

Members:

Susan Mandiberg, Chair
Robert Harris
Paul Lipscomb

**Executive Director:**

Jessica Kampfe

Oregon Public Defense Commission Governance Subcommittee Meeting

*Meeting will occur virtually
Tuesday, April 8, 2025
9:30am to 10:30am PST
Via Zoom**

Administrative Announcement

This is a public meeting, subject to the public meeting law and it will be recorded. Deliberation of issues will only be conducted by Commission members unless permitted by the Chair. Individuals who engage in disruptive behavior that impedes official business will be asked to stop being disruptive or leave the meeting. Additional measures may be taken to have disruptive individuals removed if their continued presence poses a safety risk to the other persons in the room or makes it impossible to continue the meeting.

AGENDA

Approx. Time	Item	Lead(s)
9:30-9:35	Welcome	Chair Mandiberg
9:35-10:30	Discussion: Audit Committee Charter	Chair Mandiberg
10:30	**Adjourn**	

**To join the Zoom meeting, click this link: <https://zoom.us/j/95130932018>. This meeting is accessible to persons with disabilities or with additional language service needs. Our Zoom virtual meeting platform is also equipped with Closed Captioning capabilities in various languages, which agency staff can assist you with setting up ahead of meetings. Requests for interpreters for the hearing impaired, for other accommodations for persons with disabilities, or for additional interpreter services should be made to info@opdc.state.or.us.*

Please make requests as far in advance as possible, and at least 48 hours in advance of the meeting, to allow us to best meet your needs.

Listed times are an estimate, and the Chair may take agenda items out of order and/or adjust times for agenda items as needed.

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OPDC AUDIT COMMITTEE CHARTER

This charter defines the authority, responsibility, and structure of the Audit Committee (Committee), a “Special Committee” of the Oregon Public Defense Commission (OPDC or Commission). The Audit Committee is not a governing body.

A. Authority and Purpose of the Audit Committee

1. “Each agency having an internal audit function shall establish and maintain an audit committee¹.”
2. “The primary purpose of the Committee is to enhance the quality and independence of the audit function, thereby promoting the integrity of the internal and external audit processes².”

B. Duties

1. The Committee shall ensure the integrity and effectiveness of the Internal Audit function and provide guidance to enhance the quality of internal and external audits.
2. The Committee shall adhere to minimum committee governance requirements as outlined in Oregon Administrative Rule (OAR) 125-700-0135(5)(a) through (d).
3. The Committee and its members shall perform the following basic duties:
 - a. Ensure the independence of the Internal Audit function.
 - b. Provide input on risk assessments, which forms the basis of the Internal Audit Plan.
 - c. Provide input and approval of the Internal Audit Plan, which establishes audit priorities, goals and objectives, and a three-year auditing work schedule.
 - d. Inform the Commission Chair and the Executive Director in writing of any concerns regarding the job description of an internal auditor.
 - e. Inform the Commission Chair in writing if the Chief Audit Executive provides written notification of a scope or resource limitation placed on the Internal Audit function

¹ OAR 125-700-0135(5), first sentence.

² OAR 125-700-0135(5), second sentence. Note: On January 1, 2025, OPDC will become part of the Executive Branch to which Oregon Administrative Rules apply.

