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### 301.1 Purpose

To provide for the functions and responsibilities of audit committees within the Utah System of Technical Colleges (UTech).

### 301.2 Approval

UTech Board of Trustees approval: April 11, 2007. Revised: June 8, 2016; September 13, 2017.

### 301.3 Trustees' Audit Committee

- 3.1 **Creation:** There is hereby created a Trustee Audit Committee as a standing committee to assist the full Board in fulfilling its oversight responsibilities for financial matters.
- 3.2 **Purpose:** To assist the Board of Trustees in fulfilling its oversight responsibilities for financial reporting, internal control, audit processes, and compliance with laws and regulations.
- 3.3 **Authority:** The Trustees' Audit Committee shall obtain pertinent information, become knowledgeable, and provide advice and recommendations to the full Board of Trustees with regard to financial oversight of each institution. The Trustees' Audit Committee is not vested with decision-making authority on behalf of the full Board of Trustees. However, the Trustees' Audit Committee has authority to:
  - 3.3.1 Consult with the Office of the Utah State Auditor on the appointment of external auditors;
  - 3.3.2 Confer with external auditors, legal counsel, and others as necessary;
  - 3.3.3 Facilitate full access for external auditors during annual audits;
  - 3.3.4 Assist in the resolution of disagreements between institutional representatives and external auditors;
  - 3.3.5 Request information from technical college administrators, faculty, staff, and other institutional representatives, all of whom are directed to cooperate with Committee requests;
  - 3.3.6 Conduct or authorize investigations into any matters considered necessary to achieve its purpose; and
  - 3.3.7 Consult with each board of directors and each directors audit committee concerning the adequacy of their respective technical college's accounting personnel, staffing levels, and controls.



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**3.4 Composition:** The Trustees' Audit Committee will consist of at least three and no more than five members, at least three of whom are members of the Board of Trustees. The members, individually, will be independent and free from any relationship the Board of Trustees believes would interfere with the exercise of each member's judgment as a member of the Committee. The Committee members will be appointed by the Chair of the Board of Trustees. Unless a Committee Chair is appointed by the Board chair, the members of the Committee may designate a Chair by majority vote.

**3.5 Meetings:** The Committee will meet as needed to review audit financial information. The Committee may meet with technical college boards of directors, UTech and college administrators, and auditors. Meeting agendas shall be prepared and provided in advance to members, along with appropriate briefing materials. Informal minutes shall be prepared.

**3.6 Responsibilities**

**3.6.1 External Audits and Financial Statements:** The Trustees' Audit Committee shall:

- (a) Schedule meetings and correspondence as necessary to maintain regular, independent communication and information flow between the Trustees Audit Committee and each directors audit committee, whether irregularities or other problems have been identified or not;
- (b) Receive and review reports from directors' audit committees regarding annual financial statements, including a summary of significant accounting and reporting issues; and
- (c) Receive and review reports from directors' audit committees regarding the results of the annual financial statement audit, including audit scope and approach, any restrictions on auditors' activities or on access to requested information, and any significant disagreements with college representatives.

**3.6.2 Internal Control:** The Trustees' Audit Committee shall:

- (a) Receive and review reports from each directors' audit committee regarding the control environment, means of communicating standards of conduct, and practices with respect to risk assessment and risk management;
- (b) Receive and review reports from each directors' audit committee regarding systems of internal control; and
- (c) Receive and review reports from each directors' audit committee regarding the receipt, retention, and treatment of complaints, including anonymous



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complaints about accounting, auditing, internal control, and other related issues.

**3.6.3 Compliance:** The Trustees' Audit Committee shall:

- (a) Review reports from each directors' audit committee regarding systems for monitoring compliance with laws and regulations; and
- (b) Obtain regular updates from each directors' audit committee regarding instances of material noncompliance that might have implications for UTech.

**3.6.4 Internal Audit:** The Trustees' Audit Committee shall:

- (a) Receive annual summary reports from each directors' audit committee regarding the results of any internal auditing program at each technical college, including any restrictions and limitations on internal auditing activities;
- (b) Review with UTech administration and the internal auditor the charter, plans, activities, staffing, and organizational structure of the UTech internal audit services;
- (c) Review any restrictions and limitations on internal auditing activities;
- (d) Advise the Board of Trustees regarding the appointment, replacement, or dismissal of the UTech internal auditor;
- (e) Participate in the annual performance evaluation of the UTech internal auditor;
- (f) Receive and review internal audit reports and/or periodic summaries of internal audit activities prepared by the UTech internal auditor; and
- (g) Schedule meetings and correspondence as necessary to maintain regular, independent communication and information flow between the Committee and the UTech internal auditor.

**3.7 Reporting:** At least annually, the Committee will provide a report or minutes of meetings to the full Board of Trustees detailing the Committee's activities and recommendations.

