



FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Audit and Compliance Committee



FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Audit and Compliance Committee

MEETING AGENDA

Thursday, August 27, 2026

1:15 p.m. – 2:15 p.m.

FSU Westcott Building
Conference Room 214D
222 South Copeland St.
Tallahassee, FL 32306

The agenda will be followed in subsequent order and items may be heard earlier than the scheduled time

I. Call to Order and Welcome

Trustee Peter Jones, Chair

II. Approval of Minutes

June 18, 2026, Meeting Minutes

III. Office of Audit and Advisory Services

Action Item for Consideration of Recommendation to the Board of Trustees

Mr. Undra Baldwin, Chief Audit Officer

a) Action Item I: Request for Approval: FY2026-2027 Audits and Activities Plans

- i. Operational
- ii. Information Technology

IV. Office of Audit and Advisory Services

Informational Items and Updates

Mr. Undra Baldwin, Chief Audit Officer

a) Status Update and Recap – FY2025-2026 Audits and Activities Plans

- i. Operational
- ii. Information Technology

b) Anti-Fraud Framework Update

V. Office of Compliance and Ethics

Action Item for Consideration of Recommendation to the Board of Trustees

Mr. Robert Large, Chief Compliance & Ethics Officer

- a) **Action Item I: Request for Approval:** Foreign Activity Report pursuant to BOG Regulation 9.012

VI. Office of Compliance and Ethics

Informational Items and Updates

Mr. Robert Large, Chief Compliance & Ethics Officer

a) **Status Update**

- i. FSU Policy 1-3 Board of Trustees Ethics & Conflict of Interest
- ii. Updated Policy Draft Discussion
- iii. Trustee Conflict of Interest Disclosure Form Review
- iv. General Operational Update
 1. Foreign Gifts and Contracts
 2. International Travel
 3. Annual Report and Work Plan for 2027
 4. External Review Recommendations (Update)

VII. Open Forum for Trustees

Trustee Peter Jones, Chair

VIII. Adjournment

Trustee Peter Jones, Chair



FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Audit and Compliance Committee

MEETING MINUTES

JUNE 18, 2026



FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Audit and Compliance Committee

MEETING MINUTES

Thursday June 18, 2026

9:36 a.m. – 9:57 a.m.

Via Zoom

Attended (committee):

Committee Chair Peter Jones
Jim Henderson

Absent (committee):

Peter Collins

Staff (committee):

Undra Baldwin, Chief Audit Officer
Robert Large, Chief Compliance and Ethics Officer

Others in attendance:

Kathryn Ballard, Trustee; **Jorge Gonzalez**, Trustee; **Roxanne Hughes**, Trustee; **Brian Murphy**, Trustee; **Ian Seibert**, Trustee; **Tim Weisheyer**, Trustee; **Richard McCullough**, FSU President; Carolyn Egan, FSU General Counsel; **Renisha Gibbs**, Associate Vice President; **Jonathan Fozard**, Associate Vice President; **Dr. James Hunt**, Associate Vice Provost, Chief Data and Analytics Officer, and Institutional Data Administrator; **Dr. Joe O'Shea**, Vice President for Student Academic Success; **Judd Enfinger**, University Controller; **Dr. Marla Vickers**, Vice President for University Advancement and President - FSU Foundation; and other FSU administrators and staff.

I. Call to Order and Welcome

Trustee Peter Jones, Chair

As the previous committee meetings concluded early, Chair Jones called the meeting to order at 9:36 a.m. Heather Mayo called the roll and confirmed a quorum.

II. Approval of Minutes

February 24, 2026, Meeting Minutes

The minutes of the February 24, 2026, meeting were unanimously approved as presented.

III. Office of Compliance and Ethics Informational Items and Updates

Mr. Robert Large, Chief Compliance & Ethics Officer

- a) Discussion of Trustee Conflict of Interest Disclosure Process
- b) General Operational Updates

Mr. Large provided an overview of the Trustee Conflict of Interest Disclosure Process and shared general operational updates from the Office of Compliance and Ethics. Mr. Large will be circulating drafts of recommended updates to Board Policy 1-3 for individual review by Trustees. Recommended updates will be proposed at a future meeting.

IV. Office of Audit and Advisory Services

Mr. Undra Baldwin, Chief Audit Officer

Action Item for Recommendation to the Board of Trustees

- a) **Action Item I:** Request for Approval: The John and Mable Ringling Museum of Art Foundation's request to enter into a 3-year contract with Crowe LLP, with an option to renew for an additional 3 years.

Mr. Baldwin shared that Crowe LLP will assign a new lead audit partner after 5 years, as required by FSU Policy 2.025 – Direct Support Organizations. Mr. Baldwin then requested that this item be included as a consent item on the full Board of Trustees' agenda.

Trustee Henderson moved to approve the item. Chair Jones seconded the motion, and the item was approved unanimously by all committee members present at the meeting.

V. Office of Audit and Advisory Services Informational Items and Updates

Mr. Undra Baldwin, Chief Audit Officer

- a) Status Update – FY2025-2026 Audit and Activities:
 - Operational Audits
 - Information Technology Audits

Mr. Baldwin provided an update on the status of the FY2025–2026 Audit and Activities Plans, including operational and information technology audit activities. Mr. Baldwin stated that 3-4 Operational audits and 2-3 Information Technology audits could roll over to FY2026-2027.

VI. Open Forum for Trustees
Trustee Peter Jones, Chair

No additional matters were raised for discussion.

VII. Adjournment
Trustee Peter Jones, Chair

There being no further business, Chair Jones adjourned the meeting at 9:57 a.m.

DRAFT



FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Audit and Compliance Committee

OFFICE OF AUDIT & ADVISORY SERVICES

ACTION ITEM

I



FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Audit and Compliance Committee

ACTION ITEM I

August 27, 2026

SUBJECT: Request for approval of the FSU Office of Audit and Advisory Services' (OAAS) Operational and Information Technology Audits and Activities Plans for FY 2026-2027.

