CHAPTER 1: GOVERNING BOARD	Adopted By:	Res. 2026-463
Article 2: Board Advisory Committees	Last Revision:	N/A
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Division I: General Provisions

Section 1.2.1 Title

1.2.1.1 The provisions of this Article shall be known and cited as the **"Board Advisory Committee Policy"**.

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Section 1.2.2 Authority

1.2.2.1 Pursuant to Chapter 348, Part III, Florida Statutes, the Central Florida Expressway Authority (**"CFX"**) is governed by its Governing Board (the **"Board"**), which is responsible for the exercise of CFX's powers and duties. In carrying out its governance, oversight, and policymaking responsibilities, the Board may establish advisory committees to provide information, expertise, recommendations, and other assistance to the Board.

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Section 1.2.3 Statement of Policy

1.2.3.1 The Board adopts this Advisory Committees Policy to establish a framework for the creation, composition, responsibilities, and operation of advisory committees established by the Board.

1.2.3.2 It is the policy of the Board that such advisory committees be established and operated in a manner that:

(A) Supports the Board in carrying out its governance, oversight, and policymaking responsibilities;

(B) Provides a forum for the review and discussion of matters referred by the Board;

(C) Promotes informed Board deliberation and decision-making through the development of recommendations and the provision of subject matter expertise;

(D) Encourages constructive participation by Board members, employees, stakeholders, and members of the public, as appropriate;

(E) Clearly defines the purpose, authority, responsibilities, and limitations of each advisory committee; and

(F) Ensures that advisory committees operate in a lawful, transparent, efficient, and accountable manner consistent with applicable law and Board policy.

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Section 1.2.4 Types of Advisory Committees

1.2.4.1 Standing Advisory Committees

(A) The Board may create standing advisory committee(s) to assist the Governing Board in fulfilling its responsibilities (**"Standing Committee(s)"**).

(B) Each Standing Committee shall have a charter adopted by the Board that establishes the committee's purpose, responsibilities, membership requirements, and any other committee-specific rules or requirements.

(C) Each such charter shall be attached to and incorporated into the appendices of this Article. In the event of a conflict between this Article and a committee charter, the more specific provision shall control.

1.2.4.2 Ad-Hoc Advisory Committees

(A) The Board may create ad-hoc advisory committees to study, evaluate, or provide recommendations regarding a specific project, issue, policy matter, transaction, or other defined subject.

(B) An ad-hoc advisory committee shall be temporary in nature and shall automatically dissolve upon completion of the purpose for which it was created, unless otherwise directed by the Board.

(C) The motion or resolution creating an ad-hoc advisory committee shall specify, at a minimum:

(1) The committee's purpose;

(2) The committee's membership or method of appointment;

(3) The committee's scope of authority;

(4) Any reporting requirements; and

(5) The date or event upon which the committee shall terminate, if known.

(D) Ad-hoc advisory committees shall serve solely in an advisory capacity and shall possess no authority to bind CFX, expend funds, establish policy, direct staff, exercise powers delegated to CFX by law, or otherwise take official action on behalf of the Board.

(E) The Board may modify or dissolve an ad-hoc advisory committee at any time.

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Division II: Rules for All Advisory Committees

Section 1.2.5 Sunshine Law and Ethics Requirements

1.2.5.1 Members of any advisory committee established by the Board shall at all times observe and comply with the provisions of Florida's Government in the Sunshine Law, Section 286.011, Florida Statutes, and all meetings of any such committee shall be conducted in accordance therewith.

