
Audit Committee Policy

Policy Number:	2023-02
Intent to Consider:	20 th January 2023
Effective Date:	TBA
Approval by Commission:	13 th February 2023
Supersedes:	n/a
Amended:	n/a

Purpose

- 1.1 The purpose of the Audit Committee is to provide advice to the Village Commission on matters relating to audit and fulfill the requirements as outlined 5(3) of Nova Scotia Department of Municipal Affairs' Financial Reporting and Accounting Manual.

Definitions

- 2.1 **Clerk Treasurer** means the person appointed and employed by the Village as Clerk Treasurer as described in the Municipal Government Act.
- 2.2 **Committee** means the Audit Committee.
- 2.3 **Financially literate** means having the ability to read and understand a set of financial statements which present a breadth and depth of complexity of accounting issues that are generally comparable to the breadth and depth of complexity of issues reasonably expected to be raised by a Village financial statement.
- 2.4 **Immediate family member** means spouse, father, mother, brother, sister or child.
- 2.5 **Reportable person** has the same meaning as defined in Nova Scotia Department of Municipal Affairs' Financial Reporting and Accounting Manual.
- 2.6 **Third-party person** means a person who is:
- not a Village Commissioner;
 - not an employee of the Village;
 - not an immediate family member of persons under i or ii; and
 - does not serve on any committee of the Village, other than the Audit Committee.
- 2.7 **Village** means the Village of Pugwash.
- 2.8 **Village Commission** and **Village Commissioner** have the same meanings as defined in the Municipal Government Act.

Principles

- 3.1 Municipal governments have a significant degree of public accountability and are responsible for protecting municipal assets and managing operations as efficiently as possible. Oversight provided to an audit committee aims to help the Village Commission:
 - 3.1.1 meet these fundamental responsibilities;
 - 3.1.2 provide better communication between auditor and Village Commission;
 - 3.1.3 promote better understanding of the audit process;
 - 3.1.4 enhance the external auditor's independent position;
 - 3.1.5 increase the adequacy, effectiveness, integrity and objectivity of the Village's financial reporting and internal controls; and
 - 3.1.6 strengthen the role of the Village Commission and committee members.
- 3.2 Nova Scotia Department of Municipal Affairs' Financial Reporting and Accounting Manual (FRAM) requires that Villages establish an audit committee.

Terms of Policy - Membership

- 5.1 Membership of the committee shall be comprised of:
 - 5.1.1 at least two Commissioners;
 - 5.1.2 the Clerk Treasurer; and
 - 5.1.3 **at least** one third-party person **who is not a Commissioner or an employee of the Village.**
- 5.2 All members of the committee shall be voting members, with the exception of the Clerk Treasurer.
- 5.3 A third-party person shall:
 - 5.3.1 satisfy any recruitment requirements as set forth in any recruitment advertisement issued by the Village;
 - 5.3.2 be appointed by vote of the Village Commission at a regular monthly Village Commission meeting; and
 - 5.3.3 be a voting member of the committee only.
- 5.4 The term of appointment for a third-party person member of the committee shall be for two years.
- 5.5 The third-party person member may be re-appointed by motion by the Commission at a regular meeting.
- 5.6 Where the committee does not include a third-party person (**as defined in S5.1.3**), the committee shall continue to meet and perform its duties and may exercise its powers. The Village shall advertise to recruit one third-party person at least once every six months until that position is filled.
- 5.7 The majority of voting members of the committee will constitute a quorum.
- 5.8 Members of the committee shall be financially literate and must complete training as prescribed by Nova Scotia Department of Municipal Affairs. Committees are encouraged to promote members' attendance at conferences and workshops, subject to available budget.

Meetings

- 6.1 The committee shall meet at the Pugwash Village Hall ~~four (4)~~ **two (2)** times each year at mutually agreed times.

Role

- 7 The committee's responsibilities shall include:
- 7.1 **Financial Reporting Functions**
 - 7.1.1 review, in detail, the audited financial statements of the Village with the external auditor and management;
 - 7.1.2 if satisfied that they present fairly the financial position and results of operations, recommend their acceptance to the Commission;
 - 7.1.3 review with the Clerk Treasurer any changes in accounting principles and practices followed by the Village Commission;
 - 7.1.4 monitor the Village budget and review any significant variances in comparison to prior year and/or budget and
 - 7.1.5 review financial condition indicators.

 - 7.2 **External Audit Functions**
 - 7.2.1 review and recommend the approval of engagement terms of any audit or special purpose engagement to be performed and upon engagement completion, discuss whether engagement terms were met;
 - 7.2.2 discuss the extent, timing and completion of the audit including the level of materiality to be used;
 - 7.2.3 review the qualifications, independence, fees, quality of service and performance of the external auditor annually and recommend to the Commission the appointment or discharge of the external auditor and
 - 7.2.4 review the problems and restrictions encountered by the external auditor and degree of cooperation received and promote cooperation between management and external auditor.