PROPOSED COMMITTEE ACTION

FSU OAAS's requests for Board of Trustees' approval of the FY 2026-2027 Audits and Activities Plans.

1. Operational Audits and Activities Plan
2. Information Technology Audits and Activities Plan

AUTHORITY FOR BOARD OF TRUSTEES ACTION

1. BOG Regulation 4.002 (6d): The chief audit executive shall develop audit plans based on the results of periodic risk assessments. The plans shall be submitted to the board of trustees for approval. A copy of the approved audit plans will be provided to appropriate university management and the Board of Governors.
2. OAAS Charter:
 - Section 4. Strategy, Implement Supporting Initiatives
 - a. Develop and maintain a comprehensive annual audit plan aligned with the University's strategic goals and risk profile.
 - Section 13. Duties and Responsibilities:
 - a. Develop an internal audit plan based on a prioritization of the audit universe using a risk-based methodology, including input from the BOT, President, and Executive Management.
 - d. Provide the approved audit plan to appropriate University management and the BOG's Office of Inspector General. The audit plan will be revised as needed to meet the requests and needs of the President, BOT, and the University.

BACKGROUND INFORMATION

No additional Background Information

ADDITIONAL COMMITTEE CONSIDERATIONS

No additional Committee Considerations

Supporting Documentation Included: Request for Approval I Memo – Operational and Information Technology Audits and Activities Plans for FY2026-2027

Submitted by: Undra Baldwin, Chief Audit Officer



MEMORANDUM

TO: Dr. Richard McCullough, President

FROM: Undra Baldwin, Chief Audit Officer

DATE: August 3, 2026

SUBJECT: Consent Agenda Items for August 27, 2026, Board of Trustees' (BOT) Meeting

Please find enclosed the FSU Office of Audit and Advisory Services' request for BOT approval of the Operational and Information Technology Audits and Activities Plans for FY2026-2027.

I respectfully request that this item be placed on the BOT Consent Agenda for the August 28, 2026, BOT meeting.

Thank you.

Attachment

OPERATIONAL AUDITS AND ACTIVITIES PLAN FY2026-2027

	Project	Area	Project Description	Type of Project	Project Performed by	Previously Audited
1	Student-Athlete Revenue Sharing (Rollover from FY2025-2026)	Athletics	The purpose of this audit is to evaluate the operational processes, procedures, and controls regarding revenue sharing with student-athletes, which became effective as of July 2025.	Audit	OAAS	No
2	Ringling (Rollover from FY2025-2026)	DSO	The purpose of this audit is to evaluate operational processes and procedures. In addition, we will conduct an assessment of risks and controls to identify additional areas.	Audit	OAAS	Yes
3	International Programs Republic of Panama Branch Campus, Panama (Rollover from FY2025-2026)	International Programs	The purpose of this audit is to evaluate operational processes and procedures. In addition, we will conduct an assessment of risks and controls to identify additional areas.	Audit	OAAS	No
4	The Collegiate School in Panama City, Florida (Rollover from FY2025-2026)	College of Education	The purpose of this audit is to evaluate operational processes and procedures. In addition, we will conduct an assessment of risks and controls to identify additional areas.	Audit	OAAS	No
5	FSU Academic Health Center (Rollover from FY2025-2026)	Facilities Construction	The purpose of this audit will be to determine if construction costs are documented and in compliance with contractual provisions and applicable laws, rules, and regulations.	Audit	Fort Hill Associates, LLC.	No
6	Quality Assurance and Improvement Program (QAIP) - Periodic Self- Assessment (Rollover from FY2025-2026)	Global Auditing Standards	Periodic self-assessments are an essential element of an internal audit function's QAIP. The purpose of this assessment is to evaluate OAAS' conformance with the 2024 Global Internal Audit Standards.	Assessment	OAAS	N/A

OPERATIONAL AUDITS AND ACTIVITIES PLAN FY2026-2027

	Project	Area	Project Description	Type of Project	Project Performed by	Previously Audited
7	Performance-Based Funding Metrics Data Integrity Certification Audit <i>(mandated)</i>	Academics	The purpose of this audit, mandated by the State University System of Florida (SUSF), Board of Governors (BOG), is to assess controls that address the topic of data integrity, including an analysis of the processes, procedures, system-based controls, and other data verification measures in place to support the integrity of information presented by the University to the BOG for the University's Performance-Based Funding calculations.	Annual Audit	OAAS	Yes
8	Preeminent Research University Funding Metrics Data Integrity Certification Audit <i>(mandated)</i>	Academics	The purpose of this audit, mandated by the SUSF, BOG, is to assess controls that address the topic of data integrity, including an analysis of the processes, procedures, system-based controls, and other data verification measures in place to support the integrity of information presented by the University to the BOG for the University's Preeminence Funding calculations.	Annual Audit	OAAS	Yes
9	BOG Regulation 10.003 Post-Tenure Faculty Review <i>(mandated)</i>	Academic Affairs	The purpose of this audit, mandated by the State University System of Florida, Board of Governors, is to assess the post-tenure review process for the prior fiscal year.	Every 3 Years	OAAS	Yes
10	External Audits – Financial Review and IRS Form 990 Review <i>(mandated)</i>	DSO	Each DSO shall cause a financial audit of its accounts and records to be conducted by an independent certified public accountant after the close of each fiscal year. The audit report shall be submitted by the President of the University to the BOT Board of Trustees no later than the end of the fifth month following the close of the organization's fiscal year.	Annual Review of External Audit Results	OAAS	Yes
11	Minors on Campus (Summer Camps)	University-wide	The purpose of this audit is to evaluate compliance with FL Statutes 409.175 and 435.12 and FSU HR Policy – XV. Summer Camps Background Checks. Our last audit of this area was during FY2014-2015.	Audit	OAAS	Yes
12	Valencia Study Center Valenica, Spain	International Programs	The purpose of this audit is to evaluate operational processes and procedures. In addition, we will conduct an assessment of risks and controls to identify additional areas.	Audit	OAAS	No
13	Panama City Campus Panama City, Florida	College of Applied Science	The purpose of this audit is to evaluate operational processes and procedures. In addition, we will conduct an assessment of risks and controls to identify additional areas.	Audit	OAAS	Yes



