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October 30, 2020

Dr. John Nicklow, President  
University of New Orleans  
2000 Lakeshore Drive  
New Orleans, LA 70148

Dear Dr. Nicklow:

On October 22, 2020, the Board of Supervisors for the University of Louisiana System approved the following requests from University of New Orleans:

1. Request to award an Honorary Doctorate of Humane Letters to Mr. Harry Shearer at the Fall 2020 Commencement Exercises.
2. Request for approval to enter into a Lease Agreement with Hynes Charter School Corporation and Friends of Hynes, both not-for-profit corporations, pursuant to the authority vested in La. R.S. 17:3361.
3. Request for approval of a resolution granting authority for the issuance of Board of Supervisors for the University of Louisiana System Revenue Bonds not to exceed \$8 million (University of New Orleans Project).
4. Request to approve University of New Orleans' Revised Internal Audit Charter.

Enclosed for your records are the Executive Summaries with the resolutions that were approved by the Board along with the approved personnel actions. If you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Jeannine Kahn", with a long horizontal flourish extending to the right.

Jeannine Kahn, Ph.D.  
Provost and Vice President for Academic Affairs

**BOARD OF SUPERVISORS FOR THE  
UNIVERSITY OF LOUISIANA SYSTEM**

**ACADEMIC AND STUDENT AFFAIRS COMMITTEE**

**October 22, 2020**

**Item E.4.**     **University of New Orleans'** request to award an Honorary Doctorate of Humane Letters to Mr. Harry Shearer at the Fall 2020 Commencement Exercises.

**EXECUTIVE SUMMARY**

The University of New Orleans (UNO) requests approval to award an Honorary Doctorate of Humane Letters to Mr. Harry Shearer during the University's Fall 2020 commencement ceremony. Mr. Shearer is a highly acclaimed comedian, actor, voice-over actor, filmmaker, broadcaster, and author with a decades-long connection to New Orleans. He earned his undergraduate degree in Political Science from UCLA and attended graduate school at Harvard University. Mr. Shearer's career in television and film began at the age of ten, appearing in *Abbott and Costello Go to Mars*. During his career he has appeared in several films and television series, including *Saturday Night Live* and *This is Spinal Tap*. Mr. Shearer's longest tenure has been as one of the main voice actors in *The Simpsons*, in which he is the voice of Ned Flanders and 20 other characters. He has been a cast member for all 31 years of the show's run. Mr. Shearer received a primetime Emmy Award for Outstanding Character Voice-Over Performance in 2014 for *The Simpsons*; he also received Emmy nominations as a writer for his work on *America 2Night* (1978) and *Saturday Night Live* (1980).

In addition to his work in film and television, Mr. Shearer is the host of the radio show and podcast, *Le Show*, which is heard on stations across the country and around the world. The program is distributed nationally by WWNO, the New Orleans public radio station that is located on UNO's campus. When Mr. Shearer is in New Orleans (he has had a residence in the city for over 30 years), he records *Le Show* at WWNO's studios on the University's campus. In 2010 Mr. Shearer wrote and directed the film documentary *The Big Uneasy*, which addressed the impact of Hurricane Katrina, including the levee failures and flooding in metropolitan New Orleans. The film was selected for several film festivals and won both The Golden Eagle Award and the Visionary Award at the DC Independent Film Festival.

The University would like to recognize Mr. Shearer's remarkable achievements in film, television, and radio as well as his longtime advocacy for New Orleans and UNO. He is an outstanding artist who has been involved in groundbreaking work and who has demonstrated a deep attachment to and understanding of the city and its people. As such, the University of New Orleans would like to honor Mr. Shearer by awarding him an Honorary Doctorate of Humane Letters.

**RECOMMENDATION**

It is recommended that the following resolution be adopted:

***NOW, THEREFORE, BE IT RESOLVED***, that the Board of Supervisors for the University of Louisiana System hereby approves the University of New Orleans' request to award an Honorary Doctorate of Humane Letters to Mr. Harry Shearer at the Fall 2020 Commencement Exercises.

**BOARD OF SUPERVISORS FOR THE  
UNIVERSITY OF LOUISIANA SYSTEM**

**FACILITIES PLANNING COMMITTEE**

**October 22, 2020**

- Item G.4.** University of New Orleans' request for approval to enter into a Lease Agreement with Hynes Charter School Corporation and Friends of Hynes, both not-for-profit corporations, pursuant to the authority vested in La. R.S. 17:3361.

**EXECUTIVE SUMMARY**

UNO requests approval to enter into a Lease Agreement with Hynes Charter School Corporation and Friends of Hynes, which was developed from the Memorandum of Understanding between both parties approved by the Board of Supervisors in February 2019. The lease agreement to Friends of Hynes will more fully identify the property on the UNO campus in Attachment C- Legal Description of Leased Premises of the lease agreement. Friends of Hynes will design and construct, at its sole cost, a facility to house a Charter School and will execute a sublease with Hynes to provide a quality education for K-8<sup>th</sup> students in the area. The initial term of the lease is for five years.

