



June 20, 2016

To: CA Audit Committee Members
Reginald Avery
Janet Evans
Nancy McCord
Edward Berman
James Young

From: Jackie Tuma, Director of Internal Audit

Cc: Milton W. Matthews, President/CEO

Re: Review of the Audit Committee Charter and the Office of Internal Audit Mission Statement and Charter

In accordance with best practices and the Institute of Internal Auditors' Professional Standards, the charters for the Audit Committee and Office of Internal Audit must be reviewed and approved periodically. CA's Office of Internal Audit fulfills this requirement by presenting the documents to the Audit Committee at the first meeting of each fiscal year. Both documents are attached for your review.

I will provide a master copy for your signatures indicating authorization for FY17 at the June 27, 2016 Audit Committee meeting.

Audit Committee Charter

I. Purpose:

The purpose of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, and the ethics program.

II. Composition:

The Audit Committee is to be comprised of at least three voting members as follows:

- Financial experts: Two committee members appointed by the Columbia Association Board of Directors shall be community members meeting the criteria of a “financial expert” as defined by the Sarbanes Oxley Act of 2002. Customarily, the community members will serve three year terms (beginning in alternating years). However, they serve at the pleasure of the board and may be removed from the committee’s membership by the board.
- Board of Directors: Three committee members will be independent, non-management members of Columbia Association’s Board of Directors. It is strongly preferred that any Board member(s) with financial expertise serve on the Audit Committee. In addition, at least one of the Board Committee members should remain consistent from year to year.
- The committee will be chaired by one of the Board members.
- A majority of the Committee’s membership, with at least two of them being Board members, is required to be present at a meeting to constitute a quorum.
- Each member shall have one vote. A vote of the majority of the quorum present at a meeting shall be sufficient to constitute action upon a matter that properly comes before a meeting.

III. Duties and Responsibilities:

A. External Audit

- Recommend to the Board the appointment and discharge of the external auditors. Review and confirm the independence of the external auditors before finalizing the recommendation by

obtaining statements from the auditors on relationships between the auditors and CA, including non-audit services.

- Review external audit fees and engagement letters.
- Review the external auditors' proposed audit scope and approach, including coordination of audit effort with Internal Audit.
- Review with management and the external auditors the results of the audit, including any difficulties encountered.
- Review the annual financial statements and footnotes with the external auditors and management and consider whether they are complete and consistent with information known to the committee members and reflect appropriate accounting principles.
- 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.
- Review with the external auditors and management all matters required to be communicated to the committee under Generally Accepted Auditing Standards (i.e. management letter, internal control weaknesses, audit adjustments, any disagreements with management, etc.). Resolve any disagreements between management and the external auditors.
- Review the results of other external/investigative audits (i.e. report findings, recommendations, observations, etc.).
- If necessary, meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.
- Ensure that the audit engagement partners are rotated every five years.

B. Internal Audit

- Obtain and review reports on significant internal audit findings and recommendations, together with management's responses.
- Review and recommend changes to the Office of Internal Audit's Mission Statement and Charter.
- Review and approve the biannual Audit Plan.
- Review the Office of Internal Audit's performance relative to its audit plan.
- Meet on a quarterly basis (or as considered necessary) with the Office of Internal Audit and President. All committee members are expected to attend each meeting in person or via teleconference.

C. Internal Control and Other Responsibilities

- Consider the effectiveness of the organization's controls surrounding accounting, financial reporting, operations and information technology.

- Understand the scope of internal and external auditors' review of internal control over financial reporting.
- Review and provide to the Board the quarterly financial statements.
- Review and provide to the Board the quarterly Financial Report.
- Regularly report to the Board of Directors about Audit Committee activities, issues, and related recommendations.
- Monitor CA's ethics program
- Provide an open avenue of communication between internal audit, the external auditors, and the Board of Directors.
- Review and recommend for approval the annual IRS Form 990 (Return of Organization Exempt From Income Tax) and IRS Form 990T (Exempt Organization Business Income Tax Return) before it is filed with the IRS.
- Review and assess the adequacy of the Audit Committee Charter annually, requesting Board approval for proposed changes.
- If necessary, meet separately with the Director of Internal Audit to discuss any matters that the committee or the Director of Internal Audit believes should be discussed privately.
- Confirm annually that all responsibilities outlined in this charter have been carried out.
- Review the Office of Internal Audit's compliance with the Institute of Internal Auditor's *International Standards for the Professional Practice of Internal Auditing*.

IV. Closed Meetings

In the event that the Audit Committee holds a meeting in closed session for one of the purposes enumerated in Section 11B-111(4) of the Maryland Homeowners Association Act ("HOA"), the Chairperson of the Committee shall report such closed session to the Chairperson of the Board in a writing that provides (a) the date of the closed meeting, (b) the approximate beginning and ending times of the meeting, (c) the record of the vote of each committee member by which the meeting was closed, (d) the specific section number of the HOA pursuant to which the meeting was closed (which may be one or more of HOA section 11B-111(4) (i) through (viii)), and (e) a brief statement as to why the meeting was closed. Such report must be provided to the Chairperson of the Board by 5:00 p.m. on the day preceding the next Board meeting following the committee meeting.

