



For an Open Mind

UNIVERSAL TECHNOLOGY AND MANAGEMENT UNIVERSITY

**UTAMU**

**UTAMU INTERNAL AUDIT CHARTER,  
2026.**

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## **Preamble**

Universal Technology and Management University (UTAMU) recognizes Internal Audit as an independent assurance function that strengthens institutional governance, risk management, and control.

This Charter is established in accordance with the **Universities and Other Tertiary Institutions Act of Uganda**, the governance requirements of the **National Council for Higher Education (NCHE)**, and the **International Professional Practices Framework (IPPF)** of the Institute of Internal Auditors (IIA).

Internal Audit operates as a safeguard mechanism within the University's governance architecture, providing objective evaluation of financial, operational, academic, procurement, information governance, and risk management systems.

## **1.0 INTRODUCTION**

### **1.1 Background**

Universal Technology and Management University (UTAMU) was granted a provisional license by the National Council for Higher Education (NCHE) on 11<sup>th</sup> March 2013 (License No. UIPL022), and its name and particulars were published in the Uganda Gazette Vol. CVI No. 14 of 22<sup>nd</sup> March 2013 under Legal Notice No. 4 of 2013. UTAMU operates within the core mandate of Teaching and Learning, Research and Innovation, and Community Engagement. Governance of information assets is therefore integral to institutional credibility, regulatory compliance, academic integrity, and operational resilience.

This Statute is aligned with the requirements of the National Council for Higher Education (NCHE) and UTAMU's strategic direction.

### **1.2 Vision**

The Vision of UTAMU is A global educational institution of excellence in management, science, technology and innovation.

### **1.3 Mission**

The mission of UTAMU is to provide global quality education, research and innovation critical to economic and human development.

### **1.4 Core Values**

**The Core values of UTAMU are:**

- a) **Professionalism:** making sure that staff and students conduct themselves with the highest ethical standards and taking responsibility for all their actions
- b) **Creativity:** committing to stimulating the culture of scientific and technological advancement, innovation and practical enrichment to UTAMU's stakeholders through a rich and flexible educational experience
- c) **Integrity:** adhering to ethical and moral principles in all the educational, research and innovation processes
- d) **Transparency:** seeking to provide accountability and value for money to UTAMU's stakeholders

- e) **Empowerment:** offering unsurpassed practical opportunities to UTAMU's stakeholders through industry-oriented collaborations, research engagements and incubation clusters in order to transform the educational environment

**Community Engagement:** working with the community to solve the real-world problems as a focal point towards economic development.

## **2.0 PURPOSE AND MANDATE**

### **2.1 Purpose of Internal Auditing**

The purpose of Internal Auditing is to enhance and protect organizational value by providing risk-based, objective assurance, advice, and insight. Internal Audit evaluates and contributes to the improvement of governance, risk management, and control processes using a systematic, disciplined approach.

### **2.2 Internal Audit Mandate**

Internal Audit is authorized to:

1. Evaluate governance processes, risk management, and internal control frameworks;
2. Assess financial governance, procurement controls, regulatory compliance, and ethical conduct;
3. Provide advisory services to improve operations while maintaining objectivity;
4. Perform consulting activities that do not impair independence or objectivity.

### **2.3 Position within Governance**

Internal Audit serves as the independent third line of assurance, distinct from management's first-line controls and second-line risk oversight functions. Internal Audit shall not assume management responsibilities.

## **3.0 AUTHORITY**

### **3.1 Source of Authority**

Internal Audit derives its authority directly from the UTAMU Council through the Audit Risk Committee of the University Council and NCHE governance requirements.

### **3.2 Scope of Authority**

Internal Audit is authorized to have full, unrestricted, and timely access to:

1. All University records, data, physical properties, and information systems (regardless of medium or location);
2. All personnel, including executives and Board of Directors members, for interviews and discussions;
3. All organizational activities, functions, processes, and operations;
4. Relevant external parties where risks extend beyond the University.

### **3.3 Independence in Execution**

Internal Audit shall determine the scope, approach, timing, location, and methodology of audit work independently, free from interference. Any limitations on scope, access, or resources shall be immediately reported in writing to the Chair of the Audit Risk Committee and documented in audit reports.