1.2.5.2 Each member of such an advisory committee must comply with the provisions of the CFX Code of Ethics.

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Section 1.2.6 Form of Committee Meeting Agendas

1.2.6.1 The meeting agendas of advisory committees established by the Board shall each take the following form:

COMMITTEE NAME
DATE, TIME, AND PLACE OF MEETING LOCATION

A. Call to order

B. Public Comment

C. Review and Approval of Minutes of Preceding Meeting

D. Agenda Items

E. Other Business

F. Adjournment

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Section 1.2.7 Advisory Committee Meeting Minutes

1.2.7.1 CFX staff, as assigned by the Executive Director, shall keep the official minutes of any advisory committee established by the Board, transcribe them into writing, and have them approved at the next subsequent meeting. The minutes shall indicate who made each motion and how each applicable committee member voted.

1.2.7.2 Once approved by affirmative vote of the applicable committee members, the meeting minutes of each such advisory committee shall be the original and controlling record of the meeting. Before being submitted for approval, CFX staff shall provide the applicable advisory committee members a draft copy in advance of the next scheduled meeting. Any such minutes shall be kept by assigned staff as a part of the public record.

1.2.7.3 The meeting minutes for the meetings of each such advisory committee shall include the following:

(A) Date, time, and place of meeting;

(B) List of committee members attending, and any members who were absent;

(C) Time the meeting was called to order;

(D) Approval of the previous meeting's minutes, and any amendments;

(E) Summary of reports, announcements, and other information shared;

(F) Proposals, resolutions, motions, amendments, a summary of the discussion, and final disposition (record who made the motion and who seconded it);

(G) Time of adjournment;

(H) Next meeting date, time and location, if available;

(I) Motions and resolutions not previously set forth in the Agenda should be recorded verbatim; and

(J) Summary of the discussion, capturing key points and decisions reached. Direct quotes from any item's discussion shall generally not be captured.

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Section 1.2.8 Quorum

1.2.8.1 A quorum shall consist of a majority of the currently appointed members of the applicable advisory committee. No action or recommendation may be approved without the affirmative vote of a majority of the members present at a meeting at which a quorum exists.

1.2.8.2 Advisory committee members may remotely participate and vote where a quorum is physically present, not to exceed two (2) meetings per calendar year, to the extent permitted by applicable Florida law and CFX policy. Any remote participation shall comply with applicable public meeting requirements and shall not affect the calculation of a quorum unless authorized by law and CFX policy.

1.2.8.3 In the event of continued absenteeism, the applicable committee's Chairman or the Executive Director may recommend that the CFX Board or applicable appointing CFX Board Member consider an alternate appointment.

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Section 1.2.9 Public Comment

1.2.9.1 The right to be heard and the right to public input is hereby endorsed and adopted as follows:

(A) The Board establishes the public comment portion of any meeting of an advisory committee established by the Board as a limited public forum solely for matters within each committee's designated purpose and responsibilities, as applicable. Members of the public shall be given a reasonable opportunity to be heard on propositions before any such advisory committee and on other matters within its designated purpose and responsibilities, subject to the reasonable and viewpoint-neutral rules and procedures set forth in this Section. Public comment on matters outside the purpose and responsibilities of a committee established by the Board, as applicable, is beyond the scope of the forum established by this Section for such committee. Nothing in this Section prohibits any such advisory committee from maintaining the orderly conduct and proper decorum of its meetings. Matters shall be scheduled and publicly noticed in compliance with the provisions of Florida's Government in the Sunshine Law, Section 286.011, Florida Statutes.

(B) Each speaker shall be limited to three (3) minutes unless otherwise modified by the Chairman. No speaker may transfer or designate his or her time to another speaker. However, an organization may designate a single speaker to speak on behalf of a group of attendees. No additional time shall be provided to the designated speaker.

(C) The provisions of this Section shall not be construed to supersede, supplement, or modify any public participation process established in state law for public hearings before an advisory committee established by the Board, such as the procedures for quasi-judicial hearings. Nor shall the provisions of this Section be used to avoid, supersede, or modify any Board policy, including, but not limited to, those related to procurement protest resolution and lobbying black-out periods.