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- f. Advocate for adequate budget resources to provide continuing professional education for Internal Audit staff, periodic external peer reviews as required by professional auditing Standards, and an adequate level of audit staff.
- g. Ensure follow-up of Internal Audit report findings and recommendations to determine whether proper corrective action has been completed or that Management has explicitly assumed the risk of not taking the recommended corrective action.
- h. Advise Management, the Chief Audit Executive, and Commission (as appropriate) if, in the judgement of the Committee, Management is assuming an unreasonable level of risk.
- i. Identify the level of audit resources that will provide the Committee and the Commission the desired amount and scope of information on which to make reliable risk-based decisions.
- j. Review internal and external audit findings, recommendations, as well as auditees' proposed mitigations and advise the Chief Audit Executive of any concerns.
- k. Understand the scope of internal and external auditors' reviews of internal control over financial and performance reporting, and obtain reports on significant findings and recommendations, together with Management's responses.
- l. Monitor the quality of the Internal Audit function and report to the Commission and Executive Director regarding actions to improve the function.
- m. Participate in the performance appraisal of the Chief Audit Executive.
- n. Provide input on any Commission request for audits to be performed by the Secretary of State Audits Division or other independent consultants.
- o. Ensure periodic external peer reviews of the Internal Audit function (external Quality Assurance Reviews) required by Oregon Administrative Rules and Standards. Receive external peer review reports and direct any applicable changes and improvements recommended therein.
- p. Review with Management, and the Secretary of State Audit's Division financial auditors, the results of the Audits Division's annual financial statement audit, including any difficulties encountered.
- q. Maintain confidentiality of communications and deliberations.

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- r. Be informed by Agency Management of the appointment or dismissal of the Chief Audit Executive before such actions become effective. Objections, if any, of such actions will be made part of the committee minutes and forwarded to Management and the Commission.

4. The Committee and its members shall **perform the following duties at least annually:**

- a. Obtain from the Chief Audit Executive: a statement of Code of Ethics compliance and disclosures of actual or perceived conflicts of interest.
- b. Obtain from the Chief Audit Executive annually: a report on compliance with auditing Standards and any challenges in meeting these Standards.
- c. Receive and review the Internal Audit annual report prepared for the Oregon Department of Administrative Services.
- d. Report to the Commission on Committee activities.

5. **The Committee and its members shall perform the following duties periodically:**

- a. ~~Bi-annually~~ **Every two years** review and assess the adequacy of the Audit Committee charter and report any concerns to the Commission.
- b. Periodically review significant exam findings by regulatory agencies, as well as audit findings and investigations of misconduct and fraud, to stay current on regulatory trends and relevant auditing matters.
- c. Confirm annually, via Committee meeting minutes, that all responsibilities outlined in this charter have been carried out.

C. Composition

- 1. The audit Committee is composed of between seven and nine voting Members, a majority of whom shall not be employees of the Agency or Members of the Commission.
- 2. The audit Committee **shall** include the following **voting** members:
 - a. At least one Commission member, as appointed by the Commission Chairperson.
 - b. The Agency's Executive Director, or designee.
 - c. The Agency's Budget and Finance Manager, or designee.
 - d. Between four and six ~~additional~~ External Members, appointed by the Chairperson of the Committee, in consultation with the Agency Executive Director or designee, the Chief Audit Executive, and the other Committee Members, and ratified by the Commission.

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3. The Chief Audit Executive, ~~who~~ serves as a non-voting member of the Committee.

4. Committee Chairperson

- a. The Chairperson of the Committee shall be an external member, not be an employee of the Agency or member of the Commission
- b. The Chair of the Committee will be filled by a current Committee member. Members may volunteer or accept nomination from other members.
- c. The Chair's term will begin upon affirmative vote by a majority of members.
- d. The term of office as Chair will be two years, with no term limits.

5. Terms of Office

- a. Agency members and the Commission member serving on the Committee may serve for as long as they hold their positions.
- b. External Members are appointed to two-year terms, but may serve consecutive two-year terms with Committee approval, subject to ratification by the Commission.

D. Appointment of Committee Members

1. Candidates for the Committee may be nominated by any member; nominations should reflect the Committee's need for a variety of perspectives.
2. The Committee Chairperson shall carry out the following duties regarding appointment of committee members:
 - a. Monitor turnover and take steps to bring in new Committee Members at least every four years.
 - b. Work with the Agency Executive Director or designee and the Chief Audit Executive to identify and initially screen candidates.
 - c. Consult with the Audit Committee members and the Executive Director to select new appointees.
 - d. Appoint new members subject to ratification by the Commission at their next meeting opportunity.

