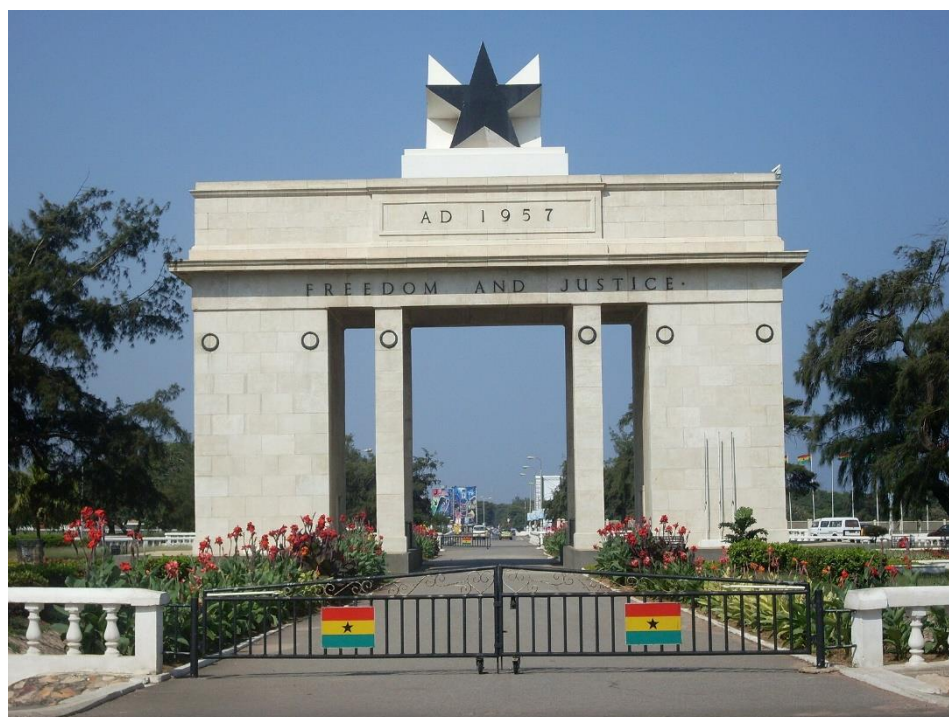


INTERNAL AUDIT CHARTER TEMPLATE

For Use by Public Sector Internal Audit Units in Ghana after the Adoption of the
New Global Internal Audit Standards 2024.

NAME OF COVERED ENTITY



Effective January 2025

A formal document that includes the internal audit function's mandate, organizational position, reporting relationships, scope of work, types of services, and other specifications.

ACKNOWLEDGEMENT

The Internal Audit Agency acknowledges adoption of the Global Internal Audit Standards as part of the new International Professional Practices Framework (IPPF), 2024 of the Institute of Internal Auditors (IIA) Global to evaluate and elevate Internal Audit functions in the public sector of Ghana.

The Agency in adopting the Global Standards has further adopted the *Guidance Tool* which provides a *Guide to Customizing the Model Internal Audit Charter for Public Sector Use*.

This Non-Mandatory Tool has informed incorporation of the required statutory peculiarities of the Internal Audit functions under the Public Financial Management (PFM) Act 2016 (Act 921).

We also take this opportunity to thank Statutory Audit Committees, Boards, Management and Heads of Public Institutions for their support and hope that, New Internal Audit Charters will be developed and implemented as required.

We strongly believe that the implementation of a revised Internal Audit Charter by Public Institutions will improve the relationship between Internal Audit Units, Boards, Audit Committees and Management for improved Financial Management, Corporate Governance and Public Service Delivery in Ghana.

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OCTOBER 2024**

LIST OF ACRONYMS

GIAS- Global Internal Audit Standards

IAA- Internal Audit Agency

IAU- Internal Audit Unit

IIA- Institute of Internal Auditors

IPPF- International Professional Practices Framework

PFM- Public Financial Management

PFMR- Public Financial Management Regulations

SOE- State-owned Enterprise

Definition of Terms:

Covered Entities	These refer to covered entities as defined by Section 102 of the PFM Act 2016 (Act 921)
Head of Internal Audit Unit	Refers to the Head of the Internal Audit Directorate, Department, Unit or any analogous structure responsible for performing the Internal Audit Function of the Institution
Internal Audit Units	Refers to the Internal Audit Directorate, Department, Unit or its analogous name given to the structure responsible for performing the Internal Audit Function of the Institution
Principal Account Holder	The Sector Minister or the Political Head of the Institution
Principal Spending Officer	Chief Director, CEO or the most Senior Administrative Officer
The Standards	Refers to the Global Internal Audit Standards as adopted by the IAA

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Foreword

The Public Financial Management Act, 2016 (Act 921) regulates the financial management of the public sector within a macroeconomic and fiscal framework; defines responsibilities of persons entrusted with the management and control of public funds, assets, liabilities and resources, to ensure that public funds are sustainable and consistent with the level of public debt; provides for accounting and audit of public funds and provides for related matters.

