



Board Briefing

Committee: Audit

Date Filed: January 8, 2015

Title: Approval of Revisions to the Audit Committee Charter

Background:

On January 22, 2008, the Audit Committee adopted a formal Charter. This Audit Committee Charter is being revised pursuant to recommendations from the Financial Transformation project and is in accordance with recognized best practices in higher education governance.

This charter seeks to: define the Committee's purpose, primary goals, and objectives and clarify how members will work together to fulfill the goals and objectives of the Committee as a whole.

The charter language will be evaluated on an annual basis to ensure it remains relevant and effective to the System and its institutions.

Financial Analysis/History:

There is no financial impact.

Janet Waldron

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ou=Vice Chancellor for Finance,
email=janet.waldron@untsystem.edu, c=US
Date: 2015.02.16 15:22:58 -06'00'

Vice Chancellor for Finance

Legal Review:

This item has been reviewed by General Counsel.

Nancy S. Footer

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Vice Chancellor/General Counsel

Schedule:

The UNT System Audit Committee Charter will be adopted immediately upon approval by the Board of Regents.

Recommendation:

It is recommended that the Board of Regents approve the attached revised UNT System Audit Committee Charter.

Recommended By:

Steve Goodson

Interim Chief Internal Auditor

Lee Jackson

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North Texas System, ou=Chancellor,
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Chancellor

Attachments Filed Electronically:

- 2008 Redlined Board of Regents Audit Committee Charter
- 2015 Board of Regents Audit Committee Charter with Applied Revisions



Board Order

Title: Approval of Revisions to the Audit Committee Charter

At an official meeting of the Board of Regents of the University of North Texas System properly posted and held on February 19-20, 2015, pursuant to a motion made by Regent _____ and seconded by Regent _____, the Board approved the motion presented below:

Whereas, a remedial activity resulting from the work performed on Governance under the leadership of the Financial Oversight Task Force recommended the Audit Committee Charter be revised, and

Whereas, the Interim Chief Internal Auditor has prepared the Audit Committee Charter, and

Whereas, the Board of Regents has reviewed the Audit Committee Charter,

Now, Therefore, The Board of Regents authorizes and approves the following:

1. Revisions to the Audit Committee Charter as reflected in the attachment to this order.
-

VOTE: ____ ayes ____ nays ____ abstentions

BOARD ACTION:

Attested By:

Approved By:

Rosemary R. Haggett, Secretary
Board of Regents

Brint Ryan, Chairman
Board of Regents

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BOARD OF REGENTS AUDIT COMMITTEE CHARTER

Purpose and Authority

The Audit Committee of the Board of Regents ("Board") of the University of North Texas System (System) assists the Board in fulfilling its responsibilities for:

1. Oversight of the quality and integrity of the accounting financial, and non-financial reporting practices;
2. Oversight of the internal audit function, any external auditors who the Committee may employ, and engagements with the State Auditor;
3. Oversight of the internal control environment;
4. Oversight of legal and regulatory compliance;
5. Oversight of information security and controls;
6. Oversight of the integrity of the System's financial statements and the System's accounting and financial reporting processes and financial statement audits;
7. Oversight of the System's disclosure control processes and procedures, internal controls over financial reporting, and compliance with ethical standards adopted by the System; and
8. Oversight of the System's risk management process.

The Audit Committee should encourage continuous improvement, and should foster adherence to the System's policies, procedures, and practices at all levels. The Audit Committee should also provide for open communication among the external auditor, financial and senior management, the internal audit function, and the Board of Regents.

The Audit Committee has the authority to conduct investigations into any matters within its scope of responsibility and obtain advice and assistance from outside legal, accounting, or other advisers, as necessary, to perform its duties and responsibilities. In carrying out its duties and responsibilities, the Audit Committee shall also have the authority to meet with and seek any information it requires from employees, Regents, or external parties.

The System will provide appropriate funding, as determined by the Audit Committee, to fund the internal audit activity, to compensate the external auditor, to compensate any advisers that the Audit Committee chooses to engage, and for payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee's principal responsibility is one of oversight. The fundamental responsibility for the integrity of the System's financial statements and disclosures rests with management and the external auditor.

Membership and Meetings

The Audit Committee is a standing committee of the Board and is composed of not fewer than four members of the Board. The Chairman of the Finance Committee shall serve as an ex officio voting member of the Audit Committee.

Committee members will be appointed by the Chairman of the Board of Regents.

The Audit Committee members will be financially literate and the Committee will provide its members with continuing education opportunities in financial reporting and other relevant areas. The Audit Committee should include at least one financial expert.

The Audit Committee will meet four times annually or more frequently as circumstances require. The Audit Committee may meet in executive session as needed and as allowed by law. The Audit Committee should meet with the external auditors, internal auditors and management in separate executive sessions.

The agenda for Committee meetings will be developed by the Audit Committee Chairman in

consultation with the Chancellor and the Chief Internal Auditor.

The committee will meet periodically with the external auditor and management to discuss the annual audited financial statements and quarterly financial statements.

Independence

The Board of Regents and management must be independent from vendors. If overlapping financial interests or personal relationships exist, they must be fully disclosed, and the appropriate personnel must recuse themselves from discussions and voting on related matters.

Accounting / Financial Information Review Duties

1. Review the annual financial statements and related footnotes and discuss with management, the Chief Internal Auditor and the external auditor.
2. Review the financial statements and all of its disclosures, especially fees paid to vendors, activities unrelated to the System's purpose and transactions with related entities.

