

<b>Committee Name:</b>	Audit Committee	<b>Session #:</b>	<b>Report #:</b>
<b>Committee Chair:</b>	Elyce Dilworth	<b>Vice Chair:</b>	Jill Gellatly
<b>Minutes recorded by:</b>	Elyce Dilworth	<b>Date/time of meeting:</b>	June 6, 2014/8:00 a.m.

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## Motions Passed:

1.

<b>Number of committee members present:</b>	5	<b>Absent:</b>	0	<b>Number of other delegates present:</b>	
<b>Committee members present (list all, including chair and vice chair):</b> Elyce Dilworth (Chair), Jill Gellatly (Vice Chair), Ralph Davis, Jeanne Ensign, Laura Winslow, Phil Dodson (ex-officio) and Susan Kuhlman (ex-officio)					

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## Minutes

The meeting was called to order at 8:00 a.m. Jill Gellatly participated by telephone.

1. Review of Draft Materials – The Audit Committee (the “Committee”) reviewed and discussed the draft financial statements, Board report and Form 990 tax return. The Committee summarized their comments on the various documents for further discussion with representatives from Kerkering, Barberio & Co. (“K&B”) later in the meeting.
2. Report from Chief Financial Officer – In response to the Committee’s request, Susan Kuhlman discussed the capitalization of software development costs related to the new registration system. She also reviewed updated procedures for one-event registration fees. Lastly, the Committee reviewed the Conflict of Interest Policy & Questionnaire and provided comments. Ms. Gellatly left the meeting.
3. Update on Registration System and Security Controls – Jeff Perout joined the meeting to discuss the registration system and related security controls, as well as IT controls in general. The Committee thanked Mr. Perout for his participation and he left the meeting.
4. Presentation by K&B - Rob Lane, Mark Messenger and Rebecca Stoner of K&B joined the meeting to discuss the 2013 audit results and tax return. Mr. Lane reviewed the required communications with the Committee and noted K&B would be issuing an unmodified opinion. He also indicated no material weaknesses were detected in the internal control system, no illegal acts or irregularities were noted and there were no management recommendations. Mr. Lane also discussed two audit adjustments which were prepared by management.

The Committee discussed their comments and questions with K&B relating to the financial statements, board report and tax return. K&B noted they were pleased with the quality of the audit materials and the assistance provided by Ms. Kuhlman and her staff during the audit.

Ms. Kuhlman was excused from the meeting so that the Committee could meet in executive session with K&B.

The Committee thanked K&B for their presentation and Messrs. Lane and Messenger and Ms. Stoner left the meeting. Ms. Kuhlman rejoined the meeting.

5. Executive Session – The Committee met in executive session with Ms. Kuhlman to review the performance of the auditors.

There being no further business, the meeting was adjourned at 2:45 p.m.

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