

**Tucson Unified School District Governing Board**  
**Audit Committee Charter**  
**Amended Charter Approved by Governing Board May 12, 2026**

**Audit Committee Authority**

The Tucson Unified School District (TUSD) Governing Board met on June 26, 2007 and voted to establish an Audit Committee for TUSD. This Charter is updated to align with the 2025 International Internal Audit Standards and leading governance practices.

The Audit Committee, in alignment with the Governing Board policy, shall have unrestricted access to information, personnel, and records necessary to fulfill its responsibilities, consistent with applicable laws and regulations.

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**Mission**

The TUSD Audit Committee exists to assist the Board with the following overarching goals:

1. To assist the Governing Board in complying with its governance and fiduciary oversight obligations and ensure effective financial reporting and controls are in place;
2. To assist the Governing Board in overseeing the independence, performance, and effectiveness of the TUSD Internal Auditor and external auditor;
3. To provide greater transparency over public funds while improving public trust;
4. To support oversight of risk management, internal control, and governance processes across TUSD.

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**Membership**

The Audit Committee consists of five to seven members appointed by the Governing Board.

Each member's term ends on August 31 of an odd-numbered year designated by the Governing Board at the time of appointment. The maximum length of a term is five years, and the maximum number of consecutive years a member may serve is nine.

The members of the Audit Committee must collectively possess knowledge in accounting, auditing, financial reporting, risk management, internal control, and school district finances.

Members should be independent, objective, and free from conflicts of interest that could impair their judgment.

The following individuals cannot serve on the Audit Committee:

- a) Anyone who currently (i) is an employee of TUSD or (ii) sells goods or services to TUSD.
- b) Anyone who owns or has a direct and material interest in a company, or who holds a leadership position in an entity, which provides substantial goods or services to TUSD.
- c) Anyone who has participated in litigation or other legal matters against TUSD.
- d) A close or immediate family member of anyone who would be prohibited from serving under (a) – (c).

The term “close or immediate family member” includes parent, sibling, nondependent child, spouse, spouse equivalent, or dependent, whether or not related.

- e) An individual who would otherwise be excluded may serve if, after full disclosure to the Governing Board, the potential conflict of interest is not material and does not appear so from the public perspective.
  - f) Any member who develops a conflict of interest while on the Audit Committee must disclose such conflict. The other Committee members shall, by majority vote, make a recommendation to the Governing Board, which will decide whether to remove and replace the affected member.
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## **Duties and Responsibilities**

### **General**

The Audit Committee elects a Chair and a Vice Chair who presides in the Chair’s absence.

- Chair and Vice Chair duties include orienting new committee members

The Audit Committee meets quarterly, and may add additional meetings, if needed, to fulfill its responsibilities.

The Audit Committee complies with the Open Meetings Law and may conduct executive sessions as allowed by that law.

The Audit Committee may ask members of management or others to attend its meetings and provide pertinent information as necessary.

The Audit Committee may request information from TUSD that the Audit Committee deems necessary to carry out its duties and responsibilities. These Requests for Information will be made only by the Audit Committee Chair.

Any member wishing to request information will do so by submitting the approved committee request form to the Audit Committee Chair for approval. If the Audit Committee Chair approves the request, then the Audit Committee Chair will send the request to the Superintendent for processing. If the Audit Committee Chair does not approve the request, two members of the Audit Committee may override the request denial. In the event of an override, the Audit Committee Chair is required to submit the request to the Superintendent.

The presence in person or by electronic means of a majority of the total membership of the committee shall constitute a quorum for holding a meeting of the Audit Committee.

Any decision of the Audit Committee requires an affirmative vote of a majority of the members present at the meeting. Members who are physically absent from a meeting can participate and vote through audio or video connections. Proxies cannot be granted.

The Audit Committee may hire professional consultants with Governing Board approval.

The Audit Committee reports to the Governing Board, at least annually, its activities, findings, and decisions. Reported findings should include any suspected fraud or abuse, significant risk exposures, or material defects in internal controls, and any significant failure to comply with laws, district policies or regulations.

