

Minutes of the Finance, Audit, and Risk Committee Meeting

October 23, 2025 | 12:00 pm – 2:00 pm (ET)

Virtual: Teams Link

Committee members in attendance	
Anjum Mullick (Acting chair) Marisa Sterling (Chair) Menelika Bekolo	Christopher Chahine Jitendra Paliwal Steve Vieweg
Regrets	
Nicolas Turgeon	
Observers	
John Van der Put	
Staff and support	
Philip Rizcallah, Chief Executive Officer Joan Bard Miller, Manager, Governance and Board Services	Derek Menard, Chief Financial Officer

1. Call to order and approval of agenda

At the Chair's request, and with support from the FAR Committee members, A. Mullick served as acting Chair for the meeting. A Mullick welcomed committee members and staff. The meeting was called to order at 12:05 p.m. (ET).

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. As noted in the agenda book, meeting participants may declare a conflict at any time during the meeting, as necessary.

3. Last meeting review

3.1 Review of minutes (August 14, 2025)

In reference to item 6 in the minutes, it was confirmed that the President, President-Elect and Past President were supportive of discussing select risks during the in-camera portions of Board meetings. The practice began at the October Board meeting and is expected to continue at the December meeting.

Moved and seconded

THAT the minutes of the August 14, 2025, meeting be approved as presented.

Carried

3.2 Review of action table

The action table was pre-circulated for information.

4. Review of final 2026 budget and Per Capita fee recommendation

D. Menard, Chief Financial Officer, presented the final 2026 budget and 2028 per capita assessment fee recommendations. He highlighted changes made to the budget in response to feedback from the CEQB

and because of the Board's decision not to proceed with a large-scale, outcomes-focused accreditation summit in September 2026.

Questions were asked and answered, and the FAR Committee was in support of:

- The proposed changes to the budget, and
- A high-level plan to consider the process to establish the PCAF which included 1) understanding the rationale for the current process and the pros and cons of alternative processes, 2) consulting with the Members, and 3) seeking a recommendation from the Governance Committee for a bylaw change.

Moved and seconded

THAT the Board, on recommendation of the FAR Committee, approve the 2026 budget, as presented.

Carried

THAT the Board, on recommendation of the FAR Committee, recommend to the Members that the 2028 Per Capita Assessment Fee be set to \$12.00 per registrant.

Carried

5. Review of Board policy 7.12, Net assets

D. Menard and P. Rizcallah outlined a request by the Governance Committee for the FAR Committee to revisit the target level for the restricted Contingency Reserve in Board policy 7.12, *Net assets*. It was suggested that the target level match six months of operating expenses (\$5.4M) instead of the current target which equates to three months of operating expenses (\$2.5M). The former amount is considered industry standard. Moving the funds to a restricted reserve may better indicate that they are intended to be saved as an emergency fund as opposed to a fund available for projects. The discussion was supported by a memo from the auditor that had been pre-circulated.

The FAR Committee reflected on the auditor and Governance Committee's separate opinions. Some hesitation to increasing the target levels was expressed by the FAR Committee given that in addition to the Contingency Reserve there are two other restricted reserves with funds totalling \$3.5M that are unlikely to be used. Furthermore, transferring funds from a restricted reserve is more difficult and arguably less suitable at a time when the organization anticipates a deficit. The Committee did not coalesce around a specific number, noting the challenges of trying to do so.

The Governance Committee will be asked to make a recommendation to the Board for approval on February 27, 2025. If the Board decides to increase the reserve target level, staff will seek guidance from the FAR Committee about whether the additional funds to top up the contingency reserve should be transferred from the unrestricted net assets at once or in increments.

6. Risk registers

P. Rizcallah presented recent updates made to the Risk Registers as outlined in the pre-circulated briefing note, which included further explaining the mitigation strategies for Board risks: Decline in the value of accreditation and Diminished National Collaboration.

7. Other business

D. Menard responded to an operational inquiry about adopting an online expense submission form for volunteers. Due to competing priorities, staff are currently unable to allocate time to investigate the various options available.

8. Next committee meetings

The 2025-2026 FAR Committee confirmed the following meeting schedule:

- December 12, 2025 (virtual)
- February 23, 2026 (virtual)
- March 6, 2026 (virtual)
- May 8, 2026 (virtual)

9. Meeting evaluation

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

10. Closing

With no further business, the meeting was closed at 1:03 pm (ET).