

## Internal Audit Charter

### Purpose

The purpose of the University of Virginia's internal audit function (UVA Audit or Internal Audit) is to strengthen the university's ability to create, protect, and sustain value by providing the Board of Visitors and management with independent, risk-based, and objective assurance, advice, insight, and foresight.

The internal audit function enhances the University of Virginia's:

- Successful achievement of its objectives.
- Governance, risk management, and control processes.
- Decision-making and oversight.
- Reputation and credibility with its stakeholders.
- Ability to serve the public interest.

The University of Virginia's internal audit function is most effective when:

- Internal auditing is performed by competent professionals in conformance with The IIA's Global Internal Audit Standards™, which are set in the public interest.
- The internal audit function is independently positioned with direct accountability to the Board of Visitors.
- Internal auditors are free from undue influence and committed to making objective assessments.

### ***Commitment to Adhering to the Global Internal Audit Standards***

The University of Virginia's internal audit function will adhere to the mandatory elements of The Institute of Internal Auditors' International Professional Practices Framework, which are the Global Internal Audit Standards and Topical Requirements. The chief audit executive will report periodically to the Board of Visitors' Audit, Compliance, and Risk Committee (ACR Committee) and senior management regarding the internal audit function's conformance with the Standards, which will be assessed through a quality assurance and improvement program.

UVA's internal audit function has responsibility to the Office of the State Inspector General of Virginia under its [General Directive 001](#), OVERSIGHT OF STATE & SPECIFIC NONSTATE AGENCIES' INTERNAL AUDIT PROGRAMS. General Directive 001 requires all executive branch state agencies and institutions with internal audit functions to comply with The Institute of Internal Auditors' standards.

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### **Mandate**

#### ***Authority***

UVA Audit's authority is created by its direct reporting relationship to the Board of Visitors. Such authority allows for unrestricted access to the Board of Visitors.

The Board of Visitors authorizes the internal audit function to:

- Have full and unrestricted access to all functions, data, records, information, physical property, and personnel pertinent to carrying out internal audit responsibilities. Internal auditors are accountable for confidentiality and safeguarding records and information.
- Allocate resources, set frequencies, select subjects, determine scopes of work, apply techniques, and issue communications to accomplish the function's objectives.
- Obtain assistance from the necessary personnel of the University of Virginia and other specialized services from within or outside the University of Virginia to complete internal audit services.

#### ***Independence, Organizational Position, and Reporting Relationships***

The chief audit executive will be positioned at a level in the organization that enables internal audit services and responsibilities to be performed without interference from management, thereby establishing the independence of the internal audit function. The chief audit executive will report to the chair of the Board of Visitors' Audit, Compliance, and Risk Committee and administratively (for example, day-to-day operations) to the Executive Vice President and Chief Operating Officer. This positioning provides the organizational authority and status to bring matters directly to senior management and escalate matters to the Board of Visitors, when necessary, without interference and supports the internal auditors' ability to maintain objectivity.

The chief audit executive will confirm to the Board of Visitors, at least annually, the organizational independence of the internal audit function. If the governance structure does not support organizational independence, the chief audit executive will document the characteristics of the governance structure limiting independence and any safeguards employed to achieve the principle of independence. The chief audit executive will disclose to the Board of Visitors any interference internal auditors encounter related to the scope, performance, or communication of internal audit work and results. The disclosure will include communicating the implications of such interference on the internal audit function's effectiveness and ability to fulfill its mandate.

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The chief audit executive has oversight responsibility for UVA's institutional compliance program (UVA Compliance) and supervises the Assistant Vice President for Compliance. To safeguard UVA Audit's independence with respect to the institutional compliance program, the Assistant Vice President for Compliance has direct access to the ACR Committee as defined in the University of Virginia Compliance Charter. Any assessment of the institutional compliance program would be performed by contracting with an objective, competent external assurance provider that reports independently to the ACR Committee.

If the governing structure does not support organizational independence, the chief audit executive must document the characteristics of the governing structure limiting independence and any safeguards that may be employed to achieve this principle.

### *Changes to the Mandate and Charter*

Circumstances may justify a follow-up discussion between the chief audit executive, Board of Visitors, and senior management on the internal audit mandate or other aspects of the internal audit charter. Such circumstances may include but are not limited to:

- A significant change in the Global Internal Audit Standards.
- A significant reorganization within the organization.
- Significant changes in the chief audit executive, Board of Visitors, and/or senior management.
- Significant changes to the organization's strategies, objectives, risk profile, or the environment in which the organization operates.
- New laws or regulations that may affect the nature and/or scope of internal audit services.

