EXHIBIT DIE-EA
Audit Committee Charter

I. ORGANIZATIONAL PRINCIPLES

A. Introduction

The audit committee plays an important role in providing oversight of the organization's governance, risk management, and internal control practices. This oversight mechanism also serves to provide confidence in the integrity of these practices. The audit committee performs its role by providing independent oversight to the Governing Board.

B. Purpose

The purpose of the audit committee is to provide a structured, systematic oversight of the organization's governance, risk management, and internal control practices. The committee assists the Governing Board and management by providing advice and guidance on the adequacy of the organization's initiatives for:

- Values and ethics.
- Governance structure.
- Risk management.
- Internal control framework.
- Oversight of the internal audit activity, external auditors, and other providers of assurance.
- Financial statements and public accountability reporting.

In broad terms, the audit committee reviews each of the items noted above and provides the Governing Board with independent advice and guidance regarding the adequacy and effectiveness of management's practices and potential improvements to those practices.

C. Authority

The audit committee charter sets out the authority of the audit committee to carry out the responsibilities established for it by the Governing Board as articulated within the audit committee charter.

The committee shall help ensure that the District Auditor has unrestricted access to relevant members of management, employees, and information it considers necessary to discharge its duties and relevant records, data, and reports. If access to requested documents is denied due to legal or confidentiality reasons, the District Auditor, in consultation with the audit committee, will follow a prescribed, Governing Board approved mechanism for resolution of the matter.

The audit committee is entitled to receive any explanatory information that it deems necessary to discharge its responsibilities. The organization's management and staff should cooperate with audit committee requests.

The audit committee may engage independent counsel and/or other advisors it deems necessary to carry out its duties, subject to federal and state procurement laws and Governing Board policies and approval.

D. Composition of the audit committee

The committee will consist of an odd number of members comprising members of the Governing Board and the general public. To ensure the independence of the committee, the committee shall always comprise more members of the general public than members of the Governing Board. Committee members shall collectively possess sufficient knowledge of audit, finance, and specific industry knowledge, information technology, law, governance, risk and control.

The chair of the audit committee

The Audit Committee will designate the chair.

Recommendation of audit committee members

The District has an online application process. The committee will review applications received and submit recommendations to the Governing Board for approval.

Terms of office

The term of office for an audit committee member is two years. Continuance of audit committee members will be reviewed annually. To ensure continuity within the audit committee, the appointment of members should be staggered.

Quorum

The quorum for the audit committee will be a majority of the members.

II. OPERATIONAL PRINCIPLES

A. Audit committee values

The audit committee will conduct itself in accordance with the code of values and ethics of the organization and pertinent federal and state laws, regulations, and policies. The audit committee expects that management and staff of the organization will adhere to these requirements

B. Communications

The audit committee expects that all communication with management and staff of the organization as well as with any external assurance providers will be direct, open and complete.

C. Work plan

The audit committee chair will collaborate with senior management and the District Auditor to establish a work plan to ensure that the responsibilities of the audit committee are scheduled and will be carried out.

D. Meeting agenda

The chair will establish agendas for audit committee meetings in consultation with audit committee members, senior management and the District Auditor.

E. Information requirements

The audit committee will establish and communicate its requirements for information, which will include the nature, extent, and timing of information. Information will be provided to the audit committee at least one week prior to each audit committee meeting.

F. Preparation and attendance

Audit committee members are obliged to prepare for and participate in at least two of the last four committee meetings.

G. Conflict(s) of interest

Audit committee members should adhere to the organization's code of conduct and any values and ethics established by the organization. It is the responsibility of audit committee members to disclose any actual or potential conflict of interest, or the appearance of a conflict of interest, to the committee. If there is any question as to whether audit committee member(s) should recuse themselves from a vote, the committee should vote to determine whether the member should recuse himself or herself.

III. OPERATIONAL PROCEDURES

A. Meetings

The audit committee will meet at least once per quarter or more frequently as the committee deems necessary. The time frame between audit committee meetings should not exceed four (4) months.

