



WINSTON-SALEM STATE UNIVERSITY

WINSTON-SALEM STATE UNIVERSITY BOARD OF TRUSTEES AUDIT, RISK AND COMPLIANCE COMMITTEE CHARTER

I. PURPOSE

To assist the Winston-Salem State University (WSSU) Board of Trustees in fulfilling its oversight responsibilities of the institution and associated entities which fall under the requirements established by the Board of Governors in the following areas:

1. The financial reporting process;
2. The effectiveness of the institution's internal control and [enterprise](#) risk management systems;
3. The audit process;
4. The institution's process for monitoring compliance with laws and regulations; and
5. The institution's code of conduct.

The committee provides open lines of communication between the university's Office of [the Internal Audit, Risk and Compliance](#) ~~or~~ and [the](#) WSSU Board of Trustees. The committee will take all appropriate actions to set the overall tone at the institutions for quality financial reporting, effective internal control, [risk management and compliance](#), and ethical behavior. The University Chancellor and/or Audit, [Risk and Compliance](#) Committee ([ARCC](#)) Chair has the power to call a meeting whenever necessary.

II. AUTHORITY

The ~~audit committee~~[ARCC](#) has authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to:

1. Appoint, compensate, and oversee the work of the North Carolina Office of the State Auditor and any other registered public accounting firm employed by the organization;
2. Resolve any disagreements between management and the auditor regarding financial reporting;
3. Pre-approve all audit and ~~nonaudit~~[related](#) services;
4. Retain independent counsel, accountants, or others to advise the committee or assist in the conduct of an investigation;
5. Seek any information it requires from employees — all of whom are directed to cooperate with the committee's requests — or external parties; and
6. Meet with the organization's officers, external auditors, or outside counsel as necessary.
- 6-7. [Set the university's risk appetite.](#)

III. COMPOSITION

1. The ~~audit committee~~[ARCC](#) shall be a standing committee of at least three, and no more than six, members of the Board of Trustees.
2. The Chair of the Board will select both the chair of the ~~audit committee~~[ARCC](#) and the members of the committee.
3. The Chair of the Board will serve as an ~~e~~[Ex o](#)fficio member of the ~~audit committee~~[ARCC](#).
4. Voting committee members must be comprised only of trustees, however, committee members may be non-trustees. Non-trustee committee members shall have all of the rights and responsibilities of trustee members, except the right to vote.

5. Each committee member must be independent of WSSU management and free of any relationship with the University that would impair independence.
6. Each [audit committeeARCC](#) member will be financially literate. Financial literacy is defined as being able to read and understand fundamental financial statements. If possible, at least one member of the [audit committeeARCC](#) shall be designated as the “financial expert”. This is defined as a person who has an understanding of generally accepted accounting principles and financial statements, the ability to assess the application of these principles, an understanding of [audit committeeARCC](#) functions, experience preparing, auditing, analyzing or evaluating financial statements, or experience supervising persons engaged in such activities and an understanding of internal controls and procedures for financial reporting.

IV. MEETINGS

1. The [audit committeeARCC](#) will meet at least four times a year, with authority to convene additional meetings as circumstances require.
2. All [audit committeeARCC](#) members are expected to attend each meeting in person or via teleconference or videoconference.
3. A majority of the voting members of the committee will constitute a quorum.
4. The [audit committeeARCC](#) will invite members of management, auditors, [risk and compliance managers](#), or others to attend meetings and provide pertinent information as necessary.
5. The [audit committeeARCC](#) will hold private meetings with internal and external auditors and executive sessions. If the internal or external auditors request a meeting, the committee is required to meet as promptly as possible.
6. Meeting agendas will be prepared by WSSU staff and provided in advance to the committee members, along with the appropriate briefing materials.
7. The committee shall maintain written minutes of its meetings.

V. RESPONSIBILITIES

With regards to each topic listed below, the [audit committeeARCC](#) will:

Financial Statements

1. Review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
2. Review with management and the external auditors the results of the audit, including any difficulties encountered.
3. Review the annual financial statements and other sections of the annual report and related regulatory filings.
4. Review with management and the external auditors all matters required to be communicated to the [audit committee](#) under auditing standards.
5. Understand how management develops financial information, and the nature and extent of internal and external auditor involvement.

