



## **Audit Committee Charter**

September 20, 2007

### **Mission Statement:**

To investigate, analyze and recommend solutions to issues relating to oil and gas industry audits, with particular attention to concerns arising from the application and interpretation of COPAS publications.

### **Reports To:**

The committee will be accountable to the COPAS Board of Directors and subject to the COPAS Bylaws and other COPAS policies and procedures.

### **Key Result Area:**

- Identify issues arising during the development, application, and interpretation of COPAS publications as to the effect on audits or audit resolution.
- Accumulate and analyze information relating to these issues, to determine if action is necessary by COPAS. Report the results together with recommended actions to other affected COPAS Committees and the COPAS Board of Directors.
- Develop, revise, or assist other Committees in the issuance of COPAS publications as appropriate in areas affecting oil and gas auditing.
- Support the goals and objectives of other COPAS Standing Committees and other professional organizations in the industry on issues of mutual interest. This includes soliciting input from the other Committees and professional organizations on projects that impact their areas of responsibilities.

### **Sub-Committees:**

- Emerging Issues
- Other Sub-Committees may be established by the Audit Committee, subject to Board of Directors approval, as deemed appropriate.

### **Membership:**

The membership shall be composed of a Chair, approved pursuant to the COPAS

Bylaws, and a representative from each Participating Society, appointed by the respective society. Each society is not required to furnish a member, but is encouraged to do so. Non-member guest participation is encouraged; however, non-members will not be permitted to make or second any motions, or be permitted to vote.

### **Organization and Duties:**

The Chair shall appoint, and the Committee shall approve or disapprove, a Vice-Chair, Secretary, and any other officers deemed necessary to assist in the duties of the Committee. The Vice-Chair will serve in the capacity of Chair if the Chair is unavailable or unable to perform his or her duties. Other members may be appointed by the Chair with the approval of the Committee, as representatives, or to help with special projects (such as the CEPS Control Panel) as deemed necessary by the Committee.

To provide continuity of leadership, it is expected but not required that the Secretary will succeed to Vice-Chair and the Vice-Chair to Chair, pending any approvals required by the COPAS Bylaws and approval by the Committee. Officers will generally serve two years, but may be extended for another year pursuant to the COPAS Bylaws.

The liaison to the API Audit Committee will be recommended to the COPAS Board by the Audit Chair with approval of the Committee. The designated representative should attend the meetings of the API Audit Committee to promote a free exchange of information between the two groups.

### **Meetings and Notices:**

Regular meetings will be held during the Spring and Fall Council meetings. Other meetings may be held as required during the year, generally in January and July, at a hosting Society's location.

### **Voting:**

Each society representative will have one vote on matters voted on by the Committee. Majority vote of the representatives in attendance will rule except as otherwise required by the COPAS Publication Procedures. A member's votes shall be representative of his or her respective society's position, as required by the COPAS Code of Ethics.

### **Committee Projects:**

Committee activities may be developed within the Committee, initiated by other COPAS Committees, or suggested by the COPAS Board of Directors.