



FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Audit and Compliance Committee

MEETING MINUTES

Approved 9.12.24

Thursday, June 20, 2024
10:00 am

Zoom Meeting

Committee Members in Attendance: Trustee Maximo Alvarez (Chair), Board Vice Chair Bob Sasser¹

Committee Members Absent: Trustee Jim Henderson.

Committee Staff: Undra Baldwin, Chief Audit Officer and Robert Large, Chief Compliance & Ethics Officer.

Others in Attendance: Trustee Bridgett Birmingham, Trustee Jackson Boisvert, Trustee Vivian de las Cuevas-Diaz, Trustee Jorge Gonzalez, Trustee Justin Roth, Trustee John Thiel, Trustee Drew Weatherford, President McCullough, University Vice Presidents, and other staff.

I. Call to Order and Welcome

Trustee Maximo Alvarez, Chair

As previous committee meetings concluded early, Chair Alvarez called the meeting to order at 9:53 am.

II. Approval of Minutes

January 31, 2024, Meeting Minutes

Trustee Sasser moved to approve the committee meeting minutes from February 23, 2023. Chair Alvarez seconded the motion, and the minutes were approved unanimously.

¹ Board Vice Chair Sasser served as an ex-officio voting member of the committee due to Trustee Henderson's absence and as he was presiding as Chair during Chair Collins's absence.

III. Office of Compliance and Ethics

Mr. Robert Large, Chief Compliance & Ethics Officer

Mr. Robert Large was recognized to present the informational items for the Office of Compliance and Ethics

a. General Operational Update

Mr. Large discussed informational updates, as there were no action items.

- **Compliance Initiatives** – Significant federally required mandate with a summer deadline. The office has been providing support to the subject matter areas that are responsible for compliance obligations.
- **Title IX** - Final rule issued in April with an 8/1/24 compliance deadline. Procedural changes and other modifications have been identified to update policies and procedures with the understanding that this is impacted by ongoing litigation. An update is anticipated sometime in July. FSU anticipates we will be prepared for the 8/1 deadline.
- **Final Rule of US DOE** – related to certification requirements for academic programs that lead to state licensure. 7/1/24 effective date. Office of Distance Learning actively spearheading to ensure materials are updated to comply.
- **Initiative** - Conflict of Interest reporting process (internal to FSU). Conflict administration management systems have been created and continue to evolve. Working with Dr. Kistner regarding conflict-of-interest related issues, to ensure we remain compliant with state law as well as our Federal Grant Program.
- **Form 1** – On-Line Filing System at State Ethics Commission – seems to be working well.

b. Staffing Update

- State expert on governmental ethics in Florida (start date 7/8/2024)
- Program Coordinator – to provide an infrastructure of support for foreign researcher screenings and other compliance educational programs.
- Interviewing for third position, hoping to fill by Fall.

These three positions will help the department focus on the high-priority compliance needs.

There were no action items and no questions.

IV. Office of Audit and Advisory Services

Action Items for Consideration of Recommendation to the Board of Trustees

Mr. Undra Baldwin, Chief Audit Officer

Chair Alvarez recognized Mr. Baldwin to present items for the Office of Audit and Advisory Services.

Mr. Baldwin advised that all requests have been approved by their respective boards.

a. **Action Items I-IV: Request for Approval:** New External Auditors

Action Item I: FSU Foundation and Alumni Association is requesting approval for a joint 5-year contract and the Real Estate Foundation is requesting approval for a 2-year contract with Crowe LLP

- Mr. Baldwin explained that the FSU Foundation and Alumni Association seek approval for a joint 5-year contract. The Real Estate Foundation is seeking approval for a 2-year contract with Crowe LLP totaling \$1,015K and \$34.5K.

Action Item II: FSU Student Investment Fund is requesting approval for a 5-year contract renewal with Lanigan & Associates, PC

- Mr. Baldwin stated that the FSU Student Investment Fund is seeking approval for a 5-year contract renewal with Lanigan & Associates, PC totaling \$50K.

Action Item III: FSU Panama City Collegiate School is requesting approval for a 5-year contract with James Moore & Co, PL.

- Mr. Baldwin clarified that the FSU Panama City Collegiate School is seeking approval for a 5-year contract with James Moore & Co, PL totaling \$112.5K.

Mr. Baldwin explained that FSU Panama City Collegiate School had previously submitted a request for a new external auditor in Sept. 2023 to the A&C Committee. However, the selected firm (BKHM) would not agree to the University's terms and conditions, so the Collegiate School had to select another audit firm.

Action Item IV: The FSU Schools is requesting approval for a 1-year contract with James Moore & Co, PL.

- Mr. Baldwin explained that the FSU Schools is seeking approval for a 1-year contract with James Moore & Co, PL totaling \$27K.

Mr. Baldwin requested approval from the Board of Trustees, on behalf of the DSOs and Component Units for Action Items I-IV and requested that these items be included as consent items on the full Board's Agenda.

Trustee Bob Sasser moved to approve Action Items I-IV. Chair Max Alvarez seconded the motion, and Action Items I-IV were approved unanimously by all present at the meeting.

b. Action Item V: OAAS FY2024-2025 Audit Plans

Mr. Baldwin discussed the risk factors that were used to develop the FY 2024-2025 Audit Plan. He also reviewed the audits which had been selected for the FY2024-2025 Operational and IT Audit Plans.

Mr. Baldwin requested approval for Action Item V and requested that this item be included as a consent item on the full Board's Agenda.

Trustee Bob Sasser moved to approve the OAAS FY 2024-2025 Audit Plans. Chair Max Alvarez seconded the motion, and it was approved unanimously by all present at the meeting.

V. Informational Items

a. FY 2023-2024 Operational Audits Status Update

➤ As of June 20, 2024, OAAS has completed 5 operational audits and 2 are in progress. The Post-Tenure Faculty Review will be issued by June 30, 2024, to comply with the BOG Regulation and the Campus Recreation audit will be carried over to FY 2024-2025.

b. FY 2023-2024 IT Audits Status Update

➤ As of June 20, 2024, OAAS has completed 1 IT audit. Mr. Baldwin shared that he expected to finalize 4 of the 5 audits listed as in progress by June 30, 2024. The Research Computing Data Security audit will be carried over to FY 2024-2025.

c. New Staff

➤ Mr. Baldwin shared that the department has hired a new Sr. Auditor, 2 Staff Auditors, and an Administrative Specialist. Mr. Baldwin further explained that his goal is for OAAS to not only be the best audit department among Power 5 Universities but also among Fortune 500 companies. The newly created Staff Auditor positions will help us achieve this goal as they will provide more tiers and opportunities for staff as these positions did not exist prior to his arrival.

VI. Open Forum for Trustees

Trustee Maximo Alvarez, Chair

Chair Alvarez opened the floor for any additional items to be discussed.

Trustee Sasser asked Mr. Baldwin whether he felt that he had enough staffing for the FY 2024-2025 Audit Plans, and asked if the Board can do anything if there is a need to add more staff. Mr. Baldwin responded that he is pretty confident that the FY2024-2025 Audit Plans can be completed with the current staffing.

VII. Adjournment

Trustee Maximo Alvarez, Chair

Chair Alvarez adjourned the meeting at 10:23 am.