Internal Control

1. Review the effectiveness of the internal control system, including information technology security and control, through activities of the internal and external auditors.
2. Understand the scope of internal and external auditor’s reviews of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management’s responses.
3. Determine whether recommendations made by the internal and external auditors have been implemented by management.

Internal Audit

1. Review with management and the chief audit, [risk and compliance](#) officer (CARCO) the charter, activities, staffing, and organizational structure of the internal audit function. [Given the CARCO's responsibility for risk and compliance, ensure there are safeguards in place to limit impairments to independence or objectivity.](#)
2. Have final authority to review and approve the annual audit plan, [the internal audit budget and resource plan, and](#) all major changes to the plans.
3. Ensure there are no unjustified restrictions, ~~or~~ limitations [or interferences](#), and review and concur in the appointment, compensation, replacement, or dismissal of the CARCO.
4. Review the effectiveness of the internal audit function, including compliance with The Institute of Internal Auditors' International Standards for the Professional Practice of Internal Auditing.
5. On a regular basis, meet separately with the CARCO to discuss any matters that the committee or internal auditing believes should be discussed privately.
6. Consider and review any changes to the scope of the ~~approved internal audit plan and the~~ internal audit charter.

External Audit

1. Review the external auditors' proposed audit scope and approach.
2. Review the performance of the external auditors and exercise final approval on their appointment or discharge.
3. On a regular basis, meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.

Compliance

1. The ~~audit committee~~ARCC, through the Chancellor [and CARCO](#), shall receive reports from [management and the organization's legal counsel regarding compliance matters institution-wide, including, but not limited to, the following areas: the Associate Director of Compliance regarding athletics compliance, environmental health and safety, diversity and affirmative action, research, contracts and grants, and financial aid to NCAA and conference regulations.](#)
 2. Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.
 3. Review the findings of any examinations by regulatory agencies and any auditor observations.
 4. Review the process for communicating the code of conduct to the organization's personnel and for monitoring compliance therewith.
- ~~Obtain regular updates from management and the organization's legal counsel regarding compliance matters.~~

Risk Management

1. The ~~audit committee~~ARCC is responsible for oversight of the processes ~~for the~~ [identification, and assessment, prioritize, and manage](#) of general business risks. [This includes the current risk environment, emerging risks, and the interrelationship between risks and the context of the university's risk appetite.](#)
2. ~~The audit committee~~The ARCC shall receive reports from management regarding the risk environment for WSSU and will review any significant risks and ensure that management's responses to significant risks ~~them~~ are appropriate, [and that resources to address high priority risks are allocated appropriately.](#)
- 2.3. [Monitor and evaluate guidelines and policies to govern the process by which risk assessment and management is undertaken.](#)

Reporting

1. Regularly report to the Board of Trustees about committee activities, issues, and related recommendations.
2. Provide an open avenue of communication among internal auditing, [risk and compliance managers](#), the external auditors, and the Board of Trustees.
3. Report annually to the UNC Board of Governors, describing the ~~audit committee~~ARCC's composition, responsibilities and how they were discharged, and any other information required.

4. Review any other reports issued by the organization ~~issues~~ that relate to the ARCC's audit committee responsibilities.

Complaints and Ethics

1. Ensure policies and procedures are established to allow employees to report alleged improper activities.

Other Responsibilities

1. Review and assess the adequacy of the ~~audit committee~~ charter annually, requesting board approval for updates of its charter, as necessary.
2. Perform other activities related to this charter as requested by the Board of Trustees.
3. Institute and oversee special investigations as needed.
4. Evaluate the ~~audit committee~~ ARCC's and individual members' performance on a regular basis.
5. Consult with WSSU legal counsel to review any legal matters that may have a significant financial impact.
6. Ensure that the internal auditors receive continuing education annually.
7. Ensure that members of the Office of Audit, Risk and Compliance ~~the internal auditors~~ participate in the University of North Carolina Auditors' Association, the Institute of Internal Auditors, and other professional organizations in order to stay updated on professional standards, developments with auditing, risk, and compliance procedures and other relevant issues.

Effective Date: This Charter becomes effective upon adoption by the Board of Trustees.

~~Adopted~~ Modified: - _____ December 6, 2013.
~~Modified: December 9, 2016.~~

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Chair, WSSU Board of Trustees

Secretary, WSSU Board of Trustees