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3. Diversity, Equity, and Inclusion (DEI) shall be considered in the selection of Committee Members. Failure to achieve or maintain a precise composition shall not prohibit the Committee from meeting or conducting activities.
4. Conflicts of Interest
 - a. It is the responsibility of an Audit Committee member to disclose a conflict of interest, whether actual or perceived, to the Committee.
 - b. If there is any question as to whether Audit Committee member(s) should recuse themselves from a vote, the Committee should vote to determine whether the member should recuse themselves.

E. Removal of Committee Members

1. Audit Committee Members must attend, virtually or in person, no fewer than 3 of 4 quarterly Audit Committee meetings in a rolling 12-month period, unless excused by the Committee Chair.
2. External Members who fail to attend more than one quarterly meeting within a rolling 12-month period, unless excused by the Chair, **may be removed from membership by the committee chair.**
3. **Any member of the Audit Committee may be removed, with or without cause, by a majority vote of the Audit Committee subject to ratification by the Commission.** *Pending the ratification of removal by the Commission, the removed Audit Committee member shall not participate in Audit committee debate or decisions unless the Audit Committee Chair determines otherwise and for good cause shown.*
4. Members considering resignation should attempt to notify the Committee sufficiently in advance such that a replacement can be brought on in time for the subsequent quarterly meeting.

Commented [SM1]: Rob: my notes say that you and Scott will wordsmith this entry to reflect that the removal stands unless not ratified by the Commission.

F. Meetings, Agendas, Minutes

1. Meeting schedule, quorum, and member duties

- a. The Audit Committee meets quarterly, with additional meetings held as necessary. Meetings are usually about two hours per session.
- b. Because of the amount of material typically covered during meetings, it is important that Members attend regularly, be punctual and come prepared, having reviewed the meeting materials.
- c. **A quorum is necessary to hold a meeting and conduct business. A quorum is composed of a majority of voting members.**

Commented [SM2]: Rob: my notes indicate that you might want to re-think whether external members can be out-voted by internal members. One solution might be to refer any such situations to the Commission?

Commented [RH3R2]: I've thought about this, and think we leave it as is. If the particular situation arises where the internal members outvote external members then the Commission will know and can take action. Otherwise I think the other danger, basically external members ONLY decide the issues, is more concerning. But of course that could also be corrected/addressed by the commission.

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- d. Audit Committee **action requires a quorum and** the affirmative vote of at least one external member.

2. Agendas

- a. Standing agenda items include
 - i. **Review** and approval of the minutes for the prior meeting
 - ii. **Roundtable** time that allows Committee Members to bring forward any audit-related issues.
 - iii. **A** report on the state of Agency operations and finances from Agency management.
- b. The Chief Audit Executive (CAE) will coordinate development of the remainder of the agenda by polling Committee Members one-to-two weeks prior to the quarterly meeting and three to five days prior to any supplemental meeting. **The CAE and Committee Chair will finalize the agenda.**
- c. The Committee may ~~also~~ invite guests, such as Secretary of State Audit Division managers, other Agency managers, or stakeholders, to present topics that promote Committee effectiveness.
- d. **At least once yearly, agenda items shall include:**
 - i. **A meeting between** external Audit Committee Members **and** the Chief Audit Executive in the absence of the Commission member and Agency management.
 - ii. **Time** for the Committee to meet in the absence of the Chief Audit Executive.
 - iii. At least once a year, financial and performance audit managers from the Secretary of State's Audit Division will be invited to attend a Committee meeting, during which time shall be set aside for meeting with external Committee Members absent the Commission member, Agency management, and the Chief Audit Executive.
- e. The **Chief Audit Executive** will distribute the meeting agenda and meeting-related material to Committee Members at least five working days before the next scheduled meeting.
- f. A master file containing meeting agendas, minutes, and meeting materials shall be maintained by Agency management.

Commented [SM4]: Rob: do you want to set a deadline for setting the agenda? For amending it? ALSO: there is no deadline set for making materials available to the Committee. Given the statement elsewhere that it's important for everyone to have read the materials, do you want to add a provision for timing of providing them?

