

O. INTERNATIONAL PROFESSIONAL PRACTICES FRAMEWORK (IPPF)

OVERSIGHT COUNCIL

(Rev. 7/2013)

1. Mission

The mission of the International Professional Practices Framework (IPPF) Oversight Council is to evaluate and advise on the adequacy and appropriateness of The IIA's IPPF standard- and guidance-setting processes.

2. Structure

The IIA Board of Directors appoints the stakeholder organizations represented in the Council. These organizations represent boards, management, public and private sector auditors, regulators and government authorities, investors, and international organizations, as well as members selected by The IIA Board of Directors. The Board of Directors re-confirms participation by the various organizations every three years.

The Council shall be made up of no more than eleven members as follows:

- Representatives nominated from different organizations in the stakeholder community, excluding IIA national or international volunteers or staff who have served or worked for The IIA in the past two years.
- Two individual members appointed by The IIA Chairman of the Board, excluding those currently serving on any of the IPPF standard- and guidance-setting committees which are subject to oversight of this council.
- The IIA Vice President responsible for the IPPF standards and guidance (ex-officio member, staff, non-voting).

The Council may invite a number of non-voting observers to participate in its deliberations.

To ensure the Council is refreshed, any individual shall not serve more than two consecutive, three-year terms, excluding the ex-officio member, staff position. In the event that a vacancy occurs during a Council member's term, the replacement individual may fulfill the remaining term of the original Council member and afterwards, up to two consecutive, three-year terms.

The voting members shall select the Chairman from among the members of the stakeholder community. The Chairman's term shall be three years. If re-appointed by the voting members, the Chairman may serve a consecutive and additional three-year term, not to exceed six years in total as Chairman.

3. Responsibilities

In order to promote inclusiveness, transparency, and other qualities that will generate internal audit stakeholders' confidence that the outputs of IPPF standard- and guidance-setting committees are in the public interest, the Council will:

- a. Evaluate the rigor of IPPF mandatory guidance-setting process prior to its approval.
- b. Evaluate procedures for IPPF strongly recommended guidance-setting and determine whether they represent internationally accepted practices.
- c. Recommend to the IIA Board of Directors improvements to the IPPF standards- and guidance-setting processes.
- d. Review the process by which the IPPF standards and guidance work plans are set and the reasonableness of the content of those plans.
- e. Recommend to the IIA Board of Directors additions to the content of the work plans, when deemed appropriate.

- f. Review the charters of the IPPF standards- and guidance-setting committees of The IIA.
- g. Communicate in the Council's annual report the adequacy and the appropriateness of the processes employed for the IPPF standards- and guidance-setting.
- h. At least every three years, review and, where appropriate, recommend to The IIA Board of Directors changes to the IPPF Oversight Council's charter.

At least annually, the Chairman of the Council will report on the Council's activities to the Board of Directors.