

NUMBER: 1610

TITLE: Charter of the University Audit Department

APPROVED: November 14, 1981; Revised May 15, 1982; Revised April 5, 1990; Revised September 13, 2002; Revised June 17, 2010; Revised June 12, 2014; Revised September 24, 2015; Revised September 21, 2017; Revised September 20, 2018; Revised September 19, 2019; Revised September 14, 2021; Revised September 16, 2022; Revised September 13, 2024; Revised October 10, 2025

SCHEDULED REVIEW DATE: September 2029

Purpose

The purpose of the University Audit Department 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 Old Dominion University'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.

Old Dominion University'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

Old Dominion University'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 annually to the Board of Visitors through the Audit, Compliance, Human Resources and Governance 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.

Mandate

Authority

The internal audit function's authority is created by its direct reporting relationship to the Audit, Compliance, Human Resources and Governance Committee of 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 Old Dominion University and other specialized services from within or outside the University 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 functionally to the Board of Visitors through the Audit, Compliance, Human Resources and Governance Committee and administratively (for example, day-to-day operations) to the President. 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's oversight of the Office of Risk Management is structured to preserve independence and prevent conflicts of interest. As a safeguard, the operational activities of the Office of Risk Management will be subject to independent external audit or assurance reviews for objectivity.

The Chief Audit Executive will confirm to the Audit, Compliance, Human Resources and Governance Committee of 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 Audit, Compliance, Human Resources and Governance Committee any interference encountered in 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.

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 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.

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.
- 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 impair 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 Old Dominion University or its affiliates.
- Initiating or approving transactions external to the internal audit function.
- Directing the activities of any Old Dominion University employee that is not in the reporting line to the Chief Audit Executive, except to the extent that such employees have been appropriately assigned to internal audit teams or to assist internal auditors.

To safeguard the independence of the Chief Audit Executive and the internal audit function, the University Audit Department will not conduct audits of the Office of Risk Management's operational activities. These functions will instead be subject to independent external reviews to ensure objective evaluation. Consideration of the Office of Risk Management for inclusion in the audit workplan will follow the University Audit Department's established risk assessment protocols and may also be directed for review by the Audit, Compliance, Human Resources, and Governance Committee. This separation of duties ensures internal auditors remain free from responsibilities that have the potential to impair, or appear to impair, the department's independence.

Internal auditors will:

- Disclose impairments of independence or objectivity, in fact or appearance, at least annually to appropriate parties, such as the Chief Audit Executive, Board of Visitors, senior management, or others as necessary. The Chief Audit Executive will include in the annual disclosure any potential or perceived impairments related to the oversight of the Office of Risk Management.
- 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 Board of Visitors and senior management. Discuss the plan with the Audit, Compliance, Human Resources and Governance Committee and senior management and submit the plan to both the Committee and the full Board of Visitors for review and approval.
- Communicate the impact of resource limitations on the internal audit plan to the Board of Visitors and senior management.
- Review and adjust the internal audit plan, as necessary, in response to changes in University's business, risks, operations, programs, systems, and controls.
- Communicate with the Board of Visitors 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.
- Follow up on engagement findings and confirm the implementation of recommendations or action plans and communicate the results of internal audit services to the Board of Visitors and senior management minimally four times a year 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 and communicate to the Board of Visitors 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.
- Ensure adherence to the University'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 Board of Visitors 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 Board of Visitors.
- Follow Office of the State Inspector General Audit Directives that are created in accordance with their charge as established in Code of Virginia §2.2-307 et seq.

Communication with the Board of Visitors and Senior Management

The Chief Audit Executive will report at least annually to the Board of Visitors 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, if applicable, 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 Board of Visitors that could interfere with the achievement of the University's strategic objectives.
- Results of assurance services and other audit activities.
- 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's risk appetite.

Quality Assurance and Improvement Program

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 the internal audit function's compliance with applicable laws and/or regulations.

Where applicable, the program will include action plans to address any identified deficiencies and opportunities for improvement. In recognition of the Chief Audit Executive's oversight of the Office of Risk Management, the quality assurance program will also evaluate the effectiveness of safeguards designed to preserve the independence and objectivity of the internal audit function.

Annually, the Chief Audit Executive will communicate with the Audit, Compliance, Human Resources and Governance Committee of 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 Old Dominion University. At least one assessor must hold an active Certified Internal Auditor credential.

Scope and Types of Internal Audit Services

The scope of internal audit services covers the entire breadth of the organization, including all Old Dominion University'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.

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.

The scope of internal activities may include but is not limited to the evaluating whether:

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