3. Staffing for Meetings

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- a. Agency Management will provide support staff to attend Committee meetings and prepare written minutes.
- b.
- c. The support staff will provide an electronic draft of the minutes to the Chair and **Chief Audit Executive** for review and revision, as necessary, within seven days following the meeting.

4. Public Records

~~Certain matters reviewed and deliberations by the committee may pertain to confidential information and may be exempted from public records disclosure.~~ The committee may designate those materials as confidential and for committee use only in which case committee members shall not disclose the information without the approval of the committee and said information shall, to the extent allowed by Oregon law, not be subject to public record disclosure.

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OPDC AUDIT COMMITTEE CHARTER

This charter defines the authority, responsibility, and structure of the Audit Committee (Committee), a “Special Committee” of the Oregon Public Defense Commission (~~OPDC or Commission~~). ~~The Audit Committee is not a governing body.~~ Agency or Commission). As required by Oregon Administrative Rule (OAR), this includes the Committee’s “mandate, authority, and functional reporting relationship including the roles and responsibilities of the audit committee and its members.”¹

As required by OAR, this charter also “formally define[s] the internal audit function’s purpose, authority, responsibility, and the professional auditing standards the function will follow.”²

As used in this charter, “audit committee,” “chief audit executive,” “internal audit function,” “professional auditing standards,” “risk,” “risk assessment,” “audit plan,” and “independence” have the meanings given those terms in OAR 125-700-0010.

A. Authority and Purpose of the ~~Audit~~ Committee

1. “Each agency having an internal audit function shall establish and maintain an audit committee.”³
2. “The primary purpose of the Committee is to enhance the quality and independence of the audit function, thereby promoting the integrity of the internal and external audit processes.”⁴

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B. Duties

1. The Committee shall ensure the integrity and effectiveness of the ~~Internal Audit~~ Agency’s internal audit function and provide guidance to enhance the quality and independence of internal and external audits.
2. The Committee shall adhere to minimum committee governance requirements as outlined in ~~Oregon Administrative Rule (OAR)~~ OAR 125-700-0135(5)(a) through (d).

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¹ OAR 125-700-0135(5)(a).

² OAR 125-700-0135(3).

³ OAR 125-700-0135(5), first sentence.

⁴ OAR 125-700-0135(5), second sentence. Note: On January 1, 2025, ~~OPDC~~ the Commission will become part of the Executive Branch to which Oregon Administrative Rules apply.

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3. The Committee and its members shall perform the following ~~basic~~ duties:

- a. Ensure the quality and independence of the ~~Internal Audit~~ internal audit function.
- b. Provide input on risk assessments, which forms the basis of the ~~Internal Audit Plan~~ internal audit plan.
- c. Provide input and approval on the creation or modification of the ~~Internal Audit Plan~~ internal audit plan, which establishes audit priorities, goals and objectives, and a three-year auditing work schedule.

d. Review and approve the audit plan.

~~e.e.~~ Inform the Commission ~~Chair~~ Chairperson and the Executive Director in writing of any concerns regarding the job description of an internal auditor.

~~e.f.~~ Inform the Commission ~~Chair~~ Chairperson in writing if the Chief Audit Executive provides written notification of a scope or resource limitation placed on the ~~Internal Audit~~ internal audit function.

~~f.g.~~ Advocate for ~~adequate~~ sufficient budget resources to ensure an adequate level of internal audit staff and to provide both continuing professional education for ~~Internal Audit~~ staff, and periodic external peer reviews as required by professional auditing ~~Standards, and an adequate level of audit staff standards.~~

~~g.h.~~ Ensure follow-up of ~~Internal Audit~~ internal audit report findings and recommendations to determine whether proper corrective action has been completed or ~~that Management~~ if Agency management has explicitly assumed the risk of not taking the recommended corrective action.

~~h.i.~~ ~~Advise Management~~ Inform Agency management, the Chief Audit Executive, and Commission (as appropriate) if, in the judgement of the Committee, ~~Management~~ Agency management is assuming an unreasonable level of risk.

~~i.j.~~ Identify the level of audit resources that will provide the Committee and the Commission with the desired amount and scope of information on which to make reliable risk-based decisions.

