

AGENDA: 6:00pm

1. Call to Order/ Roll Call
2. HWDSB Land Acknowledgement
3. Approval of the Agenda
4. Election of Chair
5. Review of June 4, 2024, Audit Committee Minutes Reported to Board
6. Annual Review of Audit Committee Terms of Reference
7. Review of the Committee Workplan
8. Update from the Regional Internal Audit Team (RIAT)
9. Update from External Audit Team (KPMG)
10. Annual Report to the Board of Trustees
11. Annual Report to the Board of Trustees and forwarded to the Ministry for the year ended August 31, 2025
12. Update on School Board Sector Issues
13. Adjournment and Resolution into Private Session as per the Education Act, Section 207(2)
 - a) the security of the property of the board;
 - b) the disclosure of intimate, personal or financial information in respect of a member of the board or committee, an employee or prospective employee of the board or a pupil or his or her parent or guardian;
 - d) decisions in respect of negotiations with employees of the board; or
 - e) litigation affecting the board. R.S.O. 1990, c. E.2, s. 207 (2); 2021, c. 4, Sched. 11, s. 7 (1).

5-1
COMMITTEE REPORT

Presented to: Board

Date of Meeting: June 16, 2025

From: Audit Committee

Date of Meeting: June 4, 2025

The committee held a hybrid meeting from 6:04pm to 6:30pm on June 4, 2025, with Trustee Dawn Danko presiding.

Members: Trustees Dawn Danko, Paul Tut* and Todd White*. External Members: David Marks*, Andrea Eltherington* and Angela Zehr*.

*Electronic participation, ^(R)Regrets

MONITORING ITEMS:

A. Regional Internal Audit Charter

Andrea Eltherington presented the Regional Internal Audit Charter that outlines the purpose, duties and responsibilities of the Regional Internal Audit Team and Manager with respect to the Audit Committee of the Board of Trustees (Audit Committee). She provided an overview of the Regional Internal Audit Charter prior to its annual sign off by the Committee Chair and Director.

On the motion of Trustee Paul Tut, the Audit Committee approved the Regional Internal Audit Charter.

B. Regional Internal Audit Team (RIAT) Update

Andrea Eltherington presented the Annual Independence Assertion in compliance with S1110 of the International Standards for the Professional Practice of Internal Auditing.

C. Update on School Board Sector Issues

Staff shared with the committee that the Provincial Government released the CORE Education Funding in late May.

D. Update on Non-Board (External) Member Recruitment

Staff shared that recruiting efforts continue for a Non-Board (External) Member.

Respectfully submitted,
Dawn Danko, Chair of the Committee

Reference: [Committee Package](#) and [Recording](#)

TERMS OF REFERENCE – AUDIT COMMITTEE

NAME: The name of the committee shall be The Hamilton-Wentworth District School Board Audit Committee

MANDATE: The Audit Committee will report directly to the Board of Trustees. The mandate of the Audit Committee of the Board is to provide oversight to the Board in the areas of:

- Financial Reporting
- Internal Controls
- Internal Auditing
- External Auditing
- Compliance
- Risk Management

The formation of the Audit Committee is a requirement under the Education Act subsection 253.1 (1) which states: *Every district school board shall establish an Audit Committee. 2009, c. 25, s. 32.*

COMPOSITION:

The Audit Committee shall consist of:

- Three HWDSB trustees who are members of the Board
- Two persons who are not trustees
- The non-trustee members shall not receive remuneration for their participation on the Audit Committee

Qualifications:

A non-trustee member of the Audit Committee must have accounting, financial management or legal experience and is not in a conflict of interest, nor is an employee or officer of the Hamilton-Wentworth District School Board or any other school board. Non-trustee members shall be approved by a Selection Committee which includes the Director of Education, the Senior Business Official and the Chair (or trustee designate).

One trustee member of the Audit Committee shall participate in the Regional Conflict Resolution Committee. This committee is responsible for facilitating disputes between the Regional Internal Auditor's office and one or more school board's within the region.

TERMS OF OFFICE:

- The term of office shall not exceed 4 years for a trustee member and 3 years for members who are not trustees.
- The position on the Audit Committee is considered vacant if the member has unauthorized absences for 2 regular consecutive meetings, is convicted of an indictable offence or ceases to hold the qualifications to be an Audit Committee member.

