# Attendance

**Trustees Present:** Paul McElroy (Chair), Jill Davis, Nik Patel (phone), Kevin Hyde (ex officio)

**Trustees Absent:** John Gol

# Minutes

## Call to Order

Chair McElroy recognized a quorum and called the meeting to order at 12:00 PM.

## Public Comments

Chair McElroy offered those in attendance the opportunity for public comments. There were no public comments.

## Action Items

### AC-1 Consent Agenda

-Draft June 6th, 2024 Audit and Compliance Committee Meeting Minutes

Chair McElroy asked for a MOTION to approve the draft June 6, 2024 meeting minutes. Trustee Hyde made a MOTION to APPROVE, and Trustee Davis SECONDED. The committee unanimously approved the draft minutes.

### AC-2 Office of Internal Auditing Charter – Proposed revisions

Ms. Julia Hann, Chief Audit Executive, gave an overview of the changes to the Office of Internal Auditing charter which have been made due to updates to the Global Institute of Internal Auditing Standards.

The 2024 Global Standards clarify the head of internal audit’s role and the internal audit activities in areas such as strategy, independence and objectivity, due professional care and communications. The standards also enhance and emphasize the Board’s oversight in allowing unrestricted access review of performance, approving a risk-based audit plan, and approving the audit charter.

There was no discussion, Chair McElroy asked for a MOTION to approve the proposed revisions to the charter. Trustee Patel made a MOTION to APPROVE, and Trustee Hyde SECONDED. The committee unanimously approved the revisions.

## Discussion/Information Items

### DISC-1: Office of Internal Auditing Quarterly Update

Ms. Julia Hann, Chief Audit Executive, presented the Internal Auditing Quarterly update**,** which highlightedthree sections: the antifraud framework and policy review, FY24 Office of Internal Auditing Annual Report and the Quarterly Status update. Regulation 1.011R Fraud Prevention and Detection is a university-wide regulation which highlightszero tolerance for fraud, which offers reporting mechanisms and support by management for good internal controls. The regulation asks for an annual review and discussion with the committee for any areas of improvement to be noted. Discussion of the framework included five components listed: governance, prevention, detection, investigation and response and monitoring. After review of this regulation, no areas of revisions were warranted, but we did want to outline the review was conducted.

The OIA FY24 annual report was presented, and highlights included projects completed, staffing, resources, and goals.

The quarterly update was shared with the committee.

Chair McElroy commented on the amount of activity across campus the team covers. It was timely to have a review of the fraud regulation and the detailed processes and programs in place to detect and eliminate fraud.

### DISC-2: Compliance Officer Quarterly Update and Annual Report

Ms. Robyn Blank, Associate Vice President and Chief Compliance and Ethics Officer gave an update on the work of the Compliance office. Yulonda Thompson has joined UNF as the first ever Clery Act Compliance Manager, she will be responsible for university wide training, policy making and management of Clery compliance activities as well as preparation of future Annual Security Reports. Thanks to President Limayem, Chief Mackesy and Vice President Bennett for their support in the creation of this important position, as well as campus partners in for their assistance in selecting the best possible candidate. Compliance continues to handle complaints and reports from the UNF anonymous hotline and through other channels which have included complaints about post tenure review, free expression on campus and potential conflicts of interest. Robyn attended the SCCE conference in New Orleans, this is the premiere organization for compliance and ethics professionals, they issue certifications, offer guidance, and keep up with trends. Florida schools were well represented with compliance officers from University of Florida, FAMU, USF and Florida Gulf Coast.

In June, the conflict-of-interest training on Osprey Ascend and the new COI outside activity form through Workday were launched. With the return of campus faculty there was a flurry of new and updated disclosures, including questions about what needs to be disclosed and how to disclose it. Robyn was able to visit with the department chairs from COAS last month to provide advise and assist with disclosures.

Two aspects to report in relation to BOT compliance to report conflicts of interest, UNF has 76 individuals who are required to fill in Form 1 financial disclosure with the Florida Commission on Ethics, including all Trustees, pleased to report all filers completed their forms in the electronic system for the first time. Secondly, the annual Board conflict of interest review process was completed, thanks to all trustees for completing the COI questionnaires, which are distributed to procurement services, office of sponsored research programs, general counsel, and university compliance for review of any appearance of conflict, potential or actual. The process also includes a report to this committee on any findings and there were no actual, potential, or perceived findings this year.

Per BOG regulation 10.002, Dr. John Kantner, Senior Associate Provost of Faculty and Research provided an update on UNF sponsored research report. Dr. Kantner provided an overview as sponsored research is one of the areas of the university that is quite highly regulated. We have state statutes and BOG regulations which directly or indirectly require compliance of research and sponsored program operations, we also have contracts with industry sponsors which have different terms and conditions in them that we must adhere to and finally the federal regulations which we must comply with. BOG regulation 10.002 requires that the university certify annually that we are adhering to all these different standards, not just best practices and that we have effective internal controls in place to ensure that there is no straying away from those guidelines. As the Chief Research Officer, Dr Kantner is the signatory on this and is confirming to the board that we are certifying compliance with the BOG regulation and all the requirements referenced.