OPERATIONAL AUDITS AND ACTIVITIES PLAN FY2026-2027

	Project	Area	Project Description	Type of Project	Project Performed by	Previously Audited
14	Procurement Cards	Finance & Administration	The purpose of this audit is to evaluate compliance with the University's P-Card policy.	Audit	OAAS	Yes
15	Audit Follow-up (mandated)	University-wide	Follow-up activities on management recommendations are conducted on previously completed audits.	Follow-up	OAAS	N/A
16	Institutional Risk Management Program	University-wide	To review and summarize the operational and strategic risk register results and to prepare the Heat Map and Overall Summary of Results.	Advisory	OAAS	N/A
17	FSU Health	College of Medicine	Provide assistance as needed.	Advisory	OAAS	N/A

INFORMATION TECHNOLOGY AUDITS AND ACTIVITIES PLAN FY2026-2027

	Project	Area	Project Description	Type of Project	Project Performed by	Previously Audited
1	ITS (Rollover from FY2024-2025)	Information Technology Services	Review and confirm the implementation of CrowdStrike for ITS centralized areas. Also, we will assess the capabilities and bandwidth to service the University.	Audit	Eisner	No
2	PCI Compliance Audit (Rollover from 2025-2026)	ITS	The objective of this audit is to determine the effectiveness of controls and processes for conforming with the Payment Card Industry (PCI) Data Security Standard (Security Standard).	Audit	Eisner	No
3	Student-Athlete Revenue Sharing (Rollover from 2025-2026)	Athletics	The purpose of this audit is to evaluate the IT processes, controls, and security of internal and third-party systems regarding revenue sharing with student-athletes, which became effective as of July 2025.	Audit	Eisner	No
4	Ringling - IT Security and Emergency Management (Rollover from 2025-2026)	DSO	This audit assesses whether appropriate plans, controls, and systems are in place to ensure the continuity, security, and recovery of critical IT operations during and after incidents such as natural disasters, cyberattacks, or system failures.	Audit	Eisner	No
5	Physics (Rollover from 2025-2026)	College of Arts and Science	To evaluate the adequacy of IT controls and operational processes managed by distributed IT units in alignment with centralized standards and processes.	Audit	Eisner	No
6	International Programs Republic of Panama Branch Campus, Panama (Rollover from 2025-2026)	International Programs	The objective of this audit is to determine the effectiveness of controls and processes related to the security and protection of the information and data.	Audit	Eisner	No
7	Health Insurance Portability and Accountability Act (HIPAA)	University-wide	To determine the effectiveness of controls and processes for conforming with the HIPAA.	Audit	Eisner	No
8	Valencia Study Center Valencia, Spain	International Programs	The objective of this audit is to determine the effectiveness of controls and processes related to the security and protection of the information and data.	Audit	Eisner	No

INFORMATION TECHNOLOGY AUDITS AND ACTIVITIES PLAN FY2026-2027

	Project	Area	Project Description	Type of Project	Project Performed by	Previously Audited
9	Panama City Campus Panama City, Florida	College of Applied Science	The objective of this audit is to determine the effectiveness of controls and processes related to the security and protection of the information and data.	Audit	Eisner	No
10	Penetration Testing	ITS	Perform follow-up activities to address recommendations identified during external penetration testing.	Audit	Eisner	No
11	Third-Party Cloud Usage and Security	ITS	1) To determine processes are in place to ensure only University vetted cloud applications and software are purchased. Further, to assess the effectiveness of the University's controls preventing the use of unauthorized third-party cloud service providers. 2) To determine processes are in place when contracting with an IT vendor to ensure proper due diligence. Further, determine that high-risk IT vendors are monitored and properly managed throughout the life of the contract.	Audit	Eisner	No
12	FSU Academic Health Center	College of Medicine	We will provide advisory services regarding the IT infrastructure for the FSU Health Hospital and Medical Center in Panama City and other Tallahassee locations.	Advisory	Eisner	No
13	Audit Follow-up (mandated)	University-wide	Follow-up activities on management recommendations are conducted on previously completed audits.	Follow-up	Eisner	N/A
14	ADA Title II Web Accessibility Requirements	University-wide	Provide advisory support to current AI use case and governance-related needs.	Advisory	Eisner	N/A



FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Audit and Compliance Committee

OFFICE OF AUDIT & ADVISORY SERVICES

INFORMATION ITEMS

Operational Audits and Activities Status Report as of August 3, 2026

	Report No.	Audit Area	Fiscal Year	Audit Phase				
				Planning	Fieldwork	Reporting	Issued	Canceled
1	AR26-01	Ringling Foundation Financial Statement Audit Follow-up	FY2025-2026				X	
2	AR26-02	State University System Performance-Based Funding Audit (mandated)	FY2025-2026				X	
3	AR26-03	State University System Preeminent Research University Funding Audit (mandated)	FY2025-2026				X	
4	AR26-04	Florida State University Schools - Phase 2	FY2024-2025				X	
5	AR26-05	Construction Audit - Interdisciplinary Research & Commercialization Building	FY2024-2025				X	
6	AR26-06	Direct Support Organization Financial Statement and IRS Form 990 Review	FY2025-2026				X	
7	AR26-07	Operational Audit Follow-Up	FY2025-2026				X	
8	AR27-01	Research Grants	FY2024-2025				X	
9	N/A	Student-Athlete Revenue Sharing	FY2025-2026			X		
10	N/A	The Collegiate School at FSU Panama City, FL	FY2025-2026			X		
11	N/A	Ringling	FY2025-2026		X			
12	N/A	Republic of Panama Branch Campus, Panama City, Panama	FY2025-2026		X			
13	N/A	Construction Audit - FSU Academic Health Center Building (<i>Fort Hill</i>)	FY2025-2026		X			
14	N/A	Quality Assurance and Improvement Program (QAIP) – Periodic Self- Assessment	FY2025-2026		X			
15	N/A	Institutional Risk Management Program - <i>Advisory Project</i>	FY2024-2025		X			