~~j.k.~~ Review internal and external audit findings, and recommendations, ~~as well as in~~ combination with auditees' proposed mitigations ~~and, in order to~~ advise the Chief Audit Executive of any concerns.

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~~k.l.~~ Understand the scope of internal and external auditors' reviews of internal control over financial and performance reporting, and obtain reports on significant findings and recommendations, together with ~~Management's~~ Agency management's responses.

~~l.m.~~ Monitor the quality of the ~~Internal Audit~~ internal audit function and report to the Commission and Executive Director regarding actions to improve the function.

~~m.n.~~ Participate in the performance appraisal of the Chief Audit Executive.

~~n.o.~~ Provide input on any Commission request for audits to be performed by the Secretary of State Audits Division or other independent consultants.

~~o.p.~~ Ensure periodic external peer reviews of the ~~Internal Audit~~ internal audit function (external Quality Assurance Reviews) required by ~~Oregon Administrative Rules~~ OAR and ~~Standards~~ professional auditing standards. Receive external peer review reports and direct any applicable changes and improvements recommended therein.

~~p.q.~~ Review with ~~Management~~ Agency management, and the Secretary of State Audit's Division financial auditors, the results of the Audits Division's annual financial statement audit, including any difficulties encountered.

~~q.r.~~ Maintain confidentiality of communications and deliberations.

~~s.~~ Be informed by Agency ~~Management~~ management of the appointment or dismissal of the Chief Audit Executive before such actions become effective. Objections, if any, of such

~~r.~~ actions will be made part of the committee minutes and forwarded to ~~Management~~ Agency management and the Commission.

4. The Committee and its members shall perform the following duties at least annually:

a. Obtain from the Chief Audit Executive; a statement of Code of Ethics compliance and disclosures of actual or perceived conflicts of interest.

b. Obtain from the Chief Audit Executive annually; a report on compliance with professional auditing Standards ~~standards~~ and any challenges in meeting these ~~Standards~~ standards.

c. Receive and review the ~~Internal Audit~~ internal audit annual report prepared for the Oregon Department of Administrative Services.

d. Report to the Commission on Committee activities.

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5. The Committee and its members shall perform the following duties periodically:

- a. ~~Bi annually~~ Every two years review and assess the adequacy of the ~~Audit~~ Committee charter and report any concerns to the Commission. This review and assessment must include the evaluation of any periodic assessment by the Chief Audit Executive that has been communicated to the Committee under OAR 125-700-0140(5) or external assessment report provided to the Committee under OAR 125-700-0145(2) that has been received by the Committee since the Committee's most recent review and assessment of the Committee charter.
- b. Periodically review significant exam findings by regulatory agencies, as well as audit findings and investigations of misconduct and fraud, to stay current on regulatory trends and relevant auditing matters.
- c. Confirm annually, via Committee meeting minutes, that all responsibilities outlined in this charter have been carried out.

C. Composition

1. The ~~audit~~ Committee is composed of between seven and nine voting ~~Members~~members, a majority of whom shall not be employees of the Agency or ~~Members~~members of the Commission.
2. The ~~audit~~ Committee shall include the following voting members:
 - a. At least one Commission member, ~~as who shall be~~ appointed by the Commission Chairperson.
 - b. The Agency's Executive Director, or designee.
 - c. The Agency's Budget and Finance Manager, or designee.
 - d. Between four and six ~~additional External Members~~external members who are not employed by the Agency and who do not serve as a member of the Commission. The external members shall be appointed by the Chairperson of the Committee, in consultation with the ~~Agency~~Agency's Executive Director or designee, the Chief Audit Executive, and the other Committee Members, ~~and, The appointment of a member appointed under this paragraph must be~~ ratified by the Commission in order for the member to serve on the Committee.
3. The Chief Audit Executive, ~~who~~ serves as a non-voting member of the Committee.
4. Committee Chairperson