## **4.0 ORGANISATIONAL INDEPENDENCE**

### **4.1 Reporting Lines**

The Director of Internal Audit and Risk (DIAR) shall report:

1. Functionally: to the Audit Risk Committee (with full authority over audit plan approval, budget, performance evaluation, and removal);
2. Administratively: to the Vice Chancellor (day-to-day operations only).

### **4.2 Functional Reporting Responsibilities**

The Audit and Risk Committee shall:

1. Approve the annual risk-based internal audit plan and resource requirements;
2. Approve the internal audit budget and review financial performance;
3. Receive all internal audit reports, including high-risk findings and management responses;
4. Evaluate DIAR performance annually and recommend appointment/removal to the University Council;
5. Ensure organizational independence and objectivity.

### **4.3 Board Oversight**

Appointment and removal of the Director of Internal Audit and Risk (DIAR) requires University Council approval upon Audit Risk Committee recommendation. The DIAR

shall meet privately with the Audit and Risk Committee at least quarterly and as needed without management present.

#### **4.4 Safeguards to Independence**

Any actual or perceived impairment to independence or objectivity shall be disclosed immediately to the Audit and Risk Committee. Internal Audit personnel shall not perform non-audit work that compromises objectivity.

### **5.0 SCOPE OF ACTIVITIES**

#### **5.1 Assurance Engagements**

Internal Audit provides independent assurance on:

1. Effectiveness of governance processes;
2. Adequacy and efficiency of risk management systems;
3. Design, implementation, and operating effectiveness of internal controls;
4. Financial governance, liquidity management, and procurement processes;
5. Compliance with laws, regulations, NCHE requirements, and University policies;
6. IT governance, cybersecurity, data integrity, and digital transformation risks;
7. Ethical climate, fraud prevention, and institutional integrity.

#### **5.2 Advisory and Consulting Services**

Internal Audit may provide advisory services to improve operations, including:

1. Risk management advisory;
2. Control design recommendations;
3. Process improvement facilitation;
4. Training on governance and compliance topics.

#### **5.3 Scope Boundaries**

All University operations, programs, and entities fall within scope, including academic, research, administrative, and community engagement activities. Scope excludes external assurance services (e.g., statutory audits) and operational management responsibilities.

#### **5.4 Emerging Risk Coverage**

Internal Audit shall address material emerging risks such as sustainability governance, climate-related disclosures, and AI ethics where identified in the institutional risk register.

## **6.0 RISK-BASED PLANNING**

### **6.1 Annual Risk-Based Audit Plan**

Internal Audit shall develop and maintain a risk-based audit plan aligned with the University's strategic objectives, risk appetite, and material risks. The plan shall cover a 12-month period and include multi-year horizons where appropriate.

### **6.2 Plan Development Inputs**

The audit plan shall be informed by:

1. Institutional Risk Register and enterprise risk assessments;
2. Financial materiality, regulatory exposure, and compliance obligations;
3. Emerging risks, significant change initiatives, and stakeholder expectations;
4. Inputs from senior management, Audit and Risk Committee, the University Council and the Board of Directors;
5. Prior audit findings, management responses, and lessons learned.

### **6.3 Plan Approval and Flexibility**

The proposed audit plan shall be submitted to the Audit Risk Committee for review and approval prior to the start of each fiscal year. The plan remains flexible and may be adjusted during the year to address:

1. New or emerging risks;
2. Significant business changes;
3. Urgent management requests;
4. Resource availability.

### **6.4 Resource Allocation**

Audit resources shall be allocated primarily to high-risk, high-impact areas, ensuring adequate coverage of governance, risk management, and control processes across the University.

## **7.0 COMMUNICATION AND REPORTING**

### **7.1 Communication Principles**

Internal Audit communications shall be objective, evidence-based, clear, concise, timely, and constructive. The Director of Internal Audit and Risk will determine the scope, methodology, content, and format of all communications independently.

### **7.2 Audit Report Content**

Internal audit reports shall include:

1. Engagement objectives, scope, and methodology;
2. Key findings with risk ratings (Critical, High, Medium, Low);
3. Root causes and impact analysis;
4. Practical, prioritized recommendations;
5. Management responses with agreed action plans, owners, and target dates.

### **7.3 Distribution and Escalation**

1. All audit reports distributed to management, Audit and Risk Committee, and Vice Chancellor;
2. Critical/High-risk findings escalated immediately to Audit and Risk Committee Chair and Vice Chancellor;
3. Quarterly audit status reports to Audit and Risk Committee covering progress, coverage, and resource utilization;
4. Follow-up tracking of overdue high-risk actions reported quarterly.

