

**Florida Agricultural and Mechanical University
Board of Trustees**



**Audit & Compliance Committee Meeting
Chair White
Wednesday, September 11, 2024
3:30 PM**

Committee Minutes

Committee Members: Trustee White (Chair)
Crossman (Vice-Chair)
Trustee Kristin Harper
Trustee Otis Cliatt, II
Trustee Natalie G. Figgers
Trustee Loryn May
Trustee Belvin Perry, Jr.

Chair White called the meeting to order. The roll was called, and a quorum was established.

Chair White acknowledged five (5) action items:

1. Consideration of Approval for the May 28, 2024, Minutes;
2. Audit and Compliance Committee, Division of Audit, and ERM Charter Updates;
3. Post Tenure Review Audit;
4. OCE Annual Report and Program Plan; and
5. Update University Regulation 5.005 Freedom of Expression and Assembly Rights and Responsibilities.

The first action item – The first action item was approval of our May 28, 2024, meeting minutes. Chair White asked for a motion. The minutes were moved by Trustee Cliatt and seconded by Trustee Figgers. The motion carried and the May 28, 2024, minutes were approved.

The second action item – The second action item was consideration of approval for the Audit and Compliance Committee, Division of Audit, and Enterprise Risk Management (ERM) Charter Updates. Chair White asked VP Joseph Maleszewski and Deputy COO/CRO Deidre Melton to present the documents which were included in the meeting materials. VP Maleszewski took a point of privilege and introduced the new Audit Director Trystal Wright. He then presented the updates to the charter documents noting the removal from the Division of Audit Charter of any ERM information so that a separate ERM charter could be created. This specific change resulted from a movement to the ERM function from the Division of Audit to the Chief Operating Officer. The other driver for updates to the Division of Audit Charter were updates to the professional audit standards which go into effect January 2025 and which are more explicit about the board and senior management's role in governance of the audit function. Regarding the Audit and Compliance Committee Charter, VP Maleszewski explained that this Charter is incorporated into the Board of Trustee's Operating Procedures as Appendix "A" and includes related language updates to Section 4.2.2 of the Operating Procedures. The updates provide clarifying language about the risk oversight role of the Audit and Compliance

Committee renaming it to the Audit, Risk, and Compliance Committee. The revised language makes the Committee's responsibilities for review and approval of ERM plans, risk portfolio, risk appetite, annual report and ERM work products more clearly explicit.

Chair White called for a motion to approve the Audit and Compliance Committee, Division of Audit, and ERM Charter Updates. Chair Harper moved approval. Trustee Cliatt seconded the motion. The motion carried.

The third action item – The third action item was consideration of approval for the Post Tenure Review Audit. VP Maleszewski explained that this BOG-required audit was due to the BOG by June 30, 2024, and FAMU submitted the audit as required on June 21, 2024. The same BOG regulation (10.003) requires that the BOT take up the audit at their next regularly scheduled meeting. Trystal Wright presented the audit results which concluded that FAMU had complied with the BOG post tenure review requirements. There were several recommendations made to improve processes. The Provost agreed to related corrective actions which will be implemented prior to the December Committee meeting. BOG regulation requires that the Post Tenure Review Audit be performed every three years. Trustees asked about the number of faculty reviewed and their ratings. General information was provided. Chair White called for a motion to approve the Post Tenure Review Audit. Trustee May moved approval. Trustee Cliatt seconded the motion. The motion carried.

Chair White asked that we take up the fifth action item next.

The fifth action item – The fifth action item was consideration of approval for updates to University Regulation 5.005 Freedom of Expression and Assembly Rights and Responsibilities. Chief Compliance and Ethics Officer Calhoun provided information explaining that a comprehensive review was undertaken and that the revised language clarifies and streamlines the regulation. Language changes expanded the definition of what expressive activities are including guidance around time, place, and manner restrictions. The regulation also provides guidelines around police involvement, intervention, and disruptive activities. Trustees asked questions which were responded to by CCEO Calhoun and VP Hudson. Chair White called for a motion to approve. Trustee May moved to approve. Trustee Cliatt seconded the motion. The motion carried and moves forward for full board consideration.

Chair White then directed us to return to the fourth action item.

The fourth action item – The fourth action item was consideration of approval for the Office of Compliance and Ethics Annual Report and Program Plan. Chief Compliance and Ethics Officer Calhoun and Chief Privacy Officer Baker presented the annual report and program plan for committee consideration. The presentation highlighted FAMU Fundamental, Compliance and Ethics observations, Investigations, and Privacy initiatives. They then discussed compliance reviews and focused on strengthening risk-based compliance and oversight activities. Chair White asked for a motion to approve the Office of Compliance and Ethics Annual Report and Program Plan. Trustee May moved approval. Trustee Figgers seconded the motion. The motion carried and the annual report and program plan were approved.

Chair White called for Chief Compliance and Ethics Officer Calhoun to present any informational items. Calhoun clarified that informational items were covered during the presentation of the annual report and program plan.

Chair White asked for VP Maleszewski and Deputy COO/CRO Melton to present the following informational items - Division of Audit Annual Report, Audit and Investigative Follow-up, External Audit Updates, ERM Update, and Division of Audit Update. Importantly, there was an update on investigations and close out of older work products. Trustees asked about the causes for longer investigations and processes for closing out these older projects. Deputy COO/CRO Melton presented the Gift Report corrective action plan and the ERM annual report.

Chair White had to leave early and turned the meeting over to Trustee Figgers to conclude.

The informational items were presented from the meeting materials and supported by a PowerPoint presentation. There was robust discussion on the action items to provide board members with a clear understanding on the materials presented and the status of related DoA and ERM work.

Adjournment – Trustee Figgers adjourned the Audit and Compliance Committee Meeting as there was no further business before the committee.