December 16, 2021, Special Committee Meeting

Mr. Darryl Willie, Chairman
Dr. Kelly Coker, Vice-Chairman
Ms. Elizabeth Andersen
Ms. Lori Hershey
Mr. Warren A. Jones
Ms. Charlotte D. Joyce
Ms. Cindy Pearson
Dr. Diana Greene, Superintendent

ATTENDANCE AT THIS MEETING OF THE DUVAL COUNTY SCHOOL BOARD: All Board Members were present except Board Member Elizabeth Andersen. Dr. Diana Greene, Superintendent, and Ms. Rita Mairs, Office of General Counsel, were not present.

Call Meeting to Order
The meeting was called to order at 4:11 p.m.

Items to be Discussed

1. DRAFT BOARD POLICY 2.38 - AUDIT ADVISORY COMMITTEE

Board Members discussed the Draft Board Policy 2.38 Audit Advisory Committee as provided by Mr. Brian McDuffie, Executive Director, Policy and Compliance. Mr. McDuffie shared three options (see attachment). Chairman Willie asked Mr. McDuffie to describe Option 3 again. Mr. McDuffie shared that with Option 3, each Board Member would appoint one (1) member to the Audit Advisory Committee and then the Chairman of the School Board would appoint three (3) persons to sit on the Audit Advisory Committee for a six (6) month period and then they would rotate off and the second set of Board Members would sit on the Audit Advisory Committee. The Chairman would be an Ex-Officio of the Audit Advisory Committee, and would not be apart of that rotation. Therefore, ultimately, all seven (7) Board Members would be on the Audit Advisory Committee during a calendar year. Board Member Jones asked if the Chairman is an Ex-Officio member would he/she be a voting member. Mr. McDuffie stated that the Chairman would be a voting member, but that would be up to the Board to decide if they wanted that position to be voting or non-voting.

Board Member Hershey stated that she preferred Option 1 and shared background on it. She cautioned that on Option 3, the Committee may be doing more in depth work than the work of the Board Members. She felt that option 3 would be more tasking than realized and that the Board Members would receive the cumulative report to delve into, but that the 6-month rotation may add more to each Board Member's plate. Board Member Joyce joined the discussion and cautioned against Option 3 as well. She stated that Option 1 provides the definitive expertise that the Board is seeking. She prefers Option 1 more than Option 2 because, as a Board Member, they may not have the background of finance, accounting or auditing, and this is the reason the Board is creating the committee to bring in these types of expertise.

Chairman Willie asked if Option 3 could be eliminated and the Board responded yes.

Board Member Pearson stated that initially she was drawn to Option 2 because she was noting that if a Board Member did have the expertise she would not want them to be excluded, but after the discussion she felt Option 1 may be better because it would give Board Members the option to appoint a person with expertise. Board Member Hershey questioned the Chairman if they should consider having the Chair appoint a designee in case the Chairman is unable to attend. Vice-Chairman, Dr. Coker concurred and stated that if a Board Member had that expertise, it would allow the designee to attend and utilize that knowledge. Board Member Jones also concurred and stated having that flexibility is important. Mr. McDuffie states that he does not believe the Chairman of the School Board is not automatically the Chairman of the Audit Advisory Committee.

Chairman Willie questioned if the appointment of the Chairman is for the year or could they designate a person to serve. Board Member Jones stated that it should be left up to the Chairman. Board Member Pearson recommends that the designee be a School Board Member. Board Member Joyce states that she wishes the term limits would follow the Board Members or that the Board Members be allowed to designate their person. Board Member Jones agrees with having staggered term limits to coincide with their terms, but no more than 4 years, to ensure that there is sufficient turn over. Board Member Joyce recommended a 2 year term with an option to reappoint or giving the Board Member the option to change their designee. Board Member Pearson states that 4 years may deter someone from service due to the length. Chairman Willie recommended that the wording be a 2-year term with the possibility of 1 reappointment. Board Member Jones recommended the wording to state that the 2 year term will be a full 2 years. Vice-Chairman, Dr. Coker stated she desires the designee to be put on the 2-year cycle to finish the term with a possibility of reappointment for an additional 2-year term.

Mr. McDuffie stated that he will write it out to make it happen. Chairman Willie asked for clarification of what would be documented. Mr. McDuffie stated, as far as terms, the desire is that a person will be able to serve for 2 years while following the election cycles, with the opportunity of reappointment for an additional 2 years, while taking into consideration the possibility of short terms, addressing that scenario, ultimately giving the opportunity for a full 4 years.

Mr. McDuffie stated Item number V of the attachment clarified to read that “the Audit Advisory Committee select the Chair and that person not be a member of the School Board.” Board Member Pearson stated on item VIII-C there is a typo that states "Recommends to the Superintendent audits of activities/areas of the District as needed" and should read "Recommends to the Board audits of activities/areas of the District as needed."

Board Member Pearson left at 4:45 p.m.

Mr. McDuffie asked if it is the desire to have this presented to the Board at the February meeting. Chairman Willie stated yes that is the desire and purpose for this meeting with the opportunity for final review at the Agenda Review meeting in January.

Board member Joyce questioned the need for the Superintendent to be involved with Item VI.

Ms. Lenia Blades, Executive Director, Internal Board Auditor, asked the Board to take into consideration relationships, conflicts of interest, etc. and audit professionals, audit for mismanagement and governance and that the world of audit is not just financial. Vice-Chairman Dr. Coker asked if she was referring to the other entities of audits such as IT audits, etc. Chairman Willie stated that he can request a list of those individuals who may have a conflict of interest and work from that standpoint to ensure integrity. Board Member Joyce stated that she is in favor of a more broad language for the definition of the criteria.

Adjournment

1. ADJOURNMENT

The meeting was adjourned at 4:52 p.m.

CRH

Superintendent	Chairman