

<p style="text-align: right;">Page 1</p> <p style="text-align: center;">SCHOOL BOARD OF BROWARD COUNTY AUDIT COMMITTEE NOMINATING COMMITTEE MEETING</p> <p style="text-align: center;">KC WRIGHT ADMINISTRATION CENTER BOARD ROOM 600 SE 3RD AVENUE FORT LAUDERDALE, FLORIDA</p> <p style="text-align: center;">THURSDAY, AUGUST 3, 2023 9:35 A.M. - 9:57 A.M.</p> <p>Court Reporter: Timothy R. Bass, Stenographic Reporter Bass Reporting Service, Inc. 633 SE 3rd Avenue, Suite 200 Fort Lauderdale, FL 33301</p>	<p style="text-align: right;">Page 3</p> <p>Thereupon, the following proceedings were had:</p> <p style="text-align: center;">- - -</p> <p>MR. JABOUIN: Good morning. It's 9:35 on Thursday, August 3rd, 2023, and we'll begin the Nominating Committee Meeting of the Audit Committee of the School Board of Broward County, Florida.</p> <p>We'll now stand up for the Pledge of Allegiance. (Pledge of Allegiance was recited.)</p> <p>MR. JABOUIN: My name is Joris Jabouin. I'm the Chief Auditor for the School Board of Broward County, Florida. I will chair this Nominating Committee Meeting of the Audit Committee and will be the Chair Pro Temp of the Audit Committee Meeting that follows this meeting until a Chair and Vice Chair has been elected.</p> <p>I would like to remind everybody to please speak into the microphones and we will now do a roll call of the nominating committee members first.</p> <p>Mr. Anthony De Meo? MR. DE MEO: Present. MR. JABOUIN: Ms. Phyllis Shaw? MS. SHAW: Present.</p>
<p style="text-align: right;">Page 2</p> <p>COMMITTEE MEMBERS IN ATTENDANCE: MS. RUTH CARTER-LYNCH MS. REBECCA DAHL MR. ANTHONY DE MEO - Nominating Committee Member MS. MARY FERTIG - Nominating Committee Member DR. NATHALIE LYNCH-WALSH MR. ROBERT MAYERSOHN MR. ANDREW MEDVIN MS. PHYLLIS SHAW - Nominating Committee Member MR. PETER TURSO</p> <p>OFFICE OF THE CHIEF AUDITOR STAFF: MR. JORIS JABOUIN, Chief Auditor MS. ALI ARCESE, Audit Director MS. JENNIFER HARPALANI, Assistant Director IT Audits MS. NAKIA GOULDBOURNE, Acting Manager, Internal Funds MS. MICHELE MARQUARDT, Executive Secretary MS. WANDA RADCLIFF, Clerk Spec B MR. BRYAN ERHARD, System Support Specialist II</p> <p>INVITED GUESTS: MR. TIM BASS, Court Reporter, United Reporting</p>	<p style="text-align: right;">Page 4</p> <p>1 MR. JABOUIN: Ms. Mary Fertig? 2 MS. FERTIG: Yes, I'm here. I didn't have 3 the microphone on. Sorry about that. 4 MR. JABOUIN: I also would like to take a 5 roll call of the other audit committee members in 6 attendance. 7 Ms. Ruth Carter-Lynch? 8 MS. CARTER-LYNCH: Here. 9 MR. JABOUIN: Ms. Rebecca Dahl? 10 MS. DAHL: Here. 11 MR. JABOUIN: Ms. Itohan Ighodaro is excused. 12 Dr. Nathalie Lynch-Walsh? 13 DR. LYNCH-WALSH: Here. 14 MR. JABOUIN: Mr. Robert Mayersohn? 15 MR. MAYERSOHN: I'm here. 16 MR. JABOUIN: Mr. Andrew Medvin? 17 MR. MEDVIN: Here. 18 MR. JABOUIN: Ms. Jaclyn Strauss? 19 (No response.) 20 MR. JABOUIN: Mr. Peter Turso? 21 MR. TURSO: Here. 22 MR. JABOUIN: Also, I'm Joris Jabouin, Chief 23 Auditor. 24 Others in attendance are? 25 MS. ARCESE: Ali Arcese, Audit Director,</p>

