

CENTRAL FLORIDA EXPRESSWAY AUTHORITY

**MINUTES
CENTRAL FLORIDA EXPRESSWAY AUTHORITY
AUDIT COMMITTEE MEETING
June 23, 2021**

**Location: Central Florida Expressway Authority
4974 ORL Tower Road
Orlando, FL 32807
Pelican Conference Room**

Committee Members Present:

Michelle McCrimmon, City of Orlando Representative, Chairman
Lorie Bailey Brown, Seminole County Representative
Kaye Dover, Osceola County Representative
Kathy Wall, Brevard County Representative
Megan Zee, Citizen Representative

Committee Members Not Present:

Kristy Mullane, Lake County Representative
Ray Walls, Orange County Representative

Also Present:

Laura Kelley, Executive Director
Lisa Lumbar, Chief Financial Officer
Jim Greer, Chief Technology and Operating Officer
Woody Rodriguez, General Counsel
Michael Carlisle, Director of Accounting and Finance
Rita Moore, Recording Secretary/Executive Administrative Coordinator
Jeff Tecau, Protiviti
Chris Porter, Protiviti
David Taylor, Protiviti

A. CALL TO ORDER

The meeting was called to order at approximately 10:10 a.m. by Chairman McCrimmon.

B. PUBLIC COMMENT

There was no public comment.

C. APPROVAL OF THE APRIL 28, 2021 MINUTES

A motion was made by Ms. Dover and seconded by Ms. Zee to approve the April 28, 2021 minutes as presented. The motion carried unanimously with five (5) members present voting AYE by voice vote. Mr. Walls and Ms. Mullane were not present.

D. AGENDA ITEMS

1. STATUS UPDATE: FISCAL 2021 INTERNAL AUDIT PLAN

Mr. Jeff Tecau of Protiviti presented the Status Update: Fiscal 2021 Internal Audit Plan.

(This item was presented for information only. No committee action was taken.)

2. REVIEW AND ACCEPTANCE OF FISCAL 2022 INTERNAL AUDIT PLAN AND RISK ASSESSMENT

Mr. Woody Rodriguez, General Counsel arrived at the meeting at 10:35 am.

Mr. Jeff Tecau and Mr. David Taylor of Protiviti presented the Review and Acceptance of Fiscal 2022 Internal Audit Plan and Risk Assessment.

Committee members asked questions which were answered by Mr. Tecau, Mr. Taylor, and Mr. Porter as well as Ms. Lumbard, Mr. Greer, Mr. Rodriguez and Ms. Kelley.

A motion was made by Ms. Zee and seconded by Ms. Dover to accept the Fiscal 2022 Internal Audit Plan and Risk Assessment as presented. The motion carried unanimously with five (5) members present voting AYE by voice vote. Mr. Walls and Ms. Mullane were not present.

3. ERP SYSTEM SELECTION UPDATE

Ms. Lisa Lumbard, Chief Financial Officer introduced Mr. Michael Carlisle, Director of Accounting and Finance to present an update on the ERP Requirements Support.

Committee members asked questions which were answered by Ms. Lumbard and Mr. Carlisle.

(This item was presented for information only. No committee action was taken.)

4. ANNUAL DISCUSSION REGARDING INTERNAL AUDITOR PERFORMANCE AND EFFECTIVENESS

Ms. Michelle McCrimmon, Chairman presented the Annual Discussion Regarding Internal Auditor Performance and Effectiveness.

Committee members provided feedback on the internal auditors' performance and effectiveness.

(This item was presented for information only. No committee action was taken.)

5. ANNUAL DISCUSSION REGARDING AUDIT COMMITTEE AND INDIVIDUAL PERFORMANCE

Ms. Michelle McCrimmon, Chairman presented the Annual Discussion Regarding Audit Committee and Individual Performance.

Committee members discussed the Audit Committee's annual performance review as well as individual performance review. Chairman McCrimmon suggested that a self-assessment be created for Committee members so the Committee would have some metrics to measure. Woody Rodriguez, General Counsel suggested that the requirement could be removed from the charter.

A motion was made by Ms. Dover and seconded by Ms. Zee to amend the Audit Committee Charter, Item #24 as follows; remove the individual performance review requirement; and add that members may not exceed two (2) meeting absences per calendar year. The motion carried unanimously with five (5) members present voting AYE by voice vote. Mr. Walls and Ms. Mullane were not present.

6. CONFIRMATION OF COMPLETION OF RESPONSIBILITIES IN THE AUDIT COMMITTEE CHARTER

Mr. Jeff Tecau of Protiviti presented Confirmation of Completion of Responsibilities in the Audit Committee Charter.

Committee members asked questions which were answered by Mr. Tecau.

(This item was presented for information only. No committee action was taken.)

E. OTHER BUSINESS

Ms. Michelle McCrimmon, Chairman stated that per the Audit Committee Charter chairman rotation, Ms. Kathy Wall will be the new Chairman in September.

Ms. Kaye Dover inquired about the distribution of the Potential Conflict Disclosure Form to the committee members. Mr. Woody Rodriguez, General Counsel replied that the Potential Conflict Disclosure Forms were sent out on June 23, 2021.

F. ADJOURNMENT

Chairman McCrimmon adjourned the meeting at approximately 11:19 a.m.

Minutes approved on _____, 2021.

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