

**Proposed Wording for a Bylaw to Amend Bylaw 33M2020, the Audit Committee Bylaw**

1. Bylaw 33M2020, the Audit Committee Bylaw, as amended, is hereby further amended.
2. In section 2, the following is added after subsection 2(1)(d) as subsection 2(1)(d.1):

“(d.1) “*Civic Partner*” means a Strategy Delivery Partner or a Program and Service Delivery Partner as those terms are described in the Investing in Partnerships Policy (CP2017-01), Schedule 3 – Partnership Categories;”.
3. In section 4:
  - (a) in subsection 4(1)(a)(iv) the word “and” is deleted;  
and
  - (b) after subsection 4(1)(a)(iv) the following is added as subsection 4(1)(a)(iv.1):

“(iv.1) *Administration’s* establishment of processes to manage critical City of Calgary assets, including but not limited to, infrastructure assets, investments, and information assets; and”.
4. In section 5:
  - (a) in subsection 5(a), after the word “Chair” the words “or Vice-Chair” are added;
  - (b) in subsection 5(d), the words “and civic entities” are deleted;
  - (c) in subsection 5(f)(i), the number “\$50,000” is deleted and replaced with “\$75,000”;
  - (d) in subsection 5(f)(ii), after the word “exceed” the words “60% of” are added;
  - (e) in subsection 5(g), before the word “recommend” the words “recruit and” are added; and
  - (f) in subsection 5(l), the words “personal expense reports” are deleted and replaced with “expenses and time approvals”.
5. In section 6:
  - (a) In subsection 6(1)(b), the words “and are not employed by *The City*” are deleted and replaced with “and have not been employed for at least 2 years by *The City* in any role”;  
and
  - (b) subsection 6(3) is deleted and replaced with the following:

“(3) Public members must be financial experts possessing a set of skills, experience and knowledge of financial matters, risk management or tangible capital assets, that support informed and effective decisions.”.

6. in section 7:

(a) subsection 7(1) is deleted and replaced with the following:

“7. (1) Members of Council are appointed for two-year terms expiring on the date of the Organizational Meeting in the year of the expiry of the member’s term.”;

(b) subsection 7(2) is deleted;

and

(c) in subsection 7(6), after the word “resignation” the words “, leave of absence” are added.

7. In subsection 10(1), after the words “public member” the words “and must include either the Chair or Vice-Chair” are added.

8. In subsection 11(1), after the word “*Council*” the word “annually” is added.

9. In subsection 14(2), after the word “documentation” the word “, legislative” is added.

10. In **SCHEDULE “A”**, under **1. REGARDING THE PURPOSE AND ROLE OF AUDIT COMMITTEE**:

(a) in subsection (b), before the word “assesses” the word “annually” is added;

(b) the following is added after subsection (b) as subsection (b.1):

“(b.1) through the Chair, annually assesses the performance of the *City Auditor* and forwards the performance assessment to *Council* for information;”;

(c) subsection (d) is deleted and replaced with the following:

“(d) may invite *Civic Partners* to provide a report and presentation on their governance, financial insights, risk management practices and other matters as determined by the Audit Committee and recommend to Council any actions within *City* authority that are deemed appropriate;”

and

(d) in subsection (f) the words “*The City’s* annual budget process” are deleted and replaced with “*The City’s* budget process”.

11. In **SCHEDULE “A”**, under **4. REGARDING INTERNAL CONTROL AND RISK**, subsections (a) to(c) are deleted and replaced with the following:
- “(a) gains and maintains assurance that *Administration* has established processes to identify, analyze, and mitigate risk, and has established associated internal controls;
  - (b) reviews reports from *Administration* concerning *The City’s* internal control systems, including technology, security, climate, and financial controls;
  - (c) gains and maintains assurance that the *City Auditor* has established processes to support the operation of Council Policy CP2022-06, Whistle-Blower Policy; and
  - (d) reviews the adequacy and effectiveness of the Code of Conduct Program.”.
12. In **SCHEDULE “B”**, under **1. REGARDING THE EXTERNAL AUDITOR**, subsections (a) and (b) are deleted and replaced with the following:
- “(a) prior to the commencement of the annual external financial audit, reviews the audit plan and estimated audit fees with the *External Auditor* and discusses the timing and extent of audit procedures, materiality, significant audit risk and areas of audit focus and overall audit strategy. The *External Auditor’s* preliminary base audit fee estimates based on information available at the time of the *External Auditor’s* audit plan mailout and subject to change based on the full scoping of and progression of work on the audits for *The City’s* government business enterprise, related authorities and the ancillary audits are to be included in *The City’s* audit plan for information purposes only. The audit plan is forwarded to *Council* for information;
  - (b) in conjunction with *Administration’s* presentation of the annual financial statements, receives and reviews the *External Auditor’s* year end results report. This report is forwarded to Council for information.”.
13. In **SCHEDULE “C”**, under **1. REGARDING THE CITY AUDITOR**:
- (a) in subsection (b), after the words “overall audit strategy” the words “and makes a recommendation to *Council* on the *City Auditor’s* Office budget” are added.
- and
- (b) in subsection 1(d), the words “assesses annually” are deleted and replaced with “through the Chair, annually assesses”.
14. This Bylaw comes into force on the day it is passed.