



Oneidas bringing several hundred bags of corn to Washington's starving army at Valley Forge, after the colonists had consistently refused to aid them.

Oneida Tribe of Indians of Wisconsin

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UGWA DEMOLUM YATEHE
Because of the help of this Oneida Chief in cementing a Friendship between the six nations and the Colony of Pennsylvania, a new nation, the United States, was made possible.



RESOLUTION # 9-29-93-A

WHEREAS, the Oneida Tribe of Indians of Wisconsin is a federally recognized Indian government and a Treaty Tribe recognized by the laws of the United States, and

WHEREAS, the Oneida General Tribal Council is the governing body of the Oneida Tribe of Indians of Wisconsin, and

WHEREAS, the Oneida Business Committee has been delegated the authority of Article IV., Section 1 of the Oneida Tribal Constitution by the Oneida General Tribal Council, and

WHEREAS, the Oneida Nation has developed into a major economic force in the United States, and

WHEREAS, the Oneida Nation is diversifying its economy with a number of Community, Governmental, Enterprise and Social projects now and in the future, and

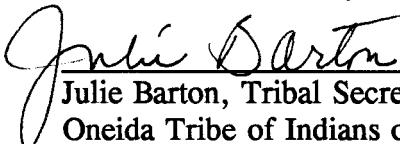
WHEREAS, the Oneida Business Committee, as elected officials, has a fiduciary responsibility to ensure the integrity of the Tribe's financial reporting and auditing systems, and

WHEREAS, the Oneida Business Committee, has established an Audit Committee and selected Ernie Stevens, Jr.-Chairman, Shirley Hill, Russell Metoxen, Kathy Hughes-Ad Hoc member, and

NOW, THEREFORE BE IT RESOLVED: that the Oneida Business Committee hereby establishes and adopts the attached Audit Committee Operating Procedures.

CERTIFICATION

I, the undersigned, as Secretary of the Oneida Business Committee, hereby certify that the Oneida business Committee is composed of 9 members, of whom 5 members constitutes a quorum. 7 members were present at a meeting duly called, noticed and held on the 29th day of September 1993; that the foregoing resolution was duly adopted at such meeting by a vote of 6 members for; 0 members against, 0 members not voting; and that said resolution has not been rescinded or amended in any way.


Julie Barton, Tribal Secretary
Oneida Tribe of Indians of Wisconsin

Approved: 4-29-75
Resolution: 9-29-93-A

AUDIT COMMITTEE

OPERATING PROCEDURES

I. PURPOSE:

The purpose of the Audit Committee is to ensure the integrity of the financial reporting and audit systems of the Oneida Tribe; assist in the maintenance of adequate financial reporting, automatic data processing, and audit systems; supervise the recruitment and recommendation to retain a public accounting firm for special and annual audits; and to conduct oversight over the process of investigation into any alleged or suspected improprieties and violations of fiscal and ethics policies, codes, regulations, and directives; and to report to the Oneida Business Committee and to the Oneida General Tribal Council, when appropriate, relative to audits, financial reports, management reports, and recommended corrective measures.

II. DUTIES AND RESPONSIBILITIES:

- A. The Audit Committee shall be responsible of recommending to the Oneida Business Committee, an independent public accounting firm for an annual or any special audit requested by the Tribe, unless there is a prior alternative written agreement in place.
- B. The Audit Committee shall coordinate with the Tribal Treasurer and the internal auditor to be assured that the management and accounting personnel of the Tribe, follow generally accepted accounting practices. The Audit Committee shall propose and periodically update tribal accounting and financial policies which shall be acted upon by the Oneida Business Committee. These policies shall provide guidelines for tribal managers.
- C. The Audit Committee shall evaluate the formate and accuracy of the financial statements submitted to and reported by the Tribal Treasurer to the Oneida Business Committee and the General Tribal Council.
- D. The Audit Committee shall evaluate the quality and accuracy of earnings statements. The Committee shall also analyze liquidity, asset and cash management, debt management, and profitability ratios. These statements and ratios shall be reviewed by the internal auditor who shall include the findings in his (her) quarterly reports.
- E. The Audit Committee shall supervise the activities of the internal auditor who shall assist the Committee and have direct involvement in the audit of the entire financial reporting process.

