

Financial/Administration and Audit Committee Charter

Committee Purpose:

- This committee deals with all administrative and financial matters including, but not limited to, the budget, monthly financial statements, human resource policies and determination of fiscal impact of all Board actions.
- The Audit committee purpose is to oversee all audit-related activities designed to evaluate the quality and integrity of the District's accounting, financial reporting, and internal controls. The Audit Manager will have a dotted line reporting structure to the Board and will receive input to his annual evaluation from this Committee.
- This committee encapsulates the work from the Fiscal Sustainability Task Force which provided recommendations on fiscal policy, revenue enhancement and expense reduction. Progress and status updates on these recommendations will be provided on a quarterly basis reporting through the Financial Administration and Audit Committee (1/16/14).

Operating Procedures:

- By Thursday of the week preceding the committee meeting, the Financial/Administration and Audit group will submit an agenda to the Board office with the appropriate Board report or documentation, following review and approval by the Financial/Administration and Audit Committee Chair.
- This agenda and backup will be included in the Board packets sent to each Director each Friday.
- The agenda will normally follow the order: Recommended action, updates, other matter, and next meeting date. The Chair of the Committee has the discretion to change the order as needed.
- During the committee meeting, staff will review or present the agenda items as appropriate.
- The Chair of the Committee should call for a motion on an action item following Robert's Rules (parliamentarian procedures) in the discussion of the item.
- Items that are moved forward by a motion and properly discussed will be voted on via voice vote or show of hands. A quorum of five is required to move an action forward to the full Board for approval.

Authorization:

- Section 32-9-109.5 and Section 32-9-114 of the RTD Act describes the administrative powers and authority given to the RTD Board of Directors. The Board Bylaws provides further description of Standing Committees.

Membership and Leadership Composition:

- Each year the newly elected Chair of the Board will appoint the Chair and Vice-Chair of the Financial/Administration and Audit Committee.
- The Financial/Administration and Audit Committee is a standing committee of the whole.

- As elected officials, the standing committee of the whole allows maximum participation and representation of the respective districts in the decision making process.
- All Board members are participating and voting members of this committee.
- A quorum is reached with five members participating.

Roles and Responsibilities:

- **Chair of the Committee:**
 - Work with the Financial/Administration and Audit staff to develop and approve agenda and backup materials for the monthly meetings.
 - Chair/facilitate committee meetings following established Board protocols and parliamentary procedures.
 - Discuss items on Committee agenda and calls for a vote on recommended action items to move before full Board at the formal Board meeting.
 - Follows established order for agenda as approved in Board Bylaws but maintains flexibility to change when appropriate.
 - Maintains proper communications flow and order for involvement and balanced participation of Board members.
 - Can make the decision to invite public comment or speaker if appropriate.
 - Appoint working groups or sub-committees as needed on specific issues.
 - Can request Executive Session on items that are allowed per Open Meetings Act. CRS statute must be properly quoted and posted.
 - Approve meeting minutes for review by the full Board.
 - Coordinate with General Manager Oversight and Performance Management Committee to ensure that goals set for the General Manager are strategic and integrated into the annual budget.
- **Vice-Chair of the Committee:**
 - Perform all Chair responsibilities in the absence of the Chair.
- **Committee Members:**
 - Preview presentations/materials provided by staff before the meeting and come prepared to discuss or take appropriate action on items brought before the committee.
 - Attend meetings regularly.
 - Review Committee minutes prior to full Board meeting.
 - Request items for audit by internal auditor, monitor audit activities, evaluate audit reports and track close-out of audit findings.
 - Participating members in the initial Committee review and approval of the agency annual budget (operational and FasTracks).
 - Can call for external/independent audit as appropriate.

Reporting Requirements:

- All committee meetings are noticed and recorded per Open meetings/Open Records requirements.
- Meetings with three or more Board members present are considered open meetings and must be noticed and posted at least 24 hours before the meeting.

- All meetings must have agendas that are approved by the Committee Chair.
- Minutes are taken of each meeting (along with attendance) and included in the monthly Board agenda for formal Board meeting.
- Minutes are reviewed by the Committee Chair of the Financial/Administration and Audit Committee prior to review by the full Board during the monthly Board meetings.
- Minutes from the Committee meetings are permanent records and retained in the Board office via the Laserfische document management system.
- Minutes from the meetings are available to the public upon request.

Staffing Requirements:

- Board members usually rely on CFO, Audit Manager, Administration and staff for preparation of presentations, Board reports, and other materials used in the Committee meetings, except when the Committee members seek the assistance of outside resources.
- CFO, Administration and Audit Managers participate in meetings and are available to address questions or concerns raised by Board members on a particular item, as are other outside resource that the Committee requests.
- Staff performs analysis and provide follow-up to Board members on requested items, except when the Committee members seek the assistance of outside resources.
- Staff meets with Board members in one-on-one sessions or as requested to brief Board members on a particular issue.
- Staff arranges an annual budget workshop to identify strategic issues and set financial parameters for budget.

Meeting Schedule and Process:

- Financial/Administration and Audit Committee meets usually on the 2nd Tuesday of the month at 5:30 p.m.
- Special meetings may be called at the discretion of the Chair of the Committee and with advisement from the Chair of the Board.
- Prior to the meeting, the Chair and Vice-Chair of the Committee meet with the staff to discuss or review the agenda and any items of concern.
- The Chair will follow the established order on the agenda which is normally prioritized by recommended items requiring a vote, update items, other matters or new items. The Chair has the flexibility to change the order of the agenda when deemed appropriate but should keep in mind that the purpose for doing recommended action items first is to ensure a quorum is still present for voting the motion forward.

Approval Process:

- Financial/Administration and Audit committee members vote to move a recommended action forward to the full Board for approval at the official Board meeting.
- A quorum vote of five members can advance an item forward.

- Action items are placed on the Board agenda either under unanimous consent or recommended action according to whether the Committee passed the item forward unanimously or had any opposing votes.
- Action items passed by committee do not become official part of record until approved in the formal Board meeting by the full Board.
- A new item may be discussed for recommended action if brought forth by three or more committee members and have been provided to the Executive Manager of the Board by Thursday of the week preceding the Committee meeting.