TERMS OF REFERENCE – AUDIT COMMITTEE

RESPONSIBILITIES OF THE AUDIT COMMITTEE:

Responsibilities of the Audit Committee include the following oversight duties:

- Ensure that the financial statements are complete and in accordance with the Education Act subsection 230.21(1)(a)
- Review the year end external audit process, including having appropriate discussions with the external auditor and management
- Recommend to the board of trustees approval of the financial statements
- Review the effectiveness of the board's internal controls
- Review the scope of the internal and external auditor's review of the board's internal controls, their findings and responses from the board to those recommendations.
- Meet with the regional internal auditor and/or external auditor privately on matters that may need to be discussed
- Review any changes in the planned scope of the regional internal auditor's plan, significant internal audit findings, recommendations and staff follow-up.
- Review and make recommendations to the board on the external auditor's audit plan and all proposed major changes to the plan
- Review the performance of the external auditor and make recommendations to the board on the appointment, discharge and compensation of the external auditor
- Resolve disagreements between management and the external auditor on financial reporting matters
- Review the findings of any examinations by regulatory agencies
- Review the process for communicating the codes of conduct and the process for monitoring compliance with the codes
- Inquire about significant risks, review the board's policies for risk assessment and risk management, and assess the steps taken to control such risks
- Oversee special investigations where necessary
- Annually report to the board on the committee's discharge of its duties
- Annually report to the Ministry on internal audits and proposed enrolment audits
- Obtain confirmation that the board has met all statutory filings and requirements
- Other activities as requested by the Board

Conflict of Interest:

- Upon appointment and at the first meeting of each year, every member shall submit a written declaration to the Chair of the Audit Committee whether or not he/she has any conflicts of interest.
- If a member of the Audit Committee declares a conflict of interest on any matter discussed during the meeting, details of the conflict declaration shall be recorded in the minutes of the meeting.

TERMS OF REFERENCE – AUDIT COMMITTEE

COMMITTEE MEETINGS:

Meeting Dates/Times

- Meetings will be held at least three times per year.
- For openness and transparency, portions of the meeting may be open to the public. However, when issues that include risk, security or control weaknesses are discussed, s. 207(2) of the Education Act allows the committee to close the meeting to the public.
- During the portions of the meeting which are closed, the Audit Committee may invite others to attend the meeting such as senior administration, the internal auditor, the external auditor and other members of the board of trustees.

Quorum

- The majority of members of the Audit Committee, including at least 1 non-trustee member, will constitute a quorum for the meeting.

Rules of Order

- The appropriate rules of the Board shall govern the order and conduct of the meeting of the Audit Committee, with the exception of those rules prescribed in Ontario Regulation 361/10.

Election of the Chair

- The Chair of the Audit Committee shall be chosen from its members at the first meeting of the year from the members appointed to the committee

Voting

- Every member present at the meeting, including the Chair, shall have one vote
- In the case of a tie vote, the Chair will be entitled to cast a second vote

POWERS OF THE AUDIT COMMITTEE:

- The Audit Committee may meet with the Board's internal or external auditors without the presence of the Board's officers or trustees, other than those who are committee members
- The Audit Committee may require the internal or external auditor to provide reports to the committee
- The Audit Committee may retain counsel, accountants or other professionals to assist in the conduct of an investigation needed to carry out its duties
- Other powers which may be prescribed as per the Audit Committee Mandate from the Ministry of Education.

REFERENCE MATERIALS:

- Ontario Regulation 361/10
- Audit Committee Mandate, Ministry of Education
- Education Act Section 253.1

AUDIT COMMITTEE WORK PLAN 2025-2026	
Cmt Mtg Date	PUBLIC SESSION
Sept. 16	Review annual workplan Annual Report to the Board of Trustees and Ministry on 2024-2025 Annual Review of Audit Committee Terms of Reference Review Regional Internal Audit Mandate Regional Internal Audit Team Update
Nov. 11	Review compliance report (2024-2025) Regional Internal Audit Team Update
Mar. 10 TENTATIVE	Regional Internal Audit Team Update
May. 12	Regional Internal Audit Team Update Regional Internal Audit Annual Independence Certification

****Declaration of Conflicts of Interest – Sign off on form**



MEMO

TO: Hamilton-Wentworth District School Board Audit Committee
 FROM: Andrea Eltherington, Regional Internal Audit Manager
 DATE: September 16, 2025
 SUBJECT: Regional Internal Audit Status Report – Open Committee Session

This memorandum will serve to update the Audit Committee of the Regional Internal Audit Team's (RIAT) work since June 4, 2025.