(D) CFX staff is directed to prepare the appropriate forms for a Public Comment Request by members of the public which forms shall be made available both on CFX's internet website and in the lobby area outside the applicable advisory committee's meeting room. Only those speakers that are present and have submitted their completed form to applicable CFX staff at least five (5) minutes prior to the scheduled start of the meeting will be called to speak.

(E) Members of the public may also submit written comments in advance of the meeting on any topic on the agenda. Comments on agenda items received during regular CFX business hours, at least forty-eight (48) hours prior to the scheduled start time of the meeting, shall be included as part of the record.

(F) Any audio or video presentation materials a public commenter wishes to use during public comment, such as PowerPoints, shall be submitted and received during regular CFX business hours at least forty-eight (48) hours prior to the scheduled start time of the meeting. CFX may decline to display materials that do not meet technical specifications, cannot be safely or reliably displayed using available equipment, would disrupt the orderly conduct of the meeting, or may not be displayed consistent with applicable law.

(G) All materials submitted will become public records and may not be returned. Any member of the public seeking to distribute materials to members of an advisory committee at a public meeting shall provide applicable CFX staff with at least thirteen (13) copies of any materials at least five (5) minutes prior to the scheduled start time of the meeting.

1.2.9.2 Members of the public attending or speaking at meetings of advisory committees established by the Board shall conduct themselves in a manner that permits the orderly conduct of the meeting and shall not engage in conduct that disrupts the meeting or interferes with another person's ability to participate in, observe, or address such committee. If a person continues such disruptive behavior after being directed to stop, the Chairman may take appropriate action to restore order, including directing law enforcement to remove the disruptive individual.

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Section 1.2.10 Motions

1.2.10.1 **Main Motion.** A main motion shall be a motion whose introduction brings business before the applicable advisory committee. A second is required.

1.2.10.2 **Motion to Amend.** If a member feels that the main motion might be more acceptable in another way, other than the way presented, the member may amend in either of the two ways presented:

(A) **By Consent of the Members.** The Chairman, or another member through the Chairman, may ask if certain changes may be made to the motion. If there are no

objections from the members, the motion will stand as changed (amended). If there are no objections, the second shall remain. ("No objection" implies that the person seconding the motion agrees.) The main motion shall then be as it was changed (or amended by general consent). If there is an objection from any member, a second to the amendment shall be required and a vote taken. There may be discussion to the amendment at that time, and an affirmative vote of the committee shall be required to pass the amendment.

(B) **Formal Amendment.** An amendment may be presented formally by moving to amend the motion in some way (e.g., insert, add words or paragraph, strike out words or paragraph, or strike out and insert words or paragraphs). If it is in the form of a formal motion to amend, a second shall be required and discussion shall follow on the amendment. If an amendment passes by an affirmative vote of the committee, the main motion shall be the motion as amended. If it fails, the motion shall be the motion as it was before the amendment was presented.

1.2.10.3 **Call the Question (previous question) or Motion to End Discussion/Debate.** A member of the Committee may "call the question" (a motion to end debate) when it is clear that further discussion is unnecessary. The motion shall require a second and shall not be debatable. If approved by an affirmative vote of the committee, debate shall immediately cease and the Committee shall proceed to vote on the pending motion.

1.2.10.4 **Motion to Reconsider.** A member who voted on the prevailing side of a motion may move to reconsider the vote during the same meeting. A motion to reconsider does not propose a substantive change to the action previously taken; rather, it seeks to reopen the matter for further discussion and a new vote. A second is required. The motion is debatable to the extent of the reasons for reconsideration and may not be used to indefinitely delay action. An affirmative vote of the committee shall be required to adopt the motion. If adopted, the original motion shall be returned to the floor for further consideration as though the previous vote had not occurred.

1.2.10.5 **Point of Order.** A member may call for a point of order if they believe that the Chairman has failed to notice a breach of this Article. This point of order shall require the Chairman to make a ruling on the question involved.

