FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Audit and Compliance Committee

MEETING MINUTES (DRAFT)

Thursday, August 27, 2026
1:15 p.m. – 2:25 p.m.

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

Attended (committee):
Committee Chair Peter Jones
Trustee Henderson
Board Chairman Peter Collins

Absent (committee):
None

Staff (committee):
Undra Baldwin, Chief Audit Officer
Robert Large, Chief Compliance and Ethics Officer

Others in attendance:
Richard McCullough, FSU President
Kyle Clark, Senior Vice President of Finance and Administration
Marissa Langston, Vice President & Chief of Staff
Jonathan Fozard, Vice President for Information Technology Services & Chief Information Officer
Renisha Gibbs, Associate Vice President for Human Resources; Chief of Staff for Finance and Administration
Michael Williams, Associate Vice President for Finance & Administration
Paul Harlacher, Associate Vice President for Academic Affairs for Budget and Finance
Dennis Schnittker, Assistant Vice President for University Communications
Judd Enfinger, University Controller
Heather Mayo, Deputy Chief of Staff

I. Call to Order and Welcome

Trustee Peter Jones, Chair

Chair Jones called the meeting to order at 1:15 p.m. and recognized that Board Chair Collins and Trustee Henderson were present and that there was a quorum.

II. Approval of Minutes

June 18, 2026, Meeting Minutes

The minutes of the June 18, 2026, meeting were unanimously approved as presented.

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

Trustee Henderson inquired about EisnerAmper's role as OAAS's co-sourced Information Technology Audit firm during the annual risk assessment process. Mr. Baldwin explained that the annual risk assessment process is exclusively managed by OAAS through various external and internal processes. Once the final Information Technology (IT) Audit Plan is determined, it is forwarded to EisnerAmper for completion.

Trustee Henderson moved to approve the item. Board Chair Collins seconded the motion, and the item was unanimously approved for recommendation by the Committee to the full Board by all present at the meeting.

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**

Mr. Baldwin provided a recap and update on the status of the FY2025–2026 Operational and Information Technology Audits and Activities. Mr. Baldwin expressed appreciation to the A&C Committee, the President, SVP Clark, and AVP Gibbs for providing adequate budget resources and their ongoing support, which have enabled the Office to complete more audits over the past 3 years than prior to his appointment as Chief Audit Officer in May 2022.

A robust discussion was held regarding OAAS' Internal Control and Fraud Awareness Training and the potential need to require the training in higher-risk areas within the University. Mr. Baldwin indicated that he would confer with Senior Vice President Clark and his team to assess the proposal and provide further recommendations.

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) **<u>Action Item I</u>: Request for Approval:** Foreign Activity Report pursuant to BOG Regulation 9.012

Trustee Henderson moved to approve the item. Board Chair Collins seconded the motion, and the item was unanimously approved for recommendation by the Committee to the full Board by all present at the meeting.

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)

Mr. Large provided an overview of the Trustee Conflict of Interest Disclosure Process and delivered operational updates from the Office of Compliance and Ethics. He noted that further revisions to Board Policy 1-3 and the trustee disclosure form would be distributed to Trustees for review, with proposed amendments to be brought forward at a future meeting.

The Board discussed trustee ethics and conflict of interest disclosure requirements with Mr. Large and the President, including considerations related to accountability and recourse. Mr. Large will prepare and present proposed updates to the Trustee ethics policy for future Board consideration. The discussion served as a foundation for evaluating potential enhancements to the University's governance and ethics framework.

Mr. Large provided an operational update, including reporting of foreign gifts and contracts and development of the Office of Compliance and Ethics' annual report and work plan, which will be presented at a future meeting.

VII. Open Forum for Trustees
Trustee Peter Jones, Chair

No additional matters were raised for discussion.

VIII. Adjournment
Trustee Peter Jones, Chair

There being no further business, Chair Jones adjourned the meeting at 2:25 p.m.