Towards this end, the Public Financial Management Act has established critical structures with the mandate to fulfill various responsibilities. These include the mandatory requirement for a Principal Spending Officer of a public institution to establish an effective system of Risk Management, Internal Control and Internal Audit in respect of resources and transactions of the organization. Similar responsibility is placed on the governing body of a public corporation or a State-owned Enterprise (SOE), to establish and maintain: Policies; Procedures; Risk Management and Internal Control Systems; and Governance and Management Practices; to ensure that public corporations or SoEs manage their resources prudently and operates efficiently.

One of the greatest challenges every public institution face is ensuring efficient and effective risk management; those policies and processes designed to leverage or mitigate risks to the organisation's advantage. When done well, Internal Audit provides that assurance as part of its role to strengthen the organisation's ability to create, protect and sustain value by providing independent, risk-based and objective assurance, advice, insight and foresight.

It is noteworthy that, Internal Auditing is most effective when: it is performed by competent professionals in line with the acceptable Internal Audit Standards, which are set in the public interest by the regulator, Internal Audit Agency (IAA), to guide performance of public sector internal audit function in Ghana. The Internal Audit function is independently positioned with direct accountability to the Audit Committee, which is complementary to, independent of, and at the same level with the Board or the highest level of the organization; Internal Auditors to be free from undue influence and committed to making objective assessments of all situations.

It is, therefore, most appropriate for the establishment of the statutory Audit Committee of the [name of covered entity] under the PFM Act to carry out specific responsibilities to support the Internal Audit function of the [name of covered entity]. Both the Public Financial Management Act, 2016 (Act 921) and the 2024 Global Internal Audit Standards (GIAS) have placed the Audit Committee at the level of the Board.

For Internal Audit to operate at the highest levels, it must have clearly defined and articulated marching orders from the Audit Committee and Management. This is most easily achieved with well-designed Internal Audit Charters.

It is welcoming, therefore, that the Internal Audit Agency (IAA), in exercising its Public Sector Internal Audit oversight powers has developed the Internal Audit Charter template for use by Internal Audit Units of Public Institutions.

Every Public Institution can benefit from Internal Audit and an Internal Audit Charter is vital to the success of the Internal Audit function, the importance of Internal Audit Charters in effective Corporate Governance cannot be overemphasized. The Charter provides the institution with a blueprint on how Internal Audit will operate and help Audit Committees to signal value placed on Internal Audit's independence.

It re-echoes the reporting lines already established under the Public Financial Management Act 2016 (Act 921) and Internal Audit Agency Act, 2003 (Act 658) for the head of an Internal Audit Unit of the [name of covered entity] to functionally report to the Audit Committee of the [name of covered entity] and administratively to the Principal Spending Officer. It also provides the Internal Audit Unit with unfettered access to records, personnel and physical properties relevant to its work.

We are hopeful that by following this template it will help build and foster strong relationship between head of the Internal Audit Unit, head of the [name of covered entity] and Senior Management to enable the [name of covered entity] leverage on the Internal Audit function for efficient management of public funds.

Internal Audit Charter for [name of covered entity]

1. Purpose

The purpose of the Internal Audit Unit (IAU) is to strengthen [name of covered entity]'s ability to create, protect, and sustain value by providing the Audit Committee and Management with independent, risk-based, and objective assurance, advice, insight, and foresight.

The Internal Audit Unit enhances [name of covered entity]'s:

- a) Successful achievement of its objectives.
- b) Governance, risk management, and control processes.
- c) Decision-making and oversight.
- d) Reputation and credibility with its stakeholders.
- e) Ability to serve the public interest.

