

Audit Committee Responsibilities Checklist

Key:

Task expected to occur.

Ad hoc responsibility; not regularly scheduled.

| Area of Responsibility | Audit Committee Meeting – FY 2020 | | | | |
|---|-----------------------------------|-----|------|-----|-----|
| External Audit | JUN | JUL | SEPT | DEC | MAR |
| 1. 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. | - | - | - | | - |
| 2. Review external audit fees and engagement letters. | - | - | - | - | |
| 3. Review the external auditors’ proposed audit scope and approach, including coordination of audit effort with Internal Audit. | - | - | - | - | |
| 4. Review with management and the external auditors the results of the audit, including any difficulties encountered. | - | ✓ | - | - | - |
| 5. 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. | - | ✓ | - | - | - |
| 6. 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. | - | ✓ | - | - | - |
| 7. 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. | - | ✓ | - | - | - |
| 8. Review the results of other external/investigative audits (i.e. report findings, recommendations, observations, etc.). | ✓ 6/10/19 (Clearview Group) | | | | |
| 9. If necessary, meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately. | - | ✓ | - | - | - |
| 10. Ensure that the audit engagement partners are rotated every five years. | - | ✓ | - | - | |

Audit Committee Responsibilities Checklist, continued

| Area of Responsibility | Audit Committee Meeting – FY 2020 | | | | |
|--|-----------------------------------|-----|------|-----|-----|
| Internal Audit | JUN | JUL | SEPT | DEC | MAR |
| 11. Obtain and review reports on significant internal audit findings and recommendations, together with management’s responses. | - | - | ✓ | | |
| 12. Review and recommend changes to the Office of Internal Audit’s Charter. | | | | | |
| 13. Review and approve the Audit Plan. | ✓ | - | - | - | - |
| 14. Review the Office of Internal Audit’s performance relative to its audit plan. | ✓ | - | - | - | - |
| 15. 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. | ✓ | ✓ | ✓ | | |

| Area of Responsibility | Audit Committee Meeting – FY 2020 | | | | |
|---|-----------------------------------|-----|-------------------------------|-----|-----|
| Internal Control and Other Responsibilities | JUN | JUL | SEPT | DEC | MAR |
| 16. Consider the effectiveness of the organization’s controls surrounding accounting, financial reporting, operations and information technology. | ✓ | ✓ | ✓ | | |
| 17. Understand the scope of internal and external auditors’ review of internal control over financial reporting. | ✓ | ✓ | ✓ | | |
| 18. Review and provide to the Board the quarterly financial statements. | - | - | ✓ | | |
| 19. Review and provide to the Board the quarterly Financial Report. | - | ✓ | ✓ | | |
| 20. Regularly report to the Board of Directors about Audit Committee activities, issues, and related recommendations. | ✓ | ✓ | ✓ | | |
| 21. Monitor CA’s ethics program. | ✓ | - | ✓ | | |
| 22. Provide an open avenue of communication between internal audit, the external auditors, and the Board of Directors. | ✓ | ✓ | ✓ | | |
| 23. Review and recommend for approval the annual IRS Form 990 and IRS Form 990T before it is filed with the IRS. | - | - | ✓ (Form 990 only for FY19) | - | - |
| 24. Review and assess the adequacy of the Audit Committee Charter annually, requesting Board approval for proposed changes. | ✓ | - | - | - | - |
| 25. 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. | | | | | |
| 26. Confirm annually that all responsibilities outlined in this charter have been carried out. | - | - | - | - | - |
| 27. Review the Office of Internal Audit’s compliance with the Institute of Internal Auditor’s International Standards for the Professional Practice of Internal Auditing. | ✓ | - | - | - | - |

Note: Responsibilities listed in this checklist are excerpted from the Audit Committee Charter approved by CA’s Board of Directors on March 28, 2019.