### **7.4 Confidentiality**

All audit information remains confidential except as required by law, regulation, or Audit and Risk Committee direction. Management responses shall not alter Internal Audit's independent conclusions or findings.

## **8.0 ANNUAL OVERALL ASSURANCE OPINION**

### **8.1 Requirement and Timing**

The Director of Internal Audit and Risk (DIAR) shall deliver an annual overall assurance opinion to the Audit and Risk Committee, the University Council and Board of Directors, covering the fiscal year, by the end of the first quarter of the following year.

## **8.2 Opinion Scope**

The opinion shall address the adequacy and effectiveness of the University's:

1. Governance processes;
2. Risk management systems
3. Control processes (including financial, operational, compliance, and IT controls).

## **8.3 Basis for Opinion**

The opinion shall be informed by:

1. Results of internal audit engagements performed;
2. Follow-up on prior findings and management actions;
3. Residual risk exposures and emerging risks;
4. Coordination with external auditors, regulatory examiners, and other assurance providers;
5. Quality assurance and improvement program activities.

## **8.4 Opinion Format and Limitations**

The opinion shall clearly state conclusions supported by sufficient, appropriate evidence. Any scope limitations, significant unresolved issues, or inability to form a full opinion shall be explicitly disclosed, with reasons and implications

## **9.0 ETHICS AND PROFESSIONAL STANDARDS**

### **9.1 Conformance Commitment**

Internal Audit shall conform with:

1. The IIA Code of Ethics (Integrity, Objectivity, Confidentiality, Competency);
2. The Global Internal Audit Standards (effective 9 January 2025);
3. Applicable laws, regulations, and professional pronouncements;
4. UTAMU governance instruments, Universities and other tertiary institutions Act, and NCHE requirements.

### **9.2 Ethical Principles**

Internal Audit personnel shall:

1. Perform work with honesty, integrity, and due professional care;

2. Remain unbiased and independent in appearance and fact;
3. Protect confidential information except when legally required to disclose;
4. Maintain necessary professional competency through ongoing development.

### **9.3 Standards Application**

All internal audit activities shall follow a systematic, disciplined methodology consistent with the Global Standards. Violations of standards or ethics shall be reported to the Head of Internal Audit and Audit Risk Committee.

### **9.4 Monitoring Conformance**

Conformance with standards and ethics shall be monitored through the Quality Assurance and Improvement Program (QAIP).

## **10.0 RESOURCES AND COMPETENCY**

### **10.1 Resource Adequacy**

The Directorate of Internal Audit and Risk shall be provided sufficient resources to fulfill its responsibilities effectively, including financial budget, human resources, technology, and training. The Audit and Risk Committee shall review and recommend the annual Internal Audit budget to the University Council for Board of Directors' approval.

### **10.2 Budget Protection**

The Directorate of Internal Audit and Risk budget shall be protected from ad-hoc reductions. Any proposed budget changes require Audit and Risk Committee approval. Insufficient resourcing that impairs audit execution shall be formally reported to the Committee.

### **10.3 Competency Framework**

Internal Audit personnel shall collectively possess or obtain the knowledge, skills, and competencies needed to perform their responsibilities, aligned with the IIA Global Internal Audit Competency Framework. This includes:

1. Governance, risk management, and control expertise;
2. Proficiency in financial, IT, procurement, and regulatory auditing;

3. Data analytics, cybersecurity, and emerging risk assessment skills;
4. Professional certifications (e.g., CIA, CISA) where appropriate.

#### **10.4 Development and Co-Sourcing**

Ongoing professional development shall be provided through training, certifications, and experience. Specialist skills (e.g., forensic accounting, IT audit) may be obtained through co-sourcing or outsourcing while maintaining Internal Audit oversight and objectivity.

### **11.0 QUALITY ASSURANCE AND IMPROVEMENT PROGRAM (QAIP)**

#### **11.1 Program Requirement**

Internal Audit shall develop, operate, and maintain a Quality Assurance and Improvement Program (QAIP) that covers all aspects of internal audit activity and evaluates conformance with the Global Internal Audit Standards, achievement of performance objectives, and drives continuous improvement.