<p style="text-align: right;">Page 5</p> <p>1 Office of the Chief Auditor.  2 MS. GOULDBOURNE: Nakia Gouldbourne, Office  3 of the Chief Auditor.  4 MS. HARPALANI: Jennifer Harpalani, Office of  5 the Chief Auditor.  6 MR. ERHARD: Bryan Erhard, Office of the  7 Chief Auditor.  8 MS. MARQUARDT: Michele Marquardt, Office of  9 the Chief Auditor.  10 MR. JABOUIN: The Nominating Committee is a  11 separate meeting from the Audit Committee Meeting  12 that follows and I will be taking attendance at  13 that meeting, as well.  14 Are there any public speakers?  15 MS. MARQUARDT: I'll check.  16 MR. JABOUIN: We're just going to check. One  17 moment please.  18 MS. MARQUARDT: No, there's not.  19 MR. JABOUIN: Thank you. There are no public  20 speakers.  21 So we will now begin the process to consider  22 candidates who will serve as chair and vice chair  23 of the audit committee for the school and fiscal  24 year 2024.  25 According to Article IV of the audit</p>	<p style="text-align: right;">Page 7</p> <p>1 to please discuss amongst yourselves to come up  2 up with a candidate and select a chair.  3 MS. SHAW: I move to recommend the pro temp  4 chair as the chair.  5 MR. JABOUIN: Could you please repeat that  6 Ms. Shaw?  7 MS. SHAW: I move to recommend the pro temp  8 chair as the chair.  9 MR. JABOUIN: Oh, thank you. So I would also  10 like to have a chair of the nominating committee  11 that would be reporting to the full committee at  12 the next meeting. So it should be one of the  13 three members of you.  14 MS. SHAW: I understand. But don't we need  15 to have a chair of this committee to run this  16 meeting? Since he was nominated as a pro temp  17 chair, so now we need to elect him as a chair so  18 he can be the chair of the meeting.  19 MR. JABOUIN: No, I'm already the pro temp  20 chair for this meeting, so I don't think a  21 nomination is needed for that.  22 MS. FERTIG: So can I nominate you or Mr. De  23 Meo, whichever one of you wants to do it?  24 MS. SHAW: That was what I was going to do,  25 is nominate, him; yeah.</p>
<p style="text-align: right;">Page 6</p> <p>1 committee bylaws, the officers of the audit  2 committee will consist of the chair and the vice  3 chair and any other members for the function of  4 the committee. The officers shall be elected  5 annually at the first meeting of the school year  6 and the installation of new officers will be held  7 in the first meeting of the school year. The  8 nominating committee will present a slate of  9 candidates for each office at the time which  10 nomination from the floor will be taken at the  11 next meeting.  12 At the previous audit committee meeting the  13 following members were appointed to the  14 nominating committee. It was Mr. Anthony De Meo,  15 Ms. Phyllis Shaw and Ms. Mary Fertig.  16 So the nominating committee, I ask you to  17 please select a chair amongst yourselves who will  18 report to the full audit committee at the next  19 meeting and then to please select a nominee that  20 will serve as chair of the audit committee for  21 the School Board of Broward County for fiscal  22 year 2024, and then to select a vice chair who  23 will serve as vice chair for to the School Board  24 of Broward County for fiscal year 2024.  25 So I please ask for the nominating committee</p>	<p style="text-align: right;">Page 8</p> <p>1 MS. FERTIG: Okay.  2 MR. JABOUIN: So the motion is by Fertig and  3 seconded by Shaw for Mr. De Meo to be the chair.  4 MS. DAHL: I don't understand what's going  5 on.  6 MS. FERTIG: We're just electing a chair of  7 the nominating committee and we're proposing Mr.  8 De Meo.  9 MS. DAHL: Okay. And then you all are going  10 to leave?  11 MS. FERTIG: You think Ms. Shaw wants to do  12 it?  13 MR. DE MEO: Yeah. We'll nominate Ms. Shaw.  14 MS. FERTIG: Okay.  15 MS. SHAW: We have a motion and a second on  16 the floor, so let's move with it.  17 MS. FERTIG: She really wants to be the  18 chair, I can tell.  19 All right. Why don't we vote and let you do  20 it; is that good?  21 MR. DE MEO: Okay.  22 MS. FERTIG: All right. I'm in favor.  23 MS. SHAW: Me, too.  24 MR. JABOUIN: Thank you. That passed.  25 MR. DE MEO: No.</p>