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- a. **Qualification.** The Chairperson of the Committee shall be an external member; who was appointed to the Committee under subsection (2)(d) of this section, and shall not be an employee of the Agency or member of the Commission
- b. The ~~Chair~~Chairperson of the Committee ~~will~~shall be ~~filled by a selected from~~ current Committee ~~member~~members. **Qualified** Members may volunteer to serve as Chairperson of the Committee or may accept nomination to serve as Chairperson of the Committee from other members.
- c. The ~~Chair's term will begin upon~~Chairperson is elected by the affirmative vote ~~by~~of a majority of voting members of the Committee.
- d. The term of office as ~~Chair will be~~Chairperson is two years, with no term limits. The Chairperson's term of office begins immediately after the Chairperson is elected in the manner provided in paragraph (c) of this subsection.

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5. Terms of Office

- a. Agency members and the Commission member serving on the Committee may serve for as long as they hold their positions described in section 2(a) to (c) of this section.
- b. ~~External Members~~Except for a person serving as Chairperson, external members appointed under section 2(d) of this section are appointed to two-year terms, but may serve consecutive two-year terms with Committee approval, subject to ratification by the Commission.

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D. Appointment of Committee Members

1. Candidates for the Committee may be nominated by any current voting member; nominations of the Committee. Nominations should reflect the Committee's ~~s~~ need for a variety of perspectives.
2. The Committee Chairperson shall carry out the following duties regarding appointment of committee members:
 - a. Monitor turnover and take steps to bring in new Committee Members at least every four years.
 - b. Work with the ~~Agency~~Agency's Executive Director or designee and the Chief Audit Executive to identify and initially screen candidates.
 - c. Consult with the ~~Audit~~Audit Committee members and the Executive Director to select new appointees.

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- d. Appoint new members, subject to ratification by the Commission at their next meeting opportunity.

- e. Diversity, Equity, Work with Agency management to schedule meetings and Inclusion (DEI) shall be considered in set the selection of agenda.

- 3. Committee Members: shall strive to select Committee Members who reflect a diversity of perspectives, backgrounds, interests and experiences, including but not limited to: varying geographic locations (including a diversity of urban and rural locations) and varying socio-economic, educational, and cultural backgrounds. Failure to achieve or maintain any particular precise composition shall not prohibit the Committee from meeting or conducting activities.

4. Conflicts of Interest

- a. ~~It is the responsibility of an Audit~~ Committee member to disclose at the general nature of any conflict of interest, whether potential or actual ~~or perceived conflict~~, to the Committee.

- ~~b. a.~~ If there Such disclosure must be made at the meeting where the issue is any question as to whether Audit Committee member(s) should recuse themselves from a vote, the Committee should vote to determine whether the member should recuse themselves, being discussed and on the record.

- b. A voting member of the Committee member may abstain from voting only if the member has an actual or potential conflict of interest in the issue being voted on.

c. .

E. Removal of Committee Members

- 1. ~~Audit~~ Committee Members must attend, virtually or in person, no fewer than 3 of 4 quarterly ~~Audit~~ Committee meetings in a rolling 12-month period, unless excused by the Committee ~~Chair~~ Chairperson.

- 2. External ~~Members~~ members who fail to attend more than one quarterly meeting within a rolling 12-month period, unless excused by the ~~Chair~~ Chairperson, may be removed from membership by the committee ~~chair~~ chairperson.

- 3. Any member of the Audit

- 3. ~~Committee may be removed, with or without cause, by a majority vote of the Audit Committee subject to ratification by the Commission. Pending the ratification of removal by the Commission, the removed Audit Committee member shall not participate in Audit~~

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Commented [SM1]: Rob: my notes say that you and Scott will wordsmith this entry to reflect that the removal stands unless not ratified by the Commission.

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committee debate or decisions unless the Audit Committee Chair determines otherwise and for good cause shown.

4. ~~Members~~members considering resignation should ~~attempt to~~ notify the Committee Chairperson sufficiently in advance such that a replacement can be brought on in time for the subsequent quarterly meeting.