The Audit Committee agenda is set by the Chair. Any member wishing to place an item on the agenda will do so in the same manner as a Request for Information.

The Audit Committee may dismiss from the Committee any member who has had three consecutive unexcused absences or five absences in any twelve-month time period. Dismissal requires a majority vote of a quorum of the committee.

The Audit Committee shall be provided information regarding applicants to fill vacancies on the Audit Committee when the Board Office receives such applications. The Audit Committee may meet to provide advice to the Governing Board regarding applicants.

The Audit Committee is not required to formally review applications or conduct interviews in order to provide its advice to the Governing Board. The Governing Board may, in its sole discretion, choose to fill a vacancy without receiving advice from the Audit Committee.

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## **External Auditors**

The Audit Committee oversees TUSD's engagement of any independent accountants for the purpose of preparing or issuing an independent audit report or performing other independent audit, review, or attest services.

The Governing Board, acting on the recommendations of the Audit Committee, makes all final decisions concerning the appointment, compensation, and retention of such accountants.

All accountants thus engaged report directly to the Audit Committee, which oversees their work and evaluates their performance.

The Audit Committee also evaluates the independence, objectivity, and professional skepticism of the external auditors.

The Audit Committee's oversight responsibility includes:

- a) Periodically rebidding the contract for the provision of the annual audit and reviewing the independence of the audit.
  - b) Meeting with the independent auditors prior to commencement of the annual audit to review the engagement letter.
  - c) Receiving and reviewing the draft annual audit report and draft management letter.
  - d) Reviewing all significant written communications between the independent auditors and management.
  - e) Making a recommendation to the Board concerning acceptance of the annual audit report.
  - f) Reviewing with management and the independent auditors:
    - Any corrective action plans developed by TUSD.
    - Financial statements and disclosures
    - Audit results and reports
    - Risk-based audit scope and coverage
    - Significant audit findings and management responses
    - Compliance with professional standards
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### **Internal Control, Risk Management, and Internal Audit Oversight**

The Audit Committee oversees the effectiveness of TUSD's governance, risk management, and internal control processes.

The Audit Committee monitors the fiscal health of TUSD and the relationship between its spending and adopted budget.

To carry out this duty, the Audit Committee:

- a) Reviews the effectiveness of TUSD accounting organizational structure, operations, and personnel.
- b) Oversees TUSD's internal controls, and recommends improvements to management and the Governing Board.
- c) Reviews with management personnel the adequacy of systems and procedures for protecting information.
- d) Provides assistance to the Governing Board with oversight and supervision of the Internal Auditor (IA):
  - Protecting the independence of the Internal Audit function
  - When the position is open, interviewing potential IA candidates and making a recommendation to the Governing Board in the hiring process.
  - Reviewing and approving the Internal Audit Charter
  - Meeting quarterly with the IA to review their risk-based audit plan, results, and performance
  - Providing feedback to the Governing Board regarding effectiveness of the IA
- e) Inquires management personnel about significant financial and enterprise risks or exposures facing TUSD and review mitigation strategies.

f) Reviews significant findings from internal and external reviews, difficulties or restrictions review personnel encountered in the course of their review and required changes in the scope of review with management personnel:

- Reviews with the independent auditors and management personnel:
- Internal control effectiveness
- Audit findings and recommendations
- Transparency of financial disclosures

g) Oversees the establishment and operation of a whistleblower or ethics reporting mechanism and ensures protection from retaliation.

The Audit Committee reviews TUSD's procedures for monitoring compliance with the code of conduct.

The Audit Committee establishes procedures for the confidential, anonymous submission of concerns regarding questionable accounting, auditing matters, or suspected fraud.

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### **Self-Assessment and Continuous Improvement**

The Audit Committee reviews its charter annually and recommends updates to the Governing Board.

The Committee considers changes necessary due to new laws, regulations, or professional standards.

The Audit Committee conducts periodic self-assessments of its performance and effectiveness, including alignment with leading governance and internal audit standards.

The Audit Committee provides a written report to the Governing Board describing how it has discharged its duties.

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