



**MINUTES
AUDIT COMMITTEE**

**March 8, 2023, 9:30 AM
ENGINEERING TRADITIONS COMMITTEE ROOM**

PRESENT: Councillor R. Pootmans, Chair
Councillor E. Spencer, Vice-Chair
Councillor T. Wong
Councillor J. Wyness
Public Member L. Caltagirone (Remote Participation)
Public Member M. Lambert (Remote Participation)

ABSENT: Public Member K. Kim

ALSO PRESENT: City Manager D. Duckworth
City Auditor L. Ormsby
Chief Financial Officer C. Male
External Auditor H. Gill
Executive Advisor C. Smillie
Legislative Advisor S. Lancashire
Legislative Advisor C. Doi

1. CALL TO ORDER

Councillor Pootmans called the meeting to order at 9:30 a.m.

ROLL CALL

Councillor Spencer, Councillor Wong, Councillor Wyness, Public Member Caltagirone, Public Member Lambert, and Councillor Pootmans.

Absent from Roll Call: Public Member Kim

2. OPENING REMARKS

Councillor Pootmans provided opening remarks and recognized 2023 March 8 as International Women's Day.

Councillor Wong provided remarks regarding International Women's Day.

Councillor Spencer provided a traditional land acknowledgment.

3. CONFIRMATION OF AGENDA

Moved by Councillor Spencer

That the Agenda for the 2023 March 8 Regular Meeting of the Audit Committee be confirmed.

MOTION CARRIED

4. CONFIRMATION OF MINUTES

4.1 Minutes of the Regular Meeting of the Audit Committee, 2023 February 15

Moved by Councillor Wyness

That the Minutes of the 2023 February 15 Regular Meeting of the Audit Committee be confirmed.

MOTION CARRIED

5. CONSENT AGENDA

5.1 DEFERRALS AND PROCEDURAL REQUESTS

None

6. POSTPONED REPORTS

None

7. ITEMS FROM OFFICERS, ADMINISTRATION AND COMMITTEES

7.1 Calgary Housing Company - Vendor Procurement and Management Audit, AC2023-0230

Moved by Public Member Caltagirone

That with respect to Report AC2023-0230, the following be approved:

That the Audit Committee:

1. Receive this report for the Corporate Record; and
2. Recommend that Council receive this report for the Corporate Record.

For: (6): Councillor Pootmans, Councillor Spencer, Councillor Wong, Councillor Wyness, Public Member Caltagirone, and Public Member Lambert

MOTION CARRIED

7.2 Review of Bylaws 30M2004 (City Auditor) and 33M2020 (Audit Committee), AC2023-0236

Moved by Public Member Caltagirone

That with respect to Report AC2023-0236, the following be approved, **after amendment:**

That the Audit Committee:

1. Direct that a Bylaw Review Working Group be established to review the City Auditor's Bylaw 30M2004 (Attachment 1) and the Audit Committee Bylaw 33M2020 (Attachment 2), and that proposed amendments be brought to Audit Committee no later than 2023 Q4;
 2. Approve the **Amended** Terms of Reference (Attachment 3, **in the section entitled "Composition" by deleting "Up to" and inserting "A minimum of";**) for this Bylaw Review Working Group;
 3. **Appoint the following members of the Audit Committee to the Bylaw Review Working Group:**
 - **Councillor Pootmans;**
 - **Councillor Wong;**
 - **Public Member Lambert; and**
 4. Request that Members of the Audit Committee provide the Bylaw Review Working Group with their comments with respect to amendments to both Bylaws for their consideration.
- For: (6): Councillor Pootmans, Councillor Spencer, Councillor Wong, Councillor Wyness, Public Member Caltagirone, and Public Member Lambert

MOTION CARRIED

8. ITEMS DIRECTLY TO COMMITTEE

8.1 REFERRED REPORTS

None

8.2 NOTICE(S) OF MOTION

None

9. URGENT BUSINESS

None

10. CONFIDENTIAL ITEMS

Moved by Public Member Lambert

That pursuant to Sections 16 (Disclosure harmful to business interests of a third party) and 24 (Advice from officials) of the *Freedom of Information and Protection of Privacy Act*, Committee now move into Closed Meeting, at 10:32 a.m. in the Engineering Traditions Committee Room, to discuss confidential matters with respect to the following Items:

- 10.1.1 External Auditor - Progress and Fees Update on 2022 Audit (Realignment), AC2023-0249
- 10.1.2 External Auditor (Verbal), AC2023-0242

- 10.1.3 Confidential Progress Update on 2022 Annual Financial Report (Verbal), AC2023-0280
- 10.1.4 Audit Forum (Verbal), AC2023-0241
- 10.1.5 City Auditor (Verbal), AC2023-0243

And further, that the following be authorized to attend the Closed Meeting with respect to Items: 10.1.1, 10.1.2, and 10.1.3: Harman Gill, Nicole Torgrimson, Sanjeev Rajani, and Simona Milojevik, External Auditors (Deloitte LLP).

For: (6): Councillor Pootmans, Councillor Spencer, Councillor Wong, Councillor Wyness, Public Member Caltagirone, and Public Member Lambert

MOTION CARRIED

Public Member Lambert (Remote Member) left the meeting at 11:00 a.m.

Committee reconvened in public meeting at 11:34 a.m. with Councillor Pootmans in the Chair.

