



MINUTES

Audit Committee
Monday, April 22, 2024
11:00am – 12:30am
West Center Room 2 / Zoom
Approved by Unanimous Consent on May 23, 2024

Committee: Nancy Austin (Chair), Peggy Adelman, Bert Olson, Gail Vanderhoof, Scott Somers (CEO), David Webster (CFO/Liaison), Howey Murray (Controller)

2023/2024 Committee Members: Mark Kelley

Absent: Dale Sprinkle

Agenda Topic: 2023 GVR Audit Management Letter

- 1. Call to Order / Roll Call - Establish Quorum**
Chair Nancy Austin, called the meeting to order at 11am. Roll was called and a quorum established.
- 2. Roberts Rules**
Chair Nancy Austin suggested that we disregard Roberts Rules. The motion was made to reject with them to allow for free-flow discussion by Gail Vanderhoof and seconded by Peggy Adelman. It passed unanimously.
- 3.** Chair Nancy Austin welcomed the new committee members, Peggy Adelman and Bert Olson, and thanked them for offering their expertise, knowledge and services to the committee and to GVR. She also thanked the previous board for their service to GVR.
- 4.** The 2023 audit draft was not available in time for an in-person formal review, prior to GVR's Annual Meeting. The previous committee members worked online to review and discuss it. It was approved by unanimous consent and presented to our members at our Annual Meeting. As a question had risen about our process, a motion was made, seconded and unanimously approved at today's meeting.
- 5.** The committee expressed strong appreciation to CEO, Scott Somers, CFO, David Webster, and to GVR's financial department for their success in addressing long-standing issues.

The 2023 Management Letter reported no issues that required committee attention. A motion was made by Gail Vanderhoof and seconded by Peggy Adelman to accept the 2023 Management Letter. It passed unanimously without discussion.
- 6.** A request was made by Gail Vanderhoof that the committee prepare an Audit Committee Charter this year, as "best practices" for non-profit audit committees. It is intended to be passed on annually to the next year's committee. It is not a board document, but a guide to continuity for an audit committee. The National Council of Nonprofits has written a policy

Major duties on behalf of GVR's Board of Directors: Accept audit draft; follow-up on Management Letter; approve IRS Form 990 draft.

statement for Non-Profit Audit Committees which was attached to the agenda. Bert Olson suggested that we accept their suggestions as our base. There was no objection so we will add it to our next meeting agenda, for discussion, tweaking and potential acceptance

7. A motion was made to adjourn. It passed unanimously.

The next meeting will be announced after we receive the IRS Form 990 draft expected by the end of May.

Potential Charter of GVR's Audit Committee 2024/2025

The Audit committee may accept the following duties of an audit committee as their charter. It will act as a guide or check list of the committee's duties and may be updated annually. It is based upon the *Duties of a Non-profit Audit Committee* provided by the National Council of Nonprofits.

The GVR Audit Committee, as a result of its oversight role, accepts that the committee:

1. Is responsible for evaluating the audit process and recommending whether or not to reengage the audit firm for subsequent audits;
2. Asks questions of management and the independent auditors to evaluate the audit process;
3. Receives reports, including the management letter, directly from the auditors (not the executive director) in connection with the audit's findings;
4. Approves the auditors' findings for presentation of the audit draft to the board of directors for formal approval;
5. Receives and considers actions to recommend to the full board as a result of recommendations from the auditors about actions the nonprofit should take to improve its financial reporting and management practices;
- 5 Reviews the IRS 990 form and recommends changes to bring GVR into a "best practices" position;
- 6 Accepts the IRS 990 form and approves it for presentation to the board for final approval.

Audit Committee Accomplishments to date:

Dispensed with Roberts Rules to encourage a free-flow interaction.

Reviewed and accepted the 2023 audit draft.

Reviewed and approved 2023 Management Letter.

Agreed to provide a charter for the committee, as recommended by the National Council of Non-profits.