



Charter

Purpose

In accordance with the bylaws of the Federal Reserve Bank of Dallas (the “Bank”) there shall be a committee of the Board of Directors (the “Board of Directors” or “Board”) known as the Audit Committee (the “Committee”). The Committee shall provide assistance to the Board of Directors in fulfilling the Board’s responsibility for the internal audit program of the Bank. The Institute of Internal Auditors’ International Professional Practices Framework defines Internal Audit as an independent, objective assurance and consulting activity designed to add value and improve an organization’s operations. It helps an organization accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes. The scope of this effort includes, but is not limited to, oversight of the audit process focused on internal and external financial reporting, the effectiveness and efficiency of operations, compliance with applicable laws, regulations and procedures, the safeguarding of assets, and the risk management and governance processes. It is the responsibility of the Committee to maintain open communication between the Directors, senior management, the General Auditor, the external auditor, and the Board of Governors. Annually, the Committee will review its performance in meeting the responsibilities identified in this Charter and report that to the Board of Directors.

Committee Membership

The Committee will consist of three or more members of the Board of Directors. The Board of Directors will appoint the Committee members and the Committee chair for one-year terms, and may appoint a Committee deputy chair to a one-year term. The Chairman of the Board is an ex officio-voting member of the Committee. Any other member or members of the Board may attend meetings of the Committee. A majority of the members of the Committee shall constitute a quorum.

Each member should be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her judgment as a member of the Committee. All members of the Committee should be financially literate by having a working familiarity with basic finance and accounting practices and at least one member should have banking, accounting, or other relevant financial proficiency.

Meetings

The Committee will hold at least five meetings per year to permit adequate and timely discussion of audit results, losses, irregular occurrences, System and District risks, and other matters of concern to



auditors and Directors, and hold executive sessions with the General Auditor. The Committee will invite members of management or others to attend meetings and provide pertinent information, as necessary. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared for each meeting.

Council Authority and Responsibilities

The Committee will carry out the following responsibilities:

Internal Audit

- Maintain the independence of the internal audit activity
 - Review and approve the annual audit budget based on reasonable assurances that the budget is sufficient to carry out an effective audit program and that significant variances, if any, from existing System and Bank guidelines are justified and review performance against the approved budget.
 - Formally appraise the performance of the General Auditor, following guidelines set forth by the Reserve Bank for evaluating the performance of other officers.
 - Initiate for Board of Directors approval all actions affecting the salary or classification of the General Auditor.
- Recommend to the Board of Directors the appointment and termination (including separation payments) of the General Auditor, and to concur with any reassignment of the General Auditor to another position in the Reserve Bank.
- Review and approve the annual audit program based on reasonable assurances that the proposed scope and frequency of audits provide an appropriate level of audit attention.
- Review reports of quality assurance reviews of the internal audit activity to determine compliance with The Institute of Internal Auditors' International Standards for the Professional Practice of Internal Auditing and that recommendations are addressed.

Internal Control and Financial Statements

- Obtain from the General Auditor an independent and objective assessment of the adequacy and effectiveness of controls over financial reporting, effectiveness and efficiency of operations, compliance with laws and regulations, and effectiveness of risk management and governance processes.
- Bring before the Board of Directors any matters reported by the General Auditor or the external auditor that warrant the Board's attention, and ensure that audit recommendations and concerns receive proper attention by Bank management.



- Review all audit and operation reports issued by the Board of Governors and others to assess significant risks and that recommendations receive proper attention by Bank management.
- Monitor the Bank's risk management program through reviews of internal and external audits, significant risk events, District and System key risks, risk management strategies, and significant changes to risks.
- Review significant accounting policy changes.
- Review the annual financial statements and assertion presented by management.

Complaints

- Establish procedures for the confidential, anonymous submission by employees of complaints and concerns regarding questionable accounting, internal accounting control, or auditing matters; and the receipt, retention, and treatment of such complaints and concerns.

External Auditor

- Review the engagement plan of the external auditor for the Bank's annual financial statement audit and the results of that audit including any difficulties encountered and review management's assertion and the external auditor's attestation as to the adequacy of financial reporting controls.
- Provide sufficient opportunities for the internal auditor and external auditor to meet with the Audit Committee without members of management present to discuss matters of mutual interest and benefit to the organization. At least annually, meet with the external auditor in executive session without management or the General Auditor present.
- Ensure the independence of the external auditor
 - Approve any arrangements to perform services for the Bank by the external auditor ensuring that such arrangements would not impair the independence of the external auditor.
 - Review and approve any employment in a management position of any individual who provided external audit services to the Bank within the past year noting that this also requires the Board of Governors approval.
 - Review the annual list of all contractual arrangements with the external auditor that is included in the Bank's annual report.
- Inform the Board of Governors of any material concerns regarding the independence of the external auditor or the quality of the external audit.



- Provide any requested information for the Board of Governors on the selection process of the external auditor including evaluation criteria for selecting the external auditor, contract scope and the recommendation of the selected audit firm.

Other Responsibilities

- Obtain updates from the Bank's General Counsel and/or Ethics Officer on any legal matters or code of conduct or ethical concerns that could have a significant impact on the financial statements or compliance matters.
- Authorize special investigations and reviews, and engage independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities.
- Periodically review the Audit Committee Charter and recommend changes as appropriate.
- Review and approve the Audit Department Charter.
- The Committee shall perform such other functions as assigned by the Board of Directors.

February 7, 2019 – Approved by Board of Directors

December 14, 2020 – Reviewed with no revisions

December 13, 2021 – Reviewed with no revisions

January 26, 2023 – Approved by Board of Directors

January 25, 2024 – Approved by Board of Directors