



Policy Regarding Audit Committee For Barth Syndrome Foundation

Authority

The Audit Committee (the “Committee”) is a committee of the Barth Syndrome Foundation (BSF) Board of Directors (the “Board”) established under Article III, Section 17 of the By-Laws.

Membership

1. The Committee will consist of at least two Directors, as appointed by the Board, each for a term ending with his/her Board term. The Board will appoint one of these Directors as the Chair of the Committee.
2. The Committee may not include:
 - a. Staff members of BSF or
 - b. The Treasurer of the Board
3. The Chair of the Committee may not serve on the Finance and Investments Committee.
4. Members of the Finance Committee may serve on the Committee. However, the Finance and Investments Committee members may not comprise 50% or more of the Committee.
5. No person may serve on the Committee who has a material financial interest in any entity doing business with BSF.
6. The Board may fill vacancies on the Committee. The Board may remove a Committee member from the Committee at any time, with or without cause.

Operations

1. The Committee will meet with such frequency as it may determine. The Chair shall preside over Committee meetings. A quorum shall consist of 51% or more of the voting members of the Committee. If the Committee consists of more than two voting members, Committee approvals will require a vote of a majority of the Committee members. If the Committee consists of only two voting members, Committee approvals must be unanimous, provided, however, that if a unanimous vote cannot be reached, the Committee will forward the matter to the full BSF Board for consideration and a vote.
2. The Committee may conduct its meetings either in person or by means of a conference telephone or by any means of communication by which all persons participating are able to hear one another.
3. The Committee will report its activities to the Board on a regular basis via dissemination of the approved minutes of its meetings.

4. The Committee may invite any Director, employee, consultant, outside advisor or other individual who is not a Committee member to attend its meetings or meet with Committee members, but such persons will not have voting power and will not be considered Committee members.
5. The Committee will review this Policy periodically and recommend any proposed changes to the Board for review.

Responsibilities

1. Review the performance and make recommendations to the Board regarding the retention and/or, when appropriate, termination of the independent auditor. Negotiate the terms of engagement with the auditor subject to Board approval.
2. Meet with the auditor and staff to discuss the audit plan, the annual financial statements and the completed audit.
3. Review the audit for accuracy and determine whether to accept the audit.
4. Review the auditor's observations and comments, including any management letter, and confer with the auditor to satisfy the Board that BSF's financial affairs are in order. Follow up on auditor's recommendations as determined to be necessary by the Committee.
5. Approve any engagement of the auditor for non-audit services and verify that such services are being rendered correctly and in a timely manner.
6. Review BSF's annual IRS Form 990 filing.
7. Periodically review BSF's risk management policies, litigation matters and insurance coverage.
8. Review complaints or other communications made under BSF's Whistleblower Protection Policy.

Limitations on Committee Authority

The Board may amend this Policy at any time.

Adopted as of September 18, 2018