

Milwaukee Public Schools Audit Committee Charter
March 2025

1. Establishment:

Pursuant to action by the Milwaukee Board of School Directors (Board) on January 30, 2025, there is hereby created an Audit Committee, established for the purpose of providing the Board with an objective, independent, unbiased, and knowledgeable audit advisory body. The Audit Committee supports Internal Audit operations and advises the Board on both external and internal audit matters.

- A. The Committee shall make recommendations to the Board and the Administration based on the results of internal and external audit reports received.
- B. The Audit Committee upholds the independence of the Office of Accountability – Audit Services function, via the Chief Auditor reporting functionality to the Audit Committee, thus ensuring full compliance with Government Accountability Office (GAO) Yellow Book Auditing Standards.
- C. The Board delegates to the Committee the powers and duties specified herein.

2. Membership:

- A. The Committee shall consist of five voting members and may include one non-voting member
 - 1) The Board of School Directors shall have one Board member, appointed by the Board President, who shall serve as Chairperson
 - 2) The Mayor of the City of Milwaukee shall nominate one member confirmed by the Board of School Directors and the Comptroller of the City of Milwaukee shall nominate one member confirmed by the Board of School Directors
 - 3) Two members shall be nominated by the Office of Accountability and Efficiency (OAE) and be confirmed by the Board of School Directors; They shall be residents of Milwaukee County with expertise in auditing or finance and at least one shall be a certified public accountant or certified internal auditor
- B. The Committee members shall designate the Vice Chairperson
- C. There may be one non-voting member from another outside agency nominated by the Office of Accountability and Efficiency (OAE) and confirmed by the Board of School Directors
- D. As a function of their role, the Chief Auditor shall be an advisory, non-voting member of the Committee.
- E. Each member shall serve on the Committee until the earlier of the date that:
 - his or her successor is appointed;
 - the member resigns from the Committee
- F. The Committee may invite individuals to provide subject matter expertise or factual knowledge of a matter under consideration.

3. Responsibilities of the Chair

- A. The Chairperson has the following authority and duties with respect to the operation

of the Committee:

- call meetings of the Committee
- set the agenda of each Committee meeting
- preside over Committee meetings; and
- circulate resolutions, if any, to the voting members of the Committee

4. Terms of office: vacancies

- A. The term of the School Board Committee member shall be for one year, subject to reappointment by the Board President. ,
- B. The term of the Mayor of the City of Milwaukee's members shall be for three years.
- C. The term of the Comptroller of the City of Milwaukee's members shall be for three years.
- D. The term of the remaining members shall be for four years and those remaining members who serve for two consecutive terms may not be reappointed for four years after completion of those terms.
- E. Members shall continue to serve until a successor is appointed and confirmed. A vacancy on the Board shall be filled in the manner of the original appointment

5. Conflicts of Interest

- A. A. Committee members shall follow MPS policy regarding conflicts of interest. No Committee member shall vote or participate in any determination of any matter from which the Committee member shall receive a special private gain or benefit. Committee members have a duty of loyalty that precludes them from being influenced by motives other than the accomplishment of the purposes of the Committee and shall act pursuant to the Committee's power, duties and responsibilities of this Charter.

6. Meetings: quorum; absences

- A. The Committee shall meet at least four times per year, additional meetings may be called by the Chair of the Committee or a majority of the members of the Committee
- B. Three members of the Committee shall constitute a quorum
- C. Each member of the Committee shall serve without compensation
- D. A member of the Committee may be removed only for cause by the Board of School Directors, President, subject to the approval by the Board of School Directors
- E. Any member missing three consecutive meetings shall be deemed to have resigned their membership on the Committee unless the Committee shall, by majority vote, excuse the absence

7. Amendments

- A. This Charter may be amended at any time, subject to approval by the Board. Copies of this document, and any amendments thereto, will be distributed to each member of the Committee. The provisions set forth in this Charter are not intended to alter any applicable legal standards.

8. Power, duties and responsibilities

The Committee shall have the following powers and duties in carrying out its responsibilities under this Charter. These functions shall serve as a guide with the understanding that the Committee may carry out additional functions and make recommendations to the Board relative to district policy and procedure as may be appropriate in light of changing fiduciary, legislative, regulatory, business or other conditions.

- A. To review and make recommendations on the Chief Auditor's annual plan of audits before submission to the Board of School Directors
- B. To monitor follow-up on reported audit findings to ensure corrective action is taken by the Administration, including the results of the external auditor's reports
- C. To report to the Board, on an as-needed basis, its insight into the district's financial reporting, school, district, and program audit processes, internal controls, and assurances, helping the board make informed financial decisions and making them aware of potential risks
- D. To evaluate the findings and recommendations of the peer review of the Audit Services function as required by recognized government auditing standards
- E. To address and make recommendations regarding any other auditing issue (including, but not limited to, proposing modifications to district policy and procedure, and reviewing any proposed future modifications to Board Governance 2.12 and Administrative Policy and Procedure 6.38)
- F. To review the results of the Annual Audit Plan activities and ensure that an Annual Performance Evaluation of the Chief Auditor was conducted by the Senior Director of the OAE.