

**Audit and Compliance Committee
August 17, 2023
Zoom Webinar
Minutes**

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Committee Meeting

9:30 a.m.

The public was provided with information to join this virtual public meeting on the UWF Board of Trustees website.

I. Call to Order

- A. The meeting of the UWF Board of Trustees Audit and Compliance Committee was called to order at 9:30 a.m. by committee Chair Dick Baker.

II. Roll Call

- A. Chair Baker asked Anna Lochas to conduct roll call. Trustees Dick Baker, Alonzie Scott, and Jill Singer were in attendance.
- B. Other Trustees in attendance included:
 - 1. Suzanne Lewis, Stephanie White, Ariauna Range, Paul Hsu, Bob Sires, and Susan James.
- C. Others in attendance included:
 - 1. Martha Saunders, President; Gary Liguori, Provost & Senior Vice President; Gregory Tomso, Vice President of Academic Engagement & Student Affairs; Howard Reddy, Vice President of University Advancement; Betsy Bowers, Vice President of Finance and Administration; Dave Scott, Associate Vice President for Athletics; Jamie Sprague, Chief Human Resource Officer; Susan Woolf, General Counsel; Anamarie Mixson, Assistant Vice President for the Office of the President; Cindy Talbert, Chief Audit Executive; Matt Packard, Chief Compliance Officer; Michelle Williams, Vice Provost; Matthew Schwartz, Associate VP, Research Administration and Engagement; Dan Lucas, Associate Vice President for Advancement; Jeffrey Djerlek, Associate Vice President of Finance and Controller; Christophe Lizen, Director of Institutional Research; Michael Wyatt, Assistant General Counsel; Aurora Osborn, Interim Director, Campus Culture and Access; Allan Pierce, Lead Help Desk Analyst; and Anna Lochas, BOT Liaison.

III. Greeting

- A. Chair Baker welcomed everyone to the meeting and noted that there were 3 action items and 2 information items on the Audit and Compliance Committee agenda.

IV. Public Comment

- A. Chair Baker opened the floor for public comment. There were none.

V. New Business

- A. Action Item
 - 1. AUD-1: Acceptance of the Internal Auditing PCard Reports and Annual Report
 - a. Chair Baker moved to the first agenda item which was presented by Cindy Talbert, Chief Audit Executive.
 - b. Ms. Talbert explained Internal Auditing & Management Consulting has been charged with auditing PCard holder and approver activity as well as departmental activities and internal controls. She further explained that UWF has 323

PCard holders distributed across 112 departments. Ms. Talbert identified that for the fourth quarter (April – June 2023) of FY 2022/23 five departments encompassing 17 cardholders were examined on a sample basis. Four of the departments received an excellent rating on their audit and one department received the rating of good. Individual reports were distributed to department heads and Procurement & Contracts upon completion of the audits. Ms. Talbert also summarized the PCard audit results for Fiscal Year 2022/23 which included a total of 20 PCards audit reports. These audits included 13 departments receiving a rating of excellent, 5 departments receiving a rating of good, and 2 departments receiving a rating of fair.

- c. Chair Baker asked for motion to accept the Internal Auditing PCard Reports for the 4th Quarter and Fiscal Year Summary of PCard Audits for fiscal year 2022/2023.
 - i. Motion by: Trustee Singer
 - ii. Seconded by: Trustee Scott
 - iii. Motion passed unanimously.
2. AUD-2: Approval of the Office of Compliance & Ethics Annual Report
- a. Chair Baker moved to the second action item which was presented by Matthew Packard, Chief Compliance Officer.
 - b. Mr. Packard explained that each year, the Office of Compliance and Ethics develops an annual report to provide stakeholders with a general update on the program activities with a strategic emphasis on program activities that help satisfy the regulatory requirements established in Board of Governors Regulation 4.003, State University System Compliance and Ethics Programs.
 - c. Chair Baker asked for a motion to approve the 2022/2023 Office of Compliance and Ethics Annual Report.
 - i. Motion by: Trustee Scott
 - ii. Seconded by: Trustee Signer
 - iii. Motion passed unanimously.
3. AUD-3: Approval of the Office of Compliance & Ethics Work Plan
- a. Chair Baker asked Mr. Packard to present the third and final action item.
 - b. Mr. Packard presented the updated Office of Compliance and Ethics Work Plan and explained that the Compliance

and Ethics Work Plan supplements the annual report and provides stakeholders with the current compliance framework for meeting the requirements of Board of Governors Regulation 4.003, State University System Compliance and Ethics Programs.

- c. Chair Baker asked for a motion to approve the updated Office of Compliance and Ethics Work Plan.
 - i. Motion by: Trustee Singer
 - ii. Seconded by: Trustee Scott
 - iii. Motion passed unanimously.

B. Information Item

- 1. INFO-1: Office of Compliance & Ethics – Update on Activities
 - a. Chair Baker moved to the first information item which was presented by Mr. Packard. Mr. Packard provided an update on the activities of the Office of Compliance and Ethics.
- 2. INFO-2: Internal Auditing and Management Consulting – Update on Activities
 - a. Chair Baker asked Ms. Talbert to present the second information item. Ms. Talbert provided an update on the activities of the Office of Internal Auditing and Management Consulting.

VI. Other Business

- A. Chair Baker identified that all agenda items had been discussed. Chair Baker asked if the committee members had any additional business to discuss. No other business was discussed.

VII. Adjournment

9:48 a.m.

- A. Chair Baker thanked those in attendance for their participation. With no other business to discuss, Chair Baker adjourned the meeting at 9:48 a.m.