**3.8 Necessary Action Not Contemplated Above:** To ensure appropriate institutional governance, the Trustees' Audit Committee is authorized, as directed by the Chair of the Board of Trustees, to pursue other actions which the Committee believes are needed, so long as the Trustees Audit Committee is not vested with any authority to make decisions regarding the public's business



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**301.4 Directors' Audit Committees**

- 4.1 Creation:** Each board of directors shall create a standing directors' audit committee to assist the full board in fulfilling its oversight responsibilities for financial matters.
- 4.2 Purpose:** To assist their respective board of directors in fulfilling its oversight responsibilities for financial reporting, internal control, audit processes, and compliance with laws and regulations.
- 4.3 Authority:** The directors' audit committees shall obtain pertinent information, become knowledgeable, and provide advice and recommendations to their respective boards of directors with regard to financial oversight of their respective institutions. The directors' audit committees are not vested with decision making authority on behalf of their full boards of directors. However, the directors' audit committees have authority to:

  - 4.3.1** Confer with external auditors, legal counsel, and others as necessary;
  - 4.3.2** Facilitate full access for external auditors during annual audits;
  - 4.3.3** Assist in the resolution of disagreements between institutional representatives and external auditors;
  - 4.3.4** Request information from technical college administrators, faculty, staff, and other representatives, all of whom are directed to cooperate with committee requests;
  - 4.3.5** Conduct or authorize investigations into any matters considered necessary to achieve their purposes; and
  - 4.3.6** Consult with college representatives and the board of directors concerning the adequacy of the technical college's accounting personnel, staffing levels, and controls.
- 4.4 Composition:** Each directors' audit committee will consist of at least three and no more than five members, at least three of whom are members of the local board of directors, each of whom shall be independent and free from any relationship that, in the opinion of the board of directors, would interfere with the exercise of his or her independent judgment as a member of the committee. The committee members will be appointed by the board of directors' chair, and the members of the committee may designate a committee chair by majority vote.
- 4.5 Meetings:** Each directors' audit committee shall meet at least three times a year, with additional meetings as needed. The committee may invite technical college administrators, auditors, and others to attend meetings and provide pertinent information.



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Meetings agendas shall be prepared and provided in advance to members, along with appropriate briefing materials. Informal minutes shall be prepared.

#### 4.6 Responsibilities

**4.6.1 External Audits and Financial Statements:** The directors' audit committees shall:

- (a) Schedule meetings and correspondence as necessary to maintain regular, independent communication and information flow between the directors' audit committees and external auditors, whether irregularities or problems have been identified or not;
- (b) Review the technical college's financial statements, including significant accounting and reporting issues. This includes reviewing the management discussion and analysis of financial statements, along with any analysis prepared by the administration and/or external auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of financial statements; and
- (c) Review with the technical college administration and the external auditors the results of the annual financial statement audit, including audit scope and approach, any restrictions on auditors' activities or on access to requested information, and any significant disagreements with institutional representatives.

**4.6.2 Internal Control:** The directors' audit committees shall:

- (a) Review information regarding the technical college's control environment, means of communicating standards of conduct, and practices with respect to risk assessment and risk management;
- (b) Confer with external and internal auditors regarding the quality of technical college systems of internal control;
- (c) Review information regarding the receipt, retention, and treatment of complaints, including anonymous complaints about accounting, auditing, internal control, and other related issues; and
- (d) Review with technical college administrators and other institutional representatives the adequacy of the institution's accounting personnel, staffing levels, and controls.

**4.6.3 Compliance:** The directors' audit committees shall:



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- (a) Review information provided by the technical college administration regarding systems for monitoring compliance with laws and regulations; and
- (b) Obtain regular updates from technical college administrators and/or legal counsel regarding instances of material noncompliance that might have implications for the institution.

**4.6.4 Internal Audit:** The directors' audit committees shall:

- (a) Receive and review internal audit reports and/or periodic summaries of internal audit activities prepared by the UTech internal auditor; and
- (b) Schedule meetings and correspondence as necessary to maintain regular, independent communication and information flow between the committee and the UTech internal auditor.

**4.7 Reporting:** At least annually, the committees shall provide a report or minutes of meetings to the respective technical college's full board of directors detailing the committee's activities and recommendations. In connection with regularly scheduled Board of Trustees meetings, each directors' audit committee shall meet periodically with the Trustees' Audit Committee to provide updates on the technical college activities contemplated by this policy. In addition, each committee shall prepare an annual report consisting of a cover letter outlining audit programs and plans, a summary of key committee and related technical college activity (including an assessment of the results of that activity), and meeting agenda/minutes documenting the full efforts of the committee. This report shall be submitted to the UTech Commissioner by November 30 of each year.

**4.8 Necessary Action Not Contemplated Above:** Each directors' audit committee may pursue other courses of action, as directed by the chair of the board of directors, which the committee believes are needed, so long as the directors audit committee is not vested with any authority to make decisions regarding the public's business.