1.2.10.6 **Recess.** A recess may be taken as it appears on the agenda or at any time by the Chairman when they deem it advisable, or by a motion from a member. If the motion is made by a member, a second shall be required and an affirmative vote of the committee is required.

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Section 1.2.11 Robert's Rules

1.2.11.1 The rules contained in the latest version of Robert's Rules of Order Newly Revised shall govern the Committee in all cases to which they are applicable and in which they are not inconsistent with this Article, special rules of order the CFX Board may adopt, and the laws of the State of Florida.

1.2.11.2 The General Counsel, or their designee, shall serve as parliamentarian and shall advise the Chairman and the Committee on matters of procedure and parliamentary practice. The parliamentarian shall serve in an advisory capacity only.

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Division III: Rules for Standing Advisory Committees

Section 1.2.12 Standing Committee Member Appointments

1.2.12.1 Unless otherwise provided in its Charter, each Standing Committee shall be composed of the following voting members:

(A) Orange County staff member or citizen representative appointed by the Orange County Mayor;

(B) City of Orlando staff member or citizen representative appointed by the City of Orlando Mayor;

(C) Lake County staff member or citizen representative appointed by CFX Board Member representing Lake County;

(D) Osceola County staff member or citizen representative appointed by the CFX Board Member representing Osceola County;

(E) Seminole County staff member or citizen representative appointed by the CFX Board Member representing Seminole County;

(F) Brevard County staff member or citizen representative appointed by the CFX Board Member representing Brevard County; and

(G) Up to three (3) citizen representatives appointed by the CFX Board after receiving nominations submitted by the gubernatorial CFX Board appointees. The term for such appointments shall be for two (2) years commencing upon appointment which term may be renewed. In the event of a vacancy, the appointing CFX Board Member shall nominate a replacement as soon as practicable. A committee member appointed to fill a vacancy shall serve the remainder of the unexpired term of the predecessor. One nomination per gubernatorial appointee is allowed, but it shall not be mandatory that nominations be made.

1.2.12.2 For purposes of Standing Committees, a “citizen representative” shall not be an elected official, CFX officer, CFX employee, or CFX contractor/vendor/consultant.

1.2.12.3 Standing Committee member appointments may not be delegated. Standing Committee members will serve at the pleasure of their respective jurisdictions. Notwithstanding the two-year term, the citizen representatives shall serve at the pleasure of the CFX Board.

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Section 1.2.13 Standing Committee Member Appointments and Nominations

1.2.13.1 Standing Committee Member Appointments by Jurisdictional Board Members

(A) Standing Committee member appointments made by a CFX Board Member representing a constituent jurisdiction shall be effective upon appointment by the applicable appointing authority and shall not require approval by the CFX Board.

(B) Upon appointing, reappointing, or replacing a Standing Committee member or designated alternate (when applicable), the appointing authority shall provide written

notice to the Executive Director, with a copy to the Manager of Board Services.

(C) The notice shall identify the appointee, the Standing Committee to which the appointment applies, the effective date of the appointment, and the appointee's contact information, including mailing address, email address, and telephone number.

(D) The appointing authority shall provide such notice as soon as practicable following the appointment to facilitate onboarding and distribution of meeting materials.

1.2.13.2 Standing Committee Member Nominations by Gubernatorial Board Members

(A) Each gubernatorial CFX Board Member may nominate one individual (and an associated alternate, when applicable) for appointment to each Standing Committee.

(B) A gubernatorial CFX Board Member seeking to nominate an individual for appointment to a Standing Committee shall submit the nomination in writing to the Executive Director or designee.

(C) The nomination shall identify the nominee, the Standing Committee for which the nomination is made, a resume demonstrating that such individual meets the applicable membership requirements, and the nominee's contact information, including mailing address, email address, and telephone number.

(D) Upon receipt of a nomination, the Executive Director or their designee shall place the nomination before the CFX Board for consideration at the next regularly scheduled meeting of the CFX Board practicable.