 - 7.3 **Accounting System and Internal Controls Function**
 - 7.3.1 review the management letter with the external auditor;
 - 7.3.2 discuss with the external auditor the annual evaluation of the internal control systems related to the financial reporting and the recommendations for improvements of accounting procedures and internal controls related to the financial reporting, together with the Clerk Treasurer's response;
 - 7.3.3 discuss the Clerk Treasurer's response to the recommendations and adequacy of the action plan;
 - 7.3.4 ensure appropriate systems and controls for the proper recording of transactions and protection of assets are in place;
 - 7.3.5 obtain reasonable assurance that the Village has implemented and operating appropriate systems of internal controls over financial reporting;
 - 7.3.6 obtain reasonable assurance that the Village is in compliance with its policies and procedures;
 - 7.3.7 identify, monitor, mitigate and report significant financial or operational risk exposures and
 - 7.3.8 receive and review any internal reports relating to accounting procedures and internal controls.

 - 7.4 **Risk Management**
 - 7.4.1 understand the risks of the Village;
 - 7.4.2 review the Village risk management controls and policies;
 - 7.4.3 obtain reasonable assurance that the Clerk and Treasurer's systems to eliminate or

- manage risks are effective; and
 - 7.4.4 receive reports on the management of financial risks.
 - 7.5 **Alleged Wrong-Doing Function**
 - 7.5.1 enquire fully into any activities or transactions that may be illegal, questionable or unethical, and into the Village's control procedures to ensure that such activities are being guarded against;
 - 7.5.2 ensure the Clerk Treasurer has a process to review and respond to complaints or allegations of wrong-doing or questionable acts by elected officials, Village employees or volunteers;
 - 7.5.3 review and advise Village Commission with respect to complaints or allegations of wrong-doing.
 - 7.6 **Statutory and Regulatory Compliance & Other Duties**
 - 7.6.1 review the conduct and adequacy of any internal audit undertaken;
 - 7.6.2 review the Village's compliance with statutory and regulatory obligations within the committee's area of responsibility;
 - 7.6.3 review annually the interest and other risk management activities, including insurance coverage proposed for the upcoming year by the Clerk Treasurer;
 - 7.6.4 review the expense summaries of reportable persons' expenses and hospitality expenses and determine their validity and reasonableness;
 - 7.6.5 review adequacy of staffing in relation to both number and competence for accounting and financial responsibilities;
 - 7.6.6 review, as required, any other policies, procedures, forecasts, reports or process as agreed to mutually by the Clerk and Treasurer and the committee; and
 - 7.6.7 undertake other actions determined by the Commission to be the duties of the committee.

Order at Meetings

- 8.1 The Chair and Deputy-Chair shall be determined by way of consensus or vote of the Village Commission at the first meeting following an election.
- 8.2 The Chair shall maintain order at all committee meetings and shall have the right to order the removal of any person interfering with the business of the meeting or acting in a disorderly manner.
- 8.3 All voting matters before the committee shall be decided by voting on a motion, duly moved and seconded. The Chair shall state if the motion has been carried or defeated. In the event of an equality of votes for or against a motion, the Chair shall cast a deciding vote.

Authority

- 9.1 The committee shall have unrestricted and complete authority to delve into any affair of the Village Commission, with full access to management and auditor.
- 9.2 Neither the Committee nor any member shall have the power to pledge credit, nor have any power to authorize expenditure to be charged against the Village or enter into a legal commitment or agreement on behalf of the Village of Pugwash.

Order of Business

- The order of business at a committee meeting shall take the following form:
- 10.1 review of agenda and call for new or other business, approval of agenda;
 - 10.2 review and approval of the minutes of last meeting;
 - 10.3 business arising out of the minutes;
 - 10.4 role and responsibilities of the auditor;
 - 10.5 review of audited financial statements;
 - 10.6 management or internal control letter and management’s response;
 - 10.7 review of the roles and responsibility of the audit committee;
 - 10.8 appointment of municipal auditor;
 - 10.9 review of financial information;
 - 10.10 adequacy and effectiveness of internal controls;
 - 10.11 financial condition indicators;
 - 10.12 risk management;
 - 10.13 miscellaneous business.

Administrative

- 11.1 The Village Commission shall review this policy by March 31st each year and either re-adopt or adopt an amended policy.

- 11.2 The committee shall prepare minutes of its meetings. Minutes shall be approved by motion at the next meeting of the committee. Approved minutes signed by the Committee Chair or the person presiding at the meeting, the Clerk Treasurer and the Recording Secretary shall be filed with the Clerk and Treasurer.

- 11.3 The committee shall prepare a written report to the Village Commission on any matters of importance before the next Village Commission meeting. This should be done immediately following a meeting of the committee.

Clerk’s Annotation for Official Policy Book	
Date of Notice to Commissioners	
of Intent to Consider (7 days minimum):	20 th 25 th January 2023
Date of Passage of current Policy:	13 th February 2023
I certify that the Policy was adopted by the Pugwash Village Commission as indicated above	
_____	_____
Clerk	Date