Information Technology Audits and Activities Status Report as of August 3, 2026

	Report No.	Audit Area	Fiscal Year	Audit Phase				
				Planning	Fieldwork	Reporting	Issued	Canceled
1	ITR26-01	Facilities Data Exchange Audit	FY2024-2025				X	
2	ITR26-02	Computer Science Department	FY2024-2025				X	
3	ITR26-03	Registrar Department's Driver and Vehicle Information Database (DAVID) Audit	FY2025-2026				X	
4	ITR26-04	Northwest Regional Data Center (NWRDC) Audit Follow-up	FY2025-2026				X	
5	ITR26-05	College of Business - <i>Advisory Project</i>	FY2024-2025				X	
6	ITR26-06	College of Medicine MOU Compliance Audit	FY2025-2026				X	
7	ITR26-07	IT Audit Follow Ups	FY2025-2026				X	
8	N/A	Student-Athlete Revenue Sharing (Third-Party Vendor and Security Review)	FY2025-2026			X		
9	N/A	ITS Centralization	FY2024-2025			X		
10	N/A	PCI Compliance	FY2025-2026			X		
11	N/A	Physics Department	FY2025-2026		X			
12	N/A	Ringling	FY2025-2026		X			
13	N/A	Republic of Panama Branch Campus, Panama City, Panama	FY2025-2026		X			



FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Audit and Compliance Committee

OFFICE OF COMPLIANCE & ETHICS

ACTION ITEM I



FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Audit and Compliance Committee

ACTION ITEM I

August 27, 2026

SUBJECT: Approval of Foreign Activity Report Pursuant to BOG Regulation 9.012

PROPOSED COMMITTEE ACTION

Request for Approval: Fiscal Year 2026 Foreign Countries of Concern Agreements Report Pursuant to BOG Regulation 9.012

AUTHORITY FOR BOARD OF TRUSTEES ACTION

BOG Regulation 9.012

BACKGROUND INFORMATION

Each state university is required to annually submit to the Board of Governors for approval a report relating to all grant programs, agreements, partnerships, and contracts between the state university and any colleges and universities based in a foreign country of concern and foreign principals. The report must contain certain information as specified in BOG Regulation 9.012(9).

ADDITIONAL COMMITTEE CONSIDERATIONS

Upon approval by the Board of Trustees, the report is sent to the Board of Governors for approval.

Supporting Documentation Included: BOG Foreign Countries of Concern Report for Fiscal Year 2025-2026.

Submitted by: Robert Large, Chief Compliance and Ethics Officer

Instructions

1. Provide the requested information for all agreements, partnerships, contracts, or grant programs between your institution and any identified foreign countries of concern or foreign principals in Tab 1.
2. Provide the requested information for all offices, campuses, or physical locations used or maintained by your institution in a foreign country of concern or foreign principal.
3. Affirm below that the information provided has been approved by the Board of Trustees, and provide the approval date.
4. *If your institution has no agreements that meet the reporting requirements as defined in Regulation 9.012, Foreign Influence, complete the certification below in lieu of tabs 1 & 2.*
5. If there are questions, contact Diego Fermin, Assistant Director, Academic and Student Affairs, at Diego.Fermin@flbog.edu

Include the university contact name and email for the staff who completed the report below:

University:
University Contact Name and Email:
Report Approved by Board of Trustees Date:

Florida State University
Robert Large, rlarge@fsu.edu
28-Aug-26

Certification of Compliance with Regulation 9.012, Foreign Influence

I confirm that this institution does not have any grant programs, agreements, partnerships, contracts, offices, campuses, or physical locations within a foreign country of concern as identified in Board of Governors Regulation 9.012, Foreign Influence, and section 288.860, Florida Statutes.

University:
University CAVP or Designee and Email:
Date Reviewed:

Country of Concern Involved	Foreign Principal Involved	Expiration Date of Agreement	Notes
China	Novo Nordisk Foundation (Denmark)	3/31/29	Consortium agreement with Novo Nordisk Foundation, a Danish organization. One member of the consortium is a Chinese company. Novo Nordisk (based in Denmark) has sponsored research to support discovery of new antibiotic substances in soil. The Board of Governors granted an exception pursuant to Regulation 9.012 to allow this partnership in 2026.
China	Yantai Wanlong Vacuum Metallurgy Co Ltd	10/15/25	Purchase by the National High Magnetic Field Laboratory Magnet Science and Technology (NHMFL) for custom-sized Cu-Ag-Cr-Zr rods fabricated with vacuum induction melting, hot forging, extrusion, and cold drawing. This is needed for the fabrication and testing of specialty alloy conductor for the NHMFL Pulsed Magnet Program. Two potential U.S. suppliers were contacted and they did not provide quotes. This vendor was the only supplier willing and capable of providing the material, labor, equipment, and tools necessary for drawing and performing required quality assurance tests and measurements.
China	Yantai Wanlong Vacuum Metallurgy Co Ltd	10/29/25	Purchase by the National High Magnetic Field Laboratory Magnet Science and Technology for custom sized drawing dies utilized by Yantai for drawing the rods listed above. This is needed for the fabrication and testing of specialty alloy conductor for the NHMFL Pulsed Magnet Program. This vendor was the only supplier willing and capable of providing the material, labor, equipment, and tools necessary for drawing and performing required quality assurance tests and measurements.
China	Labtone Test Equipment Co., Ltd.	10/31/25	This was a vibration test system for the Center for Advanced Power Systems to be used in the laboratory (HEFL - CAPS) to develop multi-stress environments required for research-related testing of power components (test objects). Four other vendors were researched, but none were able to meet the requirements.
China	Chemexplorer Company Limited	12/16/25	Purchase for measurements of the solubility of drug candidates. Vendor provided analytical data on compound solubility in an aqueous buffer.

