

**MINUTES
CENTRAL FLORIDA EXPRESSWAY AUTHORITY
AUDIT COMMITTEE MEETING
May 21, 2015**

Committee Members Present:

Eric Gassman, Orange County Representative
Barbara Lehman, Lake County Representative
Brian Battles, City of Orlando
Kaye Dover, Osceola County Representative

Committee Member Absent:

Bruce McMenemy, Seminole County Representative

Also Present:

Ruth Valentin, Recording Secretary/Office Coordinator
Darleen Mazzillo, Executive Assistant
Lisa Lombard, Interim Chief Financial Officer
Laura Kelley, Executive Director
Michelle Maikisch, Director of Public Affairs and Communications
Linda Brehmer Lanosa, Deputy General Counsel
Phil Fretwell, Protiviti
Jeff Tecau, Protiviti
John Rushing, Protiviti
Teresa Mallary, Protiviti
David Wynne, Director of Toll Operations
Fred Nieves, Manager of E-PASS and Plaza Operations
Joann Chizlett, Director of IT

CALL TO ORDER

The meeting was called to order at 8:00 a.m. by Chairman Eric Gassman.

PUBLIC COMMENT

There was no public comment.

APPROVAL OF MINUTES

A motion was made by Ms. Lehman and seconded by Mr. Battles to approve the March 5, 2015 Audit Committee minutes as presented. The motion carried unanimously with four members voting AYE by voice vote; Mr. McMenemy was not present.

INTERNAL AUDIT MATTERS

Status of Fiscal 2015 Internal Audit Plan

Jeff Tecau of Protiviti presented an update on FY 2015 Internal Audit Plan.

Review and Acceptance of Back Office Customer Center Review

Teresa Mallary of Protiviti provided a brief overview for the Back Office Customer Center Review.

John Rushing presented the Back Office Customer Center Review for acceptance. Observations and recommendations were provided by Protiviti to help improve performance. This review is located in Tab B section b of the agenda package.

A motion was made by Ms. Dover and seconded by Ms. Lehman to accept the Back Office Customer Center Review. The motion carried unanimously with four members voting AYE by voice vote; Mr. McMenemy was not present.

Review and Acceptance of Prior Audit Recommendations Follow Up

Jeff Tecau introduced the Prior Audit Recommendations Follow-Up report. Laura Kelley reviewed the current delays in past due audit recommendations.

A motion was made by Ms. Dover and seconded by Mr. Battles to accept the Prior Audit Recommendations Follow Up. The motion carried unanimously with four members voting AYE by voice vote; Mr. McMenemy was not present.

Discussion of the delivery of confidential internal audit reports

Jeff Tecau discussed potential options for delivery of internal audit reports containing sensitive information that are considered exempt from public records disclosure. They are as follows:

- Individual phone calls with each audit committee member to discuss details of audit reports
- Send documents to each audit committee member via mail under seal
- Executive summary presented by Protiviti in the next Audit Committee meeting, with the details of the report containing sensitive information redacted
- Individual webinar with each audit committee member to enable report review without the member taking possession of document

It was noted if documents are received via mail, committee members would need to retain documents for the appropriate retention period.

Protiviti will proceed with individual phone calls with each audit committee member until option for webinar is approved by Central Florida Expressway legal counsel.

Update on Pending Internal Audit Projects

Teresa Mallary provided an update on the Ethics Policy Compliance Review and 2013 COSO Governance Review, which are expected to be complete by the end of May and ready to be reported in the next Audit Committee meeting.

MEETING DATES AND TIMES

Next meeting scheduled for August 5, 2015. It was discussed to schedule this meeting for 2 ½ hours.

OTHER BUSINESS

Jeff Tecau presented Jay Madara's suggestion from the prior Board meeting for a potential Internal Audit pre-implementation review of the Toll System Replacement project. Protiviti will provide a scope at the next audit committee meeting.

ADJOURNMENT

The meeting adjourned at 9:32 a.m.

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