### **Board of Visitors Oversight**

To establish, maintain, and ensure that the University of Virginia's internal audit function has sufficient authority to fulfill its duties, the Board of Visitors through its Audit, Compliance, and Risk Committee will:

- Discuss with the chief audit executive and senior management the appropriate authority, role, responsibilities, scope, and services (assurance and/or advisory) of the internal audit function.
- Ensure the chief audit executive has unrestricted access to and communicates and interacts directly with the Board of Visitors, including in private meetings without senior management present as permissible under applicable Virginia Freedom of Information Act requirements.

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- Discuss with the chief audit executive and senior management other topics that should be included in the internal audit charter.
- Participate in discussions with the chief audit executive and senior management about the “essential conditions,” described in the Global Internal Audit Standards, which establish the foundation that enables an effective internal audit function.
- Approve the internal audit function’s charter, which includes the internal audit mandate and the scope and types of internal audit services.
- Review the internal audit charter periodically with the chief audit executive to consider changes affecting the organization, such as the employment of a new chief audit executive or changes in the type, severity, and interdependencies of risks to the organization; and approve the internal audit charter annually).
- Approve the risk-based internal audit plan.
- Provide input to the internal audit function’s human resources administration and budgets.
- Provide input to senior management on the appointment and removal of the chief audit executive, ensuring adequate competencies and qualifications and conformance with the Global Internal Audit Standards.
- Review and provide input to senior management on the chief audit executive’s performance.
- Receive communications from the chief audit executive about the internal audit function including its performance relative to its plan.
- Ensure a quality assurance and improvement program has been established and review the results annually.
- Make appropriate inquiries of senior management and the chief audit executive to determine whether scope or resource limitations are inappropriate.

### Chief Audit Executive Roles and Responsibilities

#### *Ethics and Professionalism*

The chief audit executive will ensure that internal auditors:

- Conform with the Global Internal Audit Standards, including the principles of Ethics and Professionalism: integrity, objectivity, competency, due professional care, and confidentiality.

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- Understand, respect, meet, and contribute to the legitimate and ethical expectations of the organization and be able to recognize conduct that is contrary to those expectations.
- Encourage and promote an ethics-based culture in the organization.
- Report organizational behavior that is inconsistent with the organization's ethical expectations, as described in applicable policies and procedures.

### Objectivity

The chief audit executive will ensure that the internal audit function remains free from all conditions that threaten the ability of internal auditors to carry out their responsibilities in an unbiased manner, including matters of engagement selection, scope, procedures, frequency, timing, and communication. If the chief audit executive determines that objectivity may be impaired in fact or appearance, the details of the impairment will be disclosed to appropriate parties.

Internal auditors will maintain an unbiased mental attitude that allows them to perform engagements objectively such that they believe in their work product, do not compromise quality, and do not subordinate their judgment on audit matters to others, either in fact or appearance.

Internal auditors will have no direct operational responsibility or authority over any of the activities they review. Accordingly, internal auditors will not implement internal controls, develop procedures, install systems, or engage in other activities that may impair their judgment, including:

- Assessing specific operations for which they had responsibility within the previous year.
- Performing operational duties for the University of Virginia or its affiliates.
- Initiating or approving transactions external to the internal audit function.
- Directing the activities of any the University of Virginia employee that is not employed by the internal audit function, except to the extent that such employees have been appropriately assigned to internal audit teams or to assist internal auditors.

Internal auditors will:

- Disclose impairments of independence or objectivity, in fact or appearance, to appropriate parties and at least annually, such as the chief audit executive, Board of Visitors, management, or others.

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- Exhibit professional objectivity in gathering, evaluating, and communicating information.
- Make balanced assessments of all available and relevant facts and circumstances.
- Take necessary precautions to avoid conflicts of interest, bias, and undue influence.

### *Managing the Internal Audit Function*

The chief audit executive has the responsibility to:

- At least annually, develop a risk-based internal audit plan that considers the input of the ACR Committee and senior management. Discuss the plan with the Board of Visitors and senior management and submit the plan to the ACR Committee for review and approval by the Board of Visitors.
- Communicate the impact of resource limitations on the internal audit plan to the ACR Committee and senior management.
- Review and adjust the internal audit plan, as necessary, in response to changes in the University of Virginia's business, risks, operations, programs, systems, and controls.
- Communicate with the ACR Committee and senior management if there are significant interim changes to the internal audit plan.
- Ensure internal audit engagements are performed, documented, and communicated in accordance with the Global Internal Audit Standards and laws and/or regulations.
- Follow up on engagement findings and confirm the implementation of recommendations or action plans and communicate the results of internal audit services to the ACR Committee and senior management periodically and for each engagement as appropriate.
- Ensure the internal audit function collectively possesses or obtains the knowledge, skills, and other competencies and qualifications needed to meet the requirements of the Global Internal Audit Standards and fulfill the internal audit mandate.
- Identify and consider trends and emerging issues that could impact the University of Virginia and communicate to the ACR Committee and senior management as appropriate.
- Consider emerging trends and successful practices in internal auditing.
- Establish and ensure adherence to methodologies designed to guide the internal audit function.