**RECOMMENDATION**

It is recommended that the following resolution be adopted:

***NOW, THEREFORE, BE IT RESOLVED,** that the Board of Supervisors for the University of Louisiana System hereby approves University of New Orleans' request for approval to enter into a Lease Agreement with Hynes Charter School Corporation and Friends of Hynes, both not-for-profit corporations, to proceed with execution of a lease agreement pursuant to the authority vested in La. R.S. 17:3361.*

***BE IT FURTHER RESOLVED,** that University of New Orleans has obtained final review from UL System staff, legal counsel, and shall secure all other appropriate approvals from agencies/parties of processes, documents, and administrative requirements prior to execution of documents.*

***BE IT FURTHER RESOLVED,** that the President of University of New Orleans or his or her designee is hereby designated and authorized to execute any and all documents associated with said lease.*

***AND FURTHER,** that University of New Orleans will provide the System office with copies of all final executed documents for Board files.*

**BOARD OF SUPERVISORS FOR THE  
UNIVERSITY OF LOUISIANA SYSTEM**

**FINANCE COMMITTEE**

**October 22, 2020**

**Item H.2.**     **University of New Orleans’** request for approval of a resolution granting authority for the issuance of Board of Supervisors for the University of Louisiana System Revenue Bonds not to exceed \$8 million (University of New Orleans Project).

**EXECUTIVE SUMMARY**

The University is in the process of acquiring and implementing cloud-based enterprise resource planning software. Because of the cost of the software, the University desires to finance the acquisition of the software through the issuance of Revenue Bonds. The University is requesting that the Board of Supervisors for the University of Louisiana System, acting on behalf of the University (the “*Board*”), issue its not to exceed \$8,000,000 Revenue Bonds (University of New Orleans Project), in one or more series (the “*Bonds*”) for the purpose of (i) providing funds to finance the acquisition of cloud-based enterprise resource planning software (the “*ERP Software*”); (ii) funding a debt service reserve fund, if necessary, and (iii) paying the costs of issuance of the Bonds (collectively, the “*Project*”).

Annual debt service for the proposed Bonds will be secured and payable from the University’s Pledged Revenues, which will be defined in the Bond Resolution as follows:

“Pledged Revenues” means (1) all revenue derived by the University from the levy and collection of the Facilities Use and Maintenance Fee; (2) all revenue derived by the University from the levy and collection of the Building Use Fee; (3) all revenue derived by the University from the levy and collection of the Student Health Services Fee. “Facilities Use and Maintenance Fee” means that certain facilities use and maintenance fee instituted by resolution adopted by the Board of Supervisors of Louisiana State University and Agricultural and Mechanical College dated December 4, 1971, as increased pursuant to the authority of La. R.S. 17:3351.7, as amended, the revenues of which are authorized to be used for the purpose of the construction, enlargement, remodeling, equipping, and furnishing of buildings (including the provision of software associated therewith), utilities and land improvements on the campus of the University. “Building Use Fee” means that certain building use fee authorized to be levied by the Board and collected by the University pursuant to La. R.S. 17:3351.19, as amended, the revenues of which are authorized to be used to construct, acquire, repair, maintain, operate, or improve the facilities and physical infrastructure of the University. “Student Health Services Fee” means that certain student health services fee approved by referendum of the students of the University in May of 1989, the revenues of which are authorized to be used to improve health services available to students of the University.

The Board and University have not and will not pledge its full faith and credit or State appropriated funds to make any debt service payments on the Bonds.

### **RECOMMENDATION**

It is recommended that the following resolution be adopted:

***NOW, THEREFORE, BE IT RESOLVED,** that the Board of Supervisors for the University of Louisiana System hereby authorizes the issuance of not to exceed \$8,000,000 Board of Supervisors for the University of Louisiana System Revenue Bonds (University of New Orleans Project), in one or more series, for the purposes of financing the Project.*

***BE IT FURTHER RESOLVED,** that the University of New Orleans shall obtain final review from UL System staff and legal counsel to the Board, and shall secure all other appropriate approvals from agencies/parties of processes, documents, and administrative requirements prior to execution of documents.*

***BE IT FURTHER RESOLVED,** that the President of the University of Louisiana System, and his or her designee, and the President of the University of New Orleans, and his or her designee, are hereby authorized and directed to execute any and all documents necessary in connection with the issuance of the bonds described herein.*

***AND FURTHER,** that the University of New Orleans will provide the System office with copies of all final executed documents for the Board's files.*

Approved on 10/22/20 by the Board of Supervisors for the University of Louisiana System

**BOARD OF SUPERVISORS FOR THE  
UNIVERSITY OF LOUISIANA SYSTEM**

**FINANCE COMMITTEE**

**October 22, 2020**

**Item H.3.** **University of Louisiana System's** request for acceptance of revised Internal Audit Charters for (a) Grambling State University, (b) Louisiana Tech University, (c) Nicholls State University, (d) Northwestern State University, (e) Southeastern Louisiana University, (f) University of Louisiana at Monroe, (g) University of Louisiana System, and (h) University of New Orleans.