A. RIAT Training Plan

Completed 2024-25

Auditor	Training Focus	Date
All Auditors	1. OASBO Internal Audit 2. Relevant seminars/websites on fraud, ethics, privacy and IT Security offered by the various institutes.	On-going and when relevant throughout the year
Andrea Eltherington	1. Where Ethics, Integrity, Compliance & Audit intersect 2. MIAA Full Workshop 3. OASBO Finance Workshop 4. How Escalating Third Party Risks are Changing Our Practices 5. ISO/IEC 27001 & ISO/IEC 42001: The Twin Pillars of AI Governance and Cybersecurity 6. Hearts and Minds Conference 7. MIAA Spring Conference 8. Preparing for and Teaching Engaging in an Audit Process Course at University of Guelph 9. Building Trustworthy AI with ISO 42001 and the NIST AI Framework Andrea confirms that she has met the annual continuing education requirements of the IIA and ISACA	September 12, 2024 October 23-25, 2024 February 27-28, 2025 March 17, 2025 March 27, 2025 April 24-25, 2025 April 28, 2025 Feb-June 2025 July 31, 2025



INTERNAL AUDIT TEAM

Dondon Luce	1. Where Ethics, Integrity, Compliance and Audit Intersect	September 12, 2024
	2. Trends in IT General Controls: Walking the Hirewire with Tools and Auditors	October 10, 2024
	3. Transforming Audit Processes with Generative AI: Key Findings from Global Research	October 23, 2024
	4. The Future of Connected Risk: How AI and Advanced Tech are Powering Collaborative Teams	October 23, 2024
	5. Preparing for an AI-centric World: Requirements, Regulations, and What to Expect	October 24, 2024
	6. How AI is Actually Using AI	October 31, 2024
	7. Maximizing Internal Audit Quality through the Effective Implementation of the IIA Standards	January 15, 2025
	8. CRISC	January 19, 2025
	9. Up Next for Internal Audit: AI Agents	January 22, 2025
	10. Engaging Internal Stakeholders for Better Outcomes	January 28, 2025
	11. ESG Regulatory Landscape: Emerging Trends in 2025	January 28, 2025
	12. AI for IA: A New Paradigm for Internal Audit	February 4, 2025
	13. Understanding the EU AI Act: Are you Ready?	February 11, 2025
	14. Unlock Continuous Audit Monitoring With AuditBoard Analytics Accelerators	February 12, 2025
	15. Navigating the Third-Party Risk Landscape	February 19, 2025
	16. Inside ISC2:Q1 2025	February 20, 2025
	17. Risk-Based IT Compliance: The Case for Business-Driven Cyber Risk Quantification	February 26, 2025
	18. Demystifying AI Audits: A Practical Guide to Compliance	February 26, 2025
	19. From Due Diligence to Resilience: Building Robust Third-Party Risk Management	February 26, 2025
	20. The Evolution of Regulatory Compliance Management: How companies are adapting with technology	June 11, 2025
	21. The Rise of Deepfakes: How Smart Security Teams Stay Ahead	June 18, 2025



INTERNAL AUDIT TEAM

	Don confirms that he has met the annual continuing education requirements of the IIA and ISACA.	
Cathy DeLuca	<ol style="list-style-type: none"> 1. Leveraging Copilot and Fabric for Organizational Efficiency 2. Upskilling and Reskilling for GenAI Value Realization and True Business Impact 3. Identifying and Securing Against the Risks of Generative AI 4. A Proactive Approach to GenAI and Cyber Resilience 5. Achieving Secure and Responsible AI 6. IFRS Institute: Year-end Update 2024 7. Business Fraud Prevention: Five Proven Actions for Auditors and Managers 8. CPA Canada's Quarterly Economic Update 9. Fraud Detection Blueprint: Five Essential Actions for Audit Professionals 10. Q1 2025 IFRS Accounting Standards Quarterly Update 11. Hearts & Minds Conference 12. MIAA Spring Workshop 13. Navigating AI in Internal Audit: Opportunities and Challenges 14. Achieving Internal Audit Excellence 15. CPA Canada's Quarterly Economic Update 16. Navigating Third Party Risk: IA's Strategic Role 17. Delve into ESG Assurance: From Basics to Best Practices 18. The Impact of AI on Finance, Internal Audit, and Governance 19. Q2 2025 IFRS Accounting Standards Quarterly Update 20. Enhancing Efficiency and Effectiveness in Internal Audit 21. Public Sector Internal Audit: Risk in Procurement 22. Making Sense of AI & Analytics in HR & Payroll 	<p>September 18, 2024</p> <p>September 24, 2024</p> <p>September 25, 2024</p> <p>October 3, 2024</p> <p>October 9, 2024</p> <p>December 11, 2024</p> <p>February 20, 2025</p> <p>February 25, 2025</p> <p>April 10, 2025</p> <p>April 16, 2025</p> <p>April 24 – 25, 2025</p> <p>April 28, 2025</p> <p>April 30, 2025</p> <p>June 11, 2025</p> <p>June 12, 2025</p> <p>June 24, 2025</p> <p>June 26, 2025</p> <p>July 15, 2025</p> <p>July 16, 2025</p> <p>July 22, 2025</p> <p>July 24, 2025</p> <p>July 29, 2025</p>



