



FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Audit and Compliance Committee

MEETING MINUTES (DRAFT)

Thursday, September 12, 2024
1:45 p.m. – 2:40 p.m.

Turnbull Conference Center

555 W. Pensacola Street
Tallahassee, FL 32306
Room 215

In Person Attendees: Trustee Jim Henderson

Attended via Zoom: Trustee Maximo Alvarez

Staff: Undra Baldwin, Chief Audit Officer; Robert Large, Compliance and Ethics Officer

I. Call to Order and Welcome
Trustee Maximo Alvarez, Chair

Chair Alvarez called the meeting to order at 1:46 pm. There was a quorum.

II. Approval of Minutes
June 20, 2024, Meeting Minutes

Trustee Henderson moved to approve the committee meeting minutes from June 20, 2024. Trustee Alvarez seconded the motion, and the minutes were approved unanimously by all present at the meeting.

III. Office of Compliance and Ethics
Action Items for Consideration of Recommendation to the Board of Trustees
Mr. Robert Large, Chief Compliance & Ethics Officer

Mr. Robert Large was recognized to present the Action Items and Informational Items for the Office of Compliance and Ethics.

Action Item I: Request for Approval: Office of Compliance and Ethics Charter revision

The first action item was the Office of Compliance and Ethics Charter Revision, which is required to be reviewed by the board every three years. There were no significant changes to the charter.

Trustee Henderson moved to approve the Office of Compliance and Ethics Charter Revision. The motion was seconded by Chairman Alvarez, and the motion was approved unanimously by all present at the meeting.

Action Item II: Request for Approval: Acceptance of Office of Compliance and Ethics 2024-2025 Annual Report and Work Plan

The second action item was the Acceptance of the Office of Compliance and Ethics 2024-2025 Annual Report and Work Plan.

Trustee Henderson moved to approve the Acceptance of the Office of Compliance and Ethics 2024-2025 Annual Report and Work Plan. The motion was seconded by Chairman Alvarez, and the motion was approved unanimously by all present at the meeting.

IV. Office of Compliance and Ethics Informational Items and Updates

Mr. Robert Large, Chief Compliance & Ethics Officer

Mr. Large discussed staffing updates, with three new hires and one promotion. Foreign gifts and contracts reporting, international travel reporting updates, and the Florida Commission on Ethics Form 1 filing compliance update was discussed. Mr. Large described the elements of the compliance and ethics program and upcoming work with the Board of Governors staff and external reviewers.

Trustee Henderson asked for clarification regarding how to provide a better platform for compliance with what the state is asking.

Mr. Large discussed the challenges and risks of recruiting, stating that the focus is on creating a process to continually build a better sense of what the decision-makers look for.

Provost Clark explained at length that the President is actively working with the Chancellor and the BOG on the complexities of calibrating risk and responding to risk.

V. Office of Audit and Advisory Services

Action Items for Consideration of Recommendation to the Board of Trustees

Mr. Undra Baldwin, Chief Audit Officer

Mr. Undra Baldwin was recognized to present the Action Items and Informational Items for the Office of Audit and Advisory Services.

Action Item I: Request for Approval: Office of Audit and Advisory Services (OAAS) Post-Tenure Review Audit Results

Board of Trustee approval was requested for the Post Tenure Review Audit Results, per Board of Governor Regulation 10.003.

Trustee Henderson moved to approve the Office of Audit and Advisory Services (OAAS) Post-Tenure Review Audit Results. The motion was seconded by Chairman Alvarez, and the motion was approved unanimously by all present at the meeting.

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

Mr. Undra Baldwin, Chief Audit Officer

Mr. Baldwin provided an overview of the office's accomplishments and projects for FY23-24 in the Annual Report. He will send President McCullough and the Board of Trustees a copy of the Annual Report by September 25.

In summary:

- i. 15 audits were completed for FY23-24, and 3 audit projects were rolled over to FY24-25
- ii. 24 complaints/intakes were received for FY23-24
- iii. The auditee feedback survey results increased by .02% to 4.50% from last fiscal year.

Provost Clark thanked OAAS for their diligence and guidance during the Post-Tenure Review process. The provost explained the extenuating circumstances surrounding the collective bargaining process and the final outcome results for full and associate professors. Additionally, he thanked the auditing team for their hard work.

Trustee Henderson inquired as to how the Board stays informed on the progress and follow-up of some audits due to having a "deeper dive" into the material. Mr. Baldwin responded and discussed the annual follow-up process that is performed for all previous audit findings as part of OAAS' annual follow-up process to ensure all audit findings are remediated in a timely manner. If there are any audit findings that are high risk and are not being remediated in a timely manner, Mr. Baldwin stated that he would bring them to the Audit & Compliance Committee's attention.

VII. Open Forum for Trustees

Trustee Maximo Alvarez, Chair

Chair Alvarez opened the floor to discuss any additional items. There were no items presented for discussion.

VIII. Adjournment

Trustee Maximo Alvarez, Chair

There being no additional topics for discussion, Chair Alvarez adjourned the meeting at 2:40pm.