



FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Audit and Compliance Committee

MEETING MINUTES (DRAFT)

November 20, 2024

1:45 p.m. – 2:40 p.m.

North Florida Innovation Labs

Room 202

Attended in Person: Chair Maximo Alvarez, Board of Trustees (BOT) Chairman Peter Collins, Trustee Jim Henderson

Attended via Zoom (committee): N/A

Absent (committee): N/A

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

Others in attendance: Kyle Clark, Senior Vice President for Finance and Administration; Michael Williams, Associate Vice President for Finance and Administration; Lisa Scoles, Deputy General Counsel; Dr. Mary Sechrist, Director of Research Integrity, Security, and Ethics; Edna Gasque, Office of Compliance & Ethics; Caroline Klancke, Office of Compliance & Ethics; Jordan Huston, Office of Compliance & Ethics; Paul Douglas (EisnerAmper); Matt Stewart (EisnerAmper); Rudy Dubose (EisnerAmper); and Joanna Palmer, Office of Audit and Advisory Services

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

Chair Alvarez called the meeting to order at 1:45 pm. There was a quorum.

II. Approval of Minutes
September 12, 2024, Meeting Minutes

BOT Chairman Collins moved to approve the A&C Meeting minutes from September 12, 2024. Trustee Henderson seconded the motion, and the minutes were approved unanimously by all present at the meeting.

**III. Office of Compliance and Ethics
Informational Items and Updates**
Mr. Robert Large, Chief Compliance & Ethics Officer

Mr. Robert Large was recognized to present the following Informational Items for the Office of Compliance and Ethics (OCE):

- A. Overview of Compliance and Ethics Program Plan**
- B. Update on external review**
- C. General operational update**

In summary, Mr. Large provided an overview of the Compliance and Ethics Program Plan. The program is required by BOG Regulation 4.003 and is based on the US Sentencing Commission Guidelines, sharing that the Program Plan was first adopted in 2018.

- A. Mr. Large explained the program structure in relation to executive oversight, the standards of conduct/policies and procedures, reporting, education and training, as well as audit and monitoring, enforcement and discipline and response and prevention.

The second informational item was the external review update and next steps. The OCE will be engaging with the Compliance Partnership Committee to discuss the plan for the external review, which will be conducted in the spring of 2025. The OCE is currently completing a self-assessment in preparation for the external review. Feedback from the external review and campus partners will help provide updates, and Mr. Large will engage with the FSU Board of Trustees (BOT) on this. The proposed updated program plan will be presented at a 2025 FSU BOT meeting.

- B. BOT Chairman Collins requested that the review be completed in April so that it can be discussed at the April BOT workshop retreat. Mr. Large responded that the goal is to complete this review by April.

Mr. Large shared current staffing updates, highlighting that he has filled all vacancies but one and hopes to hire an administrative person soon. Funding has been secured for a Student Ombudsman. BOT Chairman Collins stated that the Student Ombudsman position is critical for the University and a high priority for the provost.

- C. Lastly, Compliance and Ethics Week was celebrated November 3-9, 2024. There was a kickoff meeting with the Compliance Partnership Committee, and the inaugural issue of the Compliance and Ethics Newsletter was released.

**IV. Office of Audit and Advisory Services
Informational Items and Updates**

Mr. Undra Baldwin, Chief Audit Officer

Mr. Baldwin was recognized to present the following Informational Items for the Office of Audit and Advisory Services (OAAS):

- A. Status Update FY2024-2025 Audits**
- B. EisnerAmper Introduction – Paul Douglas**
- C. Fraud Awareness Week (November 17-23, 2024)**
- D. Institute of Internal Auditors Standards Revisions – effective Jan. 9, 2025**
 - a. The Essential Relationship Between the A&C and the Internal Audit Function: Opportunities for A&C Engagement**

A. Mr. Baldwin provided a status update of the Operational and IT audits completed and still in progress.

In summary:

- i. One Operational Audit has been completed
- ii. One Advisory Project has been completed
- iii. Four Operational Audits are in progress
- iv. One IT Audit has been completed
- v. Five IT Audits are in progress

B. EisnerAmper (EA) Principal, Paul Douglas, introduced Matt Stewart and Rudy Dubose (EA staff dedicated to the FSU co-source arrangement) and explained briefly the association between his firm and FSU.

C. Fraud Awareness Week is November 17-23, 2024. OAAS has taken this as an opportunity to become more visible on campus by hosting a tabling event in the Student Union, providing information, learning opportunities, and giving away OAAS swag items. It is a goal of OAAS to have a more visible presence on campus to increase awareness of the Office and the services the Office provides.

D. The Institute of Internal Auditors Standards Revisions become effective January 9, 2025. Information about the “Essential Relationship Between the A&C Committee and the Internal Audit Function and Opportunities for Engagement” was shared. Mr. Baldwin also provided an overview of the International Professional Practices Framework (IPPF) Evolution, the new IPPF structure, the importance of internal auditing, effective internal auditing, and overall governance by the A&C, which outlined the roles of senior management and the A&C.

V. Open Forum for Trustees
Trustee Maximo Alvarez, Chair

Chair Alvarez opened the floor to discuss any additional items.

SVP Clark provided an overview and update of the findings from the Auditor General's Operational Audit with the A&C.

Trustee Henderson suggested that Mr. Large and Mr. Baldwin collaborate further on bringing more information to the A&C and full BOT about their work on Enterprise Risk Management, in addition to other initiatives.

VI. Adjournment
Trustee Maximo Alvarez, Chair

Chair Alvarez adjourned the meeting at 2:40pm.

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