Insert rows as necessary.

[illegible]



FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Audit and Compliance Committee

OFFICE OF COMPLIANCE AND ETHICS

INFORMATION ITEMS



FLORIDA STATE UNIVERSITY

POLICY 1-3 BOARD ETHICS & CONFLICT OF INTEREST

Responsible Executive: University Board of Trustees
Approving Official: University Board of Trustees
Effective Date: [ADD DATE]
Revision History: New Adopted January 24, 2003 as President's Policy; Conflict of Interest Policy adopted May 1, 2013 as President's Policy; Policies Combined, Revised and Moved to Board Policy [ADD DATE]

I. INTRODUCTION

The Florida State University Board of Trustees is the governing board for ~~The~~ Florida State University; as such it is obligated to serve the public ~~trust~~mission of the institution. As a member of the Board, each Trustee agrees to keep the welfare of the University at all times paramount, putting aside any and all personal, parochial, and business conflicts of interests thereby assuring that a Trustee's independence of judgment is not compromised, that the public's and the University's confidence and respect in the integrity of the Board are preserved, and that ~~The~~ Florida State University's public mission is protected and well served.

Florida State University Trustees are subject to Part III, Chapter 112, Florida Statutes, Code of Ethics for Public Officers and Employers ("Florida Ethics Code") as well as Article II, Section 8, of the Florida Constitution. The Florida Ethics Code, as it relates to standards of conduct, applies to university boards of trustees as a state university is considered an "agency" under Section 112.312, Florida Statutes, and its trustees are public officers. Further, the Florida Ethics Code financial disclosure requirements apply to university boards of trustees as provided in Section 112.3145, Florida Statutes. The Florida Board of Governors has reiterated the applicability of the Florida Ethics Code in Florida Board of Governors Regulation 1.001(2)(a). Finally, the Florida State University Board of Trustees has, through its own action, expanded upon the minimum requirements of the Florida Ethics Code by prohibiting the university from conducting any business with the relative of a trustee, rather than just a business where a family member holds in excess of 5% interest, as is provided in the Florida Code of Ethics.

Trustees shall be governed by the requirements of the Florida Code of Ethics in Sections 112.311-112.326, Florida Statutes. Particular adherence is required to the requirements in Section 112.313, Florida Statutes, as it relates to: solicitation or acceptance of gifts; doing business with one's agency; unauthorized compensation; salary and expenses; misuse of public position; conflicting employment or contractual relationship; and disclosure or use of certain information. It is the purpose of this policy to supplement and implement these statutory requirements. Hence, if there is a conflict between any provision of this policy and the Code, the Code shall control.

In performing their official duties and responsibilities as public officers subject to the Florida Code of Ethics, each Trustee must endeavor to avoid participating in activities that may give rise to an actual or potential conflict of interest between the Trustee's private interests and his or her public duties and responsibilities to the Florida State University Board of Trustees. A conflict of interest may arise when a Trustee's private interests, including those of the Trustee's relatives as defined

Commented [A1]: This paragraph was added in 2013 when President's office policy 2-4 was adopted (mostly duplicating Policy 1-3). The highlighted language is more stringent than state law requirements.

in Section 112.3143, Florida Statutes, may affect the Trustee's independent judgment or ability to impartially perform his or her public duties.

Commented [A2]: Based on BOG Regulation 1.006(1).

II. POLICY

Conflicting Interest General Matters

Trustees shall use proper channels when dealing with ~~conflicts of interest~~, use of official authority, hiring of employees, in handling grievances/complaints of students, staff, faculty or citizens, and handling special interest groups. ~~Except as provided by charter or other established reporting lines (e.g. Chief Audit Executive and Chief Compliance and Ethics Officer), The~~ Board of Trustees has the legal authority to give direction to only one employee – the President of The Florida State University, ~~who has been delegated authority to manage day-to-day operations of the University, its personnel, and students. Unless specifically referred by the President, Trustees should not intervene unduly interfere in relations or personnel decisions involving with other administrators, faculty, staff/employees or students.~~

Commented [A3]: Updated to reflect current reporting structure. Additional revisions proposed for clarification, subject to board discussion and approval.

Complaints made to any Trustee should be referred directly to the ~~President~~.

Commented [A4]: Deleted-reference below in "Other Issues" section.

Trustees shall cooperate with all reasonable University requests for disclosure of financial or business interests so that potential conflicts of interest can be identified and mitigated. Additionally, Trustees shall timely complete any ethics trainings pursuant to the University's Compliance and Ethics Program Plan and Board of Governors Regulations.

~~A Trustee has a conflict of interest whenever the Trustee, a Trustee's family member or a business associated with a Trustee or a Trustee's family member has an existing or potential financial/personal interest in a matter pending before the Board of Trustees or the University. Any potential conflicts of interest or uncertainty regarding a conflict shall be brought to the immediate attention of the Chairman of the Board of Trustees.~~

- ~~(1) Family Member includes: spouse, parents, siblings, aunts/uncles, children, domestic partner, and any person residing in a Trustee's household.~~
- ~~(2) Business Associated with a Trustee means an organization, corporation, partnership, joint venture, proprietorship or other entity or associate(s) with respect to which either the Trustee or a member of the Trustee's family:~~
 - ~~(a) Receives compensation or has any contractual right to future income (excluding compensation from the University), or any governmental source, investment or savings income, retirement or insurance benefits, rents or alimony, or non-financial consideration and benefits;~~
 - ~~(b) Serves as an officer, director, partner, or employee; or~~
 - ~~(c) Holds a foreseeable financial interest, which may result from a Trustee's official authority as a member of the Board of Trustees;~~

Commented [A5]: These terms are defined in state law, propose deleting here for consistency.

