

Audit Committee Charter

As approved by the SPIE Board of Directors 13 Nov 2020

Purpose

The Audit Committee reviews the draft financial statements of the Society and recommends approval of the annual audit to the Board. The committee also assesses the auditor's evaluation of SPIE's internal control processes.

Goals and Deliverables

Responsibilities include, but are not necessarily limited to the following:

1. Review the presentation of the financial information in draft form.
2. Annually meet with the audit firms to review the draft financial statements and 403(b) audits.
3. Address any issues identified in the management letter and as appropriate, recommend corrective measures for staff implementation.
4. Solicit from the audit firm observations of staff skills, qualifications and performance related to those audited functions.
5. Act as external point of contact for any whistle-blowing issues (Chair).
6. Report and recommend the results of audit findings to Board for approval (including any corrective measures needed as a result of material findings).
7. Responsible for periodic review and selection of audit firms via an RFP process.

Membership

- The committee consists of a Chair, appointed by the SPIE President-Elect, and approved by the Board (second Board meeting of year preceding term).
- Committee members are appointed by the newly approved Chair and approved by the Board (third Board meeting of year proceeding term).
- The Chair selects a group of committee members who have some knowledge of basic accounting principles. Chair should strive to select members of diverse background including technical, geographic, gender, ethnicity, and organization size.
- The committee will have a minimum of 5 members and no more than 9 members.
- The Chair and members are asked to serve a 3-year term with the possibility of renewal.
- Membership eligibility criteria consists of current SPIE voting membership, ability to devote the necessary time to the committee's work, and ability to attend committee meetings.

Logistics

The committee meets in person once per year, normally at the Optics+Photonics Meeting; most of the committee work is conducted at this meeting. Additional meetings may be arranged as needed.

Authority

The Audit Committee is a Standing Committee of the Board and shall report and make recommendations directly to the Board.

Quorum

Quorum is established for in-person and virtual meetings by a simple majority of committee members, inclusive of the Chair. Once a quorum is established, a majority of the votes cast is required for the passage of a motion made during in-person and virtual meetings (abstentions and recusals do not count for or against a motion). The Chair may choose or choose not to vote on any motion or may choose to only vote in order to break a tie.

Guiding Documents

SPIE bylaws shall take precedence over the Committee Charter.

Members of the committee agree to:

- Follow *“The Standard Code of Parliamentary Procedure by the American Institute of Parliamentarians (2012 edition)”*
- Abide by the SPIE Code of Conduct, Anti-Harassment, Conflict of Interest and Confidentiality Policies.