1.1 Effectiveness of the Internal Audit Unit

[name of covered entity]'s Internal Audit Unit is most effective when:

- a) Internal Auditing is performed by competent professionals in conformance with the Global Internal Audit Standards, as adopted by the Internal Audit Agency which are set in the public interest.
- b) The Internal Audit Unit is independently positioned with direct accountability to the Audit Committee.
- c) Internal Auditors are free from undue influence and committed to making objective assessments.

2. Adhering to Internal Audit Standards

With the adoption of the 2024 Global Internal Audit Standards (GIAS) by the Internal Audit Agency of Ghana as the standard for Public Sector Internal Audit in the country, the [name of covered entity]'s Internal Audit Unit will adhere to the mandatory elements of the new International Professional Practices Framework (IPPF), including the Standards and Topical Requirements.

The Head of Internal Audit will in the performance of the functions report administratively and functionally as required by the Public Financial Management Act 2016 (Act 921), Internal Audit Agency Act 2003(Act 658) and other relevant laws to Head of the organization and the Audit Committee respectively. The Function must be in conformance with the acceptable Standards provided by the IAA, which will be assessed through a quality assurance and improvement programme agreed with Management.

3. Mandate

The mandate of the Internal Audit Unit is provided for under Section 83 of the PFM Act 2016 (Act 921), Regulations 219-222 of the Public Financial Management Regulations 2019 (L.I. 2378), the Internal Audit Agency Act 2003 (Act 658) and the Internal Audit Agency Regulation 2011 (L.I.1994) as follows:

“A Public Sector institution shall have an Internal Audit Unit with a head, who shall report administratively to the Principal Spending Officer and functionally to the Audit Committee of that organization”.

3.1 Functions

An Internal Auditor in the Public Sector of Ghana shall:

- a) appraise and report on the soundness and application of the system of controls operating in the covered entity.
- b) evaluate the effectiveness of the Risk Management and Governance process of a covered entity and contribute to the improvement of that risk management and governance process.
- c) provide assurance on the efficiency, effectiveness and economy in the administration of the programmes and operations of a Covered Entity; and
- d) evaluate compliance of a Covered Entity with enactments, policies, standards, systems and procedures.

Section 83 (4-11) of the PFM Act further provides that:

- 4) The Internal Auditor of a Covered Entity shall, in consultation with the Principal Spending Officer of the respective Covered Entity and in accordance with guidelines issued by the Internal Audit Agency, prepare an Annual Audit Work Plan of the activities required to be performed by the Internal Auditor in a financial year which is determined by the risk assessment including the fiscal risk of that Covered Entity.
- 5) The Annual Audit Work Plan, referred to under subsection (4), includes an appraisal and report on:
 - a) budget planning and implementation, and compliance with national goals and objectives.
 - b) the development initiatives of the covered entity.
 - c) procurement of goods, services and works.
 - d) value for money on public expenditure
 - e) follow-ups on the agreed audit recommendations and required corrective actions
 - f) systems of government revenue collections for proper accountability; and
 - g) proper, timely and effective use of Government financial information systems.
- 6) The Internal Auditor of a Covered Entity shall, within thirty (30) days after the beginning of the financial year, submit:
 - a) the Annual Audit Work Plan to the Principal Spending Officer of that Covered Entity and the Audit Committee established under section 86; and

- b) a copy of the Annual Audit Work Plan to the Internal Audit Agency.
- 7) The Internal Auditor of a Covered Entity shall submit quarterly reports on the execution of the Annual Audit Work Plan to the Principal Spending Officer of the Covered Entity concerned, the Audit Committee, the Auditor-General and the Director-General of the Internal Audit Agency.
- 8) The Internal Auditor of a Covered Entity shall, in the performance of functions under this Act,
 - a) have access to information and property required to be audited; and
 - b) be provided with any relevant explanation required by the Internal Auditor.
- 9) The Internal Auditor of a Covered Entity shall report to the Principal Spending Officer concerned any incidents of suspected fraud or misuse of public funds.
- 10) Where the Internal Auditor of a Covered Entity suspects that a Principal Spending Officer is involved in fraud or misuse of public funds, the Internal Auditor shall report the matter to the Director-General of the Internal Audit Agency who shall in consultation with the chairperson of the relevant Audit Committee initiate investigations into the matter.
- 11) This section shall, so far as it relates to Internal Audit, be read and construed as one with the Internal Audit Agency Act, 2003 (Act 658).

4. Authority

The Internal Audit Unit's authority is created by its direct reporting relationship to the Audit Committee. Such authority allows for unrestricted access to the Audit Committee.