1 MS. FERTIG: Are you kidding me?  
 2 MR. JABOUIN: May I please now ask for the  
 3 committee, the nominating committee, to please go  
 4 through the process to nominate a chair for the  
 5 audit committee and vice chair that will be  
 6 reported by Mr. De Meo at that meeting for the  
 7 next fiscal year?  
 8 MS. FERTIG: I'd like to nominate Mr. Medvin.  
 9 MR. JABOUIN: For what position, Ms. Fertig?  
 10 MS. FERTIG: Oh, I thought we were doing  
 11 chair.  
 12 MR. JABOUIN: Yeah, chair, first. Thank you  
 13 very much.  
 14 MR. DE MEO: Do we have a vice chair? Do we  
 15 need a vice chair of this committee?  
 16 MS. FERTIG: No, no, no, we're good. Let's  
 17 get through this because we've got to get  
 18 started.  
 19 MR. DE MEO: Okay. We have a motion.  
 20 MS. SHAW: Second.  
 21 MR. DE MEO: Second? Okay. All in favor?  
 22 MS. FERTIG: Aye.  
 23 MS. SHAW: Aye.  
 24 MR. DE MEO: Motion passes. So now we need a  
 25 motion for vice chair. Do we have a motion for

1 that, but I feel like it created so much  
 2 controversy that -- Mr. Mayersohn did a great  
 3 job, and, quite frankly, I was going to nominate  
 4 you last year when you nominated me, and we seem  
 5 to be at a stalemate on that. So I was going to  
 6 nominate Mr. Mayersohn. We could not nominate  
 7 him last year because the bylaws were not  
 8 completed, but they have been. And I just feel  
 9 like he has run the meeting at times when nobody  
 10 else has been here, so he would make a great vice  
 11 chair. But, Phyllis, you would make a great vice  
 12 chair.  
 13 MS. SHAW: I probably would, but we also have  
 14 other members.  
 15 MS. FERTIG: We do. We do. But I just feel  
 16 Mr. Mayersohn has done a good job. He was kind  
 17 of cut short because of the limbo that the bylaws  
 18 were in, and so I -- it was my intent to nominate  
 19 him.  
 20 MR. DE MEO: Is that a motion?  
 21 MS. FERTIG: Yeah, I thought we had a motion.  
 22 I don't know if we had a second.  
 23 MR. DE MEO: I'm just going to mention what  
 24 we discussed before, and that was that  
 25 longstanding or long-serving members who have not

1 vice chair?  
 2 MS. FERTIG: I would like to nominate Mr.  
 3 Mayersohn.  
 4 MR. DE MEO: Mr. Mayersohn?  
 5 MR. TURSO: I believe that he stepped out.  
 6 MS. FERTIG: Oh, he doesn't have to be in the  
 7 room because we're the nominating committee.  
 8 MS. CARTER-LYNCH: So I just want to be clear  
 9 as to what we're doing. We are nominating a  
 10 chair and a -- the nominating committee, they're  
 11 nominating a chair and vice chair for the entire  
 12 committee; correct?  
 13 MS. FERTIG: And then we're bringing it to  
 14 you.  
 15 MS. CARTER-LYNCH: Then you're bringing it to  
 16 us next meeting, and we still can nominate from  
 17 the floor; correct?  
 18 MR. DE MEO: Yes.  
 19 MS. CARTER-LYNCH: I just want to be clear.  
 20 MR. JABOUIN: Yes, that's correct, Ms.  
 21 Carter-Lynch.  
 22 MR. DE MEO: Ms. Shaw, do you have any?  
 23 MS. SHAW: Actually, I was going to nominate  
 24 Mary Fertig as a continuation from the previous.  
 25 MS. FERTIG: You know, I really appreciate