Voting Conflicts

Any potential voting conflict or uncertainty regarding a voting conflict shall be brought to the immediate attention of the Chief Compliance and Ethics Officer. At the beginning of each Board of Trustees meeting, the Chair shall read a statement reminding Board members of the requirements of this policy and Florida law and urging Trustees to disclose any actual or perceived voting conflicts.

Mandatory Abstention (Personal Gain or Loss):



FLORIDA STATE UNIVERSITY

A Trustee **may not vote** on any matter that inures to their own special private gain or loss. S. 112.3143(2), F.S. In abstaining from voting, a Trustee must fully disclose the nature of the interest for the public record in accordance with the procedures in this policy.

Voting Permitted with Required Disclosure (Third-Party Gain or Loss):

A Trustee **may vote, or may proactively abstain from voting**, on a matter that inures to the special private gain or loss of a relative, principal by whom he or she has been retained, parent/subsidiary organization of a corporation by which he or she has been retained, or business associate, provided that full disclosure of the nature of the interest is made for the public record in accordance with the procedures in this policy.

Disclosure Procedure for Voting Conflicts:

In the event a voting conflict arises in a matter affecting any of the parties listed above, the Trustee must first disclose the nature of the interest before participating in discussions or attempting to influence a decision. S. 112.3143(4), F.S.

Such a disclosure must be made in a written memorandum filed with the person responsible for recording minutes prior to the meeting. The memorandum will be recorded in the minutes and provided to the other Trustees and will be publicly read at the next meeting. In the event that disclosure has not been made prior to the meeting or that any conflict is unknown prior to the meeting, the disclosure shall be made orally at the meeting when it becomes known that a conflict exists. A written memorandum disclosing the nature of the conflict shall then be filed within 15 days after the oral disclosure with the person responsible for recording the minutes of the meeting and shall be incorporated into the minutes of the meeting at which the oral disclosure was made. Any such memorandum shall become a public record upon filing, shall immediately be provided to the other Trustees, and shall be read publicly at the next meeting held subsequent to the filing of this written memorandum.

Other Issues

- (1) A Trustee shall not use the authority, title, influence, or prestige of his or her position to solicit business for themselves, a family member, or a business in which they are financial beneficiaries or otherwise obtain a private financial, social, or political benefit, which in any manner would be inconsistent with the interest and mission of the University.
- ~~(2) , nor shall a~~ Trustee **shall not** disclose confidential information gained by reason of the Trustee's position for personal gain, benefit or to secure special privileges or exemption for ~~him or herself~~ themselves or others.
- (3) A Trustee shall not abuse his or her position in order to obtain a disproportionate benefit for himself or herself; his or her spouse, children, or employer; or for any business with which he or she contracts; in which he or she is an officer, a partner, a director, or a proprietor; or in which he or she owns an interest, as prohibited by Article II, section 8(h)(2), Florida Constitution.
- ~~(2) Except for the hiring of the President, no Trustee shall attempt to influence the hiring decision of other University employees.~~
- ~~(3)~~(4) Complaints and issues received by Trustees directly from students, staff, faculty, or citizens should be referred directly to the President.
- ~~(4)~~(5) A Trustee's first and foremost obligation when confronted with issues supported by special groups (including but not limited to unions, economic groups, geographical areas,

Commented [A6]: Suggest deletion. Referenced above in policy section.

racial groups and political parties) is to represent and act only in the best interests of the University.

III. LEGAL SUPPORT, JUSTIFICATION, AND REVIEW OF THIS POLICY

Article IX, Section 7 Florida Constitution; BOG [Regulation](#) 1.001; [Section](#) 1001.71, Florida Statutes; [Part III, Chapter 112, Florida Statutes, the Code of Ethics for Public Officers and Employers](#)

[This Policy should be reviewed and, as appropriate, revised by the Board of Trustees every seven years.](#)

/s/ Name of Approving Official

[Proof of approval retained in file]

Title of Policy: Ethics
Responsible Executive: University Board of Trustees
Approving Official: University Board of Trustees
Effective Date: January 24, 2003
Revision History: New January 24, 2003

I. Introduction

The Florida State University Board of Trustees is the governing board for The Florida State University; as such it is obligated to serve the public trust. As a member of the Board, each Trustee agrees to keep the welfare of the University at all times paramount, putting aside any and all personal, parochial, and business conflicts of interests thereby assuring that a Trustee's independence of judgment is not compromised, that the public's and the University's confidence and respect in the integrity of the Board are preserved, and that The Florida State University's public mission is protected and well served.

Trustees shall be governed by the requirements of the Florida Code of Ethics in Sections 112.311-112.326, Florida Statutes. Particular adherence is required to the requirements in Section 112.313, Florida Statutes, as it relates to: solicitation or acceptance of gifts; doing business with one's agency; unauthorized compensation; salary and expense; misuse of public position; conflicting employment or contractual relationship; and disclosure or use of certain information. It is the purpose of this policy to supplement and implement these statutory requirements. Hence, if there is a conflict between any provision of this policy and the Code, the Code shall control.

II. Policy

Conflicting Interest

Trustees shall use proper channels when dealing with conflicts of interest, use of official authority, hiring of employees, in handling grievances/complaints of students, staff, faculty or citizens, and handling special interest groups. The Board of Trustees has the legal authority to give direction to only one employee – the President of The Florida State University. Unless specifically referred by the President, Trustees should not intervene in relations with other administrators, faculty, staff or students. Complaints made to any Trustee should be referred directly to the President.

A Trustee has a conflict of interest whenever the Trustee, a Trustee's family member or a business associated with a Trustee or a Trustee's family member has an existing or potential financial/personal interest in a matter pending before the Board of Trustees or the University. Any potential conflicts of interest or uncertainty regarding a conflict shall be brought to the immediate attention of the Chairman of the Board of Trustees.

