

JUDO CANADA
Finance and Audit Committee

Name	Finance and Audit Committee
Type	Board Committee
Mandate	The Finance and Audit Committee is a standing committee of the Board of Judo Canada. It is responsible for oversight related to corporate auditing and report, financial policies and strategies, and financial risk management.
Key Duties	<p>The Committee will perform the following key duties:</p> <ul style="list-style-type: none"> • Advise Judo Canada Board on compliance with legal and regulatory requirements. • Determine the adequacy of Judo Canada’s internal financial controls and procedures for financial reporting to the Board, Members, and funding agencies. • Develop and oversee the implementation of financial policies to safeguard Judo Canada’s assets and revenue streams. • Review and approve the scope of the annual audit and audit fees to be paid, and annually recommend the appointment of an auditor at Judo Canada Annual Meeting. • Ensure that any problems, issues or concerns raised by the auditor are promptly and satisfactorily addressed by the Board and staff. • As required, receive reports and advise the Board on any material government investigation, litigation, contractual dispute, or legal matter. • Advise the Board on Judo Canada risk management and insurance policies and programs. • Work with staff to review and assess budgets and advise on budget recommendations to the Board. • Provide expertise to enhance the quality of Board discussion on financial matters and facilitate effective Board financial decision-making. • Additional duties may be delegated to the Committee by the Board from time to time. <p>The Committee will have the authority to conduct investigations and to retain, with the approval of the Board of Directors and at the expense of Judo Canada, the services of outside resources, including legal counsel or other experts.</p>
Authority	<p>The Committee will exercise its authority in accordance with Judo Canada’s Bylaws and such additional provisions as are set out in these Terms of Reference and will do so without interference from Judo Canada’s Board or staff.</p> <p>The Committee is a limited agent of the Board in relation to audit matters and is an active advisor to the Board on all other financial matters. The Committee, with approval from the Board, may establish subcommittees or Task Forces to deal with specific issues in relation to the mandate of the Committee.</p>
Composition	The Committee will be composed of the Treasurer (who will Chair the Committee) and two additional persons who are appointed by the Board at a meeting of the Board. At

	<p>least one member of the Committee will be a designated CA-CPA or equivalent or will be financially literate as such qualifications are interpreted by the Board in its business judgment.</p> <p>Members of the Committee will serve terms of two years, which may be renewed by the Board.</p>
Meetings	The Committee will meet by teleconference or in person, as required. Meetings will be at the call of the Chair. Judo Canada's CEO may attend Committee meetings, at the invitation of the Committee, but do not have a vote on Committee decisions.
Resources	The Committee will receive the necessary resources from Judo Canada to fulfill its mandate. The Committee may, from time to time, receive administrative support from Judo Canada's staff.
Reporting	As a standing Board committee of Judo Canada, the Committee operates independently of management and the Board. Status reports at a meeting of the Board, or full reports at a meeting of the members, shall be presented by the Chair.
Approval and Review	These Terms of Reference were approved by Judo Canada's Board on January 16, 2023. The Board will review these Terms of Reference on a regular basis, with input from the Committee as required.
Other	The provisions of the Judo Canada's Bylaws as they relate to the Finance and Audit Committee will also apply.