

## Audit

The purposes of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibility regarding the integrity of OCTA's financial statements, the reliability of internal control systems, and compliance with legal, regulatory and internal OCTA policies.

The director who is chair of Board Committee B shall be a member as a result of his or her position. Two audit committee non-board members are appointed by the president and confirmed by the board of directors. They are to be OCTA members in good standing who are not board members, officers, or staff members. They serve with no set term, but at the pleasure of the president. The president is to appoint the audit committee chairman from one of the two non-board members.

The committee will meet at least twice each year, with authority to convene additional meetings as circumstances require. Minutes of each meeting will be prepared. If requested by any member of the committee, time shall be allotted for an "executive session" for members only, and any officer, board member, or outside advisor or auditor they might want to invite.

The committee has the responsibility and authority to conduct or authorize investigations into matters relating to its purpose. For example:

1. The committee has full authority to investigate any matter brought to its attention with full access to all books, records, facilities and personnel.
2. The committee has authority to request any officer or employee or independent auditors to meet with the committee.
3. An independent audit is to be conducted each year with the scope of the audit being determined by the audit committee. The committee will recommend to the board of directors the firm of independent auditors to be retained.
4. The committee will see that the independent auditor presents their findings to the full board of directors, and the board of directors member of the committee shall make recommendations to the full board as necessary.

All recommendations of the committee require a minimum of two supporting votes. Voting may be done by telephone or conference arrangements such as computer networking.

The Committee shall present a budget to the board of directors each year for approval. The budget will outline anticipated expenses including that of the independent audit.