F. Meetings, Agendas, Minutes

1. Meeting schedule, quorum, and member duties

- a. The ~~Audit~~ Committee meets quarterly, with additional meetings held as necessary. Meetings are usually about two hours per session.

b. Committee meetings are subject to Oregon's Public Meetings Law.

~~b.c.~~ Because of the amount of material typically covered during meetings, it is important that ~~Members~~Committee members attend regularly, be punctual and come prepared, having reviewed the meeting materials.

~~c.d.~~ A quorum is necessary to hold ~~any~~ meeting ~~and/or~~ conduct ~~any~~ business. A quorum is ~~composed of~~ a majority of voting members.

~~d.e.~~ Audit Voting: Committee action requires a meeting at which a quorum is present and an affirmative vote of at least a majority of the voting Committee members, which must include the affirmative vote of at least one external member.

2. Agendas

a. Standing agenda items include

- i. Review and approval of the minutes for the prior meeting.
- ii. Roundtable time that allows Committee ~~Members~~members to bring forward any audit-related issues.
- iii. A report on the state of Agency operations and finances from Agency management.

- b. The Chief Audit Executive (~~CAE~~) will coordinate development of the remainder of the agenda by polling Committee ~~Members~~members at least one-to-two weeks week prior to the quarterly meeting and ~~three to at least~~ five days prior to any supplemental meeting. ~~The CAE~~Chief Audit Executive and Committee Chair ~~Chairperson~~ will finalize the agenda.

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Commented [SM2]: Rob: my notes indicate that you might want to re-think whether external members can be out-voted by internal members. One solution might be to refer any such situations to the Commission?

Commented [RH3R2]: I've thought about this, and think we leave it as is. If the particular situation arises where the internal members outvote external members then the Commission will know and can take action.

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Audit Committee Charter draft post-DOJ review, changes noted *Made by Rob, Scott, John before mtg*
Made by sfm before mtg *Made by sfm after mtg*
Major eliminations noted this way. Minor punctuation and syntax adjustments not noted. Rjh edits
post meeting in green.

- c. The Committee may ~~also~~ invite guests, such as Secretary of State Audit Division managers, other Agency managers, or stakeholders, to present topics that promote Committee effectiveness.

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- d. At least once yearly, agenda items shall include:

- i. A meeting between external ~~Audit Committee~~ ~~Members~~ *members* and the Chief Audit Executive in the absence of the Commission member and Agency management.

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- ii. Time for the Committee to meet in the absence of the Chief Audit Executive.

- iii. ~~At least once a year,~~ *An opportunity for* financial and performance audit managers from the Secretary of State's Audit Division ~~will be invited~~ to attend a Committee meeting, during which time shall be set aside for meeting with external Committee ~~Members~~ *members* absent the Commission member, Agency management, and the Chief Audit Executive.

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- e. The Chief Audit Executive will distribute the meeting agenda and meeting-related material to Committee Members at least five working days before the next scheduled meeting.

- f. A master file containing meeting agendas, minutes, and meeting materials shall be maintained by Agency management.

3. Staffing for Meetings

- a. Agency ~~Management~~ *management* will provide support staff to attend Committee meetings and prepare written minutes.

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~~b.~~

- ~~c.b.~~ The support staff will provide an electronic draft of the minutes to the ~~Chair~~ *Chairperson* and Chief Audit Executive for review and revision, as necessary, within seven days following the meeting.

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4. ~~Public Records~~

~~Certain matters reviewed and deliberations by the committee may pertain to confidential information and may be exempted from public records disclosure. The committee may designate those materials as confidential and for committee use only in which case committee members shall not disclose the information without the approval of the~~

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committee and said information shall, to the extent allowed by Oregon law, not be subject to
public record disclosure.

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ORS 244.020(1)

“Actual conflict of interest” means any action or any decision or recommendation by a person acting in a capacity as a public official, the effect of which would be to the private pecuniary benefit or detriment of the person or the person’s relative or any business with which the person or a relative of the person is associated unless the pecuniary benefit or detriment arises out of circumstances described in subsection (13) of this section.