- F. The Audit Committee shall conduct oversight over the activities of the internal auditor in that person's independent assignments related to operational auditing, appropriate reviews, and special investigations related to detecting fraudulent financial reporting and conducting investigations into fraud and theft in the Tribe's businesses, enterprises, and programs.
- G. Final Audit reports will be distributed on the basis of organizational relationships and "need to know" primarily for those activities and levels of management having functional responsibilities for acting on the findings and recommendations reported. Audit reports will be distributed directly to the Audit Committee members who shall review forward the results to the Oneida Business Committee.
- H. The Audit Committee shall be informed, vigilant, and effective overseers of the financial reporting process and the Tribe's internal controls, but in so doing, shall avoid unnecessary or inappropriate interventions with the prerogative of the internal auditor, the Tribal Treasurer and management.
- I. The Audit Committee shall review and forward to the Oneida Business Committee, quarterly and annual reports from the internal auditor.

Duties and responsibilities of the Internal Auditor:

1. Review reliability and integrity of financial and operating information and the means used to identify, measure, classify, and report such information.
2. Review systems established to ensure compliance with those policies, plans, procedures, laws and regulations, which would have a significant impact on operations and reports, and should determine if the organization is in compliance.
3. The Internal Auditors shall review the means of safeguarding assets and as appropriate, verify the existence of such assets.
4. The Internal Auditors shall appraise the economy and efficiency with which resources are employed.
5. The Internal Auditors shall review operation or programs to ascertain whether results are consistent with established objectives and goals, and whether the operation or programs are being carried out as planned.

- J. The Audit Committee shall reserve the right to review any and all entities and agencies created under the Authority of the Oneida Nation.

III. MEMBERSHIP:

The Audit Committee of the Oneida Business Committee shall consist of four members of the Committee, selected by a majority of the Oneida Business Committee. The Tribal Treasurer shall be an "ex officio" member of the Audit Committee. The Audit Committee shall choose its own Chairman.

The Audit Committee Chairman will appoint a Business Committee member to replace an Audit Committee member that cannot be present.

The Audit Committee shall adhere to the Oneida Tribe's Code of Ethics and Conflict of Interest Policy.

IV. AUDIT COMMITTEE TENURE:

The members of the Audit Committee shall serve a three year term consistent with the regular tribal elections of the Oneida Business Committee. Each Committee member may, however, be replaced by a majority vote of the Oneida Business Committee at any time. Any Committee replacements shall serve until the following regular tribal election.

V. VOTING:

The Audit Committee will make decisions based upon the consensus of those voting members present.

VI. MEETINGS:

The Audit Committee shall meet on a monthly basis and special meetings may be called as circumstances require. The Committee shall meet privately with the internal auditor, independent auditor, legal counsel, and management as required. No meeting shall occur unless two voting members are present.

VII. REPORTING TO THE ONEIDA BUSINESS COMMITTEE:

The Committee shall report its activities to the Oneida Business Committee by approved Audit Committee minutes, such as after each meeting, so that the Business Committee is kept informed of the Audit Committee's activities on a current basis. In the event of sensitive or confidential matters, special or executive sessions shall be held to accomplish parts of the reporting requirement.

VIII. REPORTING TO THE GENERAL TRIBAL COUNCIL:

The Audit Committee's Chairman shall submit a written report and cover letter to the Oneida General Tribal Council (annually) which shall describe the activities of the Audit Committee over the previous year. This report and letter

shall accompany the Tribal Treasurer's annual report to the Oneida General Tribal Council. The Audit Committee Chairman's letter shall minimally discuss:

- The composition of the Audit Committee
- The identity of each Audit Committee Member
- The Audit Committee's purpose, policies & procedures, duties, objectives, and responsibilities.
- The activities of the Audit Committee including matters such as the number of meetings held and the significant topics discussed with management, the internal auditor, and independent public accountants.