The Audit Committee authorizes the Internal Audit Unit to:

- a) Have full and unrestricted access to all functions, data, records, information, physical property, and personnel pertinent to carrying out internal audit responsibilities. Internal Auditors are accountable for confidentiality and safeguarding records and information.
- b) Allocate resources, set frequencies, select subjects, determine scopes of work, apply techniques, and issue communications to accomplish the function's objectives.
- c) Obtain assistance from the necessary personnel of [name of covered entity] and other specialized services from within or outside [name of covered entity] to complete internal audit services.

5. Independence, Organizational Position and Reporting Relationships

The Head of the Internal Audit Unit is positioned at a level in the organization that enables Internal Audit Services and responsibilities to be performed without interference from Management, thereby establishing the independence of the Internal Audit Unit. (See "Mandate" section.) The Head of IAU will report functionally to the Audit Committee and administratively (for example, day-to-day operations) to the [designation of the Principal Spending Officer of your organization]. This positioning provides the organizational authority and status to bring matters directly to Senior Management and escalate them

to the Audit Committee, when necessary, without interference and supports the Internal Auditors' ability to maintain objectivity.

The Head of IAU will confirm to the Audit Committee, at least annually, the organizational independence of the Internal Audit Unit. If the governance structure does not support organizational independence, the Head of IAU will document the characteristics of the governance structure limiting independence and any safeguards employed to achieve the principle of independence. The Head of IAU will disclose to the Audit Committee any interference internal auditors encounter related to the scope, performance, or communication of internal audit work and results. The disclosure will include communicating the implications of such interference on the Internal Audit Unit's effectiveness and ability to fulfill its mandate.

6. Changes to the Mandate and Charter

Circumstances may justify a follow-up discussion between the Head of IAU, Audit Committee, and Senior Management on the Internal Audit mandate or other aspects of the internal audit charter. Such circumstances may include but not limited to:

- a) A significant change in the Internal Audit Standards as adopted by Ghana and issued by the IAA.
- b) A significant reorganization within the organization of the Institution.
- c) Significant changes in the Head of IAU, Audit Committee, and/or Senior Management of the Institution.
- d) Significant changes to the organization's strategies, objectives, risk profile, or the environment in which it operates.
- e) New laws or regulations affecting the nature and/or scope of Internal Audit Services to the organization.

7. Audit Committee Oversight

To establish, maintain, and ensure that [name of covered entity]'s Internal Audit Unit has sufficient authority to fulfill its duties, the Audit Committee established under Section 86-88 of the PFM Act 2016 (Act 921) will perform Mandatory, Advisory and Supporting functions as follows

- a) Discuss with the Head of IAU and Senior Management the appropriate authority, role, responsibilities, scope, and services (assurance and/or advisory) of the Internal Audit Unit.
- b) Ensure the Head of IAU has unrestricted access to and communicates and interacts directly with the Audit Committee, including private meetings without Senior Management present.
- c) Discuss with the Head of IAU and Senior Management other topics that should be included in the Internal Audit Charter.

- d) Participate in discussions with the Head of IAU and Senior Management about the “essential conditions,” described in the Internal Audit Standards, which establish the foundation for effective Internal Audit.
- e) Approve the Internal Audit Charter, which includes the Internal Audit mandate and the scope and types of Internal Audit Services.
- f) Review the Internal Audit Charter in accordance with Paragraph 7 above or at the end of every fourth year (beginning December 2028) with the Head of IAU to consider changes affecting the organization, such as the employment of a new Head of IAU or changes in the type, severity, and interdependencies of risks to the organization; and approve the Internal Audit Charter upon every review.
- g) Approve the Risk-Based Internal Audit Plan of the organization.
- h) Provide inputs to the Internal Audit Unit’s Human Resources Administration and Budgets for efficiency and value for money.
- i) Review the Internal Audit Unit’s budget performance and other operational activities.
- j) In line with Regulation 220 of the PFMR. 2019 (L.I. 2378), provide input to Management on the appointment and removal of the Head of IAU, ensuring that adequate competencies, skills and qualifications of Heads of IAU’s conforms with requirements of Internal Audit Standards and Regulations.
- k) Review and provide input to Senior Management on the Head of IAU performance.
- l) Receive communications from the Head of IAU about the Internal Audit Unit including its performance relative to its plan.
- m) Ensure that a quality assurance and improvement programme has been established and results reviewed annually.
- n) Make appropriate inquiries from Senior Management and the Head of IAU to determine whether scope or resource limitations on the work of the Internal Audit are inappropriate.

