

## Audit Committee Charter

### **Audit Committee Authority**

Pursuant to resolution made on December 7, 2005, the CVES Board (the Board) established an audit committee to assist the Board in the oversight of both the internal and external audit functions. The requirement to create an audit committee was established by Education Law §2116-c. According to §2116-c (4), the role of an audit committee shall be advisory and any recommendations it provides shall not be substituted for any required review and acceptance by the Board.

### **Mission**

The Board has established an audit committee to provide independent assistance in the oversight of the following matters:

- Assist in providing oversight of the internal and external audit functions, including the appointment of the internal and external auditors.
- Oversee the competitive Request for Proposal Process (RFP) used to solicit quotations for the District's annual external audit.
- Review corrective action plans and necessary improvement based on audit findings and recommendations received from external and internal auditors.
- Provide a communications link between the external and internal auditors and the Board.

### **Composition and Requisite Skills**

The CVES Audit Committee is comprised of at least three board members.

The Committee members collectively should possess the expertise and experience in accounting, auditing, financial reporting and school district finances needed to understand and evaluate the school district's financial statements, the external audit of those statements and the district's internal audit activities. Accordingly, the Audit Committee's members should:

- Possess the requisite skills and experience necessary to understand technical and complex financial reporting issues.
- Have the ability to communicate with, and offer advice and assistance to, public finance officers and auditors.
- Be knowledgeable about internal controls, financial statement audits and management/operational audits.

## **Duties and Responsibilities**

The duties and responsibilities of the CVES Audit Committee include the following:

- **External Audit Focus**
  - Recommend selection of the external auditor to the Board.
  - Meet with the external auditor prior to commencement of the audit.
  - Review and discuss with the external auditor any risk assessment of the district's fiscal operations developed as part of the auditor's responsibilities under governmental auditing standards for a financial statement audit and federal single audit standards, if applicable.
  - Review the external auditor's assessment of the district's system of internal controls.
  - Receive and review the draft annual audit report and accompanying draft management letter and, working directly with the external auditor, assist the Board in interpreting such documents.
  - Make a recommendation to the Board on accepting the annual audit report.
  - Review any corrective action plan developed by the school district and assist the Board in the implementation of such plans.
  
- **Internal Audit Focus**
  - Make annual recommendations to the Board to conduct internal audit or elect annual audit exemption, when applicable.
  - Make recommendations to the Board regarding the appointment of an internal auditor.
  - Assist in the oversight of the internal audit function.
  - Review the annual internal audit plan to ensure that high risk areas and key control activities are periodically evaluated and tested.
  - Review the results of internal audit activities and significant recommendations and findings of the internal auditor.
  - Monitor implementation of the internal auditor's recommendations by management.
  - Provide input on the performance evaluation of the internal auditor.
  
- **Administrative Matters**
  - Hold regularly scheduled meetings.
  - Administer other related duties as prescribed by the Board.
  - Monitor Information Technology (IT) controls and safeguards.
  - Review and revise the Audit Committee Charter.

## **Membership**

The membership duties of the CVES Audit Committee include the following:

- **Good Faith** – Members of the Committee shall perform their duties in good faith, in a manner they reasonably believe to be in the best interests of the Committee and CVES with such care as a generally prudent person in a similar position would use under similar circumstances.
- **Independence** – Only current board members of CVES are eligible to be an Audit Committee member:
- **Confidentiality** – During the exercise of duties and responsibilities, the Committee members may have access to confidential information. The Committee shall have an obligation to CVES to maintain the confidentiality of such information.

## **Meetings and Notification**

The CVES Audit Committee shall meet a minimum of four times each year. An agenda of each meeting should be clearly determined in advance and the Audit Committee should receive supporting documents in advance, for reasonable review and consideration. Any member of the Board, who is not a member of the Audit Committee, may attend audit committee meetings if authorized by a resolution of the Board.

The Audit Committee shall prepare minutes of each meeting. At a minimum, the minutes will include the following:

- Copies of the meeting agenda
- Date, attendance and location of the meeting
- Brief summary of the topics discussed (to be shared with all board members)
- Copies of materials discussed or presented at the meeting
- A record of all actions or recommendations agreed to by the Committee

## **Decision-Making Process**

All decisions shall be reached by consensus of those members present at the meeting. Consensus is defined as an acceptable solution that all can agree to support. If consensus cannot be reached, polling of the Audit Committee will take place and simple majority will rule. A quorum constitutes a simple majority of the total membership.

## **Reporting Requirements**

The CVES Audit Committee has the duty and responsibility to report its activities to the Board. Periodic written reports of Audit Committee activities are an important communication link between the Audit Committee and the Board on key decisions and responsibilities. The Audit Committee's reporting requirements are to:

- Report on the scope and breadth of committee activities so that the Board is kept informed of its work.
- Provide minutes of meetings and work sessions which clearly record the actions and recommendations of the Committee.
- Report on their review of the District's annual audit report and accompanying management letter and their review of significant findings and recommendations of the internal auditor.
- Report on suspected fraud or abuse or material defects in the internal control systems.
- Report on material or significant non-compliances with laws or CVES policies and regulations.
- Report on any other matters that should be disclosed to the Board.

## **Review of the Charter**

The CVES Audit Committee shall assess and report to the Board on the adequacy of this Charter on an annual basis or as necessary. Charter modifications, as recommended by the Audit Committee, should be presented to the Board in writing for their review and action.

Adopted January 17, 2019