INTERNAL AUDIT TEAM

	Cathy confirms that she has met the annual continuing education requirements of the CPA.	
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Planned 2025-26

Auditor	Training Focus	Date
All Auditors	<ol style="list-style-type: none"> 1. OASBO Internal Audit 2. Relevant seminars/webinar on fraud, ethics, privacy and IT Security offered by the various institutes. 3. MIAA fall training 	On-going and when relevant throughout the year

Acronyms

ACFE – Association of Certified Fraud Examiners
 IIA – Institute of Internal Auditors
 ISACA – Information System Audit and Control Association
 CIA – Certified Internal Auditor
 CPA – Chartered Professional Accountant
 CISA – Certified Information Systems Auditor
 MIAA – Municipal Internal Auditors Association
 AICPA – Association of International Certified Professional Accountants
 IMA – Institute of Management Accountants

Annual Report to the Board of Trustees For the year ended August 31, 2025

This report summarizes the audit committee's actions for the year ending August 31, 2025.

Audit Committee Members

The audit committee consisted of 5 members listed below:

- Trustee Dawn Danko – Chair effective September 17, 2024
- Trustee Paul Tut
- Trustee Todd White
- Angela Zehr - External representative
- Divya Iyengar - External representative, until end of November 2024

In addition, regular attendees at the Committee meetings were:

- Andrea Eltherington – Regional Internal Audit Manager
- David Marks – Partner, Audit, KPMG LLP
- Rodrigo Ruezga Gutierrez, KPMG LLP
- Sheryl Robinson-Petrazzini – Director of Education HWDSB
- Matthew Gerard – Associate Director, Business Services HWDSB
- Jagoda Kirilo – Senior Manager, Financial Services HWDSB

Administrative Tasks

At the beginning of the year and in accordance with recommended good practice various administrative tasks were completed. These included:

- Annual review of the Audit Committee's Terms of Reference
- Developing a work plan
- Developing a meeting schedule and agenda for the year
- Signing off on the Declaration of Conflicts of Interest form

Meetings

It was agreed to hold three meetings throughout the year with a fourth meeting, from September to June, if necessary. All meetings have been held as planned.

The members in attendance at each meeting were as follows:

<i>Member's Name</i>	<i>Sept 17, 2024</i>	<i>Nov 12, 2024</i>	<i>Mar 18, 2025</i>	<i>June 4, 2025</i>
<i>Dawn Danko</i>	<i>X</i>	<i>X</i>	<i>X</i>	<i>X</i>
<i>Paul Tut</i>	<i>Absent</i>	<i>X</i>	<i>X</i>	<i>X</i>
<i>Todd White</i>	<i>X</i>	<i>X</i>	<i>X</i>	<i>X</i>
<i>Angela Zehr</i>	<i>X</i>	<i>X</i>	<i>X</i>	<i>X</i>
<i>Divya Iyengar</i>	<i>X</i>	<i>X</i>	<i>Term Ended</i>	<i>Term Ended</i>

Governance

The audit committee operated throughout the fiscal year ending August 31, 2025. All of the members satisfied the eligibility requirements in accordance with Ontario Regulation 361/10.

External Auditors

The relationship with the external auditors has been satisfactory and private meetings were held during the year. The external auditors *KPMG* presented the scope and extent of their work to the committee. The external auditors confirmed their independence in the letter dated November 12, 2024. The audit committee reviewed and recommended the approval of the annual audited financial statements on November 12, 2024. The audit committee supported the reappointment of the external auditors for the next fiscal year as per the result of a competitive process completed with a term of May 1, 2023, to August 31, 2026.

