

SCHOOL BOARD OF BROWARD COUNTY

AUDIT COMMITTEE NOMINATING COMMITTEE MEETING

Thursday, August 13th, 2020

10:48 a.m. - 11:02 a.m.

HELD VIA MICROSOFT TEAMS
all attendees present via virtual platform

Court Reporter:

Emily Scott, stenographic reporter
Bass Reporting Service, Inc.
633 SE 3rd Avenue, Ste. 200
Fort Lauderdale, Florida 33316

COMMITTEE MEMBERS IN ATTENDANCE:

MR. ROBERT MAYERSOHN
MR. ANTHONY DE MEO
MS. HAGEN DISCH
MR. MICHAEL GAUCI
DR. NATHALIE LYNCH-WALSH
MR. ANDREW MEDVIN
MS. CONNIE POU
MS. PHYLLIS SHAW

OFFICE OF THE CHIEF AUDIT STAFF:

MR. JORIS JABOUIN, Chief Auditor, OCA
MS. ANN CONWAY, Manager, Internal Funds Audits, OCA
MS. JENNIFER HARPALANI, Manager, IT Audits, OCA
MS. MICHELE MARQUARDT, Executive Secretary, OCA
MR. BRYAN ERHARD, System Support Specialist II, OCA
MR. JONATHAN TOLENTINO, Confidential Clerk Specialist C,
OCA

DISTRICT STAFF:

ROBERT PAUL VIGNOLA, ESQ., Deputy General Counsel

GUESTS:

MR. ANDREW GRUB, Student
MS. CHARLOTTE GREENBARG
MR. DONTAE MURRAY

1 Thereupon, the following proceedings were had:

2 MR. JABOUIN: Okay. We will go ahead and get
3 started right now.

4 Good morning. It is 10:48 a.m.

5 (Audio disruption.)

6 MR. JABOUIN: Thank you.

7 It is 10:48 a.m. on Thursday, August 13th of
8 2020, and we are now ready to begin the meeting of
9 the nominating committee of the audit committee of
10 the School Board of Broward County, Florida.

11 If I can kindly ask the attendees to the
12 meeting to please place themselves on mute, we will
13 also try to do that, as well, for you; and then
14 when it's time to speak, if you can kindly speak.

15 My name is Joris Jabouin. I am the chief
16 auditor for the School Board of Broward County. I
17 will serve as chair pro tem for this meeting.

18 We will now start the meeting by standing up
19 for the pledge of allegiance.

20 (Whereupon the pledge of allegiance was
21 recited.)

22 MR. JABOUIN: Okay. Thank you very much.

23 We will now begin the process to consider the
24 candidates for the chair and vice chair of the
25 audit committee. If the members of the nominating

1 committee of the audit committee can please respond
2 for attendance purposes when I call your name?

3 Mr. Anthony De Meo?

4 MR. DE MEO: Present.

5 MR. JABOUIN: Ms. Connie Pou?

6 Ms. Pou, I am just checking to see if -- you
7 are not muted, Ms. Pou.

8 If I can kindly ask somebody from my staff to
9 maybe call Ms. Pou's cellphone to see if they can
10 communicate with her, please?

11 Thank you very much.

12 Ms. Phyllis Shaw?

13 MS. SHAW: Yes, this is Phyllis, good morning.

14 MR. JABOUIN: Thank you.

15 I also would like to take a roll call of the
16 audit committee members in attendance, as well,
17 please.

18 Mr. Moses Barnes?

19 Ms. Rebecca Dahl?

20 Ms. Hagen Disch?

21 MS. DISCH: I'm here.

22 MR. JABOUIN: Thank you, Ms. Disch.

23 Ms. Mary Fertig?

24 Mr. Michael Gauci?

25 MR. GAUCI: Here.

1 MR. JABOUIN: Dr. Nathalie Lynch-Walsh?

2 DR. LYNCH-WALSH: Here.

3 MR. JABOUIN: Mr. Robert Mayersohn?

4 Mr. Andrew Medvin?

5 Ms. Stephanie Shimm?

6 Thank you. I am hoping that someone from my
7 team has been able to make contact with Ms. Connie
8 Pou; but at this time, I'd like to -- as we try to
9 connect with Ms. Pou, I'd like to make reference to
10 Article Three, Section Three, of the audit
11 committee bylaws, and that states that the audit
12 committee shall annually elect a chair and vice
13 chair and neither of those offices may be held by a
14 member for more than two consecutive years. After
15 serving as chair for two years, a member may not
16 serve as an officer of the audit committee for a
17 period of at least two years.

