



FOR INFORMATION

PUBLIC

OPEN SESSION

TO: Business Board

SPONSOR: Sheree Drummond, Secretary of the Governing Council
CONTACT INFO:

PRESENTER: Same as above.
CONTACT INFO:

DATE: November 19, 2025, for November 26, 2025

AGENDA ITEM: 10

ITEM IDENTIFICATION:

Proposed Revisions to the Audit Committee Terms of Reference

JURISDICTIONAL INFORMATION:

The Governing Council has established Boards and Committees and assigned responsibilities among those bodies through their Terms of Reference. The Governing Council has periodically approved changes in Board and Committee terms of reference to respond to changing circumstances and expectations of governance.

GOVERNANCE PATH:

1. Audit Committee [For Recommendation] (November 19, 2025)
2. **Business Board [For Information] (November 26, 2025)**
3. Executive Committee [For Endorsement and Forwarding] (December 1, 2025)
4. Governing Council [For Approval] (December 11, 2025)

PREVIOUS ACTION TAKEN:

On December 15, 2022, the Governing Council approved the previous revision to the Audit Committee's Terms of Reference.

The change was a direct result of the University of Toronto Pension Plan's conversion to the multi employer University Pension Plan. As the University no longer managed pension assets directly, the committee's oversight in this area was no longer required. Consequently, subsection 5.1.1(d), which outlined the committee's duty to review pension plan financial statements, was removed.

HIGHLIGHTS:

The proposed revision to the Committee's membership is to align with a change in the University's senior administrative structure with regard to responsibility for Enterprise Risk Management.

1. Membership – Addition of Assessor

Current Wording (Section 1.1(c)):

"The following ex officio non-voting assessors: the senior officer of the University reporting to the President who is responsible for financial matters, as so designated by the President; a second senior officer of the University responsible for financial matters, as so designated by the President; the Secretary of the Governing Council; and the Director, Internal Audit."

Proposed Wording (Section 1.1(c)):

"The following ex officio non-voting assessors: the senior officer of the University reporting to the President who is responsible for financial matters, as so designated by the President; a second senior officer of the University responsible for financial matters, as so designated by the President; the Secretary of the Governing Council; the Director, Internal Audit; **and the Chief Legal Officer.**"

FINANCIAL IMPLICATIONS:

N/A

RECOMMENDATION:

For information.

DOCUMENTATION PROVIDED:

- Proposed Revised Audit Committee Terms of Reference (Tracked Changes)
- Proposed Revised Audit Committee Terms of Reference (Clean)