



Covered California Internal Audit Charter

Purpose

The purpose of the Office of Audit Services (OAS) is to strengthen Covered California's ability to create, protect, and sustain value by providing the Audit Committee and management with independent, risk-based, and objective assurance, advice, insight, and foresight.

OAS enhances Covered California'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.

OAS is most effective when:

- Internal auditing is performed by competent professionals in conformance with the Institute of Internal Auditors' Global Internal Audit Standards, which are set in the public interest.
- It is independently positioned with direct accountability to the Audit Committee.
- Internal auditors are free from undue influence and committed to making objective assessments.

Commitment to Adhering to the Global Internal Audit Standards

OAS 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 Audit Committee and senior management regarding OAS' conformance with the Standards, which will be assessed through a quality assurance and improvement program.

Mandate

Authority

OAS' mandate and operational authority are cited in the following statutes and guidelines:

- Government Code section 1237 – Establishment of an Internal Audit Unit
- Government Code section 13071 – Establishment of Standards
- Government Code sections 13885 to 13888 – Internal Audits
- State Administrative Manual section 20040 – Internal Audit Organizations
- United States Government Accountability Office – Generally Accepted Government Auditing Standards

OAS' authority is created by its direct functional reporting relationship to the Audit Committee. Such authority allows for unrestricted access to the Audit Committee. The Audit Committee authorizes OAS 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 OAS' objectives.
- Obtain assistance from the necessary personnel of Covered California and other specialized services from within or outside Covered California 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 OAS. The chief audit executive will report functionally to the Audit Committee and administratively to the Director of the Program Integrity Division under the General Counsel. This positioning provides the organizational authority and status to bring matters directly to senior management and escalate matters to the Audit Committee, when necessary, without interference and supports the internal auditors' ability to maintain objectivity.

The chief audit executive will confirm to the Audit Committee, at least annually, the organizational independence of OAS. 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 Committee any interference internal auditors encounter related to 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 and potential further actions between the chief audit executive, the Audit Committee, and senior management on the mandate or other aspects of the Internal 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, the Audit Committee, 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.

Audit Committee Oversight

To establish, maintain, and ensure that OAS has sufficient authority to fulfill its duties, the Audit Committee, comprised of two Board members that are independent of the organization and appointed by the Board, will:

- Discuss with the chief audit executive and senior management the appropriate authority, role, responsibilities, scope, and services (assurance and/or advisory) of OAS.
- Have unrestricted access to members of management, employees, and relevant information it considers necessary to discharge its duties.
- Ensure the chief audit executive has unrestricted access to and communicates and interacts directly with the Audit Committee.
- Communicate with the Board at least annually regarding audit resources, activities, issues, and recommendations.
- Discuss with the chief audit executive and senior management other topics that should be included in the Internal Audit Charter.
- Participate in discussions with the chief audit executive and senior management about the "essential conditions," described in the Global Internal Audit Standards, which establish the foundation that enables an effective internal audit function.
- Review the Internal Audit Charter with the chief audit executive to consider changes affecting the organization, such as the employment of a new chief audit executive or changes in the type, severity, and interdependencies of risks to the organization.
- Approve the Internal Audit Charter at least annually.
- Approve the risk-based internal audit plan.

- Provide input to senior management on the appointment and removal of the chief audit executive, ensuring adequate competencies and qualifications and conformance with the Global Internal Audit Standards.
- Review and provide input to senior management on the chief audit executive's performance.
- Receive communications from the chief audit executive about the internal audit function including its performance relative to its plan.
- Ensure a quality assurance and improvement program has been established and review the results annually.
- Make appropriate inquiries of senior management and the chief audit executive to determine whether scope or resource limitations are inappropriate.

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 OAS remains free from all conditions that threaten 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 Covered California or its affiliates.
- Initiating or approving transactions external to OAS.
- Directing the activities of any Covered California employee that is not employed by OAS, except to the extent that such employees have been appropriately assigned to internal audit teams or to assist internal auditors.

Internal auditors will:

- Disclose impairments of independence or objectivity, in fact or appearance, to appropriate parties and at least annually, such as the chief audit executive, the Audit Committee, management, or others.
- 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:

- Develop an annual risk-based internal audit plan that considers the input of the Audit Committee and senior management. Discuss the plan with the Audit Committee and senior management and submit the plan to the Audit Committee for review and approval.
- Communicate the impact of resource limitations on the internal audit plan to the Audit Committee and senior management.
- Review and adjust the internal audit plan, as necessary, in response to changes in Covered California's business, risks, operations, programs, systems, and controls.
- Communicate with the Audit Committee 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 and applicable federal and state regulations.
- Follow up on engagement findings and confirm the implementation of corrective action plans.
- Communicate the results of internal audit services and external audit coordination activities to the Audit Committee and senior management and for each engagement as appropriate.
- Ensure OAS 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 mandate.

- Identify and consider trends and emerging issues that could impact Covered California and communicate to the Audit Committee and senior management as appropriate.
- Consider emerging trends and successful practices in internal auditing.
- Establish and ensure adherence to methodologies designed to guide OAS.
- Ensure adherence to Covered California'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 Audit Committee 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 Audit Committee.

Communication with the Audit Committee and Senior Management

The chief audit executive will report quarterly to the Audit Committee and senior management regarding the following, as applicable:

- Events that may necessitate changes to OAS' mandate (e.g., changes to laws, changes to the Global Internal Audit Standards, etc.)
- 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.
- Results from the quality assurance and improvement program, which include OAS' conformance with the Global Internal Audit Standards and action plans to address the OAS' deficiencies and opportunities for improvement.
- Significant risk exposures and control issues, including fraud risks, governance issues, and other areas of focus for the Audit Committee that could interfere with the achievement of Covered California's Strategic Plan.
- Results of assurance and advisory services.
- Resource requirements.
- Management's responses to risk that OAS determines may be unacceptable or acceptance of a risk that is beyond Covered California'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 OAS. 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 measurements to assess OAS' progress toward the achievement of its objectives and promotion of continuous improvement. The program also will assess, if applicable, compliance with laws and/or

regulations relevant to internal auditing. Also, if applicable, the assessment will include plans to address OAS' deficiencies and opportunities for improvement.

Annually, the chief audit executive will communicate with the Audit Committee and senior management about OAS' 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 Covered California, wherein at least one assessor holds 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 of Covered California'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 Audit Committee and management on the adequacy and effectiveness of governance, risk management, and control processes for Covered California.

The nature and scope of advisory services may be agreed with the party requesting the service, provided OAS 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.

Internal audit engagements may include evaluating whether:

- Risks relating to the achievement of Covered California's strategic objectives are appropriately identified and managed.
- The actions of Covered California's officers, directors, management, employees, and contractors or other relevant parties comply with Covered California'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 Covered California.
- 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.

Approval

Approved by the Audit Committee of Covered California on _____, 20__