The highlights of the FY23-24 annual report for the Office of Compliance and Ethics were presented to the Board. The office oversaw the creation or revision of 37 policies and regulations, continued investigative work for compliance or ethics related complaints and in the coming year we are expanding the office further with the hire of a new Privacy Officer, and improving the policy and regulation review process.

At the last meeting Chair McElroy asked for information on compliance areas of interest. Upon consultation with colleagues at other institutions and some of our risk management partners on campus, a short list has been compiled. One common theme is managing regulatory obligations especially when they seem to compete or are hard to understand how they agree with each other, or it appears we must choose whether to comply with state or federal law. Some have required us to think differently about compliance and areas of note are NCAA compliance regarding NIL, student ability to transfer more easily and the accountable coach’s rule. We also have the first ever Federal regulation identifying standards for ADA accessibility, especially in digital materials and the latest Title IX rule which is presently going through the courts and is enjoined. As UNF expands there will be more opportunities to interact with state law and regulations that seek to eliminate malign foreign influence in our research contracts, grants and gifts, recent legislation requires additional vetting and approval for contracts from foreign countries of concern. UNF is well prepared in compliance generally with shared responsibility, including compliance when strategic discussions are taking place put us in a good position.

Chair McElroy asked for a brief overview of the Clery Act, Ms. Blank explained that the Clery Act is not a new law. It is a federal law and a series of regulations that are meant to increase transparency in areas of campus safety. The Federal Government has issued a series of regulations that require universities to take certain public actions, to notify campus about any safety concerns, or about crimes that are occurring on campus.

The Annual Security Report is required to be published once a year on October 1st. If you are a campus community member and there is a crime of a certain type that occurs on campus, a text message or other communications are sent out to campus to alert them that there might be a situation on campus that could be a safety issue. There are various components that go into Clery compliance, and the issuance of the ASR. Universities are having realizations that enforcing the Clery Act is a full-time job. It is a serious investment necessary to ensure campus safety. Additionally, all public members on our campus, such as parents of prospective students, are aware of all that we do to make sure that their campus is safe.

### DISC-3: Annual Report for CEROC

Ms. Robyn Blank, Associate Vice President and Chief Compliance and Ethics Officer gave an update on the work of the Compliance, Ethics, Risk Oversight Committee (CEROC), which highlights the review of regulations and policies and the enterprise risk management program. CEROC identified risks and held discussions on controls in addition to how we might prioritize risk management efforts. Next steps for CEROC will be the recurring themes, discussion of how the risks identified at the BOT and VP level can be mapped to the unit risks identified. Work will continue with risk worksheet updates distributed to the VPS and business units to help identify risks and prioritization. Trustee Patel referenced a previous CIO report just on the cyber risks that were prevalent at the time or related to UNF and asked if that exercise can be completed again. President Limayem confirmed it will be arranged.

### DISC 4: Director Support Organizations’ (DSOs) Audits and Form 990s

Vice President Scott Bennett commented the four DSOs have independent auditors, James Moore & Co PL, that annually audit the financial statements and prepare their form 990. The respective boards then review and approve the audits. He noted they are waiting for the final drafts on two of the DSOs. All DSOs had clean audit reports, meaning no findings, no report of conditions or significant deficiencies. Net positions for all four of the DSOs went up in the past year. The Financing Corp which holds the debt for university bonds had a net position increased 15.7%. UNF Training & Services Institute (TSI) net position increased 31% (about $1.8M increase). UNF Foundation, Inc. increased 9.5% which is $219M showing they have done well with contributions and gifts over the past year. MOCA increased 100% of their net position over $1M up to $9.5M in their net position. This was a good year for all four DSOs. We have a representative from this board on all DSO boards. Chair McElroy confirmed he sat in the Financing Corp meeting and did a comprehensive review of the detailed financial statements. VP Bennett confirmed finalized 990s will be presented at the November meeting.

### DISC-5: Audit and Compliance FY25 Annual Work Plan

Ms. Robyn Blank, Associate Vice President and Chief Compliance and Ethics Officer explained that Ann Fishman, Director of Board Relations, has established a work plan for each committee to highlight discussions needed for each meeting. Actions items and discussion items are separated for each quarter. Noted at the bottom of the sheet are less regular items such as charter reviews. Chair McElroy commented that it is a great addition to our process and thanked Ann and others involved in the development of the annual work plan.

## Adjournment

Chair McElroy adjourned the meeting at 12:42pm.