

Minutes of the Finance, Audit, and Risk Committee Meeting

March 8, 2024 | 11:30 am – 1:30 pm (ET)

Virtual: Teams Link

Committee members in attendance	
Christian Bellini Dawn Nedohin-Macek	John Van der Put
Regrets	
Menelika Mekomba	Steve Vieweg
Guests	
Marc Brabant, RCGT	Nicholas Scott, RCGT
Staff and support	
Joan Bard Miller, Manager, Governance and Board Services Juliet Chou, Governance Coordinator	Gerard McDonald, Chief Executive Officer Derek Menard, Director, Finance Mélanie Ouellette, Manager, Strategic and Operational Planning

1. Call to order and approval of agenda

D. Nedohin-Macek, FAR Committee Chair, opened the meeting at 11:33 a.m. (ET) and welcomed committee members and staff.

Moved and seconded

THAT the agenda be approved, and the chair be authorized to modify the order of discussion.

Carried

2. Declaration of conflict of interest

No conflicts were declared. Participants were reminded to declare a conflict at any time during the meeting, as necessary.

3. Last meeting review

3.1 Review of minutes (February 26, 2024)

The committee had no questions or comments regarding the pre-circulated minutes.

Moved and seconded

THAT the minutes of the February 26, 2024, meeting be approved as presented.

Carried

3.2 Review of action table

No comments or questions were received on the pre-circulated action table.

4. Draft audit review

M. Brabant, Engagement Partner Assurance and N. Scott, Senior Audit Manager, Raymond Chabot Grant Thornton (RCGT), presented the pre-circulated audited financial statements and audit findings report. He highlighted for the FAR Committee that RCGT had issued a clean audit report.

It was confirmed that no significant internal control deficiency was found. In case of internal control deficiency, a letter would be issued to the management directly to decide the course of action. A clarifying question about leasing costs for 2026 was answered by staff.

All staff left the meeting as it moved in-camera.

The meeting moved out of camera.

M. Brabant and N. Scott left the meeting.

Moved and seconded

THAT the FAR Committee recommend that the Board approve the Engineers Canada financial statements for the year ending December 31, 2023.

Carried

M. Ouellette joined the meeting.

5. Review briefing note regarding appointment of auditors

The FAR Committee confirmed with staff that the proposed appointment would be for one year and that as per Board policy a comprehensive review of the auditor shall take place at least every five years. This review was last undertaken in 2023.

Moved and seconded

THAT the FAR Committee recommend to the Members that Raymond Chabot Grant Thornton be appointed as the public accountant to audit the accounts of Engineers Canada for the 2024 fiscal year.

Carried

6. Review long-term procurement contracts

N. Nedohin-Macek reminded the committee that as per Board policy 6.4, *Finance, Audit, and Risk (FAR) Committee* terms of reference, the committee is responsible for conducting an annual review of any new long-term procurement contracts that extend beyond five years with a value that exceeds \$100,000 per annum. As noted in the agenda book, there are no new contracts of this value to report.

The committee had no questions or comments.

7. Review corporate risk profile

G. McDonald presented the pre-circulated Corporate Risk Profile and noted that three revisions had been made as part of the in-depth annual review:

- A risk appetite statement was added to the profile,
- Operational risk **7 – Tarnished reputation** was moved from the operational to the Board’s risk register, and
- The score for operational risk **8 – Insufficient client satisfaction** was lowered from 9 to 6 based on feedback received during strategic planning as well as the collaboration and harmonization consultations.

The committee supported the revisions proposed by staff. In preparation for the Board meeting, the FAR Committee further recommended that:

- The Board’s briefing note convey that as part of the strategic planning process, the Board identified that sustainability should be added to the 2025-2029 strategic plan. Not addressing this strategic issue would constitute a reputation risk for Engineers Canada. As a result, operational risk **7 - Tarnished reputation** content was moved from operations to the Board risk register to capture more adequately the Board’s role in this area and sustainability content was added to this risk.
- Operational risk **12 – Compromised infrastructure and information integrity** be renamed to

include cyber security and add the term technology to the title of the risk to highlight that the term infrastructure refers to physical and technological infrastructure.

- The terminology used for the target sections be standardized.
- The Board risk numbers be added to the name of the risk at the top of the page to match the numbering on the heat map and what is already done for operational risks.

The FAR Committee also recommended that the 2024-2025 FAR committee re-evaluate the score for operational risk **8 – Insufficient client satisfaction** if the National statement of collaboration is not signed by the Members at the spring meetings in May 2024.

ACTION: Staff to revise the Corporate Risk Profile and Registers for presentation to the Board.

8. Final 2023-2024 committee report

The committee was satisfied with the report as presented.

9. Other business

No other business was brought forward.

10. Next committee meetings

The 2023-2024 FAR Committee approved the following meeting schedule:

- May 9, 2024 (virtual)

11. Meeting evaluation

Overall, the FAR Committee and staff were pleased with the meeting.

12. Closing

With no further business, the meeting was closed at 12:58 pm (ET).