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Executive and Audit Committee, February 16, 2018

Coastal Carolina University

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**Coastal Carolina University
Board of Trustees
Minutes**

**Executive Session and Executive & Audit Committee
E. Craig Wall Jr. Board Room
February 15-16, 2018**

**Executive Session
February 15, 2018**

**Board Members
Present:**

Mr. William S. Biggs, Mr. Samuel H. Frink, Ms. Natasha M. Hanna, Mr. D. Wyatt Henderson, Mr. Carlos C. Johnson, Mr. William L. Lyles Jr., Mr. Charles E. Lewis, Mr. George E. Mullen, Dr. Oran P. Smith, Mr. Eugene C. Spivey, Mr. H. Delan Stevens, Mr. William E. Turner III, and Dr. Samuel J. Swad

**Board Members
Not Present:**

Mr. John H. Bartell Jr., Mr. Daniel W. R Moore Sr., and Mr. Patrick S. Sparks

Others Present:

Ms. Sandra Baldrige-Adrian, Ms. Katherine Brooks, Dr. J. Ralph Byington, Ms. Nedy Campbell, Ms. Meredith Canady, Mr. Joshua M. Chesson, Dr. Debbie C. Conner, Ms. Amanda E. Craddock, Dr. David A. DeCenzo, Dr. Daniel J. Ennis, Mr. Stephen K. Harrison, Ms. Sara N. Hottinger, Ms. Martha S. Hunn, Dr. Edward Jadallah, Mr. Timothy E. Meacham, Mr. Travis E. Overton, Ms. Jennifer Packard, Mr. William M. Plate Jr., Dr. Barbara A. Ritter, Mr. Mark A. Roach, Dr. Michael H. Roberts, Dr. Reneé Smith, and Ms. V. Chyrel Stalvey

Chairman Bill Biggs brought the executive session to order at 11:20 a.m.

Oran Smith moved and Sam Swad seconded to go into Executive Session to receive a legal briefing. No action was taken.

Swad moved and Will Turner seconded to enter into Executive Session to receive a Title IX report containing federally protected information and personnel matters. No action was taken.

Natasha Hanna moved and Swad made a motion to go into executive session to legal information related to financial land contractual matters. No action was taken.

**Executive & Audit Committee
February 15-16, 2018**

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Present:**

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**Board Members
Not Present:**

Mr. John H. Bartell Jr., Mr. Daniel W. R Moore Sr., and Mr. Patrick S. Sparks

Others Present:

Ms. Sandra Baldrige-Adrian, Ms. Katherine Brooks, Dr. J. Ralph Byington, Ms. Nedy Campbell, Mr. Joshua M. Chesson, Dr. Debbie C. Conner, Ms. Amanda E. Craddock, Dr. Melvin Davis, Dr. David A. DeCenzo, Dr. Daniel J. Ennis, Mr. Stephen K. Harrison, Ms. Sara N. Hottinger, Ms. Jennifer Hughes, Ms. Martha S. Hunn, Dr. Edward Jadallah, Mr. Timothy E. Meacham, Mr. Travis E. Overton, Ms. Jennifer Packard, Mr. William M. Plate Jr., Dr. Barbara A. Ritter, Mr. Mark A. Roach, Dr. Michael H. Roberts, Dr. Reneé Smith, and Ms. V. Chyrel Stalvey

(In accordance with the requirements of the South Carolina Freedom of Information Act, the news media were notified of the time, location, and agenda for the meeting. No media were in attendance.)

Chairman Bill Biggs brought the Executive & Audit Committee to order at 10:00 a.m.

George Mullen moved to approve the Executive & Audit Committee Minutes of December 15, 2017. Carlos Johnson seconded. The motion passed.

Delan Stevens moved to go into Executive Session to discuss legal, personnel and contractual matters. Gene Spivey seconded, and the motion carried.

Chief Auditor Robyn Jones reported that yesterday she had spent some time with some of the trustees to discuss future approval of bylaws changes, Internal Audit Committee Charter, Chief Audit Officer Position Description, and audit budget for 2018-19. All will be addressed by the end of the fiscal year. Operational matters are underway. The risk assessment has begun and should be complete in June for approval by the Board of Trustees in August. Then, an audit plan can be devised. Priority will be all items identified in the risk assessment that are considered high priority. In addition, the plan will include any special requests made by the Board and will come through the Audit Committee and then to Jones. Department conversations will be held if there is an area of concern.

**Executive & Audit Committee
February 15-16, 2018**

Jones will be making presentations to various councils and meetings on campus regarding the internal audit function. There is a consulting side to the auditor's function. Certain procedures must be followed. Special investigations may take place, if necessary. Also, informational workshop presentations will be held to explain risk assessment and explain what is required.

Jones does not have "gotcha" mentally but prefers to collaborate with everyone, but she will not compromise her independence.

Biggs feels there is a need for a separate Audit Committee with five members, and the internal auditor will be reporting directly to the Audit committee.

Henderson made a motion to divide the Executive/Audit Committee and have two separate committees—Executive Committee and Audit Committee. Also, update the standing committee titles (Motion 18-17). In accordance with the bylaws, any change in the bylaws requires a 30 days' notice. Natasha Hanna seconded, and the motion passed.

The August retreat will include half day for Jones to explain what her role is and what she will be looking at. The external auditor will be brought explain the type of budgets and transparency.

Trustees who have any concerns related to the internal auditor's work, should voice the concern to Chairman Biggs who will address it with the Audit Committee and then answer question(s) and/or make recommendations.

Hanna first expressed concern regarding travel expenditures and oversight in spending in 2016. She understands that travel arrangements are made in the departments and that Athletics has their own individual travel planner. She feels that we need to be certain that proper travel procedures are in place, and that they are followed using cost saving measures.

Lewis moved to go into Executive Session to discuss personnel issues and Will Turner seconded. Upon reconvening, it was noted that no action was taken.

As there was no further business, the meeting adjourned.

Respectfully submitted

V. Chyrel Stalvey

V. Chyrel Stalvey
Recorder