ROLL CALL

Councillor Spencer, Councillor Wong, Councillor Wyness, Public Member Caltagirone, and Councillor Pootmans.

Absent from Roll Call: Public Member Kim and Public Member Lambert

Moved by Councillor Spencer

That Committee rise and report.

MOTION CARRIED

10.1 ITEMS FROM OFFICERS, ADMINISTRATION AND COMMITTEES

10.1.1 External Auditor – Progress and Fees Update on 2022 Audit (Realignment), AC2023-0249

People in attendance during the Closed Meeting discussions with respect to Confidential Report AC2023-0249:

Clerks: S. Lancashire, C. Doi, A. Degrood, and B. Robinson. Advice: C. Male, L. Tochor, L. Ormsby, and C. Smillie. External: H. Gill, N. Torgrimson, S. Milojevik, and S. Rajani.

Moved by Councillor Wong

That with respect to Confidential Report AC2023-0249, the following be approved:

That the Audit Committee:

1. Approve Recommendations 1 and 2 contained in Confidential Report AC2023-0249;
2. Forward this report to Council for information and the Corporate Record; and

3. Recommend that the Closed Meeting discussions, report, recommendations, and attachment be held confidential pursuant to Sections 16 (Disclosure harmful to business interests of a third party) and 24 (Advice from Officials) of the *Freedom of Information and Protection of Privacy Act*, to be reviewed by 2023 April 30.

MOTION CARRIED

10.1.2 External Auditor (Verbal), AC2023-0242

People in attendance during the Closed Meeting discussions with respect to Confidential Verbal Report AC2023-0242:

Clerks: S. Lancashire, C. Doi, A. Degrood, and B. Robinson. Advice: C. Male, L. Tochor, L. Ormsby, and C. Smillie. External: H. Gill, N. Torgrimson, S. Milojevik, and S. Rajani.

Moved by Councillor Wyness

That with respect to Confidential Verbal Report AC2023-0242, the following be approved:

That the Audit Committee direct that the Closed Meeting discussions be held confidential pursuant to Section 24 (Advice from Officials) of the *Freedom of Information and Protection of Privacy Act*.

For: (5): Councillor Pootmans, Councillor Spencer, Councillor Wong, Councillor Wyness, and Public Member Caltagirone

MOTION CARRIED

10.1.3 Confidential Progress Update on 2022 Annual Financial Report (Verbal), AC2023-0280

People in attendance during the Closed Meeting discussions with respect to Confidential Verbal Report AC2023-0280:

Clerks: S. Lancashire, C. Doi, A. Degrood, and B. Robinson. Advice: C. Male, L. Tochor, L. Ormsby, C. Smillie, and G. Wiebe. External: H. Gill, N. Torgrimson, S. Milojevik, and S. Rajani.

Moved by Councillor Spencer

That with respect to Confidential Verbal Report AC2023-0280, the following be approved:

That the Audit Committee direct that the Closed Meeting discussions be held confidential pursuant to Section 24 (Advice from Officials) of the *Freedom of Information and Protection of Privacy Act*.

For: (5): Councillor Pootmans, Councillor Spencer, Councillor Wong, Councillor Wyness, and Public Member Caltagirone

MOTION CARRIED

10.1.4 Audit Forum (Verbal), AC2023-0241

People in attendance during the Closed Meeting discussions with respect to Confidential Verbal Report AC2023-0241:

Clerks: S. Lancashire, C. Doi, A. Degrood, and B. Robinson. Advice: C. Male, L. Tochor, L. Ormsby, C. Smillie, and G. Wiebe.

Moved by Councillor Wong

That with respect to Confidential Verbal Report AC2023-0241, the following be approved:

That the Audit Committee direct that the Closed Meeting discussions be held confidential pursuant to Section 24 (Advice from Officials) of the *Freedom of Information and Protection of Privacy Act*.

For: (5): Councillor Pootmans, Councillor Spencer, Councillor Wong, Councillor Wyness, and Public Member Caltagirone

MOTION CARRIED

10.1.5 City Auditor (Verbal), AC2023-0243

Administration in attendance during the Closed Meeting discussions with respect to Confidential Verbal Report AC2023-0243:

Clerks: S. Lancashire, C. Doi, A. Degrood, and B. Robinson. Advice: L. Ormsby and C. Smillie.

Moved by Public Member Caltagirone

That with respect to Confidential Verbal Report AC2023-0243, the following be approved:

That the Audit Committee direct that the Closed Meeting discussions be held confidential pursuant to Section 24 (Advice from Officials) of the *Freedom of Information and Protection of Privacy Act*.

For: (5): Councillor Pootmans, Councillor Spencer, Councillor Wong, Councillor Wyness, and Public Member Caltagirone

MOTION CARRIED

10.2 URGENT BUSINESS

None

11. BRIEFINGS

11.1 Administration Code of Conduct Annual Update, AC2023-0112

12. ADJOURNMENT

Moved by Councillor Spencer

That this meeting adjourn at 11:45 a.m.

MOTION CARRIED

The following items have been forwarded to the 2023 April 25 Regular Meeting of Council:

CONSENT

- Calgary Housing Company - Vendor Procurement and Management Audit, AC2023-0230
- External Auditor - Progress and Fees Update on 2022 Audit (Realignment), AC2023-0249

The next Regular Meeting of the Audit Committee is scheduled to be held on 2023 April 19 at 8:30 a.m.

CONFIRMED BY COMMITTEE ON

CHAIR

CITY CLERK