

# **AUDIT COMMITTEE CHARTER**

The Board of the Hudson River – Black River Regulating District (“Regulating District” or “Authority”), a public benefit corporation established under the laws of the State of New York, hereby adopts this Audit Committee Charter on this 10<sup>th</sup> Day of April, 2012.

## **Purpose**

Pursuant to article VI, section I of the Regulating District’s bylaws, the purpose of the audit committee shall be to:

- Assure that the authority’s board fulfills its responsibilities for:
  - a. the authority’s internal and external audit process;
  - b. the financial reporting process;
  - c. the system of risk assessment, and;
  - d. internal controls over financial reporting; and
- Provide an avenue of communication between management, the independent auditors, the internal auditors, and the board.

## **Powers of the Audit Committee**

It shall be the responsibility of the audit committee to:

- Appoint, compensate, and oversee the work of any public accounting firm employed by the Regulating District;
- Conduct or authorize investigations into any matters within its scope of responsibility;
- Seek any information it requires from authority employees, all of whom should be directed by the board to cooperate with committee requests;
- Meet with authority staff, independent auditors or outside counsel, as necessary.
- Retain, at the authority’s expense, such outside counsel, experts and other advisors as the audit committee may deem appropriate.

The Hudson River – Black River Regulating District board will ensure that the audit committee has sufficient resources to carry out its duties.

## **Composition of Committee and Selection of Members**

The membership of the committee shall be as set forth in accordance with and pursuant to article VI, section 1 of the authority’s bylaws. The audit committee shall be comprised of not less than three (3) independent members of the board who shall constitute a majority on the committee.

The audit committee members shall be appointed by, and will serve at the discretion of, the Regulating District’s board. The board may designate one member of the audit committee as its chair. The members shall serve until their resignation, retirement, removal by the board or until their successors shall be appointed and qualified. When feasible, the immediate past audit committee chair will continue serving as a member of the committee for at least one year to ensure an orderly transition.

Audit committee members shall be prohibited from being an employee of the Regulating District or an immediate family member of an employee of the authority. In addition, audit committee members shall not engage in any private business transactions with the authority or receive compensation from any private entity that has material business relationships with the authority,

or be an immediate family member of an individual that engages in private business transactions with the authority or receives compensation from an entity that has material business relationships with the authority.

Ideally, all members on the audit committee shall possess or obtain a basic understanding of governmental financial reporting and auditing.

The audit committee shall have access to the services of at least *one financial expert*; whose name shall be disclosed in the annual report of the authority. The audit committee's financial expert should have:

- An understanding of generally accepted accounting principles and financial statements;
- Experience in preparing or auditing financial statements of comparable entities;
- Experience in applying such principles in connection with the accounting for estimates, accruals and reserves;
- Experience with internal accounting controls, and;
- An understanding of audit committee functions.

### **Meetings**

The audit committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. Members of the audit committee are expected to attend each committee meeting in person or via videoconference. The audit committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary. A majority of the committee members present or participating through videoconference shall constitute a quorum.

The audit committee will meet with the Regulating District's independent auditor at least annually to discuss the financial statements of the authority.

Meeting agendas shall be prepared prior to every meeting and provided to audit committee members along with appropriate briefing materials five (5) business days before the scheduled audit committee meeting. The audit committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings are to be recorded.

A report of the committee's meeting shall be prepared and presented to the board at the board's next scheduled meeting following the meeting of the committee.

Meetings of the audit committee are open to the public, and the committee shall be governed by the rules regarding public meetings set forth in the applicable provisions of the Public Authorities Law and article 7 of the Public Officers Law that relate to public notice and the conduct of executive session.

## **Responsibilities**

The audit committee shall have responsibilities related to: (a) the independent auditor and annual financial statements; (b) the Regulating District's internal auditors; (c) oversight of management's internal controls, compliance and risk assessment practices; (d) special investigations and whistleblower policies; and (e) miscellaneous issues related to the financial practices of the authority.

### **A. Independent Auditors and Financial Statements**

The audit committee shall:

- Appoint, compensate and oversee independent auditors retained by the authority and pre-approve all audit services provided by the independent auditor.
- Establish procedures for the engagement of the independent auditor to provide permitted audit services. The authority's independent auditor shall be prohibited from providing non-audit services unless having received previous written approval from the audit committee. Non-audit services include tasks that directly support the authority's operations, such as bookkeeping or other services related to the accounting records or financial statements of the authority, financial information systems design and implementation, appraisal or valuation services, actuarial services, investment banking services, and other tasks that may involve performing management functions or making management decisions.
- Review and approve the authority's audited financial statements, associated management letter, report on internal controls and all other auditor communications.
- Review significant accounting and reporting issues, including complex or unusual transactions and management decisions, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Meet with the independent audit firm on a regular basis to discuss any significant issues that may have surfaced during the course of the audit.
- Review and discuss any significant risks reported in the independent audit findings and recommendations and assess the responsiveness and timeliness of management's follow-up activities pertaining to the same.

### **B. Internal Auditors**

The audit committee shall:

- Review with management and the internal audit director, the charter, activities, staffing and organizational structure of the internal audit function. The audit committee shall have authority over the appointment, dismissal, compensation and performance reviews of the internal audit director.
- Ensure that the internal audit function is organizationally independent from authority operations.
- Review the reports of internal auditors, and have authority to review and approve the annual internal audit plan.

- Review the results of internal audits and approve procedures for implementing accepted recommendations of the internal auditor.

### **C. Internal Controls, Compliance and Risk Assessment**

The audit committee shall:

- Review management's assessment of the effectiveness of the authority's internal controls and review the report on internal controls by the independent auditor as a part of the financial audit engagement.

### **D. Special Investigations**

The audit committee shall:

- Ensure that the Regulating District has an appropriate confidential mechanism for individuals to report suspected fraudulent activities, allegations of corruption, fraud, criminal activity, conflicts of interest or abuse by board members, officers, or employees of the authority or any persons having business dealings with the authority or breaches of internal control.
- Develop procedures for the receipt, retention, investigation and/or referral of complaints concerning accounting, internal controls and auditing to the appropriate body.
- Request and oversee special investigations as needed and/or refer specific issues to the appropriate body for further investigation (for example, issues may be referred to the State Inspector General or, other investigatory organization.)
- Review all reports delivered to it by the Inspector General and serve as a point of contact with the Inspector General.

### **E. Other Responsibilities of the Audit Committee**

The audit committee shall:

- Present annually to the authority's board a written report of how it has discharged its duties and met its responsibilities as outlined in the charter.
- Obtain any information and training needed to enhance the committee members' understanding of the role of internal audits and the independent auditor, the risk management process, internal controls and a certain level of familiarity in financial reporting standards and processes.
- Review the committee's charter annually, reassess its adequacy, and recommend any proposed changes to the board. The audit committee charter will be updated as applicable laws, regulations, accounting and auditing standards change.
- Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the charter and request the board approval for proposed changes.