IX. EXPAND KNOWLEDGE OF TRIBAL OPERATIONS:

A systematic and continuing learning process for Audit Committee members will increase their effectiveness. All Audit Committee members shall be required to have training in the various financial aspects of their assignment. Included shall be training in budget process and interpretation, the review and analysis of audit information, the analysis and interpretation of financial statements, and the application of performance and evaluative criteria.

X. LEGAL COUNCIL:

The Audit Committee shall meet with the Tribal Attorney and General Counsel of the Tribe as appropriate, to discuss legal matters that may have a significant impact on the Tribe's financial statements. When appropriate, legal counsel shall attend the meetings of the Audit Committee.

XI. AUDITS AND SPECIAL AUDITS:

A primary responsibility of the Audit Committee is the selection of an independent public accountant for the Tribe. After the preliminary screening, the Audit Committee, assisted by the internal auditor, Tribal Treasurer and management, shall recommend final candidate to be approved by the Oneida Business Committee. In the screening and evaluation of firms, the Audit committee shall first consider:

- Opinions on the performance of the existing independent public accounting firm by the internal auditor, Tribal Treasurer, and management.
- The expected level of participation by the partners and other management personnel in the audit examination by the proposing firms. Included, shall be an evaluation of the mix of skills and experience of their staff.
- The public accounting firms' credentials, capabilities, reputation and a list of clients.

After the completion and submission of the audit, the Committee shall conduct a post audit review.

Special Audits may be recommended by the Audit Committee from time to time, but such audits shall be requested in writing and the exact nature of the required special audit shall be stated in the request to the Oneida Business Committee. The Oneida Business Committee shall consider the request at a regularly scheduled meeting.

XII. ONEIDA BUSINESS COMMITTEE & MANAGEMENT EXPENSES:

The Audit Committee shall establish in-house policies and procedures for a regular review of Oneida Business Committee and principal manager's expenses and prerequisites, including any use of tribal assets. The internal auditor shall routinely conduct such reviews, and if necessary recommend a course of action to an appropriate manager and/or the Audit Committee.

XIII. AREAS REQUIRING SPECIAL ATTENTION:

The Audit Committee shall instruct the independent external auditor and the internal auditor that the Committee expects to be advised if there are any areas that require immediate attention.

I. STATEMENT OF PURPOSE

A. Internal Auditing

Auditing activities conducted internally will focus on assuring the adequacy of accounting, financial and statistical operating controls, compliance with such controls and their proper application in support of overall management control. Internal auditing will also support the protection of tribal assets and the preparation of fair and reliable reports to management.

1) Independence

Internal auditing will be organized and conducted in a manner to insure impartial evaluation and reporting of audit findings and to facilitate action based on the findings. Internal audits will be conducted by associates who have not participated significantly in the design, installation, operation of or any other activity involved in the system, procedure or records to be audited.

2) Conduct of

Internal Audits will be conducted in an objective and fair manner in support of the operation of the audited activity as well as effective management control. Auditing conducted internally, while functioning as a service to management, will not serve to relieve operating management of its assigned responsibilities.

3) Scope

The Scope of internal auditing will extend to the operation of each of the organization's activities. Audits of outside organizations may also be conducted as appropriate in accordance with the organizations' contractual and legal rights.

4) Scheduling of

Internal audits will be planned and conducted to utilize available resources and to attain the maximum services and benefit for the organization. Each unit, activity or program should be audited at least every three years. Activities to be audited can be notified when appropriate. More frequent reviews of operating units or programs may be conducted where one or more of the following conditions exist:

- a) poor profit performance
- b) new operating unit, activity or program
- c) audit request by management
- d) unsatisfactory previous audit
- e) suspected fraud or dishonesty