

COMMITTEE CHARTER

Audit Committee

Purpose

This Charter, which is approved by the Board of Trustees, (“Board”) constitutes a statement of the Audit Committee’s (“Committee”) authority, structure, and responsibilities. It provides guidelines for the Committee’s interaction with the Board and Trust management. The Committee will review and assess the adequacy of this written Charter annually and recommend changes to the Board when necessary.

The Committee assists the Board of Trustees in fulfilling its statutory and fiduciary responsibilities relating to management practices, internal control, accounting policies, and auditing and reporting practices.

The Committee shall be entitled to rely on (1) the integrity of those persons and organizations within and outside the Trust that it receives information from and, (2) the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary. It is understood that while management oversees and facilitates their work the Independent External Auditors are ultimately accountable to the Board of Trustees and the Audit Committee.

Authority

The Committee, through use of the internal and Independent External Auditors, shall conduct and/or review such audits and examinations of the records and affairs of the Trust, as they deem necessary. The Committee shall have unrestricted access to the Trust’s documents and personnel, and shall be provided with resources necessary to discharge their responsibilities.

Composition

The Audit Committee shall consist of three or more trustees who are not officers or salaried employees of the Trust and have no relationship to the Trust, its employees, contractors or suppliers that may interfere with the exercise of their independence. The Board Chair shall name one trustee as chair of the Committee.

Meetings

The Committee shall meet quarterly, subject to a determination by the Committee Chair that less frequent meetings are required. The Committee Chair may also call meetings more frequently than quarterly as circumstances dictate.



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The Committee Chair shall regularly report to the full Board and minutes of their meetings shall be prepared by the Secretary and approved by the Committee.

Responsibilities

The Committee shall assist the Board in overseeing the Trust's financial operating reporting practices, internal controls, governance, and compliance with laws, regulations and ethics policies. Their responsibilities include the following:

Independent External Auditors

- Recommend to the Board the annual appointment of the Independent External Auditors.
- Review and approve any disclosed relationships with or services provided by the Independent External Auditors that may impact the objectivity and independence of the Independent External Auditors and take, or recommend the Board take, appropriate action to ensure independence of the Independent External Auditors.
- Review the performance of the Independent External Auditors and evaluate the rotation of the engagement partner at least every five years.
- Review the draft financial statements after examination by the Independent External Auditors.
- Review the Independent External Auditor's comments and recommendations regarding internal controls, and management's responses.
- Approve the services provided by the Independent External Auditor to ensure that the services provided are limited to the audit of the statements of financial position, and the related statements of activities and cash flows, and the preparation of tax returns as required by the Internal Revenue Code. The Audit Committee shall also review and approve the fees charged for services provided by the Independent External Auditor.
- At each meeting, opportunity will be provided to the Committee to meet privately with the Independent External Auditors to discuss: the quality of the Trust's financial, accounting and internal audit personnel, as well as other management policies or decisions having an impact on internal accounting controls or financial records; whether any restrictions have been placed on the scope of their examinations; and any other matters that the Committee or the Independent External Auditors believe appropriate.
- Report the results of the annual audits to the Board of Trustees.

Internal Audit

- Oversee the appointment or replacement of the Internal Auditor, considering the recommendations of management.
- Review and approve the annual Internal Audit Plan.
- Review Internal Auditing's quarterly summary reports of audits executed.



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- At each meeting, opportunity will be provided to the Committee to meet privately with the Internal Auditor to discuss the independence and objectivity of internal auditing, its relationship with Trust management and External Auditors and whether any restrictions have been placed on the scope of his/her examinations.
- Direct special investigations into other significant matters as deemed warranted.

Financial Reporting

- Inquire of senior management and the Independent External Auditors if there were any significant reporting or operational issues impacting the financial statements during the accounting period and, if so, how they were resolved.
- Review with senior financial management the accounting and reporting policies and practices followed in the preparation of the financial statements.
- Discuss with the Independent External Auditors:
 - their judgments on the quality and appropriateness of the Trust’s accounting principles as applied in management’s financial reporting;
 - any changes made in accounting or tax principles as applied in management’s financial reporting since the last reporting period and their significance.
 - significant judgments made in management’s preparation of the financial statements;
 - the Independent External Auditors’ view as to appropriateness of such judgments; and
 - clarity of financial disclosures and degree of aggressiveness or conservatism of accounting principles and underlying estimates.
- Arrange for periodic reports and recommendations from management, the Independent External Auditors and Internal Auditor on (1) evolving “best practices” in financial accounting or management, (2) new and revised accounting, tax and financial reporting rules under consideration or adopted by professional or regulatory bodies, and (3) new legislation or regulations proposed or enacted in such areas.

Compliance with Laws and Regulations and Ethics Policies

- Review the Trust’s tax return on Form 990-PF.
- Obtain reasonable assurance that the Trust is in compliance with pertinent laws and regulations, and that management of the Trust is conducting its affairs ethically, and maintaining effective controls pertaining to employee conflict of interest and fraud.
- Management will prepare and provide to the Committee Chair annually a summary of responses to the conflict of interest statements filed by senior management, officers and trustees.

Governance

- Arrange for periodic reports and recommendations from management, the Independent External Auditors and the Internal Auditor on “best practices” in



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governance and significant new legislation or regulations proposed or enacted in the area, whether or not applicable by their terms to the Trust.

- Make recommendations to the Board on changes to the governance of the Trust.

Reporting

- Regularly report to the Board about Committee activities and make appropriate recommendations.

Limitation of Responsibilities

- Notwithstanding the foregoing description of the Committee's responsibilities, it is the responsibility of the Trust's management and outside auditors, not the Committee, to plan and conduct audits and to determine that the Trust's financial statements are complete and accurate and in accordance with generally accepted accounting principles.



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