(1) Family Member includes: spouse, parents, siblings, aunts/uncles, children, domestic partner, and any person residing in a Trustee's household.

(2) Business Associated with a Trustee means an organization, corporation, partnership, joint venture, proprietorship or other entity or associate(s) with respect to which either the Trustee or a member of the Trustee's family:

(a) Receives compensation or has any contractual right to future income (excluding compensation from the University), or any governmental source, investment or savings income, retirement or insurance benefits, rents or alimony, or non-financial consideration and benefits;

(b) Serves as an officer, director, partner, or employee; or

(c) Holds a foreseeable financial interest, which may result from a Trustee's official authority as a member of the Board of Trustees.

Other Issues

(1) A Trustee shall not use the authority, title, influence, or prestige of his or her position to solicit business for others or otherwise obtain a private financial, social, or political benefit, which in any manner would be inconsistent with the interest and mission of the University, nor shall a Trustee disclose confidential information gained by reason of the Trustee's position for personal gain, benefit or to secure special privileges or exemption for him or herself or others.

(2) Except for the hiring of the President, no Trustee shall attempt to influence the hiring decision of other University employees.

(3) Complaints and issues received directly from students, staff, faculty, or citizens should be referred directly to the President.

(4) A Trustee's first and foremost obligation when confronted with issues supported by special groups (including but not limited to unions, economic groups, geographical areas, racial groups and political parties) is to represent and act only in the best interests of the University.

III. Legal Support, Justification, and Review of This Policy

Article IX, Section 7 Florida Constitution, BOG 1.001, 1001.71 Florida Statutes

FSU Policy 2-4

Title of Policy: Board Conflict Of Interest

Responsible Executive: President

Approving Official: Provost

Effective Date: May 1, 2013

Revision History: New May 1, 2013

Purpose:

To identify the applicable conflict of interest provisions governing members of the Florida State University Board of Trustees.

Policy Statement:

It is the policy of the Florida State University that the Florida Ethics Code, as further expanded by the Florida State University Board of Trustees in its Ethics Policy, shall apply to members of the Florida State University Board of Trustees.

For reference, the Florida State University Board of Trustees Ethics Policy is restated below.

This Policy shall be reviewed and, as appropriate, revised by the President every seven years.

Legal Support and Justification:

The Florida State University is subject to Part III, Chapter 112, Florida Statutes, the Code of Ethics for Public Officers and Employers ("Florida Ethics Code") on several legal grounds. The Florida Ethics Code as it relates to standards of conduct applies to university boards of trustees as they are considered "public officers" under section 112.212(1), Florida Statutes. Further, the Florida Ethics Code financial disclosure requirements apply to university boards of trustees as provided in section 112.3145(1) (c) 3, Florida Statutes. The Florida Board of Governors has reiterated the applicability of the Florida Ethics Code in Florida Board of Governors Regulation 1.001(2) (a). Finally, the Board of Trustees has, through its own action, expanded upon the minimum requirements of the Florida Ethics Code by prohibiting the university from conducting any business with the relative of a trustee, rather than just a business where a family member holds in excess of 5% interest, as is provided in the Florida Code of Ethics.

Florida State University Board of Trustees Ethics Policy

Preamble

The Florida State University Board of Trustees is the governing board for The Florida State University; as such it is obligated to serve the public trust. As a member of the Board, each Trustee agrees to keep the welfare of the University at all times paramount, putting aside any and all personal, parochial, and business conflicts of interests thereby assuring that a Trustee's independence of judgment is not compromised, that the public's and the University's confidence and respect in the integrity of the Board are preserved, and that The Florida State University's public mission is protected and well served.

Trustees shall be governed by the requirements of the Florida Code of Ethics in Sections 112.311-112.326, Florida Statutes. Particular adherence is required to the requirements in Section 112.313, Florida Statutes, as it relates to: solicitation or acceptance of gifts; doing business with one's agency; unauthorized compensation; salary and expense; misuse of public position; conflicting employment or contractual relationship; and disclosure or use of certain information. It is the purpose of this policy to supplement and implement these statutory requirements. Hence, if there is a conflict between any provision of this policy and the Code, the Code shall control.

Conflicting Interest

Trustees shall use proper channels when dealing with conflicts of interest, use of official authority, hiring of employees, in handling grievances/complaints of students, staff, faculty or citizens, and handling special interest groups. The Board of Trustees has the legal authority to give direction to only one employee – the President of The Florida State University. Unless specifically referred by the President, Trustees should not intervene in relations with other administrators, faculty, staff or students. Complaints made to any Trustee should be referred directly to the President.

A Trustee has a conflict of interest whenever the Trustee, a Trustee's family member or a business associated with a Trustee or a Trustee's family member has an existing or potential financial/personal interest in a matter pending before the Board of Trustees or the University. Any potential conflicts of interest or uncertainty regarding a conflict shall be brought to the immediate attention of the Chairman of the Board of Trustees.

(1) Family Member includes: spouse, parents, siblings, aunts/uncles, children, domestic partner, and any person residing in a Trustee's household.

(2) Business Associated with a Trustee means an organization, corporation, partnership, joint venture, proprietorship or other entity or associate(s) with respect to which either the Trustee or a member of the Trustee's family:

(a) Receives compensation or has any contractual right to future income (excluding compensation from the University), or any governmental source, investment or savings income, retirement or insurance benefits, rents or alimony, or non-financial consideration and benefits;

(b) Serves as an officer, director, partner, or employee; or

(c) Holds a foreseeable financial interest, which may result from a Trustee's official authority as a member of the Board of Trustees.

Other Issues

(1) A Trustee shall not use the authority, title, influence, or prestige of his or her position to solicit business for others or otherwise obtain a private financial, social, or political benefit, which in any manner would be inconsistent with the interest and mission of the University, nor shall a Trustee disclose confidential information gained by reason of the Trustee's position for personal gain, benefit or to secure special privileges or exemption for him or herself or others.

