

An Audit and Finance Committee shall be appointed by the Board of Trustees.

Section 1 – Membership

The membership of the committee shall consist of two Board members and four members of the community at large who have special interest and knowledge in organizational financial matters. The President of the Board of Trustees shall appoint the Board members to serve on the committee for a one-year term beginning each January. The President of the Board of Trustees shall appoint one of the Board members as the Chair of the Audit and Finance Committee.

1.1 Term. Except as otherwise provided herein, each community member shall serve a term of four (4) years, commencing in January of each year. No community member may serve more than two (2) consecutive terms. At the Committee's first meeting, community members will draw lots or otherwise volunteer to select a minimum of two members to serve for an initial two (2) year term and the remaining members for an initial four (4) year term.

1.2 Appointment. Members of the Committee shall be appointed by the Board through the following process: (a) community members will be solicited for applications; (b) the Chancellor or his or her designee will review the applications in consultation with the Board President; and (c) the Chancellor or his or her designee, following consultation with the Board President, will make recommendations to the Board.

1.3 Removal; Vacancy. The Board may remove any Committee member for any reason, including failure to attend two consecutive Committee meetings without reasonable excuse or for failure to comply with the Board of Trustee Ethics Policy. Upon a member's removal, his or her seat shall be declared vacant. The Board, in accordance with the established appointment process, shall fill any vacancies on the Committee. Vacancies shall be filled within 90 days from the initial date of each such vacancy.

1.4 Compensation. The Committee members shall not be compensated for their services.

1.5 Authority of Members. (a) Committee members shall not have the authority to direct staff of the District; (b) individual members of the Committee retain the right to address the Board, either on behalf of the Committee or as an individual; and (c) the Committee may only receive copies of reports and documents which have been previously presented to the Board and which are a public record, or those which the Board of Trustees have specifically designated for the Committee's review.

Section 2 – Meetings of the Committee

2.1 Regular Meetings. The Committee shall meet quarterly but may meet more often as the Committee shall determine, but no more frequently than monthly.

2.2 Location. All meetings shall be held within the boundaries of the Foothill-De Anza Community College District.

2.3 Procedures. All meetings shall be open to the public in accordance with the *Ralph M. Brown Act*, Government Code Section 54950 *et seq.* Meetings shall be conducted according to such additional procedural rules as the Committee may adopt. A majority of the number of Committee members shall constitute a quorum for the transaction of any business of the Committee.

Section 3 – Purpose

The Audit and Finance Committee shall act in an advisory role to the Board in carrying out its oversight and legislative responsibilities as they relate to the District's financial management. In this capacity the Audit and Finance Committee will:

- Review and monitor budget and financial material and reports related to financial matters, including bonds, certificates of participation and other funding instruments, to come before the Board of Trustees.
- Monitor the external audit selection and engagement process.
- Review independent audit reports and monitor follow-up activities.
- Assure availability of the Audit and Finance Committee members to meet with the Board of Trustees each year at the time of presentation of the external audit to the Board.
- Consult with independent auditors regarding accounting, fiscal and related management issues.
- Monitor operational reviews, findings and recommendations and follow-up activities.

Approved 4/20/92
Revised 1/5/98, 3/20/00, 1/7/08