

# Audit Committee Charter

International Registration Plan, Inc.

*Adopted April 30, 2018*

*Amended January 2023*

## I. **COMMITTEE NAME**

The name of this committee shall be the Audit Committee (Committee).

## II. **PURPOSE AND AUTHORITY**

The IRP, Inc. Board of Directors (Board) delegates, under the authority of Section 1305, to the Audit Committee the responsibility and authority to:

1. Review recommended audit standards and procedures for compliance with the International Registration Plan (Plan) and Audit Procedures Manual (APM).
2. Maintain and periodically update the IRP Audit Reference & Best Practices Guide.
3. Propose audit related ballots.
4. Review ballots and offer comments as relevant.
5. Assist jurisdictions with audit matters.
6. Advise IRP, Inc. committees and the board on audit-related issues.
7. Assist in the development of education and training for IRP auditors.

## III. **BACKGROUND**

The Committee was created by the Board as a standing committee in November 1994.

## IV. **MEMBERSHIP**

It is desired that volunteers have at least three (3) years of experience conducting IRP audits and/or managing IRP audit staff.

The Committee shall be comprised of at least fifteen (15) members as follows:

Voting members:

1. Chair of the Committee (Chair) - *the Chair shall not be counted as an IRP Region member.*
2. Vice Chair of the Committee (Vice Chair) - *the Vice Chair shall not be counted as an IRP Region member.*
3. Two (2) members from each of the four (4) IRP Regions.
4. One (1) member from any Canadian jurisdiction.

Non-Voting members:

5. Two (2) members from the motor carrier industry.

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6. Immediate Past Chair of the Committee (ex officio).  
*Should the immediate Past Chair be unable to serve, the Board Chair may select a previous past Committee Chair to serve.*
7. At least one (1) Board liaison.

Committee members shall be appointed by the Board Chair.

The Board Chair shall appoint region members to a position on the Committee in consultation with the Committee and the representative Board members from the IRP Region for the Committee member position that is being filled.

The Board Chair shall appoint the Chair and Vice Chair in consultation with Board members and the Committee. The Committee shall recommend a Chair and Vice Chair.

The Board Chair shall appoint industry members to the Committee in consultation with both the Committee and the IRP, Inc. Industry Advisory Committee.

All voting members of the committee must be from Member Jurisdictions in good standing.

Appointment decisions will be made according to merit and other considerations related to committee governance, without regard to race, color, age, religion, gender, sexual orientation, disabling condition, national origin, or veteran status.

### V. COMMITTEE TERM LIMITS

1. Each Committee member term shall be for two (2) complete calendar years.
2. A Committee member, other than the Chair or Vice Chair, may serve up to two (2) complete consecutive terms in the same position; however, he or she shall continue to serve until the Board Chair appoints a replacement.
3. A person appointed to the Vice Chair or Chair position may serve on the Committee beyond the term limits outlined above; however, the Chair and Vice Chair terms shall be for no more than one (1) complete two (2) year term in each position.
4. A Board liaison shall serve as directed by the Board Chair.
5. The Board Chair may extend, or stagger term limits of all members as needed.
6. In the event a voting position remains vacant after two (2) calls for volunteers (CFV) have expired, the position shall transition to an At-Large position for the customary term limit(s) through the issuance of another CFV. Upon completion of the At-Large member's term(s), or resignation from the Committee if earlier, the vacancy shall transition back to the former voting position. If a volunteer from the original voting position comes forward during the At-Large CFV, that volunteer will be given preference.
7. A person who has served on the committee is eligible for reappointment to the Committee after a two (2) year absence.

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### **VI. SUBCOMMITTEES**

The Committee may establish subcommittees to conduct specific work for the Committee. Such subcommittees shall report their activities to the Committee.

### **VII. COMMITTEE MEMBER RESPONSIBILITIES**

All Committee members are expected to actively participate in the Committee's activities and meetings on a regular basis.

A member who has failed without reasonable cause to attend two consecutive meetings or uphold their responsibilities, may be removed from the Committee by the Board Chair in consultation with the Board Liaison(s) and Committee Chair.

### **VIII. COMMITTEE MEETINGS**

The Committee should meet every month. Meetings may be held via conference call or face to face.

The Committee Chair may call additional special meetings of the Committee as necessary.

Minutes from their meetings will be made available through IRP, Inc.

### **IX. QUORUM AND VOTING**

The presence of a simple majority of Committee members eligible to vote will constitute a quorum for a committee meeting.

A majority vote of the Committee members present, either in person or by conference call, shall constitute an official action of the Committee.

In the case of a tie vote on a motion by the Committee members present, the motion shall fail.

### **X. VACANCIES**

If a Committee member withdraws from their Committee position before the end of his or her term, the Board Chair shall appoint a replacement. In the event of a mid-year appointment to a position on the Committee, for the purposes of determining the term limits as outlined in this Charter, the remainder of the calendar year is not counted as part of the member's term.

If the Chair withdraws from the Committee at any time during his or her term, the Vice Chair shall act as the Chair until the Board Chair appoints a replacement.

### **XI. RECUSALS**

Committee members should abstain from participating in official actions of the Committee if there is an apparent conflict of interest.

### **XII. CHARTER AMENDMENTS**

The Committee may propose amendments to this Charter to the Board. The proposed amendments shall be placed on the agenda of the next Board meeting.