

## **ARTICLE 17 AUDIT COMMITTEE**

### **17.1 Composition**

The Audit Committee shall be comprised of the Chair and Vice Chair of the Board and up to five members appointed by the Board from among the members elected or appointed to the Board under Section 4(1)(b), (c) or (g) of the Ryerson University Act. In accordance with Section 5(3) of the Ryerson University Act, the President shall be excluded from Audit Committee membership but may attend meetings of the Audit Committee at the invitation of the Chair.

### **17.2 Chair and Vice Chair**

The Board shall select the Board members to serve as Chair and Vice Chair of the Audit Committee in the manner contemplated by Section 15.6.

### **17.3 Mandate**

The Audit Committee shall:

- (a) liaise with the University's external auditors to review annually, or more often as considered necessary or desirable, the terms of reference and results of the annual financial audit and recommend to the Board such revisions and improvements in procedures or practice as may from time to time appear warranted;
- (b) liaise with the University's internal auditors to review annually, or more often as considered necessary or desirable, the terms of reference and results of the internal audits and recommend to the Board such revisions and improvements in procedures or practice as may from time to time appear warranted; and
- (c) conduct an annual employee review and set compensation for the President and receive the annual reviews of the Provost and Vice President Academic, Vice President Administration and Operations, Vice President University Advancement and Alumni Relations, Vice President Research and Innovation and General Counsel and Secretary of the Board of the University conducted by the President and, upon the recommendations of the President, set their compensation, in each case, in accordance with such processes as have been approved by the Board from time to time.