1 been part of the leadership of the committee and  
 2 most notable, I think, is Dr. Lynch-Walsh. So --  
 3 but I guess that could be handled through, from  
 4 the floor; right? If we wanted to do that, vice  
 5 chair?  
 6 MS. SHAW: That can be or that can be handled  
 7 here in this committee.  
 8 MR. DE MEO: Okay. Any other discussion?  
 9 MS. FERTIG: Well, I would just say when  
 10 you're talking about longstanding, you've been  
 11 around a long time. Don't take that personally.  
 12 And Phyllis has been here for a long time. And  
 13 we have a lot of -- Rebecca and Dr. Lynch-Walsh.  
 14 We have a lot of people who have been here a long  
 15 time.  
 16 I think Mr. Mayersohn would have progressed  
 17 had it not been for the bylaws being in such  
 18 limbo last year. And I just feel he has the  
 19 experience that we need to carry us through this  
 20 coming year. So --  
 21 MR. DE MEO: Okay. All in favor.  
 22 MS. CARTER-LYNCH: You have a hand up over  
 23 here.  
 24 DR. LYNCH-WALSH: I'm not objecting.  
 25 MS. SHAW: I'm sorry. Are you going to

<p style="text-align: right;">Page 13</p> <p>1 recognize her?</p> <p>2 MR. DE MEO: We have a motion, I think.</p> <p>3 MS. SHAW: Right. I didn't accept the</p> <p>4 motion. I didn't second it.</p> <p>5 MS. CARTER-LYNCH: I'll second it so we can</p> <p>6 move on.</p> <p>7 DR. LYNCH-WALSH: You can't.</p> <p>8 MS. SHAW: I mean, all right, I'll second it</p> <p>9 for discussion, but --</p> <p>10 MR. DE MEO: Can we allow comments from</p> <p>11 non-committee members?</p> <p>12 MR. JABOUIN: Yes, please.</p> <p>13 MR. DE MEO: Okay. So we have a second and</p> <p>14 discussion?</p> <p>15 DR. LYNCH-WALSH: Yeah, I just wanted to</p> <p>16 clarify that Policy 1070 is the overarching</p> <p>17 policy and that was the thing that was being</p> <p>18 developed and now has been finalized.</p> <p>19 Everybody's bylaws are in limbo because nobody's</p> <p>20 bylaws have been reviewed by the board for years.</p> <p>21 And to clarify, just for accuracy's sake, I</p> <p>22 believe that I predate both Rebecca and Phyllis</p> <p>23 on this committee. I don't predate -- I may even</p> <p>24 predate Mayersohn. I may even predate Mayersohn.</p> <p>25 I'm not sure. And to also clarify, Mayersohn has</p>	<p style="text-align: right;">Page 15</p> <p>1 MS. CARTER-LYNCH: Not a discussion, I just</p> <p>2 want to make a statement. One of the things that</p> <p>3 always boggles my mind when we're nominating</p> <p>4 people for an executive committee, I hope we are</p> <p>5 taking a look at not just tenure and looking at</p> <p>6 leadership ability. Because a lot of people get</p> <p>7 overlooked because of the fact of tenure. So I</p> <p>8 just wanted to make that statement. So let's</p> <p>9 just be real cognizant of who -- who has the</p> <p>10 ability to really lead the thing. And, you know,</p> <p>11 my problem with a lot of this is favoritism.</p> <p>12 Let's just get past that and just be real clear</p> <p>13 about what we're doing.</p> <p>14 MS. FERTIG: And, Ruth, I think that's a good</p> <p>15 point so I want to be able to respond to that.</p> <p>16 Might as well do it now rather than the regular</p> <p>17 meeting. I don't -- I agree with you about</p> <p>18 tenure. I will tell you, when I came on this</p> <p>19 committee Dr. Mack was chair. Dr. Mack was chair</p> <p>20 for probably 20 years. I mean, Dr. Mack was</p> <p>21 always chair. He told me when I came on the</p> <p>22 committee, I will be the chair. He was a great</p> <p>23 guy. I loved that guy.</p> <p>24 Anyway, so I'm just looking at the work we</p> <p>25 have to do. I think we have some major</p>
<p style="text-align: right;">Page 14</p> <p>1 been chair before. But I'm not objecting because</p> <p>2 I can't because I'm not on the nominating</p> <p>3 committee.</p> <p>4 MS. FERTIG: And, truthfully, and this is</p> <p>5 nothing about -- you were on the committee when I</p> <p>6 came on the committee, which was a long time ago.</p> <p>7 So I think I came on in 2008. I think you were</p> <p>8 here.</p> <p>9 MS. SHAW: Okay. Guys let's not go walk down</p> <p>10 memory lane and history.</p> <p>11 MS. FERTIG: Yeah, and I just -- I just -- we</p> <p>12 were prohibited last year. We did it. I just</p> <p>13 thought it would give us this one year and then</p> <p>14 we can make whatever in the coming year.</p> <p>15 MR. DE MEO: Bob knows a lot about government</p> <p>16 affairs and he was an excellent chair. So I'm</p> <p>17 not objecting. I just wanted to -- you know,</p> <p>18 typically, in boards there's a succession and I</p> <p>19 just wanted to bring that up.</p> <p>20 So are we moving the question then?</p> <p>21 MS. SHAW: We can if there are no other</p> <p>22 comments.</p> <p>23 MS. CARTER-LYNCH: Can I say something?</p> <p>24 MS. SHAW: Now, you can.</p> <p>25 MR. DE MEO: Any other discussion?</p>	<p style="text-align: right;">Page 16</p> <p>1 challenges on this committee. One of which is,</p> <p>2 we never seem to get through an agenda. And the</p> <p>3 second is sometimes we feel like we're not</p> <p>4 getting the information. I mean, I think we have</p> <p>5 a lot of things.</p> <p>6 I believe that the team of Mr. Medvin and Mr.</p> <p>7 Mayersohn will help us to get through the next</p> <p>8 year and lay the groundwork for, hopefully,</p> <p>9 moving this committee forward to where we can</p> <p>10 actually complete an agenda and tackle some of</p> <p>11 the other issues we have. And so that is why I</p> <p>12 nominated Mr. Mayersohn.</p> <p>13 MS. CARTER-LYNCH: Oh, no, let me just be</p> <p>14 also clear, I have no dog in this fight, period.</p> <p>15 MS. FERTIG: And you would be a wonderful</p> <p>16 co-chair or a chair.</p> <p>17 MS. CARTER-LYNCH: That's not even necessary.</p> <p>18 MS. FERTIG: I know, but you know it's true.</p> <p>19 MS. CARTER-LYNCH: But you know what I'm</p> <p>20 saying.</p> <p>21 MR. DE MEO: That's a good point. But of the</p> <p>22 people here that are tenured, I think they</p> <p>23 demonstrate the leadership necessary to lead this</p> <p>24 committee. So, for me, it's not strictly tenure,</p> <p>25 it's -- leadership is extremely important and I</p>