B. Minutes

Minutes will be prepared in accordance with applicable law, regulation, bylaw, policy, procedure, and/or other applicable requirements. Meeting minutes will be provided in draft format to Audit Committee members and the District Auditor within two weeks after the audit committee meeting, with a copy sent to the Governing Board and Superintendent. The Audit Committee shall approve the meeting minutes at its next meeting, with the final, approved meeting minutes provided to Audit Committee members and the District Auditor, with a copy sent to the Governing Board and Superintendent.

C. Required attendance

The District Auditor and CFO are required to attend all audit committee meetings. When possible, the Superintendent shall attend such meetings as well.

D. Secretariat services

The District Auditor (or another appropriate designee) will facilitate and coordinate meetings as well as provide ancillary support to the committee, as time and resources permit.

E. Responsibilities

It is the responsibility of the audit committee to provide the Governing Board with independent, objective advice on the adequacy of management's arrangements with respect to the following aspects of the management of the organization:

1. Values and ethics

To obtain reasonable assurance with respect to the organization's values and ethics practices, the audit committee will:

- Review, assess, and monitor management and staffs' compliance with the District's policies, procedures, and practices as established by the Governing Board and administration, including without limitation the District's code of conduct and ethical policies.
- Review and monitor management's practices for establishing and maintaining high ethical standards for the organization.
- Review reports and information related to the systems and practices established by management to monitor compliance with laws, regulations, policies, and standards of ethical conduct and identify and deal with any legal or ethical violations, and provide relevant advice to the Governing Board.
- Review the process for communicating the code of conduct to the organization's personnel and for monitoring compliance.

2. Organizational governance

To obtain reasonable assurance with respect to the organization's governance process, the audit committee will review and provide advice on the governance process established and maintained within the organization and the procedures in place to ensure that they are operating as intended.

3. Risk management

To obtain reasonable assurance with respect to the organization's risk management practices, the audit committee will:

- Annually review the organization's risk profile.
- Obtain from the District Auditor an annual report on management's implementation and maintenance of an appropriate enterprise-wide risk management process.
- Provide oversight on significant risk exposures and control issues, including fraud risks, governance issues, and other matters needed or requested by senior management and the Governing Board.
- Provide oversight of the adequacy of the combined assurance being provided.
- Review and provide advice on the risk management process established and maintained by management and the procedures in place to ensure that they are operating as intended.

4. Fraud

To obtain reasonable assurance with respect to the organization's procedures for the prevention and detection of fraud, the audit committee will:

- Monitor actions taken against known perpetrators of fraud and report the same to the Governing Board.
- Ask (or require) management to report on its anti-fraud programs and controls in place to identify potential fraud and, with the District's internal or external auditors, ensure that investigations are undertaken if fraud is detected.

5. Control

To obtain reasonable assurance with respect to the adequacy and effectiveness of the organization's controls in responding to risks within the organization's governance, operations and information systems, the audit committee will:

- Receive reports on all matters of significance arising from work performed by other providers of financial and internal control assurance to senior management and the Governing Board.
- Consider the effectiveness of the organization's control framework, including information technology security and control.
- Review and provide advice on the control of the organization as a whole and its individual units.

6. Compliance

The audit committee will:

- Consider, based on reports from management and auditors, the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including types of disciplinary action) of noncompliance.
- Review the observations and conclusions of internal and external auditors and the findings of any regulatory agencies.
- Obtain updates from management and the organization's legal counsel as needed regarding compliance matters.

IV. OVERSIGHT OF THE INTERNAL AUDIT ACTIVITY AND OTHER ASSURANCE PROVIDERS

A. Internal audit activity

To obtain reasonable assurance with respect to work of the internal audit activity, the audit committee will provide oversight related to:

1. Internal audit resources

Advise the Governing Board about increases and decreases to the requested resources to achieve the internal audit plan. Evaluate whether any additional resources are needed permanently or should be provided through outsourcing.

Ensure that internal auditors have unrestricted access to school district personnel, facilities, vendors, data, and documents.

Assist in determining if management has placed any restrictions on the scope of internal audits and investigations.

2. District Auditor performance

Advise the Governing Board regarding the qualifications and recruitment, appointment, and removal of the District Auditor.

Provide input to management related to evaluating the performance of the District Auditor.

Recommend to management or the Governing Board the appropriate compensation of the District Auditor.

3. Internal audit strategy and plan

Review and provide input on the internal audit activity's strategic plan, objectives, performance measures and outcomes.

Review and approve proposed risk based internal audit plan and make recommendations concerning internal audit projects.

Review and approve the internal audit plan and engagements work program, including reviewing internal audit resources necessary to achieve the plan.

Review the internal audit activity's performance relative to its audit plan.

4. Internal audit engagement and follow up

Review internal audit reports and other communications to management.

Monitor management's progress on action plans to address the results of internal audit engagements.

Review the results of any special audit-related investigations.

Inquire of the District Auditor whether any internal audit engagements or non-audit engagements have been completed but not reported to the committee. If so, inquire whether any matters of significance arose from such work.

Inquire of the District Auditor whether any evidence of fraud has been identified during internal audit engagements and report to the Governing Board on what additional actions, if any, are being taken.

5. Standards conformance

Inquire of the District Auditor about steps taken to ensure that the internal audit activity conforms with applicable government auditing standards.

Ensure that the internal audit activity has an internal quality assurance and improvement program and that the results are periodically presented to the audit committee.

Ensure that the internal audit activity has an external quality assurance review every three years.

Review the results of the independent and external quality assurance review and monitor the implementation of the internal audit activity's action plans to address any recommendations.

Advise the Governing Board about any recommendations for the continuous improvement of the internal audit activity.

B. External auditors

To obtain reasonable assurance with respect to their work, the audit committee will meet with the external auditors during the planning phase of the engagement, the presentation of the audited financial statements, and the discussion of the results of engagements and recommendations for management.

The audit committee will:

- Ask the external auditors about their relationships with the organization, including non-audit services performed in the past, to review and confirm their independence.
- Have periodic meetings with external auditors to discuss the audit scope, its progress, and any concerns.

To obtain reasonable assurance that management has acted on the results and recommendations of external audit engagements, the audit committee will regularly review management's progress reports on implementing its action plans resulting from completed audit engagements.

C. Financial statements and public accountability reporting

The audit committee is responsible for oversight of the independent audit of the government entity's financial statements, including but not limited to overseeing the resolution of audit findings in areas such as internal control legal, regulatory compliance, and ethics.

The audit committee will:

- Review with management and the external auditors the results of audit engagements, including any difficulties encountered.
- Review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Review the annual financial statements, and consider whether they are complete, consistent with information known to committee members, and reflect appropriate accounting principles.
- Review other sections of the annual financial report and related regulatory filings and consider the accuracy and completeness of the information.
- Review with management and the external auditors all matters required to be communicated to the audit committee under generally accepted external auditing standards.
- Understand strategies, assumptions and estimates that management has made in preparing financial statements, budgets, and investment plans.

D. Other responsibilities

In addition, the audit committee will:

- Perform other activities related to this charter as requested by the Governing Board.
- Receive updates on special investigations as needed.
- Regularly evaluate its performance and that of its individual members.

E. Reporting on audit committee performance

The audit committee will report to the Governing Board annually, summarizing the committee's activities and recommendations. The report may be delivered during an audit committee meeting attended by the Governing Board or during a regularly scheduled meeting of the Governing Board.

The report should also include:

- A summary of the work the audit committee performed to fully discharge its responsibilities during the preceding year.
- A summary of management's progress in addressing the results of internal and external audit engagement reports.
- An overall assessment of management's risk, control, and compliance processes, including details of any significant emerging risks or legislative changes impacting the governing organization.
- Details of meetings including the number of meetings held during the relevant period and the number of meetings each member attended.
- Provide information required, if any, by new or emerging corporate governance developments.
- The committee may report to the Governing Board at any time regarding any other matter it deems of sufficient importance.