8. Roles and Responsibilities of the Head of IAU

8.1 Ethics and Professionalism

The Head of IAU will ensure that Internal Auditors in the IAU:

- a) Conform with acceptable Internal Audit Standards, including the principles of Ethics and Professionalism: Integrity, Objectivity, Competency, Due Professional Care, and Confidentiality.
- b) Understand, respect, meet, and contribute to the legitimate and ethical expectations of the organization and be able to recognize conduct that is contrary to those expectations.
- c) Encourage and promote an ethics-based culture in the organization.

- d) Report behaviors inconsistent with organization's ethical expectations, described in applicable policies and procedures.

8.2 Objectivity

The Head of IAU will ensure that the Internal Audit Unit remains free from conditions that threaten the ability of Internal Auditors to carry out their responsibilities in an unbiased manner, including matters of engagement selection, scope, procedures, frequency, timing, and communication. If the Head of IAU determines that objectivity may be impaired in fact or appearance, details of the impairment will be disclosed to appropriate parties.

Internal Auditors will maintain an unbiased mental attitude allowing them to perform engagements objectively, do not compromise quality, and do not subordinate their judgment on audit matters to others, either in fact or appearance.

Internal Auditors will have no direct operational responsibility or authority over any of the activities they review. Accordingly, Internal Auditors will not implement internal controls, develop procedures, install systems, or engage in other activities that may impair their judgment, including:

- a) Assessing specific operations for which they had responsibility within the previous year.
- b) Performing operational duties for [name of covered entity] or its affiliates.
- c) Initiating or approving transactions external to the Internal Audit Unit.
- d) Directing activities of any [name of covered entity] employee that is not employed by the Internal Audit Unit, except to the extent that such employees have been appropriately assigned to internal audit teams or to assist Internal Auditors.

Internal auditors will:

- a) Disclose impairments of independence or objectivity, in fact or appearance, to appropriate parties and at least annually, such as the Head of IAU, Audit Committee, Management, or others.
- b) Exhibit professional objectivity in gathering, evaluating, and communicating information.
- c) Make balanced assessments of all available and relevant facts and circumstances.
- d) Take necessary precautions to avoid conflicts of interest, bias, and undue influence.

8.3 Managing the Internal Audit Unit (IAU)

The Head of IAU has the responsibility to:

- a) At least annually, develop a Risk-Based Internal Audit Plan that considers the input of the Audit Committee and Senior Management.
- b) Discuss the plan with the Audit Committee and Senior Management.
- c) Submit the plan to the Audit Committee for review and approval.

- d) Communicate the impact of resource limitations on the Internal Audit Plan to the Audit Committee and Senior Management.
- e) Review and adjust the Internal Audit Plan, as necessary, in response to changes in [name of covered entity]'s business, risks, operations, programs, systems, and controls.
- f) Communicate with the Audit Committee and Senior Management if there are significant interim changes to the Internal Audit Plan.
- g) Ensure Internal Audit engagements are performed, documented, and communicated in accordance with the acceptable Internal Audit Standards, the Internal Audit Agency Act, 2003 (Act 658), and the PFM Act, 2016 (Act 921).
- h) Follow up on engagement findings and confirm the implementation of recommendations or action plans and communicate the results of Internal Audit services to the Audit Committee and Senior Management on quarterly basis and for each engagement as appropriate.
- i) Ensure the Internal Audit Unit collectively possesses or obtains the knowledge, skills, and other competencies and qualifications needed to meet the requirements of the Standards and fulfill the Internal Audit Mandate.
- j) Identify and consider trends and emerging issues that could impact [name of covered entity] and communicate to the Audit Committee and Senior Management as appropriate.
- k) Consider emerging trends and successful practices in Internal Auditing.
- l) Establish and ensure adherence to methodologies designed to guide the Internal Audit Unit.
- m) Ensure adherence to [name of covered entity]'s relevant policies and procedures unless such policies and procedures conflict with the Internal Audit Charter or the Internal Audit Standards.
- n) Any such conflicts will be resolved or documented and communicated to the Audit Committee and Senior Management.
- o) Coordinate activities and consider relying upon the work of other internal and external providers of assurance and advisory services.
- p) If the Head of IAU cannot achieve an appropriate level of coordination, the issue must be communicated to senior management and if necessary escalated to the Audit Committee.