(E) A nominee shall not be deemed appointed and shall not serve as a Standing Committee member unless and until approved by an affirmative vote of the CFX Board.

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Section 1.2.14 Standing Committee Chairman Selection

1.2.14.1 Standing Committees will be chaired on an annual, rotating basis beginning September 1. To serve as Committee Chairman for a Standing Committee an individual must have attended at least one meeting of that Standing Committee as a sitting member.

1.2.14.2 Standing Committee Chairman rotation shall proceed in the following order:

(A) Seminole County Representative

(B) Osceola County Representative

(C) One of the Citizen Representatives

(D) Lake County Representative

(E) City of Orlando Representative

(F) Brevard County Representative

(G) Orange County Representative

1.2.14.3 **Selection of Citizen Representative Chairman.** If more than one citizen representative is serving on the Standing Committee when the citizen representative position is reached in the Chairman rotation, the citizen representative with the earliest appointment date shall serve first. If the Chairman rotation returns to the citizen representative position and the same citizen representatives remain on the Standing Committee, the citizen representative who did not previously serve shall serve next, so that each citizen representative has an opportunity to serve as Chairman before the rotation among citizen representatives repeats.

1.2.14.4 **Rotation of Standing Committee Chairman Position.** In the event the Standing Committee Member whose turn in the rotation has arrived is unavailable due to a vacancy, is ineligible to serve, or declines to serve as Chairman, that position in the rotation shall be passed over for that rotation cycle. The next representative in the rotation shall serve as Chairman for the applicable one-year term, and the rotation shall thereafter continue in its established order.

1.2.14.5 Each Standing Committee Chairman shall serve as the Board Liaison and may be requested to attend CFX Board meetings.

1.2.14.6 In the absence of the Committee Chairman, the Standing Committee members present shall select a temporary Chairman from among the Standing Committee members present by consensus. If consensus cannot be reached, the temporary Chairman shall be selected by the affirmative vote of a majority of the Standing Committee members present. The temporary Chairman shall preside only for the duration of that meeting.

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APPENDICES

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Appendix A: Audit Committee Charter

Part 1. Purpose

1.1 The primary function of the Audit Committee (**"Committee"**) is to assist the Governing Board of the Central Florida Expressway Authority (**"CFX Board"**) in fulfilling its oversight responsibilities by reviewing the financial information, systems of internal control which Management has established, the audit process, the process for monitoring compliance with laws and regulations and the Code of Ethics. The Committee shall have no independent authority to bind CFX.

1.2 In doing so, it is the responsibility of the Audit Committee to provide an open avenue of communication between the CFX Board, Management, the Internal Auditor, and external auditors. The Audit Committee is provided specific authority to make recommendations to the Chief Financial Officer, the Executive Director and the CFX Board.

Part 2. Membership Requirements

2.1 Committee members should have financial expertise in general accounting principles and experience reviewing financial statements and audit reports.

Part 3. Responsibilities

3.1 The Committee shall have the responsibilities as established in this Part.

3.2 **Financial Reporting Oversight.** Reviewing the following with Management and the external auditors:

(A) The annual financial statements and related footnotes;

(B) The external auditors' audit of the financial statements and their report;

(C) Management's representations and responsibilities for the financial statements;

(D) Any significant changes required in the audit plan;

(E) Information from the external auditors regarding their independence;

(F) Any difficulties or disputes with Management encountered during the audit;

(G) The organization's accounting principles; and

(H) All matters required to be communicated to the Committee under generally accepted auditing standards.

(I) Reviewing with Management, CFX's financial performance on a regular basis.

3.3 **Internal Control and Risk Assessment**

(A) Reviewing with Management the effectiveness of the internal control system, including

information technology security and control.

(B) Reviewing with Management the effectiveness of the process for assessing significant risks or exposures and the steps Management has taken to monitor and control such risks.

