

## AUDIT COMMITTEE BYLAWS

### Article I. Authority

- 1-1. *Name.* The name of this committee shall be the Audit Committee, hereinafter referred to as "Committee."
- 1-2. *Authority.* By the authority of the Oneida Business Committee, the Committee was created by adoption of the Audit Law Resolution BC-07-15-98-C which has been updated to Internal Audit BC 08 09 17 B. Through Internal Audit BC 08 09 17 B, the Committee has been delegated the authority to ensure the integrity of the Oneida Nation's financial reporting and audit systems. Definitions for the words used throughout these bylaws shall be taken from Internal Audit BC 08 09 17 B. All words not defined in Internal Audit BC 08 09 17 B shall be used in their ordinary and everyday sense.
- 1-3. *Office.* The office of the Committee shall be located within the exterior boundaries of the Oneida Reservation and its mailing address shall be P.O. Box 365, Oneida, WI 54155.
- 1-4. *Membership.*
  - a. Number of members. The Committee shall consist of five (5) members.
  - b. How elected or appointed.
    1. Four (4) Committee members shall be Oneida Business Committee members selected by a majority of the Oneida Business Committee.
      - A. Any member of the Oneida Business Committee may serve as Ad Hoc when needed.
    2. One (1) Committee member shall be a member of the community who meets the qualifications of 1-4(d).
      - A. The Committee member from the Community shall be selected through the application and appointment process set forth in those sections of the Boards, Committees and Commissions law that govern the appointment of persons to entities of the Nation that are subject to the law.
  - c. How vacancies are filled. Vacancies on the Committee shall be filled in accordance with section 1-4(b) for the remainder of the outstanding term.
  - d. Qualifications of members.
    1. The appointed Committee member shall be at least twenty-one (21) years of age and be an enrolled member of the Oneida Nation.
    2. Committee members shall be both independent and financially literate or have access to financial expertise, whether in the form of the Chief Financial Officer, a single individual serving on the Committee, or collectively among Committee members. Components of financial expertise include:
      - A. The ability to assess the general application of the principles and standards in connection with the accounting for estimates, accruals, and reserves.
      - B. An understanding of internal controls.
      - C. An understanding of the procedures for financial reporting.
      - D. An understanding of Audit Committee functions and responsibilities.
  - e. Term of office.
    1. The terms of the Audit Committee members shall coincide with the term of the Oneida Business Committee.
    2. The term of the appointed community member shall expire midway through the term of the Oneida Business Committee.
    3. Defining independence of each Committee member is important for the Nation and no Committee member may:
      - A. Be employed by any entity of the Nation.

- B. Provide contract services to the Nation.
  - C. Be a member of any other of the Nation's boards, committees or commissions, other than the Oneida Business Committee.
  - D. Represent any interests other than the Oneida Nation's while acting as a member of the Committee.
4. Committee members shall strictly adhere to the Oneida Nation's laws and policies, establishing ethical standards and/or conflicts of interest, and any code of conduct. All work shall be performed in accordance with the International Professional Practices Framework. Failure to do so may result in the removal from the Committee or termination of an appointment.

## **Article II. Officers**

- 2-1. The Committee shall have two (2) officers: Chairperson and Vice-Chairperson. The terms of office for the officers shall coincide with the terms of the Oneida Business Committee members.
- a. If selected to serve on the Committee, the Oneida Business Committee Treasurer shall not serve as Chairperson or Vice-Chairperson of the Committee.
- 2-2. *Chairperson Duties.* The Chairperson shall preside over all meetings and may not vote except in the case of a tie. The Chairperson shall be responsible for calling meetings and notifying members with the assistance of the Internal Audit Department.
- 2-3. *Vice-Chairperson Duties.* The Vice-Chairperson shall assist the Chairperson with his or her duties, at the request of the Chairperson, and shall preside over all meetings in the Chairperson's absence.
- 2-4. *How Officers are Chosen.* The Chairperson and Vice-Chairperson shall be chosen from the Oneida Business Committee representatives by all Committee members present at the first meeting held after the Committee is appointed.
- 2-5. *Personnel.* The Committee shall recruit and hire a qualified Internal Audit Manager to lead the internal audit function and to assure unbiased audit and investigative processes and reporting.

## **Article III. Meetings**

- 3-1. All meetings of the Audit Committee are to be closed session as required by the International Professional Practices Framework with the exceptions below. Notice of Committee meetings shall be provided to members and to the public in accordance with these bylaws and the applicable provisions of the Nation's Open Records and Open Meetings law.
- 3-2. The Committee shall meet on a monthly basis within the Reservation boundaries.
- a. All Committee members are expected to attend each meeting.
  - b. The Committee may invite entity representatives, auditors or others to attend meetings and provide pertinent information.
  - c. The Committee may hold meetings in executive session with auditors, legal counsel, and entity representatives as invited.
- 3-3. *Emergency and Special Meetings.* Emergency or special meetings of the Committee may be called by the Chairperson or upon written request of any two (2) members. The Chairperson shall designate a time and place for holding an emergency or special meeting.
- 3-4. *Virtual Meetings.* Virtual meetings are allowed in accordance with Audit Committee Virtual meetings SOP.
- 3-5. *Notice of Emergency or Special Meeting.* Notice of an emergency or special meeting shall be:
- a. *Members.* The Committee shall provide notice to members at least forty-eight (48)

hours prior to the date set for any such meeting, unless, for good cause, such notice is impossible or impractical. Notice may be communicated in person, or through electronic communication.