External Auditor Review Duties

1. Appoint, compensate, retain, and oversee the work performed by the external auditor retained for the purpose of preparing or issuing an audit report or related work. Review the performance and independence of the external auditor and remove the external auditor if circumstances warrant. The external auditor will report directly to the Audit Committee and the Audit Committee will oversee the resolution of disagreements between management and the external auditor if they arise.
2. Review both the audit and non-audit services to be provided by the external auditor.
3. Consider whether the external auditor's provision of permissible non-audit services is compatible with the auditor's independence. Actively engage in dialogue with the external auditor with respect to any disclosed relationships or services that may affect the independence and objectivity of the auditor and take appropriate actions to oversee the independence of the external auditor.
4. Review with the external auditor any problems or difficulties with respect to the audit and obtain reports on significant findings and recommendations, together with management responses.
5. Hold timely discussions with the external auditor regarding the following:
 - a. All critical accounting policies and practices.
 - b. All alternative treatments of financial information within generally accepted accounting principles (GAAP) related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditor.
6. At least annually, obtain and review a report by the external auditor describing:
 - a. The external auditor's internal quality-control procedures.
 - b. Any material issues raised by the most recent internal quality-control review or peer review, or by any inquiry or investigation by governmental or professional authorities within the preceding five years with respect to independent audits carried out by the external auditor, and any steps taken to deal with such issues.
 - c. All relationships between the external auditor and the System.
7. Annually, evaluate the external auditor's qualifications, performance, and independence. Further, the Audit Committee will review the experience and qualifications of the lead partner. The Audit Committee will also consider whether there should be rotation of the external auditor itself. The Audit Committee should present its conclusions to the board.
8. Set policies for hiring personnel of the external auditor.

Financial Reporting Processes, Accounting Policies, and Internal Control Structure Duties

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1. Discuss with the external auditor, the internal audit function, and management, the extent to which changes or improvements in financial or accounting practices have been implemented.
2. In consultation with the external auditor and the internal audit function, review the integrity of the System's financial reporting processes (both internal and external).
3. Understand the scope of the external auditor's review of internal control over financial reporting.
4. Monitor the effectiveness of the internal control systems. Receive and review any disclosures from the System's CFOs and Controllers made in connection with the certification of the System's financial reports: a) significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the university's ability to record, process, summarize, and report financial data; and b) any fraud, whether or not material, that involves management or other employees who have a significant role in the university's internal controls.
5. Review major issues regarding accounting principles and financial statement presentations, including any significant changes in the System's selection or application of accounting principles; major issues as to the adequacy of the university's internal controls.
6. Review analyses prepared by management and the external auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements for state and local governments.
7. Review and approve all related-party transactions.
8. Establish and oversee procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters, including procedures for confidential, anonymous submissions by System employees regarding questionable accounting or auditing matters.
9. Confirm that significant findings and recommendations made by the internal and external auditors are received, discussed and acted upon appropriately and promptly.
10. Assure that management is setting the appropriate tone in communicating the importance of internal controls and in establishing policies and procedures to mitigate risk.

Internal Audit Duties

1. Review all internal audit reports and responses and monitor the implementation of recommendations.
2. Recommend for approval by the Board the hiring, removal, and evaluation of the Chief Internal Auditor who shall report to the Board through the Audit Committee.
3. Annually review the performance of the Chief Internal Auditor.
4. Review the effectiveness of the internal audit function, including staffing, training, independence, and adequacy of resources.
5. Approve the internal audit purpose statement, charter, and other governance documents related to internal audit activities, and annually review and recommended changes, as needed, of the internal audit governance documents (including the purpose statement and charter).
6. Periodically review, with the Chief Internal Auditor, any significant difficulties, disagreements with management, or scope restrictions encountered in the course of conducting their work.
7. Periodically review the internal audit function's responsibility, budget, and staffing.
8. Meet with the Chief Internal Auditor in private without representation from administration present.

Ethical Compliance, Legal Compliance, and Risk Management Duties

1. Oversee, review, and periodically update the System's code of conduct and how the System assures compliance with and enforces this code.
2. Oversee the System's risk management process.
3. Review any legal and regulatory matters that may have a material impact on the financial statements, internal auditing, and/or compliance activities.
4. Recommend the annual System-wide risk assessment and annual internal audit plan for review and approval by the Board of Regents.
5. Initiate audits and compliance activities as deemed necessary to ensure appropriate risk management and control processes within the System.
6. Review all compliance reports and monitor the implementation of recommendations.

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7. Consider the risk of management's ability to override the internal controls.

Reporting and Duties

1. Recommend to the Board of Regents that the audited financial statements be included in the System's annual report.
2. Report regularly to the Board of Regents regarding the execution of the Audit Committee's duties, responsibilities, activities, and any issues encountered.

Other Responsibilities and Duties

1. Recommend an Audit Committee Charter for review and approval by the Board of Regents; and review this charter at least annually and recommend to the Board of Regents any necessary amendments.
2. Conduct an annual performance assessment relative to the Audit Committee's purpose, duties, and responsibilities outlined herein.
3. Perform any other activities consistent with this charter, the System's bylaws, and governing laws that the Board of Regents or Audit Committee determine are necessary or appropriate.

Audit Committee Chair

Chief Internal Auditor

Date:

Adopted:

Effective:

Revised: