



PORT OF HOUSTON AUTHORITY
INTERNAL AUDIT CHARTER

June 28, 2016

A. INTRODUCTION

Attribute Standard 1000 of the International Standards for the Professional Practice of Internal Auditing (*The Standards*) as issued by the *Institute of Internal Auditors (IIA)* requires the Audit Organization to define the mission, scope, authority, responsibility, and accountability of the Internal Audit (IA) function using a systematic, disciplined approach to evaluate and improve the effectiveness of governance, risk management and control processes, and incorporating a Code of Ethics of the IIA by adopting an Internal Audit Charter. The Internal Audit Department (“IAD”) Charter is the commitment by all relevant parties to support and execute these activities correlated to items specified within this document and as expressed in the Mission and Vision Statement of the Port of Houston Authority (“PHA”).

B. MISSION STATEMENT AND SCOPE OF WORK

1. The *Mission Statement* of the IAD is to perform the Internal Audit (“IA”) function for the PHA as Audit Organization. This includes provision of independent, objective assurance and consulting services designed to add value and improve the PHA’s operations. In doing so, we use Generally Accepted Governmental Auditing Standards (“GAGAS”) and *The Standards*. The IAD helps divisional and departmental management of the PHA accomplish their objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of various processes (*i.e. risk management, control, and governance*).

2. The *Scope of Work* of the IA function is to determine whether the organization’s strategic design, implementation, documentation, and reporting of various processes are adequate and operating in a manner as represented by management. This should ensure that:

- a. Risks are identified, communicated, documented, and managed
- b. Interaction with the various governance groups occurs as needed
- c. Significant financial, managerial, and operational information is accurate, relevant, reliable, and timely
- d. Employees’ actions are in compliance with policies, standards, procedures, and applicable laws and regulations
- e. Resources are acquired economically, used efficiently, and adequately safeguarded/maintained
- f. Programs, plans, and objectives are achieved as committed and/or budgeted
- g. Quality and continuous improvements are fostered within the PHA’s control processes
- h. Significant legislative and regulatory issues impacting the PHA are identified, recognized, and addressed appropriately
- i. Opportunities for improving management control, accountability, and the PHA’s image that are identified will be communicated to the proper level of management

C. RESPONSIBILITY

1. The IAD, which includes the PHA chief audit executive (“CAE”) and staff, has responsibility to:
 - a. Develop a flexible Annual Audit Plan using appropriate risk-based methodology, including any risk or control concerns expressed by Audit Committee of the Port Commission (“Audit Committee”) and/or PHA management, and submit that plan to the Port Commission for

review and approval. The flexible Annual Audit Plan includes the latitude for adequate follow-up on any issues identified during the engagement process and includes relevant resource limitations and their impact on *Scope of Work*;

b. Implement the Annual Audit Plan as approved by the Port Commission, including any special tasks or projects requested by the Audit Committee and/or PHA management;

c. Provide periodic reports to the Audit Committee summarizing the results of each engagement that identify audit findings, commendations, best practices, recommendations, conclusions, and Departmental Management responses. These reports are issued by the IAD and distributed to the Port Commission and PHA divisional and departmental management. Final Reports are also made available to the external auditor, to enhance reliability, facilitate communication, and reduce costs of the overall audit process;

d. Maintain a staff with sufficient knowledge, skills, experience, and professional certifications to meet requirements of *The Standards*. This includes adequate continuing professional education ("CPE") to maintain licensure and/or certifications and apply relevant GAGAS;

e. Establish and maintain an IAD Policies and Procedures Manual that contains specific guidelines for operations of the IA function and serves as a reference for design, execution, and assessment of the audit activities;

f. Establish and maintain a Quality Assurance Program, to provide reasonable assurance regarding the operations of the IAD in relationship to its compliance with professional standards, this Charter, and the IAD Policies and Procedures Manual. This will include internal and external review and reporting of periodic results in performance to the Port Commission, Audit Committee and/or PHA management, along with a feedback mechanism of measureable value for assessment that will be provided to the PHA;

g. Upon request, perform relevant consulting services beyond assurance to assist PHA divisional and departmental management in meeting their objectives and foster synergies within the organization, while leveraging resource utilization that promotes development of professional staff with skill sets valuable to operational effectiveness and efficiencies;

h. Establish and maintain sufficient and adequate levels of relevant and dynamic knowledge base, by evaluating and monitoring new or emerging services, computer hardware and software systems, processes, functions, operations, and controls coincident with the development, implementation and/or expansion of the PHA's operations;

i. Assist in the investigation of alleged fraudulent activities within the PHA as requested by the PHA's General Counsel, PHA security, any law enforcement agency or judiciary, and notify the Audit Committee, Executive Director, and General Counsel of the results; and

j. Consider the scope of work of the external auditors and regulators, as appropriate, for the purpose of providing optimal coverage, avoiding duplication of effort, building professional rapport, and further developing reliance on credibility and validity of the internal audit function.

D. ACCOUNTABILITY

The CAE, in performing the IA function, shall be accountable to the Audit Committee of the Port Commission. This will be measured by:

1. Preparing a Risk-based Annual Audit Plan and providing periodic updates to the Audit Committee regarding its status and related matters, including resources;

2. Providing a periodic assessment on the adequacy, effectiveness, status of the PHA's divisions and departments, and/or component processes for controlling their activities and

3. managing their risks, as set out in the *Mission Statement and Scope of Work* and supported by projects that the IAD has performed;

4. Reporting scope of work, results, conclusions, significant issues (including unmitigated risks and control deficiencies as expressed in engagement-level assessments), potential improvements (*i.e. recommendations*), and the status of follow-up procedures performed;

5. Maintaining adequate documentation to support conclusions in the form of workpaper files that can also be reviewed for efficiency, relevance to audit plan and program, future audit work, and quality assessment purposes; and

6. Coordinating with and providing assessments of the other control and monitoring functions (*i.e. risk management, compliance, security, ethics, environmental, etc.*)

E. INDEPENDENCE

1. Because of the unique nature of the *IA* function and the potential for ambiguity and conflicting interests, the independence of the *IA* function is critical to its success. Independence is vital both in substance and perception, in order to build a foundation of integrity upon which the efficacy and reliability of the *IA* function can be established and sustained.

2. To provide for the independence of the *IA* function, *IAD* personnel report to the *CAE* who reports functionally to the Audit Committee and administratively to the Executive Director.

3. In the event of the *IA* function must investigate serious concerns identified under the GAGAS or The Standards (e.g. external impairments, fraud, etc.), *IAD* personnel shall be provided unrestricted access to the PHA Finance & Administration Department, PHA's Legal Department (subject to the maintenance of appropriate privileges), and appropriate Law Enforcement.

F. AUTHORITY

1. In order for the IAD to fulfill its responsibilities, provide adequate accountability, and maintain independence, it shall have:

a. Continual unrestricted access to all functions, records, property, and personnel of the PHA in meeting its specific audit objectives (subject to the maintenance of appropriate legal privileges and confidentiality). This includes full access to all systems that input, process, store, and report any and all information of the operations of the PHA which are not limited or otherwise restricted;

b. Full and unrestricted access to the Port Commission, management, and appropriate law enforcement (subject to the maintenance of appropriate legal privileges and confidentiality);

c. The ability to allocate audit resources, set audit frequencies, select subjects, determine scope of work, and apply audit techniques required to accomplish audit objectives, without external impairments; and

d. The necessary assistance and/or cooperation of personnel in relation to performance of engagement activity. This includes all PHA divisions and departments where cost efficient and where outsourced functions are procured for the PHA's business.

2. To further maintain independence, reliability, and integrity, the IA function, as performed by the IAD, expressly excludes:

a. Responsibility for any operational duties of the PHA, including those circumstances where the *CAE* certifies or attests to the effectiveness and conformity to organizational policies, procedures, and applicable laws and regulations of such operations;

b. The authority to initiate or approve transactions that are outside of the direct operations of the *IA* function and its activities; and

c. The authority to direct the activities of the PHA's employees outside the *IA* function.

G. PROFESSIONAL STANDARDS

1. As indicated in the *Introduction* and *Mission Statement and Scope of Work* sections, the *IA* function within the *IAD* will conform and adhere to *GAGAS* and *The Standards* or provide appropriate disclosure when exception or limitation exists or occurs.

2. As part of providing assurance to continued adherence, the *IAD* will undergo a Peer Review engagement every five years, which will render an independent opinion on conformance to the professional standards and requirements reference above.

3. In addition, after a successful *IIA* peer review, for all audits or engagements where the *IAD* applies *GAGAS* or *The Standards*, the *IAD* will provide positive assurance, in its report or other deliverable, as to its adherence to them and its application of them in its report or other deliverable.

H. AMENDMENT OF THE INTERNAL AUDIT CHARTER

The CAE is responsible for ensuring that the Charter of the *IAD* is periodically reviewed, and updated or revised as necessary. Any amendment and/or revision shall be signed and approved by the CAE, Executive Director, and the Chair of the Audit Committee.

EXECUTIVE ENDORSEMENT

This Internal Audit Charter of the PHA is the formal document that specifies the *Mission Statement, Scope of Work, Responsibility, Accountability, Authority, and Independence* of the IA function. This Charter is a binding commitment and is vital to all stakeholders of the PHA. The endorsements below of this Internal Audit Charter underscores the importance of the IA function in relationship to the PHA's operations and confirms their continued cooperation in fulfillment of their obligation to carry out the IA function.



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06/28/2016
Approval Date



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Port of Houston Authority

06/28/2016
Approval Date



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06/28/2016
Approval Date



Janiece Longoria
Chair, Audit Committee
Port Commission of the Port of Houston Authority

06/28/2016
Approval Date

RELEVANT PROFESSIONAL STANDARDS -

GAGAS Chapters 1-3; IIA Standards (all, but emphasis on): 1000; 1000.A1 ; 1000.C1 ; 1010; 1110; 1110.A1 ; 1320; 2000; 2100; 2600 and related IIA Practice Advisories: 1000-1 ; 1000.C1-2; 2060-2; 2100-3;2330.A1-2; 2500.A1 -1