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- Ensure adherence to the University of Virginia's relevant policies and procedures unless such policies and procedures conflict with the internal audit charter or the Global Internal Audit Standards. Any such conflicts will be resolved or documented and communicated to the ACR Committee and senior management.
- Coordinate activities and consider relying upon the work of other internal and external providers of assurance and advisory services. If the chief audit executive cannot achieve an appropriate level of coordination, the issue must be communicated to senior management and if necessary escalated to the ACR Committee.

### ***Communication with the Board of Visitors Audit, Compliance, and Risk Committee and Senior Management***

The chief audit executive will report periodically to the ACR Committee and senior management regarding:

- The internal audit function's mandate.
- The internal audit plan and performance relative to its plan.
- Internal audit budget.
- Significant revisions to the internal audit plan and budget.
- Potential impairments to independence, including relevant disclosures as applicable.
- Results from the quality assurance and improvement program, which include the internal audit function's conformance with The IIA's Global Internal Audit Standards and action plans to address the internal audit function's deficiencies and opportunities for improvement.
- Significant risk exposures and control issues, including fraud risks, governance issues, and other areas of focus for the ACR Committee that could interfere with the achievement of the University of Virginia's strategic objectives.
- Results of assurance and advisory services.
- Resource requirements.
- Management's responses to risk that the internal audit function determines may be unacceptable or acceptance of a risk that is beyond the University of Virginia's risk appetite.

### ***Quality Assurance and Improvement Program***

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The chief audit executive will develop, implement, and maintain a quality assurance and improvement program that covers all aspects of the internal audit function. The program will include external and internal assessments of the internal audit function's conformance with the Global Internal Audit Standards, as well as performance measurement to assess the internal audit function's progress toward the achievement of its objectives and promotion of continuous improvement. The program also will assess, if applicable, compliance with laws and/or regulations relevant to internal auditing. Also, if applicable, the assessment will include plans to address the internal audit function's deficiencies and opportunities for improvement.

Annually, the chief audit executive will communicate with the Board of Visitors and senior management about the internal audit function's quality assurance and improvement program, including the results of internal assessments (ongoing monitoring and periodic self-assessments) and external assessments. External assessments will be conducted at least once every five years by a qualified, independent assessor or assessment team from outside the University of Virginia; qualifications must include at least one assessor holding an active Certified Internal Auditor® credential. USER'S NOTE: Public sector competencies and knowledge as well as knowledge of the Global Internal Audit Standards should be considered when selecting external assessors.

### Scope and Types of Internal Audit Services

The scope of internal audit services covers the entire breadth of the organization, including all the University of Virginia's activities, assets, and personnel. The scope of internal audit activities also encompasses but is not limited to objective examinations of evidence to provide independent assurance and advisory services to the Board of Visitors and management on the adequacy and effectiveness of governance, risk management, and control processes for the University of Virginia.

The nature and scope of advisory services may be agreed with the party requesting the service, provided the internal audit function does not assume management responsibility. Opportunities for improving the efficiency of governance, risk management, and control processes may be identified during advisory engagements. These opportunities will be communicated to the appropriate level of management.

Internal audit engagements may include evaluating whether:

- Risks relating to the achievement of the University of Virginia's strategic objectives are appropriately identified and managed.
- The actions of the University of Virginia's officers, management, employees, and contractors or other relevant parties comply with the University of Virginia's policies, procedures, and applicable laws, regulations, and governance standards.



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- The results of operations and programs are consistent with established goals and objectives.
- Operations and programs are being carried out effectively, efficiently, ethically, and equitably.
- Established processes and systems enable compliance with the policies, procedures, laws, and regulations that could significantly impact the University of Virginia.
- The integrity of information and the means used to identify, measure, analyze, classify, and report such information is reliable.
- Resources and assets are acquired economically, used efficiently and sustainably, and protected adequately.

**Approved by the Board of Visitors at its meeting on March X, 2025.**

### Acknowledgments/Signatures

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Carolyn D. Saint  
Chief Audit Executive

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Date

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Rachel W. Sheridan  
Board of Visitors Audit, Compliance,  
and Risk Committee Chair

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Date

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Jennifer W. Davis  
Executive Vice President and  
Chief Operating Officer

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Date