

# Audit Committee

May 20, 2021 | 1:30

## 1. Roll Call

- ✓ Barry Ramage, Chair (D)
- ✓ Stuart Auchincloss (U)
- ✓ Michele Ment (P)
- ✓ Mary Linda Todd (G)
- ✓ Ric Swierat, ex officio (D)
- ✓ Rebekkah Smith Aldrich (Staff Liaison)
- ✓ Saran Camara (Staff Liaison)

2. Mr. Auchincloss moved, and Ms. Ment seconded a motion to approve the agenda. The motion passed unanimously.
3. Committee members reviewed the charge of the Committee and recommend no changes: "Reviews matters related to financial statements, the systems of internal controls and compliance, and the annual independent audit process, including the recommended engagement of and receiving of all reports from the auditors."
  - a. The Committee discussed how the principles of equity, diversity, and inclusion (EDI) may influence the charge of the committee and directed the staff to add language to the upcoming request for proposal (RFP) for audit services to make clear our commitment to being an equal opportunity employer and the opportunity for Minority and Women Owned Business Enterprises (MWBE) through the RFP.
4. Ms. Camara provided the Committee Members with an update on the progress of the audit firm on the 2020 Audit. It is predicted we will have the first draft of the audit by the end of May. The Committee Members agreed to review the draft within a week of its receipt and send questions back to Ms. Camara.
5. Committee members shared their reaction to a draft request for proposal (RFP) for auditor services provided in advance of the meeting.
  - a. Members asked that it be clear we are seeking audit, not review services; that a management letter is required to be submitted; and that we reserve the right to contact references provided.
  - b. A timeline was discussed that will include the issuance of the RFP on June 15, 2021 with a deadline for RFP responses by August 15, 2021.
    - i. Chair Ramage outlined the procedural steps for the Committee's RFP response review:
      1. The committee members will be provided and asked to review all the RFP's via electronic file.
      2. Saran and Rebekkah will provide a list ranking the firms submitting a proposal along with the basis for the ranking (i.e. "price", etc.).
      3. Should the apparent low bidder not be the vendor recommended by MHLS staff, a detailed justification will be provided.

*Committee Charge:* Reviews matters related to financial statements, the systems of internal controls and compliance, and the annual independent audit process, including the recommended engagement of and receiving of all reports from the auditors.

4. Committee members will be given the opportunity to ask questions and voice concerns via email. When these are addressed, the members will be asked to confirm/deny the MHLS recommendation via email by a certain date.
  5. When we have received 100% confirmation, the committee will hold a meeting for a final review and to vote on a motion to recommend that the BOT retain a specific accounting firm to perform the audit.
  6. Unless there is a benefit to expediting this for the September meeting, we will target the December meeting for Board approval.
- ii. Mr. Auchincloss moved, and Ms. Todd seconded a motion to authorize staff to move forward with the RFP, as amended, on the stated timeline. This motion passed unanimously.

6. The meeting was adjourned at 2:27pm