3-6. *Quorum*. A quorum shall consist of a majority of current members of the Committee and shall include the Chairperson or Vice-Chairperson.

3-7. *Order of Business*. The regular meetings of the Committee shall follow the order of business as set out herein:

- I. Call to Order.
- II. Approval of Agenda
- III. Approval of Minutes
- IV. Old Business
- V. New Business
- VI. Tabled Business
- VII. Executive Session
- VIII. Adjourn

3-8. *Voting*. Decisions of the Committee shall be based on a majority of a quorum of members present at a meeting. The officer presiding at a meeting shall vote only in case of a tie.

- a. Electronic e-polls are allowed as long as they are conducted in accordance with Conducting Electronic Voting (E-Polls) SOP.

3-9. *Stipends*.

- a. *Audit Committee Meetings*. The appointed Committee member shall be paid a meeting stipend of seventy-five dollars (\$75.00) per any meeting provided that the meeting has established a quorum.
- b. *Oneida Business Committee Meetings – Presentation of Annual Audit*. The appointed Committee member shall be paid a stipend of seventy-five dollars (\$75.00) for attending the Oneida Business Committee meeting when the annual audit is presented by the external auditors.

#### **Article IV. Reporting**

4-1. Agenda items shall be in an identified format.

4-2. Minutes shall be typed and in a consistent format designed to generate the most informative record of the meetings of the Committee.

4-3. Handouts, reports, memoranda and the like may be attached to the minutes and agenda, or may be kept separately, provided that all materials can be identified to the meeting in which they were presented.

4-4. The Committee shall report to the Oneida Business Committee and to the General Tribal Council, when appropriate, relative to audits, financial reports, management reports and recommended corrective measures.

4-5. The Committee shall report to the Oneida Business Committee, as often as deemed appropriate, the approved Committee minutes, audit reports and appropriate supporting information.

- a. Minutes and audit reports require Oneida Business Committee acceptance in order to finalize the audit records.

#### **Article V. Amendments**

5-1. The Bylaws of the Committee shall be amended with the approval of a quorum of the Committee and upon subsequent approval by the Oneida Business Committee.

## Article VI. Responsibilities

- 6-1. The Committee shall have oversight of the activities of the internal audit function in independent assignments related to auditing, evaluating, and special investigations related to detecting fraudulent financial reporting and conducting investigations into fraud and theft in the Oneida Nation's entities. The Committee shall perform all work in accordance with the International Professional Practices Framework.
- 6-2. *Enforcement.* The Committee shall have the ability to utilize all existing enforcement authorities to carry out their responsibilities to achieve their purpose, including:
- a. Request the Business Committee to compel entity representatives to attend meetings in order to represent issues.
  - b. Request the Business Committee to compel entity representatives to comply with audit requests and reply to audit reports.
  - c. Instruct the external auditor and the internal auditor that the Committee expects to be advised if there are any areas that require its special attention.
  - d. Request the Business Committee to issue notices of noncompliance to entity employees in accordance with the disciplinary provisions relating to work performance and personal actions, as provided for in the Oneida Nation's Personnel Policies and Procedures.
  - e. Request the Business Committee to issue notices of violation of Oath of Office, as appropriate, to entity members.
  - f. Seek improvements to assure the Oneida Nation's laws and policies establishing ethical standards and/or conflicts of interest, as well as any code of conduct implemented are current and adequate to ensure fairness for all and equity by protecting the resources.
- 6-3. *Financial Statements.* The Committee shall review and discuss annual statements and Managements Discussion & Analysis (MD&A) with auditors.
- 6-4. *Internal Control.* The Committee shall ensure that entities have developed and follow an adequate system of internal control, including:
- a. Compliance with legal and regulatory requirements.
  - b. Risk assessment and risk management.
  - c. Adopt a code of ethics which includes monitoring and enforcement.
  - d. Establish procedures for the receipt, retention, and treatment of complaints; establish a confidential anonymous submission by individuals for concerns regarding questionable matters.
  - e. Ensure open communication and information flow with entities, internal auditors and external auditors.
- 6-5. *External Audit.* The Committee shall be responsible for evaluating and recommending to the Oneida Business Committee, an independent public accounting firm for the annual or any special audit, unless there is a prior alternative written agreement in place delegating the responsibility for a given special audit. When an external auditor is hired, the Committee shall:
- a. Verify the qualifications of the external auditor.
  - b. Oversee the performance of the external audit.
  - c. Assure all reports from the external auditor go directly to the Committee.
- 6-6. *Compliance.* The Committee shall review the effectiveness of the system for monitoring compliance with laws and regulations and the results of an entity's investigation and follow-up of any instances of non-compliance. Special audits and/or investigations may be recommended by the Audit Committee.
- 6-7. *Other Responsibilities.* The Committee shall complete a self-evaluation annually to identify improvement opportunities. This includes comparing the Committee's performance to its

bylaws, any formal guidelines and rules, and against best practices. Such review is confidential and may or may not include evaluations of particular members.

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These By-laws, as amended and revised, are hereby approved by the Oneida Business Committee at a duly called meeting held on December 13, 2023, by the Secretary of the Oneida Business Committee's signature.

A handwritten signature in blue ink, reading "Lisa Liggins", is written over a horizontal line.

Lisa Liggins, Secretary  
Oneida Business Committee