconsistent with the organization's ethical expectations, as described in applicable policies and procedures.

Objectivity

The Director, Internal Audit will ensure that the internal audit function remains free from all conditions that threaten the ability of internal auditors to carry out their responsibilities in an unbiased manner, including matters of engagement selection, scope, procedures, frequency, timing, and communication. If the Director, Internal Audit determines that objectivity may be

impaired in fact or appearance, the details of the impairment will be disclosed to appropriate parties.

Internal auditors will maintain an unbiased mental attitude that allows them to perform engagements objectively such that they believe in their work product, do not compromise quality, and do not subordinate their judgment on audit matters to others, either in fact or appearance.

Internal auditors will have no direct operational responsibility or authority over any of the activities they review. Accordingly, internal auditors will not implement internal controls, develop procedures, install systems, or engage in other activities that may impair their judgment, including:

- Assessing specific operations for which they had responsibility within the previous year. To this end, Internal Audit staff temporary assignments to other City divisions (including secondments) will be operationally challenging, and therefore, not be permitted.
- Performing operational duties for the City of Brampton or its affiliates.
- Initiating or approving transactions external to the internal audit function.
- Directing the activities of any City of Brampton employee that is not employed by the internal audit function, except to the extent that such employees have been appropriately assigned to internal audit teams or to assist internal auditors.

Internal auditors will:

- Disclose impairments of independence or objectivity, in fact or appearance, to appropriate parties and at least annually, such as the Director, Internal Audit, Audit Committee, management, or others.
- Exhibit professional objectivity in gathering, evaluating, and communicating information.
- Make balanced assessments of all available and relevant facts and circumstances.
- Take necessary precautions to avoid conflicts of interest, bias, and undue influence.

Managing the Internal Audit Function

The Director, Internal Audit has the responsibility to:

- At least annually, develop a risk-based internal audit plan that considers the input of the Audit Committee and senior management. Discuss the plan with the Audit Committee and senior management and submit the plan to the Audit Committee for review and approval.
- Communicate the impact of resource limitations on the internal audit plan to the Audit Committee and senior management.
- Review and adjust the internal audit plan, as necessary, in response to changes in City of Brampton's business, risks, operations, programs, systems, and controls.

- Communicate with the Audit Committee and senior management if there are significant interim changes to the internal audit plan.
- Ensure internal audit engagements are performed, documented, and communicated in accordance with the Global Internal Audit Standards and laws and/or regulations.
- Follow up on engagement findings and confirm the implementation of recommendations or action plans and communicate the results of internal audit services to the Audit Committee.
- Ensure the internal audit function collectively possesses or obtains the knowledge, skills, and other competencies and qualifications needed to meet the requirements of the Global Internal Audit Standards and fulfill the internal audit mandate.
- Identify and consider trends and emerging issues that could impact the City of Brampton and communicate to the Audit Committee and senior management as appropriate.
- Consider emerging trends and successful practices in internal auditing.
- Establish and ensure adherence to methodologies designed to guide the internal audit function.
- Ensure adherence to the City of Brampton's relevant policies and procedures unless such policies and procedures conflict with the internal audit charter or the Global Internal Audit Standards. Any such conflicts will be resolved or documented and communicated to the Audit Committee and senior management.
- Coordinate activities and consider relying upon the work of other internal and external providers of assurance and advisory services. If the Director, Internal Audit cannot achieve an appropriate level of coordination, the issue must be communicated to senior management and if necessary escalated to the Audit Committee.

Communication with the Audit Committee and Senior Management

The Director, Internal Audit will report periodically to the Audit Committee and senior management regarding:

- The internal audit function's mandate.
- The internal audit plan and performance relative to its plan.
- Internal audit budget.
- Significant revisions to the internal audit plan and budget.
- Potential impairments to independence, including relevant disclosures as applicable.
- Results from the quality assurance and improvement program, which include the internal audit function's conformance with The IIA's Global Internal Audit Standards and action plans to address the internal audit function's deficiencies and opportunities for improvement.

- Significant risk exposures and control issues, including fraud risks, governance issues, and other areas of focus for the Audit Committee that could interfere with the achievement of the City of Brampton’s strategic objectives.
- Results of assurance and advisory services.
- Resource requirements.
- Management’s responses to risk that the internal audit function determines may be unacceptable or acceptance of a risk that is beyond the City of Brampton’s risk appetite.

Quality Assurance and Improvement Program

The Director, Internal Audit will develop, implement, and maintain a quality assurance and improvement program that covers all aspects of the internal audit function. The program will include external and internal assessments of the internal audit function’s conformance with the Global Internal Audit Standards, as well as performance measurement to assess the internal audit function’s progress toward the achievement of its objectives and promotion of continuous improvement. The program also will assess, if applicable, compliance with laws and/or regulations relevant to internal auditing. Also, if applicable, the assessment will include plans to address the internal audit function’s deficiencies and opportunities for improvement.

Annually, the Director, Internal Audit will communicate with the Audit Committee and senior management about the internal audit function’s quality assurance and improvement program, including the results of internal assessments (ongoing monitoring and periodic self-assessments) and external assessments. External assessments will be conducted at least once every five years by a qualified, independent assessor or assessment team from outside of the City of Brampton; qualifications must include at least one assessor holding an active Certified Internal Auditor® credential.

Scope and Types of Internal Audit Services

The scope of internal audit services covers the entire breadth of the organization, including all of the City of Brampton’s activities, assets, and personnel¹. The scope of internal audit activities also encompasses but is not limited to objective examinations of evidence to provide independent assurance services to the Audit Committee and management on the adequacy and effectiveness of governance, risk management, and control processes for the City of Brampton. To maintain independence, due to the small size of the team, Internal Audit will not be providing advisory services, except at the request of the City Council, and /or the Chief Administrative Officer, subject to Internal Audit’s evaluation on a case-by-case basis².

The nature and scope of advisory services may be agreed with the party requesting the service, provided the internal audit function does not assume management responsibility. Opportunities for improving the efficiency of governance, risk management, and control processes may be

¹ Internal Audit’s scope includes all City departments and special interest groups, 3rd parties (via right to audit clauses where applicable), and City Related Boards, as defined under the “Authority” section.

² Per input from the Corporate Leadership Team on June 13, 2024, Internal Audit will not be carrying out advisory services unless requested by City Council and /or the Chief Administrative Officer.

identified during advisory engagements. These opportunities will be communicated to the appropriate level of management.

Internal audit engagements may include evaluating whether:

- Risks relating to the achievement of the City of Brampton's strategic objectives are appropriately identified and managed.
- The actions of the City of Brampton's officers, directors, management, employees, and contractors or other relevant parties comply with the City of Brampton's policies, procedures, and applicable laws, regulations, and governance standards.
- The results of operations and programs are consistent with established goals and objectives.
- Operations and programs are being carried out effectively, efficiently, ethically, and equitably.
- Established processes and systems enable compliance with the policies, procedures, laws, and regulations that could significantly impact the City of Brampton.
- The integrity of information and the means used to identify, measure, analyze, classify, and report such information is reliable.
- Resources and assets are acquired economically, used efficiently and sustainably, and protected adequately.

Approved by the City Council at its meeting on October 16, 2024.

Acknowledgments/Signatures

Fang (Claire) Mu, Director, Internal Audit

Date

Dennis Keenan, Audit Committee Chair

Date

Patrick Brown, Mayor

Date