To:	Audit Committee Members
From:	Internal Audit Division internalaudit@washoecounty.gov
Date:	April 15, 2026
Subject:	Summary of Changes – Audit Committee Charter (May 2024 Revision vs. Current Working Draft)

Purpose

The purpose of this memorandum is to summarize the key differences between the Audit Committee Charter (Revised May 2024) and the updated working draft Charter, including both substantive governance changes and formatting/structural improvements. The revisions are intended to enhance clarity, ensure alignment with Washoe County Code Chapter 15, and incorporate leading practices in audit committee governance.

Washoe County Code Chapter 15 and the current Audit Committee Charter require the Charter to be reviewed biennially. This memorandum and the accompanying working draft Charter constitute that required review and are intended to ensure compliance with this requirement.

Executive Summary of Key Changes

Overall, the updated Charter:

- Aligns more directly with Washoe County Code, reinforcing that the Board of County Commissioners (BCC) is the governing authority
- Clarifies roles, responsibilities, and authority boundaries of the Audit Committee and Internal Audit Division
- Improves readability and usability through a more structured format
- Strengthens governance language without expanding authority beyond what is established in County Code

Detailed Charter Changes

The following section outlines the detailed changes between the May 2024 Charter and the current working draft. Changes are organized by key governance areas and include both substantive revisions (i.e., alignment with Washoe County Code, clarification of roles and responsibilities, and governance requirements) and formatting or structural enhancements (i.e., organization, readability, and consistency improvements). These changes are intended to improve clarity, resolve prior inconsistencies, and align the Charter with both County Code and audit governance best practices. No changes are intended to expand the authority of the Audit Committee beyond what is established in Washoe County Code Chapter 15.

1. Governance and Authority Alignment

Key Changes

The working draft more explicitly ties the Charter to Washoe County Code Chapter 15, clarifying that:

- The BCC retains ultimate authority
- The Audit Committee functions in an advisory and oversight capacity, not as a governing body

Why It Matters

- Reduces legal ambiguity
- Ensures the Charter does not conflict with codified authority
- Addresses prior concerns about inconsistencies between Charter language and County Code

2. Roles and Responsibilities – Clarification and Expansion

Key Changes

More clearly defined responsibilities for:

- Audit Committee
- Internal Audit Division
- Management

Distinguishes between:

- Oversight responsibilities (Audit Committee)
- Operational responsibilities (Management)
- Independent assurance activities (Internal Audit Division)

Enhancements

- Removes vague or duplicative language
- Adds specificity to oversight functions such as:
  - Audit plan review and approval
  - Monitoring of audit findings and corrective actions
  - Communication expectations with the BCC

Why It Matters

- Eliminates role confusion
- Reinforces independence of the Internal Audit Division
- Improves accountability across stakeholders

3. Formatting and Structural Improvements

Key Changes

The working draft adopts a more modern, structured format, including:

- Clear section headers and hierarchy
- Concise, directive language

- Bullet-pointed responsibilities
- Consistent formatting throughout
- Improved readability for public and governing body use.

Example of Improvements

- Long narrative paragraphs replaced with scannable sections
- Key responsibilities emphasized through bolded or header-driven formatting
- Logical grouping of related concepts (i.e., authority, responsibilities, meetings)

Why It Matters

Enhances usability for Commissions, legal review, public transparency

4. Removal of Redundancies and Inconsistencies

Key Changes

- Eliminates duplicative language across sections
- Resolves conflicting statements present in 2024 version
- Streamlines content to focus on governance critical elements

Why It Matters

- Reduces confusion
- Improves enforceability and interpretation

5. Tone and Professionalization

Key Changes

- Shifts to more formal, authoritative language
- Removes informal or ambiguous phrasing
- Uses consistent terminology aligned with government auditing standards and County governance structure

Why It Matters

- Ensures consistency with other County governance documents

Conclusion

The updated Audit Committee Charter represents a significant improvement in clarity, governance alignment, and usability compared to the May 2024 version. Importantly, the revisions:

- Do not expand authority beyond County Code, but instead clarify and reinforce existing provisions
- Address known gaps and inconsistencies identified by the Audit Committee
- Incorporate best practices in audit committee structure and presentation

These changes position the Audit Committee to operate more effectively while maintaining transparency and alignment with the Board of County Commissioners' authority.