

**WASHINGTON VACCINE ASSOCIATION
FINANCE, AUDIT, AND COMPLIANCE
COMMITTEE CHARTER**

Purpose

The Finance, Audit, and Compliance Committee (the Committee) is responsible for providing oversight of the Washington Vaccine Association (the Association) financial reporting process and internal control environment; data privacy and security; finances including corporation budgets and investment policies; and corporate compliance matters. The Committee's responsibility is to act on behalf of the board of directors (the Board) as its delegee as expressly set forth in this charter. The Committee's oversight includes a focus on the qualitative aspects of financial reporting, organization processes for the management of risk, financial and budgetary matters, annual review of the financial audit, and compliance with significant, applicable tax, legal, ethical, and regulatory requirements.

The Committee shall coordinate with other Board committees and maintain positive working relationships with management, external auditors, legal counsel, and other committee advisors.

Specific Responsibilities and Delegated Authority

The specific responsibilities and where indicated, delegated authority of the Committee include:

- Reviewing the Committee's charter periodically and recommending any proposed changes to the Board for approval. Considering changes that are necessary as a result of new laws or regulations.

AUDIT

- Evaluating the effectiveness of WVA's system of internal controls. Conducting executive sessions with the outside auditors and management.
- Hiring the independent auditors, or other consultants as necessary. (This may take place any time during the year.) Hiring of legal counsel as recommended by the Committee shall be approved by the Board.
- Establishing the audit fees of the independent auditors, pre-approving any non-audit services provided by the independent auditors or other accountants, including tax services, before the services are rendered, and evaluating the work of the independent auditors.
- Reviewing with the independent auditor and management the audit scope and plan of the independent auditors.
- Reviewing the Federal Form 990 and any other required state and federal tax filings to ensure compliance and accuracy of the filing.
- Annually reviewing with each public accounting firm engaged by the Committee to perform an audit: (1) all critical accounting policies and practices used by the Association, and (2) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management of the Association, the ramifications of each alternative, and the treatment preferred by the Association.

- Upon completion of each year's financial audit, the Committee will review all documentation provided by the external auditor including, but not limited to, the governance letter, management letter, and financial statements, and the Committee will discuss any difficulties encountered by the auditor and any recommended changes in controls or procedures. The Committee chairperson shall have the opportunity to meet alone with external auditors at least once annually.
- Inquiring of management and the independent auditors about significant risks or exposures facing the Association; assessing the steps management has taken or proposes to take to minimize such risks to the Association; and periodically reviewing compliance with such steps.
- Reviewing with management and the independent auditor the effect of any regulatory and accounting initiatives, as well as off-balance-sheet transactions, if any.

FINANCE

- Reviewing the proposed annual budget for the Association and recommending a proposed annual budget to the Board.
- Periodically reviewing and recommending the authorization by the Board of any additional expenditures over 10% of the budgeted amount.
- Developing proposed policies regarding maintenance of reserves by the Association for approval by the Board; overseeing the investment of reserves maintained by the Association and the performance of Association investments.

COMPLIANCE

- Periodically reviewing with the outside general counsel and management, legal and regulatory matters that, in the opinion of management, may have a material impact on the financial statements, related Association compliance policies, and programs and reports received from regulators.
- Preparing and reviewing periodically and with the general counsel any code of conduct/ethics brought to the Committee to ensure that it is adequate and up to date. Review with management and Association's general counsel the results of their review of the monitoring of compliance with the Association's Code of Ethics Policy and Conflict of Interest Policy.
- Reviewing any submissions brought to the Committee, whether via the Association's Whistleblower Policy or otherwise, by any Association employee or contractor or employee of any Association contractor of any concern regarding financial misconduct, dishonesty, or questionable accounting or auditing matters. Reviewing any submissions that have been received, reviewing the status and the resolution, if one has been reached.
- Implementing an annual review of a legal compliance checklist and periodically reviewing the checklist with counsel; seeking such counsel's guidance with respect to ongoing legal and regulatory compliance.

Meetings

The Committee shall meet as frequently as needed to fulfill its charter and to address matters on its agenda, but not less frequently than three times per year. The Committee may ask management or others to attend the meeting and provide pertinent information as necessary. The Committee shall request management, counsel, and external auditors, as applicable, to participate in Committee meetings as necessary to carry out the Committee's responsibilities.

The Committee may meet in executive session with only the Committee members as it deems appropriate, including and without limitation meeting for consideration of the annual auditor's reports and recommendations.

Membership

The Committee shall consist of at least three voting board members assigned by the Board. The Board may also assign up to two non-board members who offer special financial expertise who shall serve as non-voting member of the Committee. Adequate financial expertise should be represented on the Committee. At least one member of the Committee shall be an individual who is financially sophisticated in the sense that she or he has comfort and experience in reviewing financial statements, financial audit reports, and participating in Board oversight of audit processes. To ensure that the Committee is independent, none of the Committee members may be employees of the Association or its outside Administrator. Neither the auditor nor the outside general counsel should serve as a member of the Committee but may provide advice as requested by the Committee.

Quorum; Voting

A quorum for a meeting of the Committee shall consist of at least two of the voting members. The vote of a majority of the voting members of the Committee at a meeting at which a quorum is present shall be sufficient to approve a proposed action.

Independent Advice; Engagement of Consultants

In discharging its responsibilities, the Committee shall have access to any relevant books, records, facilities, and personnel of the Association. In addition to the external auditors, the committee, upon approval of the Board and at the WVA expense, may obtain advice and assistance from outside consultants to advise the committee. The Committee may also request that management, the Association's outside counsel or any other person meet with any members of, or consultants to, the Committee, or provide other assistance to the Committee in the discharge of its duties.

Reviewed by Committee**Date: April 7, 2022****Chair: R. Parker****Approved by the Board****Date: April 14, 2022****Chair: C. Murphy**