

**ORANGE COUNTY PUBLIC SCHOOLS
AUDIT ADVISORY COMMITTEE (AAC) CHARTER**

I. Authority:

Pursuant to Orange County School Board Resolution 11-11.4, dated July 29, 2003 and Sections 218.391 and 1001.42(12)(l), Florida Statutes, there is hereby created an Audit Advisory Committee (hereinafter referred to as the "AAC" or "Committee"). The Resolution states that the AAC is created to provide, "outside advice and comment from audit professionals outside the organization."

II. Purpose:

The purpose of the AAC is to assist the School Board through its Internal Audit Department in assuring the department supports the Board in fulfilling its oversight responsibilities for:

- the integrity of the district's financial statements,
- the independent auditor's qualifications and independence,
- the performance of the district's internal audit function and independent auditors and,
- the effectiveness of the district's internal control system and annual risk assessment.

III. Composition, Qualifications, and Quorum:

The AAC shall consist of a minimum of three (3) members and no more than five (5) members as appointed by the Orange County School Board. The appointed members must be independent and collectively possess audit, financial and IT expertise. Members shall be appointed for three (3) year terms and will be eligible to serve a maximum of three (3) three (3) year terms. Any appointments to an initial term of less than three (3) years shall not count towards the member's term limits.

Quorum shall be met when a majority of the current AAC members are physically present. An AAC member may be considered in attendance if attending by telephone or other means of communication, including electronic or other such technology, and may vote on agenda items so long as the member may be able to listen to and contribute to the discussion of any item being voted upon. Such participation will not count towards the physical quorum requirement. The AAC will follow any local or state orders relating to quorum requirements.

The AAC shall also include, as non-voting, ex-officio members, the Orange County School Board Chair and the General Counsel for the Orange County School Board. Neither ex-officio member shall count towards quorum requirements.

IV. Conflicts of Interest:

The appointed members of the AAC and their employers shall abstain from

the procurement process for the sale of services or products to OCPS during the term of their service on the AAC and for two (2) years from the date that their service has concluded. It is each AAC member's responsibility to disclose any conflict of interest or the appearance of a conflict of interest to the Committee and the Orange County School Board Internal Auditor. In addition to avoiding conflicts of interest, AAC members should also avoid even the appearance of a conflict. Any questions on whether AAC Committee members should recuse themselves from a vote should be directed to the General Counsel. Any portion or provisions of this paragraph that are deemed in conflict with Florida Law shall be considered null and void.

V. Elections for the Chair:

By no later than December 1, the AAC shall select its Chair, for the subsequent calendar year, from among its members at an annual evaluation meeting. The term for the Chair shall be for the calendar year but any member may serve in consecutive terms as Chair.

VI. Meetings and Notice Requirements:

The AAC will hold at least four (4) meetings per year, and as necessary. Written notice of all meetings, including special meetings, will be provided to all members via e-mail, U.S. Mail, or hand delivery. All meetings of the AAC shall be conducted in accordance with Florida's Government in the Sunshine. Sufficient staff to prepare and maintain the minutes shall be provided by the Orange County School Board to comply with the requirements of the Government in the Sunshine. An agenda should be prepared and circulated to all AAC members in advance of the meeting. The absence of an agenda shall not prohibit the AAC from gathering and conducting business if a quorum is physically present.

VII. Duties and Responsibilities:

The AAC members shall be responsible for:

(1) Reviewing the plans, activities, staffing, organizational structure, and charter of the internal audit department of the School Board with the Orange County School Board's Internal Auditor.

(2) Approving the annual audit plan and revisions to the charter of the internal audit department and submitting both to the School Board for approval.

(3) Reviewing and recommending auditing issues and audit processes to the School Board's Internal Auditor, Internal Audit Department and the School Board.

(4) Ensuring that there are no restrictions or limitations on the internal audit function and review consistent with Section 1001.42(12)(l)3, Florida Statutes.

(5) Providing input and recommendations to the School Board in the performance, appointment, replacement, or dismissal of the School Board Internal Auditor, including participation by designated AAC members in any interviews or selection process.

(6) Reviewing the effectiveness of the internal and external audit functions including conformance with the IIA's *International Standards for the Professional Practice of Internal Auditing*.

(7) Appointing two (2) of its members to serve, along with a member of the School Board selected by that body, as the auditor selection committee in accordance with Section 218.391, Florida Statutes.

(8) Serving as the selection committee for any other audits that are outsourced by the School Board.

(9) Reporting, at least annually, to the Orange County School Board on the AAC's activities and any issues that arise with the performance of the district's internal audit function.

(10) Reviewing and assessing the district's major policies with respect to risk assessment and risk management and making recommendations to the School Board Internal Auditor and the School Board consistent with that review.

(11) Evaluating the performance of the AAC and its individual members at least annually.

(12) Reviewing and assessing the adequacy of the AAC charter annually and recommending proposed changes to the School Board for approval.

(13) Confirming annually that all responsibilities outlined in this charter and Section 1001.42(12)(l), Florida Statutes, have been carried out.

(14) Performing other activities related to this charter or as requested by the School Board.

Original approval: July 29, 2003

Revised: December 11, 2007, October 12, 2010, June 23, 2015, December 13, 2016, December 11, 2018, June 25, 2019, February 9, 2021