



ONTARIO UNIVERSITIES
COUNCIL on QUALITY ASSURANCE

Executive Committee of the Audit Committee

Terms of Reference

Purpose:

- To expedite matters related to Audits referred to it by the Quality Council, the Audit Committee, or an Audit Team
- To develop matters of process where the Quality Assurance Framework is unclear or where there are no precedents
- To resolve issues or uncertainties within Audit Teams and/or across audits, as necessary

Task:

- To make recommendations to the Quality Council on behalf of the Audit Committee on routine Audit Committee business matters that do not require a meeting of the full Audit Committee.
- To consider and make recommendations to the Audit Committee on audit-related matters of a unique, special or sensitive nature. This may be done at the request of the Audit Committee, the Secretariat or the Quality Council.
- To make time-sensitive recommendations/decisions to the Quality Council on behalf of the Audit Committee if it is not possible to obtain quorum of the full Audit Committee.
- To set up special working groups as required.
- To resolve other matters related to audits referred to it by the Quality Council, the Audit Committee or an Audit Team.

Membership:

- The Audit Committee Chair who will serve as Chair of the Executive Committee
- The Audit Committee Vice-Chair
- One additional Member-at-large
- Executive Director, Quality Assurance, non-voting ex-officio member

Term Length:

Terms are for up to three years, renewable, or for the duration of the individual's membership on the Audit Committee.

Nomination Process for Members of the Executive Committee:

A Call for Nominations will be sent to all members of the Audit Committee, including members of the Executive Committee, by the Secretariat, when the position of Audit Committee Chair, Vice-Chair and/or Member at Large becomes vacant. Members of the Committee may express their own interest in a role or nominate another member of the Committee. All nominations should be accompanied by a brief statement about the nominee's suitability for the position. When nominating another individual, please ensure that, before submitting the nomination, that the nominee meets the eligibility criteria detailed below and, if appointed, is willing to serve for the full term of the position.

Eligibility:

- Those nominated to the role of Chair must have at least three years of experience on the Audit Committee and have participated as a member of at least one Audit Team. Those nominated to this role must also have taken on the role of lead writer of an Audit Report at least once.
- The Vice-Chair of the Audit Committee does not automatically assume the role of Chair of the Committee when this position becomes available, although is eligible to express an interest to do so. Those nominated to the role of Vice-chair will have at least two years of experience on the Audit Committee and will ideally have taken on the role of lead writer of an Audit Report at least once.
- Those nominated to the role of Member-at-Large will have at least two years of experience on the Audit Committee and will ideally have taken on the role of lead writer of an Audit Report at least once.

Selection Process:

All nominations received will be forwarded to the Quality Council for approval, or, if there are multiple nominees for one position, for selection and approval. In addition to audit experience, gender balance and other equity, diversity and inclusion considerations will be taken into account when making these appointments.

Conditions:

- Minutes of the Executive Committee will be distributed to the Audit Committee, for information.
- All recommendations made by the Executive Committee must first be circulated to the Audit Committee electronically for comment before it goes to the Quality Council for decision. If at that time an Audit Committee member raises an objection or a concern regarding the proposed recommendation, the item will then be brought to the full Audit Committee for discussion.
- All recommendations made by the Executive Committee are subject to the approval of the Quality Council and approved decisions must be communicated at the next meeting of the Audit Committee.

- Any changes to the Executive Committee's membership or Terms of Reference are subject to the recommendation of the Audit Committee and approval of the Quality Council.