1 think that's a great point.

2 Any other discussion?

3 All in favor?

4 No? Oh, go ahead. Please.

5 MS. DAHL: I, personally, don't understand  
6 why we're having this in front of the whole  
7 group. On every other committee I work on the  
8 nominating committee works alone and then brings  
9 it to the full group. We're doing that tonight  
10 in Diversity. So I don't understand this in  
11 front of the whole group. And I'm going to be  
12 honest with you, it bothers me. Because I think  
13 they have the right, the nominating committee,  
14 to, you know, hash this out between them and yet  
15 the whole group is sitting here. I've never seen  
16 that happen before.

17 MR. JABOUIN: So the nominating committee can  
18 indeed do that Ms. Shaw, but this is a public  
19 meeting, itself, so all the members can attend as  
20 the members of the public are also seeing this as  
21 well.

22 MS. DAHL: However, before you had the  
23 nominating committee meet before the regular  
24 general committee and I thought that's what you  
25 were going to do again. I don't get this.

1 MR. JABOUIN: That was the 9:30 to 9:45  
2 meeting period, what it is is the nominating  
3 committee meeting.

4 MS. DAHL: Okay. Again, I don't feel that  
5 information to us is as clear as it could be.  
6 Because I was expecting to come in and the  
7 nominating committee was going to work alone and  
8 then bring the names here.

9 MS. FERTIG: But, you know what, this is an  
10 important conversation and I think it's a good  
11 thing. We're going to have it, so we might as  
12 well just do it. Again, I just -- I'm just  
13 looking -- you know, I look at the chair as the  
14 facilitator and the vice chair the facilitator if  
15 the chair is not there. That's really all we're  
16 trying to do.