8.4 Communication with the Audit Committee and Senior Management

The Head of IAU will periodically report to the Audit Committee and Senior Management regarding:

- a) The Internal Audit Unit's mandate.
- b) The Internal Audit Plan and performance relative to its plan.
- c) Internal Audit budget.

- d) Significant revisions to the Internal Audit Plan and budget.
- e) Potential impairments to independence, including relevant disclosures as applicable.
- f) Results from the quality assurance and improvement programme, which include the Internal Audit Unit's conformance with the Internal Audit Standards and action plans to address the Internal Audit Unit's deficiencies and opportunities for improvement.
- g) Significant risk exposures and control issues, including fraud risks, governance issues, and other areas of focus for the Audit Committee that could interfere with the achievement of [name of covered entity]'s strategic objectives.
- h) Results of assurance and advisory services.
- i) Resource requirements.
- j) Management's responses to risk that the Internal Audit Unit determines may be unacceptable or acceptance of a risk that is beyond [name of covered entity]'s risk appetite.

8.5 Quality Assurance and Improvement Programme

The Head of IAU will develop, implement, and maintain a quality assurance and improvement programme that covers all aspects of the IAU. The programme will include:

- a) External and internal assessments of the Internal Audit Unit's conformance with the Internal Audit Standards,
- b) Performance measurement to assess the IAU's progress towards achieving its objectives and promotion of continuous improvement.
- c) Assess, if applicable, compliance with laws and/or regulations relevant to the internal audit functions.
- d) Assessment of plans to address the IAU's deficiencies and opportunities for improvement.

Annually, the Head of IAU will communicate with the Audit Committee and Senior Management about the IAU's quality assurance and improvement program, including the results of internal assessments (ongoing monitoring and periodic self-assessments) and external assessments. External assessments will be conducted at least once every four (4) years by a qualified, independent assessor or assessment team from outside the [name of covered entity]; at least one (1) assessor of the external assessor must hold a Certified Internal Auditor qualification (must be a CIA).

9. Scope and Types of Internal Audit Services

The scope of Internal Audit Services covers the entire breadth of the organization, including all of [name of covered entity]'s activities, assets, and personnel. The scope of Internal Audit activities also encompasses but not limited to objective examinations of evidence to provide independent assurance and advisory services to the Audit Committee and Management on the adequacy and effectiveness of Governance, Risk Management, and Control Processes for [name of covered entity].

The nature and scope of advisory services may be agreed with the party requesting the service, provided the Internal Audit Unit does not assume Management responsibility. Opportunities for improving the efficiency of Governance, Risk Management, and control processes may be identified during advisory engagements. These opportunities will be communicated to the appropriate level of Management.

Internal Audit engagements may include evaluating whether:

- a) Risks relating to the achievement of [name of covered entity]'s strategic objectives are appropriately identified and managed.
- b) The actions of [name of covered entity]'s Officers, Directors, Management, Employees, and Contractors or other relevant parties comply with [name of covered entity]'s policies, procedures, and applicable laws, regulations, and governance standards.
- c) The results of operations and programs are consistent with established goals and objectives.
- d) Operations and programs are being carried out effectively, efficiently, ethically, and equitably.
- e) Established processes and systems enable compliance with the policies, procedures, laws, and regulations that could significantly impact [name of covered entity].
- f) The integrity of information and the means used to identify, measure, analyze, classify, and report such information is reliable.
- g) Resources and assets are acquired economically, used efficiently and sustainably, and protected adequately.

10. Conflicts and Disputes

Notwithstanding any conflict resolution mechanism of the [name of covered entity], this Charter shall form the basis for the authority and actions of the IAU as far as Internal Auditing matters are concerned. Any irresolvable conflict or disputes which arise in the course of performing the Internal Audit function which, in the opinion of the IAU would present a significant limitation in scope shall be brought to the attention of the Audit Committee or the Director-General of the Internal Audit Agency for resolution.

11. Affirmation, Effectiveness and Amendments

This Charter is hereby approved by the Audit Committee and affirmed by the Head of the [name of covered entity] providing for immediate effectiveness. Any future amendments to the Charter shall be approved by the Audit Committee and re-affirmed by the Head of the [name of covered entity].

12. Approval

Approved by the Audit Committee at its meeting held on [date].

Acknowledgments/Signatures

Head of Internal Audit Unit (IAU)

Date

Audit Committee Chair

Date

[Head of the Organization]

Date