

## APPENDICES

Appendix to 1.3.2, The Bylaws of the Board of Trustees of Ithaca College, article VI, section 7

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### Ithaca College Audit Committee Charter

*Amended by Board on October 10, 2014.*

#### **Committee Title**

This committee shall be called the Audit Committee of the Board of Trustees of Ithaca College.

#### **Committee Membership**

The Audit Committee will be appointed by the chairman of the Board of Trustees. The Audit Committee will be composed of not less than three nor more than five board members meeting the definition of "independent director" under Section 102 of the New York Not-for-Profit Corporation Law. The chair of the Audit Committee shall not serve simultaneously as the chair of the Investment Committee or the chair of the Finance Committee.

#### **Functions and Responsibilities**

The Audit Committee is a standing committee of the Board of Trustees. The Audit Committee's principal responsibilities are to provide oversight to ensure that appropriate accounting policies and internal controls are established and followed, and that the College issues financial statements and reports in a timely manner in accordance with the College's regulatory obligations. The Audit Committee's other responsibilities include the following:

- Recommending to the Board of Trustees the selection and retention of the independent public accountants for the College, and considering annually the independence of the independent public accountants.
- Recommending to the Board of Trustees, when the Audit Committee deems it advisable, that the independent public accountants engage in specific studies and reports regarding auditing related issues, accounting procedures or other matters.
- Reviewing with the independent public accountants annual financial statements, including any adjustments to those statements recommended by them, and any significant issues that arose in connection with the preparation of those financial statements.
- Upon completion of the annual audit, reviewing and discussing with the independent public accountants (A) any material risks and weaknesses in internal controls identified by the independent public accountants; (B) any restrictions on the scope of the independent public accountants' activities or access to requested information; (C) any significant disagreements between the independent public accountants and management; and (D) the adequacy of the College's accounting and financial reporting processes.

- In consultation with the independent public accountants and management, reviewing the adequacy of financial disclosures in the audited financial statements.
- Reviewing, as appropriate and in consultation with the independent public accountants, accounting policies and procedures applicable to the College as well as any management responses to auditor comments relating to those policies and procedures.
- In consultation and coordination with the Vice President and General Counsel, investigating--when the Audit Committee deems it necessary--potential, actual or perceived improprieties in College operations.
- Meeting at least annually with the Vice President for Finance and Administration, the Vice President and General Counsel and with the independent public accountants to discuss any issues arising from the Audit Committee's responsibilities.
- Meeting at least annually with the independent public accountants (outside the presence of management) to discuss any issues arising from the Audit Committee's responsibilities.
- Meeting at least annually with management (outside the presence of the independent public accountants) to discuss management's evaluation of the work performed by the independent public accountants.
- Obtaining from management and external advisors reports relating to accounting, tax, regulatory, governance, internal controls and other business matters.
- Recommending, reviewing, amending when required, and administering the College's conflict of interest and whistleblower policy(ies).
- Obtaining, when the Audit Committee deems it necessary, the advice of outside consultants and professionals (including but not limited to retention of special legal counsel) to advise the Audit Committee on matters within the scope of its charge.
- Reporting on the committee's activities to the Board of Trustees.
- Obtaining from management an annual report on the College's risk management and compliance programs both to insure an effective approach to identifying and managing risk and compliance with federal and state laws.
- Obtaining from management, at the beginning of each academic year, a list of institutional risks and map oversight responsibilities of these risks to a respective Board Standing Committee.
- Provide a status report to the Board Executive Committee on the institutional strategic risks to be reviewed by the board.

## **Minutes**

The secretary to the Board of Trustees shall be responsible for the preparation of minutes for each committee meeting, distribution of the minutes to committee members, and for ensuring that committee meeting minutes are retained on a permanent basis.