#### **11.2 Internal Assessments**

The QAIP shall include:

1. Ongoing monitoring of individual engagement quality through supervisory reviews, workpaper evaluations, and feedback mechanisms;
2. Periodic self-assessments of the internal audit function against the Global Standards, conducted at least annually.

#### **11.3 External Assessments**

An independent external quality assessment shall be conducted at least once every five years by a qualified, independent assessor or team from outside the University, selected with Audit and Risk Committee oversight. Self-assessments with independent validation are permitted between full externals.

#### **11.4 Reporting Results**

QAIP results, including conformance ratings, findings, and improvement actions, shall be reported to the Audit and Risk Committee and University management. Corrective actions shall be tracked with timelines and verified for implementation.

## **12.0 REVIEW**

### **12.1 Review Frequency**

This Internal Audit Charter shall be reviewed at least annually and upon significant changes to:

1. Global Internal Audit Standards;
2. UTAMU governance structure or risk profile;
3. Applicable laws, regulations, or NCHE requirements;
4. Lessons from QAIP assessments or external reviews.

### **12.2 Review Process**

The Director of Internal Audit shall lead the review, consulting with the Audit and Risk Committee, University management, and stakeholders as appropriate. Proposed amendments shall be submitted to the Audit and Risk Committee for recommendation to the University Council.

### **12.3 Approval Authority**

Amendments to this Charter require approval by the University Council upon Audit and Risk Committee recommendation. The approved Charter shall be communicated University-wide and published in governance documents.

### **12.4 Publication**

The current version of this Charter, including review date and approval details, shall be maintained on the Directorate of Internal Audit and Risk webpage and included in the annual audit plan.

## **13.0 EFFECTIVE DATE**

### **13.1 Approval and Commencement**

This Internal Audit Charter shall come into force upon approval by the UTAMU Council, as recorded in the official University Council resolution and minuted accordingly.

**13.2 Version Control**

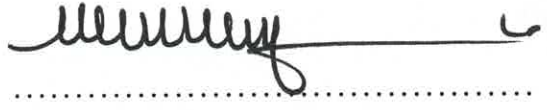
Approved: ..... .

Version: 2026.01

This Charter supersedes all prior internal audit governance documents and shall remain in effect until formally amended

Signed on this 27th day of March 2026.

By:

  
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**Chairperson, University Council**

  
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**Vice Chancellor**

## Annex – Internal Audit Governance Accountability Matrix

Legend:

R = Responsible (Executes / Leads Implementation)

A = Accountable (Final Authority)

C = Consulted

I = Informed

### A. Internal Audit Charter Governance

Activity	Head of IA	VC	Audit & Risk Committee	University Council	Board of Directors
Charter drafting	R	C	R	C	I
Charter recommendation	I	C	R	I	I
Charter approval	I	I	C	A	I
Charter periodic review	R	C	R	C	I

**Note:** The University Council retains final approval authority, while the Audit & Risk Committee exercises functional oversight.

### B. Appointment and Removal of Head of Internal Audit

Activity	VC	Audit & Risk Committee	Council	Board
Recruitment recommendation	C	R	I	C
Appointment approval	I	C	A	C
Removal recommendation	C	R	C	I
Removal approval	I	C	A	C

**Note:** Independence is safeguarded by requiring the University Council approval for appointment and removal, upon recommendation of the Audit & Risk Committee.

### C. Annual Risk-Based Audit Plan

Activity	Head of IA	VC	Audit & Risk Committee	Council	Board
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Plan development	R	C	C	I	I
Plan approval	I	I	A	I	I
Plan amendment (material)	R	C	A	I	I

**Note:** The Audit & Risk Committee approves the plan, ensuring independence from management influence.

#### D. Audit Reporting

Activity	Head of IA	VC	Audit & Risk Committee	University Council	Board of Directors
Quarterly audit report	R	C	A	I	I
Escalation of critical findings	R	C	A	I	I
Annual assurance summary	R	C	A	I	I

**Note:** Critical findings are escalated directly to the Audit & Risk Committee and the Board to prevent suppression at management level.

#### E. Budget Protection of Internal Audit

Activity	Director of IAR	VC	Audit & Risk Committee	University Council	Board of Directors
Budget proposal	R	C	R	I	I
Budget inclusion in institutional budget	C	R	C	A	I

**Note:** The Audit & Risk Committee must recommend the Internal Audit budget to preserve independence and ensure adequate resourcing.