Audit Committee Chair	Date
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Audit Committee Vice Chair	Date
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Audit Committee Member	Date
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*Reviewed by CA's Audit Committee on June 24, 2015.
Approved by CA's Board of Directors on July 9, 2015.*



Office of Internal Audit Mission Statement and Charter

Mission and Scope of Work

The mission of Columbia Association's Office of Internal Audit is to provide independent, objective assurance and consulting services in order to evaluate the accuracy and effectiveness of CA's operations, financial reporting, internal controls, and policies and procedures. The Office of Internal Audit is guided by a philosophy of adding value in order to improve operations. It assists CA in accomplishing its objectives by bringing a systematic and disciplined approach to evaluate and improve the effectiveness of the organization's risk management, control, and governance processes.

The scope of work of the Office of Internal Audit is to determine whether the Columbia Association's control processes, as designed and represented by management, are adequate and functioning in a manner to ensure that

- significant financial, managerial, and operating information is accurate, reliable, and timely;
- resources are acquired economically, used efficiently, and adequately protected;
- programs, plans, and objectives are achieved; and
- quality and continuous improvement are fostered in the organization's control processes.

Accountability and Independence

The Director of Internal Audit shall report administratively to the President/CEO and functionally to the President/CEO and the Audit Committee. The Director of Internal Audit shall provide information periodically on the status and results of the biannual audit plan and the sufficiency of Internal Audit's resources and shall also coordinate with and provide oversight of other control and monitoring functions as necessary (e.g., external and investigative audits).

Independence requires that the auditors' work be performed freely and objectively. As such, the Office of Internal Audit has no authority over or responsibility for the activities reviewed and is not authorized to perform operational duties, approve accounting transactions, or direct activities of CA employees not assigned to Internal Audit. The Director of Internal Audit will confirm to the Audit Committee, at least annually, the organizational independence of the Office of Internal Audit.

Responsibility

The Office of Internal Audit adheres to the Institute of Internal Auditors' mandatory guidance including the Definition of Internal Auditing, the Code of Ethics, and the International Standards for the Professional Practice of Internal Auditing (Standards). This mandatory guidance constitutes principles of the fundamental requirements for the professional practice of internal auditing and for evaluating the effectiveness of the Office of Internal Audit's performance.

The responsibilities of the Director of Internal Audit and the staff of the Office of Internal Audit include but are not limited to:

- developing a flexible biannual audit plan using appropriate risk-based methodology, including any risks or control concerns identified by management, and submitting that plan to the Audit Committee for review and approval
- implementing the biannual audit plan, as approved, including, and as appropriate, any special tasks or projects requested by management
- issuing a written report to management following each internal audit engagement
- communicating internal audit results to the Audit Committee
- conducting appropriate follow up on engagement findings and recommendations
- evaluating the reliability and integrity of information and the means used to identify, measure, classify, and report such information
- evaluating the systems established to ensure compliance with those policies, plans, procedures, laws, and regulations which could have a significant impact on the organization
- evaluating the means of safeguarding assets and, as appropriate, verifying the existence of such assets
- evaluating the effectiveness and efficiency with which resources are employed
- evaluating operations or programs to ascertain whether results are consistent with established objectives and goals and whether the operations or programs are being carried out as planned
- monitoring and evaluating governance processes
- maintaining a professional audit staff with sufficient knowledge, skills, experience, and professional certifications to meet the requirements of this charter
- establishing a quality assurance program by which the Director of Internal Audit assures the operation of internal auditing activities and communicating the results of internal and external assessments
- performing consulting and advisory services related to governance, risk management and control as appropriate for CA
- evaluating and assessing significant new or changing services, processes, operations, and control processes coincident with their development, implementation, and/or expansion as needed
- issuing periodic reports to the Audit Committee and management summarizing results of audit activities

- keeping the Audit Committee informed of emerging trends and successful practices in internal auditing
- monitoring CA's ethics program
- assisting with investigations as needed
- considering the scope of work of the external auditors, as appropriate, for the purpose of providing optimal audit coverage to the organization at a reasonable overall cost
- performing audit procedures under the direction of the organization's external auditors to assist with their annual independent audit of CA's financial statements.

Authority

The Director of Internal Audit and the staff of the Office of Internal Audit are authorized to:

- have unrestricted access to all functions, records, property, and personnel. In the case of records and communications which are protected by the attorney-client privilege or are otherwise legally recognized as privileged documents or communications, the Office of Internal Audit may not further disclose such documents or communications to any party outside of CA unless the Board has voted to waive the privilege.
- have full and free access to the Audit Committee
- allocate resources, set frequencies, select subjects, determine scopes of work, and apply the techniques required to accomplish audit objectives.

President/CEO Date

Director of Internal Audit Date

Audit Committee Chair Date

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 Approved by CA's Board of Directors on July 9, 2015.*