

**CALGARY PARKING AUTHORITY
AUDIT COMMITTEE TERMS OF REFERENCE
2015 March 10**

1. The Audit Committee reports to Calgary Parking Authority (the "Authority").
2. The Audit Committee will:
 - a. Recommend the appointment of the External Auditor to the Authority;
 - b. Approve all audit and non-audit services performed by the External Auditor for the Authority;
 - c. Prior to commencement of the Audit, provide input into, review, and approve the External Audit Plan;
 - d. Oversee the work of the external auditors engaged for the purpose of preparing or issuing an audit report or related work;
 - e. Oversee and monitor risk identification, analysis, and management procedures to mitigate risk;
 - f. Receive and review the External Auditor's reports and management letter, together with any Administrative responses, and forward such reports and letters to the Authority;
 - g. Oversee the integrity of the Authority's annual financial statements;
 - h. Review and recommend to the Authority for approval all financial statements and any other financial information for distribution by the Authority;
 - i. Review the External Auditors' recommendations in respect of the Authority's accounting systems, policies, and representation letters given to the External Auditors by management;
 - j. Oversee the Authority's system of disclosure and internal controls regarding finance, accounting, legal compliance, Codes of Conduct, and ethics, that the Authority has established;
 - k. Review factors that might impair the independence of the External Auditor;
 - l. Review any problems or difficulties encountered during the course of the audit work, including any restrictions on the scope of the Auditor's activities or access to requested information;
 - m. Review any changes in accounting policies and the financial impact thereof;
 - n. In connection with audits initiated by the City Auditor, receive and review the City Auditor's reports and the responses of the Administration, and forward such reports and letters to the Authority;
 - o. Review recommendations made by the Auditor for the strengthening of internal controls;
 - p. Oversee implementation of audit recommendations adopted by the Administration;
 - q. Communicate directly with the Internal and External Auditors as the Committee considers necessary to carry out its duties;
 - r. Communicate the Committee's expectations regarding the Internal and External Auditor's performance and evaluate the Auditor's performance;
 - s. Develop a detailed annual work plan in discharging the Audit Committee's governance responsibilities; and
 - t. Initiate audits, reviews and special studies, as required.

3. Quorum shall consist of at least two (2) members of the Calgary Parking Authority Audit Committee.
4. Membership on the Audit Committee shall consist of three Members of the Authority:
 - a. The Chief Financial Officer or designate who will act as Chairman of the Committee; and
 - b. Two of the Citizen Members, one of which should be financially literate.

Annual appointments will be made at the first meeting of the Authority following the annual Organizational Meeting of City Council. At the first audit committee meeting of the year, the Vice Chairman will be elected from within the Committee.

The External Auditor shall attend Audit Committee meetings as required.

5. Meetings of the Audit Committee are open to all Members of the Authority, who may take part in the discussion or debate, and vote.
6. The Audit Committee will meet quarterly, or more frequently if required, at the call of the Chair.