18 Also, please make reference to Article Four of
19 the audit committee bylaws with respect to
20 officers. Section One states that officers of the
21 audit committee shall consist of the chair and vice
22 chair and any other deemed necessary by members of
23 the committee for the function of the committee.
24 The officers shall be elected annually at the first
25 meeting of the school year. Installation of new

1 officers will be held at the first meeting of the
2 school year.

3 With respect to the nominating committee,
4 that's in Section Five of Article Four, it says
5 that it is to be determined by the audit committee
6 and that the nominating committee will present a
7 slate of candidates for each office, at which time
8 nominations from the floor will be taken.

9 The former -- the now former chair, Mr. Moses
10 Barnes, completed his second term as chair at the
11 committee last meeting on June 18th. He is the
12 only member that is restricted in a way that he
13 cannot be considered for chair or vice chair. All
14 other members may be considered as either chair or
15 vice chair.

16 I would like to ask whether or not, Ms. Pou,
17 are able to hear me? And I'm hoping that my team
18 has tried to make contact with Ms. Pou. Let me
19 quickly check the -- I do see that there is a
20 comment there that my team is working with Ms. Pou.
21 She is connected, but we cannot hear her.

22 I would like to ask, if she can dial in to the
23 meeting, that will allow us to use the audio from
24 her phone.

25 Ms. Pou, if can you hear us, the number is

1 (754)216-1864 and the ID is 283639176.

2 MR. VIGNOLA: You might repeat that so she has
3 a chance to get a pen and paper handy.

4 MR. JABOUIN: Thank you very much.

5 The number again, very slowly, is area code
6 (754)216-1864, and then the conference ID is
7 483639176, one moment, and that number, Ms. Pou,
8 was just posted in the chat.

9 Okay. We do have some -- an update in the
10 chat. We will give a moment, as Ms. Pou will dial
11 in very soon.

12 MS. POU: Hello?

13 MR. JABOUIN: Good morning, Ms. Pou.

14 MS. POU: Good morning. I'm sorry I haven't
15 been able -- I could see you, but I couldn't hear
16 you. I don't know why.

17 MR. JABOUIN: Thank you, Ms. Pou. We are glad
18 to have you here. Now you can both see and hear us
19 for the meeting; that's great. Okay. So thank
20 you, Ms. Pou.

21 I was just mentioning, just to pick it up
22 there, that the former chair, Mr. Moses Barnes, he
23 completed his second term at the committee's last
24 meeting on June 18th of 2020, and he is the only
25 member who is restricted in a way that he cannot be

1 considered for chair or vice chair, but all other
2 members may be considered as either chair or vice
3 chair.

4 So, at this particular point, the audit
5 committee, at their May 14th, 2020, meeting, the
6 following members were appointed to the nominating
7 committee, and that's Mr. Robert De Meo, Ms. Connie
8 Pou, and Ms. Phyllis Shaw.

9 So at this time, I would like to ask the
10 nominating committee to please select a chair
11 amongst themselves that will report to the full
12 audit committee following this meeting, and I would
13 like the nominating committee to discuss and elect
14 a nominee that would serve as chair of the audit
15 committee.

16 And I would also like to ask the members to --
17 of the nominating committee to discuss and elect a
18 vice chair that would serve the audit committee.