(C) Reviewing any significant findings and recommendations of the Internal Auditor and external auditors together with Management's responses, including the timetable for implementation of recommendations to correct any weaknesses.

3.4 **Compliance.** Reviewing with Management the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.

3.5 **Code of Ethics**

(A) Reviewing with Management and monitor adequacy, administration, and compliance with CFX's Code of Ethics.

(B) Reviewing the procedures for the anonymous and confidential submission of complaints and concerns regarding matters such as accounting, internal controls, auditing, waste, abuse, fraud, conflicts of interest, or other Code of Ethics violations.

3.6 **Internal Audit**

(A) Recommending to the CFX Board appointment or removal of the Internal Audit Director and/or consultant.

(B) Reviewing and recommending the annual internal audit plan and all major changes to the plan.

(C) Reviewing the internal audit budget for submittal to the Finance Committee.

(D) Reviewing and recommending the Internal Auditor Charter.

(E) Reviewing internal audit reports and recommending transmittal and acceptance of the audit for filing with the CFX Board which shall be accomplished by separate item on the Consent Agenda at a regularly scheduled meeting.

(F) Annually reviewing the performance of the Internal Audit Director and/or consultant.

(G) Annually reviewing the effectiveness of the internal audit function.

3.7 **External Audit.** For any and all audits required by Section 218.391, Florida Statutes, and to the extent consistent with such requirements:

(A) Appointing Committee Members to serve on the auditor selection committee for CFX's procurement of such external audit services.

(B) Reviewing and affirming any such auditor selection committee's recommendation to award a contract to an external auditor.

(C) Reviewing and recommending the discharge of the external auditors.

(D) Reviewing the scope and approach of the annual audit with the external auditors.

3.8 **Other Authority and Responsibilities**

(A) Conducting other activities as requested by the CFX Board.

(B) Conducting or authorizing investigations into any matter within the Committee's scope of responsibilities.

(C) Addressing any disagreements between Management and the internal auditors or external auditors.

(D) Annually evaluating the Committee's responsibilities as outlined in this Charter and making recommendations, as needed.

(E) Confirming annually that all responsibilities outlined in this Charter have been carried out.

Part 4. Support Staff

4.1 The Internal and external auditors shall have direct and independent access to the Committee and individually to members of the Committee. The Committee shall have unrestricted access to employees and relevant information. The Committee may retain independent counsel, accountants or others to assist in the conduct of its responsibilities, subject to the CFX's Procurement Policy and budget as approved by the CFX Board for the applicable fiscal year.

4.2 The Executive Director shall appoint the Chief Financial Officer and other applicable staff as designated by the Chief Financial Officer or Executive Director to support and serve as advisors to the Committee. If the position of Chief Financial Officer is vacant, or if the Chief Financial Officer is incapacitated or otherwise unable to perform the responsibilities assigned under this Charter, the Executive Director may designate another qualified individual to fulfill such responsibilities.

4.3 CFX may additionally retain independent contractors and consultants to assist in the conduct of such staff support responsibilities, subject to CFX's Procurement Policy and budget as approved by the CFX Board for the applicable fiscal year. In the absence of the Chief Financial Officer, the Executive Director may appoint a designee they deem qualified.

Part 5. Meetings

5.1 The Committee shall meet at least quarterly. Meetings may be called by the CFX Board Chairman, Executive Director, Chief Financial Officer, the Committee Chairman, or the Internal Auditor at the request of a Committee member. Public notice shall be provided by support staff in accordance with Florida law and CFX policy.

5.2 The agenda will be prepared by the Internal Auditor in a form compliant with Section 1.2.6: Form of Committee Meeting Agendas of the CFX Code of Policies and provided electronically in advance to members, along with appropriate briefing materials.

5.3 Committee recommendations shall be submitted to the CFX Board for approval by support staff at the next regularly scheduled meeting of the CFX Board practicable. Committee meeting materials shall be made available electronically to the CFX Board for information.