17 Quite frankly, from my point of view, I often  
18 prefer not to be chair because I might want to  
19 be -- I might want to be more vocal.

20 MS. DE MEO: Antagonistic.

21 MS. FERTIG: Oh, well, whatever. But you  
22 know what I'm saying. I think each one of us  
23 have a thing. I just think we've got a lot of  
24 challenges in front of us, we've got -- I'm not  
25 going to repeat what I said about Mr. Mayersohn,

1 but I've known him a long time, he's a very calm  
2 guy, he does a great job running the meeting,.

3 MR. DE MEO: He's okay.

4 MS. FERTIG: He's okay, you're right. I  
5 might have gone overboard there.

6 All right. I'm stopping.

7 MR. JABOUIN: Can we proceed with the motion?

8 MR. DE MEO: All in favor?

9 MS. FERTIG: Aye.

10 Oh, Phyllis wants to say something.

11 MS. SHAW: I have a comment. And not to  
12 belabor the point, and, yes, I do love Mr.  
13 Mayersohn, he and I go way, way back. And yes,  
14 he does a great job. But I think we also have  
15 other folks on this board who can also -- also  
16 lead and move the business of this organization  
17 forward. And not also being, you know, as he  
18 just said, you know, allow folks not to be  
19 antagonistic.

20 So to that end, let's go ahead and vote  
21 because I have another motion.

22 MS. FERTIG: Okay.

23 MR. JABOUIN: So the motion for vice chair is  
24 Mayersohn. That was by Fertig. And I just want  
25 to know who is the second on that?

1 MS. CARTER-LYNCH: I second it.

2 MS. SHAW: I seconded it for discussion.

3 MR. DE MEO: Ms. Shaw seconded it.

4 MR. JABOUIN: And can we please have the  
5 vote, the vote for Mayersohn for vice chair  
6 amongst the nominating committee only, please?

7 MS. SHAW: No.

8 MS. FERTIG: Yes.

9 MR. DE MEO: We have a no and a yes.

10 MR. TURSO: Yeah, you're the tiebreaker.

11 MR. DE MEO: Yes.

12 MR. JABOUIN: The motion passes two to one  
13 for Robert Mayersohn to be vice chair.

14 And the previous motion had passed  
15 unanimously for Mr. Medvin to be chair.

16 I also would like to acknowledge Chief  
17 Information Officer, Dr. Josiah Phillips, he is  
18 serving as the superintendent's designee. Thank  
19 you, Dr. Phillips.

20 All right. May I please have a motion and a  
21 second to adjourn the nominating committee of the  
22 audit committee of the School Board of Broward  
23 County.

24 MR. DE MEO: Mr. Jabouin, I think Ms. Shaw  
25 wanted to make another motion.

1 MS. SHAW: Well, at this point there is no  
2 need for another motion, but motion to adjourn?

3 MS. FERTIG: Second.

4 MR. DE MEO: Adjourned.

5 MS. DAHL: And I just want it on the record  
6 that I think what we did today is not -- is not  
7 right. I think the nominating committee should  
8 have worked alone and had these discussions so  
9 they could really discuss them and they didn't  
10 get the opportunity to do that, so I'm putting in  
11 a complaint about that. Thank you.

12 MR. JABOUIN: Ms. Dahl, can you repeat that  
13 at the regular meeting then, because we're off  
14 the record now.

15 MS. DAHL: Whatever. Whatever.  
16 (Meeting was concluded at 9:57 a.m.)  
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1 REPORTER'S CERTIFICATE  
2 STATE OF FLORIDA  
3 COUNTY OF BROWARD

4 I, Timothy R. Bass, Court Reporter and Notary  
5 Public in and for the State of Florida at Large,  
6 hereby certify that I was authorized to and did  
7 stenographically report the foregoing proceedings, and  
8 that the transcript is a true and complete record of  
9 my stenographic notes thereof.

10 Dated this 14th day of August, 2023, Fort  
11 Lauderdale, Broward County, Florida

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14 TIMOTHY R. BASS  
15 Court Reporter  
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