(2) Except for the hiring of the President, no Trustee shall attempt to influence the hiring decision of other University employees.

(3) Complaints and issues received directly from students, staff, faculty, or citizens should be referred directly to the President.

(4) A Trustee's first and foremost obligation when confronted with issues supported by special groups (including but not limited to unions, economic groups, geographical areas, racial groups and political parties) is to represent and act only in the best interests of the University.

Adopted January 24, 2003

 5/1/13 (signature of Approving Authority, date)



Conflict of Interest Attestation & Disclosure Form

PART 1: OVERVIEW OF ETHICS LAWS

Members of the Florida State University Board of Trustees (BOT) hold their positions for the benefit of the public (Art. II, s. 8, Fla Const. and s. 112.311, F.S.). Florida law prescribes that no public officer have any interest, financial or otherwise, direct or indirect, which substantially conflicts with the proper discharge of public duties. In addition, the [FSU Board of Trustees Ethics Policy](#) prescribes the manner in which certain conflicts of interest are brought to the attention of the Chief Compliance and Ethics Officer.

Key Provisions (Per [Florida Statutes Ch. 112, Part III](#)):

- **Gifts:** Trustees may not *solicit or accept* anything of value, such as a gift, loan, reward, promise of future employment, favor, or service that is based upon any understanding that their vote, official action, or judgment will be influenced by such gift (s. 112.313(2) and (4), F.S.). Additionally, a Trustee is prohibited from *soliciting* a gift from a vendor doing business with the university, a political committee, or a lobbyist who has lobbied the Trustee or the university within the past 12 months, or the partner, firm, employer, or principal of the lobbyist (ss. 112.3148, 112.31485, and 112.3215(6), F.S.). Lobbyists, principals of lobbyists, and political committees are prohibited from giving anything of value to a Trustee ("expenditure ban"). Gifts from vendors of FSU may be accepted provided that the value does not exceed \$100. However, since many vendors are also principals of lobbyists, such gifts nonetheless may be prohibited regardless of value due to the expenditure ban noted above. Certain reporting requirements may apply for gifts received by a Trustee. Trustees should consult with the Chief Compliance and Ethics Officer for guidance.
- **Honoraria:** Trustees may not solicit honoraria related to their public office or duties as a Trustee for the university (s. 112.3149(4), F.S.).
- **Doing Business with FSU:** Trustees acting in their official capacity are prohibited from purchasing, renting, or leasing realty, goods, or services for the university from a business entity in which they, their spouse, or children serve as an officer/director or hold a *material interest* (defined as >5% ownership (s. 112.312(15), F.S.)). In a private capacity, Trustees may not sell or lease realty, goods, or services to FSU (s. 112.313(3), F.S.).
- **Conflicting Employment:** Trustees may not work for, or contract with, a business entity that is doing business with the university (s. 112.313(7), F.S.).
- **Misuse of Position & Information:** Trustees may not corruptly use their position, university property, or non-public information for their own personal benefit or for the benefit of persons or businesses connected to them in a private capacity (ss. 112.313(6) and 112.313(8), F.S.). Similarly, the Florida Constitution prohibits the abuse of one's position to achieve a disproportionate benefit for oneself, one's spouse, children, or employer; or for any business with which he or she contracts; in which he or she is an officer, a partner, a director, or a proprietor; or in which he or she owns an interest (Art. II, s. 8(h)(2), Fla. Const.).
- **Voting Conflicts:** A Trustee may not vote on any matter that inures to their own special private gain or loss. In abstaining from voting, a Trustee must fully disclosure of the nature of the interest for the public record in accordance with the procedures in this policy. A Trustee may vote, or may proactively abstain from voting, on a matter that inures to the special private gain or loss of a relative, principal by whom he or she has been retained, parent/subsidiary organization of a corporation by which he or she has been retained, or business associate, provided that full disclosure of the nature of the interest is made for the public record in accordance with the procedures in the Board of Trustees Ethics Policy. In the event a voting conflict arises in a matter affecting any of the parties listed above, the Trustee must first disclose the nature of the interest as required by the Board of Trustees Ethics Policy before participating in discussions or attempting to influence a decision. S. 112.3143(2) and (4), F.S.

PART 2: CONFLICT OF INTEREST DISCLOSURE FORM (ANNUAL)

1. Personal & Familial Interests

Do you or any family member have an existing or potential financial or other interest that impairs—or might reasonably appear to impair—your independent, unbiased judgment in the discharge of your duties as an FSU Trustee?

☐ **NO** ☐ **YES** (If Yes, please describe below)

Describe existing or potential interests (attach additional pages if needed).

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2. Employment and Contractual Relationships

List any business entity **doing business with FSU** with which you are **employed** or have a **contractual relationship** (attach additional pages if needed). If none, write "None" or "N/A."

3. Selling, Renting, or Leasing to FSU

List any business entity **that sells, rents, or leases real property, goods, or services to FSU** in which either: (a) you, your spouse, or your child serves as an **officer, partner, director, or proprietor**; or (b) you, your spouse, your child, or any combination thereof, holds a **material interest** (greater than 5% ownership) (attach additional pages if necessary). If none, write "None" or "N/A".

PART 3: ATTESTATION & SIGNATURE

By signing below, I certify that I am familiar with the FSU Board of Trustees Ethics Policy and Florida law regarding conflicts of interest. I have disclosed all potential conflicts of which I am aware and agree to promptly file an updated disclosure form if new matters arise before my next annual form is due.

Trustee Name (Printed)

Date

Signature

Please return the completed and signed form to the FSU Office of Compliance and Ethics. In addition, Trustees are required to disclose financial interests using Florida Commission on Ethics Form 1 annually. This form does not replace the Form 1 filing requirement.

Authority: Article II, Section 8 of the Florida Constitution and Florida Code of Ethics for Public Officers and Employees - Florida Statutes Ch. 112, Part III