

**Audit and Compliance Committee
November 16, 2023
Zoom Webinar
Minutes**

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Committee Meeting

9:06 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 9:06 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; 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; Brittany Sherwood, Director of Strategic and Presidential Communication; Dacia Larin Assistant Vice President of Continuing Education; Dallas Snider, Chair, Department of Information Technology; Geissler Golding, Executive Director of ITS and CISO; James Adams, Director, Business and Auxiliary Services; Lauren Alidor, Internal Auditor; Mary Anderson, Dean of Students; Sandra Thomson, Director of IT Operations; 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 four action items and three information items on the Audit and Compliance Committee agenda.

IV. Public Comment

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

V. Approval of Minutes

- A. Chair Baker reminded the committee members that they had been given the opportunity ahead of time to review the minutes of the August 17, 2023, Audit and Compliance Committee Meeting. Chair Baker asked for a motion to approve the minutes as presented if there were no changes or corrections.
 1. Motion by: Trustee Singer
 2. Seconded by: Trustee Scott
 3. Motion passed unanimously.

VI. New Business

A. Action Item

1. AUD-1: Acceptance of Internal Audit Reports
 - a. Chair Baker moved to the first action item which was presented by Cindy Talbert, Chief Audit Executive.
 - b. Ms. Talbert reviewed the recently completed internal audit reports including the Nautilus Card Office; Foundation Business Processes; Student Accessibility Resources, Title IX, and Equal Opportunity Departmental Audit; Applied Behavior Analysis Revenue and Expenditures; IT Incident Response Management; and Student Activity and Service Fees.
 - c. Chair Baker asked for motion to motion to accept the Internal Auditing Reports for the Nautilus Card; Foundation Business Processes; Student Accessibility Resources, Title IX, and Equal Opportunity Departmental Audit; Applied Behavior Analysis Revenue and Expenditures; IT Incident Response Management; and Student Activity and Service Fees.
 - i. Motion by: Trustee Singer
 - ii. Seconded by: Trustee Scott
 - iii. Motion passed unanimously.
2. AUD-2: Acceptance of PCard Quarter 1 Audit Report
 - a. Chair Baker asked Ms. Talbert to present the second action item.
 - b. Ms. Talbert explained that the audit activities for the 1st Quarter of 2023-2024 focused on an across-the-board approach rather than individual department audits. The results of audit testing showed generally good results.

- c. Chair Baker asked for a motion to accept the PCard Quarter 1 Audit Report.
 - i. Motion by: Trustee Scott
 - ii. Seconded by: Trustee Signer
 - iii. Motion passed unanimously.
3. AUD-3: Acceptance of the BEI Audited Financial Statements 2023
- a. Chair Baker moved to the third action item which was presented by Ms. Talbert.
 - b. Ms. Talbert explained that Pursuant to Florida Statute 1004.281 and BOG Regulation 9.011(5)2, organizations affiliated with or through the University of West Florida (aka Direct Support Organizations) must be audited annually and presented to the University of West Florida Board of Trustees. The financial statements of Business Enterprises, Inc. were audited by independent certified public accountants, James Moore & Company, for the fiscal year ending June 30, 2023. Ms. Talbert identified that the auditors found that the financial statements present fairly, in all material respects, the financial position of BEI as of June 30, 2023, and that the auditors found no instances of noncompliance.
 - c. Chair Baker asked for a motion to accept the Business Enterprises, Inc. financial statements for June 30, 2023, audited by James Moore and Company.
 - i. Motion by: Trustee Scott
 - ii. Seconded by: Trustee Singer
 - iii. Motion passed unanimously.
4. AUD-4: Acceptance of the UWF Historic Trust Audited Financial Statements 2023
- a. Chair Baker asked Ms. Talbert to present the fourth action item.
 - b. Ms. Talbert explained that pursuant to Florida Statute 1004.281, BOG Regulation 9.011(5)2 and the agreement between UWF and the UWF Historic Trust, affiliated entities (aka Direct Support Organizations) must be certified annually by the University of West Florida. Ms. Talbert identified that the West Florida Historic Preservation, Inc. (dba UWF Historic Trust) is such an entity and has been audited for the fiscal year ending June 30, 2023. The financial statements of West Florida Historic Preservation, Inc. were audited by independent certified public

accountants, Saltmarsh, Cleaveland, & Gund, for the fiscal year ending June 30, 2023. Ms. Talbert explained that the auditors found that the financial statements present fairly, in all material respects, the financial position of UWF Historic Trust as of June 30, 2023, and they found no instances of noncompliance.

- c. Chair Baker asked for a motion to accept the UWF Historic Trust financial statements for June 30, 2023, audited by Saltmarsh, Cleaveland, and Gund.
 - i. Motion by: Trustee Scott
 - ii. Seconded by: Trustee Singer
 - iii. Motion passed unanimously.

B. Information Item

1. INFO-1: Internal Auditing and Management Consulting – Annual Self-Assessment 2023

- a. Chair Baker moved to the first information item which was presented by Ms. Talbert. Ms. Talbert presented the Internal Auditing and Management Consulting Annual Self-Assessment for 2023.

2. INFO-2: Internal Auditing and Management Consulting Update

- a. Chair Baker asked Ms. Talbert to present the second information item. Ms. Talbert provided an update on Internal Auditing and Management Consulting.

3. INFO-3: Office of Compliance & Ethics – Update on Activities

- a. Chair Baker moved to the third information item which was presented by Mr. Matt Packard, Chief Compliance Officer. Mr. Packard provided an update on the activities of the Office of Compliance and Ethics.

VII. Announcements

- 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.

VIII. Adjournment

9:33 a.m.

- A. Chair Baker thanked those in attendance for their participation. With no other business to discuss, Chair Baker adjourned the meeting at 9:33 a.m.