

COMMITTEE CHARTER

COMMITTEE IDENTIFICATION

COMMITTEE NAME	<i>[e.g., Audit Committee]</i>
COMMITTEE TYPE	<i>[Standing / Ad-hoc / Advisory / Management]</i>
REPORTS TO	<i>[Board of Directors / Parent committee]</i>
DATE ADOPTED	<i>[Date of board resolution]</i>
DATE OF LAST REVIEW	<i>[Most recent annual review]</i>
NEXT SCHEDULED REVIEW	<i>[Date of next annual review]</i>

PURPOSE

[State the committee's purpose in 1-3 sentences. Name the primary function and how it supports the board's oversight role.]

AUTHORITY

Decisions the committee may make on its own: [List the decisions the committee can make without returning to the full board.]

Recommendations to the full board: [List the matters the committee recommends to the board for approval.]

Limits on delegation: [State the outer limits of the committee's delegated authority, including any matters reserved to shareholders or members.]

COMPOSITION

MINIMUM MEMBERS	<i>[Number, e.g., 3]</i>
MAXIMUM MEMBERS	<i>[Number]</i>
INDEPENDENCE STANDARD	<i>[Citing the applicable rule or bylaw]</i>
REQUIRED QUALIFICATIONS	<i>[Financial literacy, industry expertise, etc.]</i>
TERM LENGTH	<i>[e.g., 1 year, renewable]</i>
TERM LIMITS	<i>[e.g., 3 consecutive terms]</i>
METHOD OF APPOINTMENT	<i>[By full board / by governance committee / elected by committee]</i>
VACANCIES	<i>[How mid-term vacancies are filled]</i>

CHAIR

How appointed: [By the full board / recommended by the governance committee / elected by the committee.]

Term: [Length and whether the chair may serve consecutive terms.]

Responsibilities: [Setting agendas, presiding at meetings, calling in-camera sessions, reporting committee activities to the board chair.]

MEETINGS

MINIMUM MEETINGS PER YEAR	<i>[Number, e.g., 4]</i>
NOTICE PERIOD	<i>[e.g., 5 business days]</i>
QUORUM	<i>[e.g., majority of members]</i>
VIRTUAL / HYBRID PERMITTED	<i>[Yes / No / Subject to conditions]</i>
IN-CAMERA (EXECUTIVE) SESSION	<i>[Required annually / As needed]</i>
WRITTEN CONSENT IN LIEU OF MEETING	<i>[Permitted / Not permitted]</i>

RESPONSIBILITIES

#	RESPONSIBILITY
1	<i>[Use 'shall' for mandatory duties and 'may' for discretionary ones.]</i>
2	
3	
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10	

REPORTING TO THE BOARD

[Describe how and how often the committee reports to the board. Note the format (written summary, oral report, or both), the procedure for escalating urgent matters between board meetings, and the requirement to provide the board with copies of committee minutes.]

RESOURCES

[State the committee's right to access management and company records, the committee's authority to retain independent advisors (legal, financial, consulting) at the company's expense, the committee's authority over advisor compensation, and any budget or training provisions.]

ANNUAL SELF-ASSESSMENT

[State the requirement that the committee annually assess its own performance and the adequacy of this charter. Note the method (questionnaire, facilitated discussion, peer assessment) and timing.]

CONFLICTS OF INTEREST

[State the committee members' obligation to disclose conflicts of interest, the recusal procedure, and the requirement to document disclosures and recusals in committee minutes. Reference the organization's conflict-of-interest policy.]

AMENDMENT

[State the process for amending this charter: who proposes amendments, what approval is required (full board resolution is standard), and how often the charter is reviewed even if no changes are made.]

RECORDS AND CONFIDENTIALITY

[State how committee minutes are prepared and approved, where charters and minutes are stored, who has access, and the confidentiality expectations for members and advisors. Reference any whistleblower or complaint procedures for audit-related committees.]

APPROVAL

ADOPTED BY BOARD RESOLUTION DATED	<i>[Date]</i>
BOARD CHAIR SIGNATURE	<i>[Name and signature]</i>
CORPORATE SECRETARY SIGNATURE	<i>[Name and signature]</i>
CHARTER VERSION	<i>[e.g., v1.0, v2.0]</i>

Govern committees, not Word docs.

Aprio's board portal stores every committee's charter, agenda, minutes, and resolutions behind ISO 27001 and SOC 2 Type 2 controls, with role-based access so Audit, Compensation, and Finance directors each see only their own materials. Built-in audit trails capture every charter revision, approval, and signature for the 500+ boards across the US and Canada that already run on Aprio.

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