

## Draft Charter for the Audit Committee

### **1.0. Purpose**

The Audit Committee shall assist the Board in providing oversight of the financial audit process.

### **2.0. Composition of the Committee**

The Committee shall consist of three members from the Board of Trustees, one of whom shall serve as the committee chair. No members of the Finance Committee may serve on the Audit Committee. The President shall serve as a non-voting ex-officio member of the committee.

When requested, the COO/or similar role will serve the committee in an advisory capacity.

The members of the Audit Committee shall be appointed by the Board of Trustees at its first business meeting of each calendar year. Members may serve successive one year terms as long as they continue to meet the selection criteria. Vacancies on the Committee during the term shall be filled in the same manner as the regular selection process.

At the end of each year, the Audit Committee shall review its charter and its performance as a Board committee. Any recommendations from this review shall be reported to the full Board for their consideration.

When requested, the General Counsel will provide advice to the Audit Committee.

### **3.0. Scope of Responsibilities**

The Committee shall have responsibility for oversight of the financial audit process. The Committee may:

- Hire and fire financial auditors;
- Review the financial auditor report;
- Receive copies of all correspondence between financial auditor and ARIN, directly from the auditor;
- Receive a copy of the financial auditor's comments and adjustments, directly from the auditor;
- Meet with financial auditors directly;
- Present the financial audit report to the Board of Trustees, for their acceptance;
- Hire outside, independent experts for opinions on financial audits and ARIN's books as needed.