19 If I can please ask for that to begin now.

20 MS. POU: So, are you going to do a roll call,
21 or how are you going to do this?

22 MR. JABOUIN: Yes, so, Ms. Shaw -- we did do
23 the roll call, and Mr. De Meo is on the line, and
24 so is Ms. Shaw and yourself.

25 MS. POU: No, I mean, are you going to ask for

1 each individual member to -- how are we going to
2 select our chair and vice chair?

3 MR. JABOUIN: I --

4 MS. SHAW: It's a discussion amongst us.

5 MR. JABOUIN: Thank you.

6 Yeah, amongst you. I can give you the names
7 of the members so you can have that discussion.

8 MS. POU: Well, I have Mr. De Meo, Ms. Shaw,
9 and myself.

10 MR. JABOUIN: Yes, for the nominee; and the
11 people that are available for you to consider are
12 the members of the audit committee, which are
13 Ms. Rebecca Dahl is eligible, Ms. Hagen Disch,
14 Ms. Mary Fertig, Mr. Michael Gauci, Dr. Nathalie
15 Lynch-Walsh, Mr. Robert Mayersohn, Mr. Andrew
16 Medvin and Ms. Stephanie Shimm are all eligible to
17 be considered by the committee as they discuss
18 amongst themselves.

19 MS. POU: Okay. Thank you.

20 MS. SHAW: This is Phyllis. I would like to
21 recommend to the audit committee Robert Mayersohn
22 as the chair. He has been a vice chair, and I
23 think it's a good natural order if he is entrusted.

24 MS. POU: I -- Connie Pou, I agree with that
25 recommendation. I think he is probably -- since he

1 has been there, and as vice chair, I think he would
2 do a very good job as a chair.

3 MR. DE MEO: And I agree with you. I think
4 Robert Mayersohn would be my selection for chair.

5 I would also recommend Mr. Andrew Medvin as
6 vice chair. He has held that position before, and
7 he is very familiar with the audit committee's
8 workings.

9 MS. SHAW: I have no objection to that --

10 MS. POU: I agree with that.

11 MS. SHAW: -- selection.

12 MR. DE MEO: Okay. So we have -- unanimously,
13 we've -- we have Mr. Medvin and Mr. Mayersohn. So
14 we need somebody to report that out as the
15 temporary chair of the nominating committee.

16 Ms. Pou or Ms. Shaw, would you like to do
17 that?

18 MS. POU: That's fine. Yes, I agree.

19 MR. DE MEO: Okay. So, I think --

20 MS. SHAW: I'll let her.

21 MR. DE MEO: All right. So I think we are
22 ready, Mr. -- Joris, with our report.

23 Go ahead and close.

24 MR. JABOUIN: Thank you, nominating committee.

25 Before I close off, I wasn't sure if --

1 Mr. Vignola, if you have any observations before we
2 conclude the meeting?

3 MR. VIGNOLA: No. The -- the chair of the
4 nominating committee will report the work of the
5 committee when we convene the audit committee
6 meeting, and the report will be the names of the
7 nominee and the -- for vice chair and for chair;
8 and I believe we are ready to adjourn this meeting
9 of the nominating committee.

10 MR. JABOUIN: Thank you very much.

11 May I please have a motion and a second from
12 the nominating committee to please adjourn?

13 MS. SHAW: I move that we adjourn the meeting,
14 Phyllis Shaw.

15 MS. POU: Second, Ms. Pou.

16 MR. JABOUIN: Okay. Thank you very much,
17 everybody. This meeting is adjourned. I look
18 forward to everybody joining the audit committee
19 meeting at the separate invite that has been sent
20 out for that.

21 Thank you very much.


22 (Whereupon, the video-conference meeting was
23 concluded at 11:02 a.m.)
24
25

C E R T I F I C A T E

THE STATE OF FLORIDA)
COUNTY OF BROWARD)

I, EMILY SCOTT, certify that I was
authorized to and did stenographically report the
foregoing video-conference proceedings and that the
transcript is a true and complete record of my
stenographic notes.

Dated this 24th day of August, 2020.



EMILY SCOTT



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