Internal Auditors

The relationship with the internal auditors has been satisfactory and private meetings were held during the year. The Committee reviewed the results of the risk assessment, as well as the annual audit plan for the 2024-25 fiscal year.

The internal auditors performed the following work during the year:

PLANNED AUDITS:

- Education Development Charges
- Student Well-being

FOLLOW UP AUDITS:

- BAS 2000 Data Analytics
- IT Vulnerability
- Health and Safety
- Back-up, Disaster and Recovery

- Capital Projects
- Privacy Audit
- Records Management
- Staff Utilization
- Sparkrock O365 Logical Security Review (on hold)

For all completed audits, the following is a summary of risks and findings made by the internal auditor:

<i>Audit</i>	<i>Risks</i>	<i>Findings</i>
BAS 2000 Data Analytics	<ul style="list-style-type: none"> • <i>Zero high risk items open</i> 	<ul style="list-style-type: none"> • <i>Two remaining open action items</i>
IT Vulnerability	<ul style="list-style-type: none"> • <i>Four high risk items open</i> 	<ul style="list-style-type: none"> • <i>Four remaining open action items</i>
Health and Safety	<ul style="list-style-type: none"> • <i>One high risk item open</i> 	<ul style="list-style-type: none"> • <i>Four remaining open action items</i>
Back-up & Disaster Recovery	<ul style="list-style-type: none"> • <i>No rating provided</i> 	<ul style="list-style-type: none"> • <i>One remaining open action item</i>
Capital Projects	<ul style="list-style-type: none"> • <i>Zero high risk items open</i> 	<ul style="list-style-type: none"> • <i>One remaining open action item</i>
Privacy Audit	<ul style="list-style-type: none"> • <i>Three high risk items open</i> 	<ul style="list-style-type: none"> • <i>Six remaining open action items</i>
Records Management	<ul style="list-style-type: none"> • <i>One high risk item</i> 	<ul style="list-style-type: none"> • <i>Eleven remaining open action items</i>
Staff Utilization	<ul style="list-style-type: none"> • <i>Eight high risk items</i> 	<ul style="list-style-type: none"> • <i>Twelve remaining open action items</i>
Education Development Charges	<ul style="list-style-type: none"> • <i>Two high risk items</i> 	<ul style="list-style-type: none"> • <i>Two remaining open action items</i>

The audit committee endorsed each report, including management's action plan, and advised the board of trustees to accept it. Presentation of all audit reports were discussed in-camera.

The audit committee received reports from internal audit that assessed the progress toward management's implementation of action plans developed in response to previous audit findings. This enabled the audit committee to engage management in a discussion regarding findings not satisfactorily actioned, as well as encouraging renewed efforts on overdue action plans.

Summary of the work performed

In addition to the items noted above, the following outlines further work performed by the audit committee in the last 12 months:

- Received a report from the internal auditors on their review of the effectiveness of controls across the school board;
- Confirmed that the external and internal auditors did not encounter any difficulties in the course of their work;
- Undertook a review of the external auditors' performance;
- Obtained confirmation from the Director of Education that the school board was compliant with all current federal and provincial Acts, Regulations and Statutes.
- Undertook an evaluation of the effectiveness of the internal audit function, including the performance of the regional internal audit manager and her team;
- Queried management on their approach to risk management as well as their strategy to manage such risks; and

By the signature noted below, we attest that we have discharged our duties and responsibilities under Ontario Regulation 361/10.

On behalf of the audit committee,

Audit Committee Chair

**Annual Report to the Board of Trustees and Forwarded
To the Ministry of Education
For the year ended August 31, 2025**

District School Board Name: Hamilton-Wentworth District School Board

Fiscal Year: 2024-2025

Re: Annual audit committee report to the Ministry of Education as per Ontario Regulation 361/10

During the 2024-2025 fiscal year, the following internal audits or other engagements were started by the regional internal audit team but not completed by August 31st:

- *Education Development Charges*
- *Student Well-being*

In addition to those listed above, the following audits were completed in the 2024-2025 fiscal year:

- *Staff Utilization*

AND

Based on the internal audit plan, we are not expecting any enrolment audits to be performed.

_____	_____	<u>Audit Committee Chair</u>
Date	Signature	Title