**EXECUTIVE SUMMARY**

The Internal Audit Charters set forth the purpose, authority, and responsibility of the internal audit activity for the University of Louisiana System and its individual campuses. The Charters have now been modified to reflect compliance with mandatory guidance of the International Professional Practices Framework. Specific updates were made to eliminate the reference to having an External Validation conducted by July 31, 2020, and changing to every five years as required by the Standards for the Professional Practice of Internal Auditing.

**RECOMMENDATION**

It is recommended that the following resolution be adopted:

***NOW, THEREFORE, BE IT RESOLVED,** that the Board of Supervisors for the University of Louisiana System hereby approves University of Louisiana System's request for acceptance of revised Internal Audit Charters for (a) Grambling State University, (b) Louisiana Tech University, (c) Nicholls State University, (d) Northwestern State University, (e) Southeastern Louisiana University, (f) University of Louisiana at Monroe, (g) University of Louisiana System, and (h) University of New Orleans.*



THE UNIVERSITY *of*  
**NEW ORLEANS**  

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**OFFICE OF THE PRESIDENT**

Approved on 10/22/20 by the  
Board of Supervisors for the  
University of Louisiana System

September 28, 2020

Dr. James B. Henderson  
President  
The University of Louisiana System  
1201 North Third Street  
Baton Rouge, LA 70802

Re: Revised Audit Charter

Dear Dr. Henderson,

I am requesting approval of UNO's revised audit charter.

Thank you for your consideration.

Sincerely,

John W. Nicklow  
President



## INTERNAL AUDIT ACTIVITY CHARTER

This charter sets forth the purpose, mission, objectives, authority, and responsibility of the internal audit activity at the University of New Orleans. The charter establishes the internal audit activity's position within the University; authorizes access to records, personnel, and physical properties relevant to the performance of engagements; and defines the scope of internal audit activities.

### **Purpose and Mission**

The purpose of the University's internal audit activity is to provide independent, objective assurance and consulting services designed to add value and improve the University's operations. The mission of internal audit is to enhance and protect organizational value by providing risk-based and objective assurance, advice, and insight. The internal audit activity helps the University in accomplishing its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of the University's governance, risk management and control processes. The internal audit activity is guided by a value-driven philosophy of partnering with other departmental units to continuously improve the operations of the University.

### **Standards for the Professional Practice of Internal Auditing**

The internal audit activity will govern itself by adherence to the *Mandatory Guidance* of The Institute of Internal Auditors' International Professional Practices Framework, including the Core Principles for the Professional Practice of Internal Auditing, the Code of Ethics, the International Standards for the Professional Practice of Internal Auditing, and the Definition of Internal Auditing using such audit programs, techniques, and procedures as are considered applicable and necessary to guide operations. The Chief Audit Executive (CAE) will report periodically to the University President and, through the System Director of Internal & External Audit, to the Board of Supervisors of the University of Louisiana System (Board) regarding the internal audit activity's conformance to the Code of Ethics and the Standards.

### **Authority**

The University's internal audit activity is established by the Board. The internal audit activity's responsibilities are defined by the Board as part of their oversight role. The CAE will report administratively (i.e., day-to-day operations) to the President of the University and functionally to the Board, through the System Director of Internal & External Audit and the Finance Committee. To establish, maintain, and assure that University's internal audit activity has sufficient authority to fulfill its duties, the Board of Supervisors will:

- Approve the internal audit activity's charter.
- Approve the risk based internal audit plan.
- Approve the internal audit activity's budget and resource plan.
- Receive communications from the CAE on the internal audit activity's performance relative to its plan and other matters.
- Approve decisions regarding the appointment and removal of the CAE.
- Approve the remuneration of the CAE.

- Make appropriate inquiries of management and the CAE to determine whether there is inappropriate scope or resource limitations.

The CAE will have unrestricted access to and communicate and interact directly with the System Director of Internal & External Audit, the Finance Committee of the Board of Supervisors and the Board of Supervisors, including private meetings without management present.

The Board of Supervisors authorizes the internal audit activity to:

- Have full, free, and unrestricted access to all functions, records, property, and personnel pertinent to carrying out any engagement, subject to accountability for confidentiality and safeguarding of records and information.
- Audit or review any function, activity, or unit of the University and the accounts of all organizations required to submit financial statements to the University.
- Have direct and unrestricted access and present to the President of the University any matter considered to be of sufficient importance to warrant attention or that has been brought to the internal audit activity for review.
- Allocate resources, set frequencies, select subjects, determine scopes of work, and apply the techniques required to accomplish audit objectives.
- Obtain the necessary assistance of personnel of the University where they perform audits, as well as other specialized services from within or outside the University, in order to complete the engagement.

### **Independence and Objectivity**

The CAE will ensure that the internal audit activity remains free from all conditions that threaten the ability of internal auditors to carry out their responsibilities in an unbiased manner, including matters of audit selection, scope, procedures, frequency, timing, and report content. If the CAE determines that independence or objectivity may be impaired in fact or appearance, the details of impairment will be disclosed to appropriate parties.

Internal auditors will maintain an unbiased mental attitude that allows them to perform engagements objectively and in such a manner that they believe in their work product, that no quality compromises are made, and that they do not subordinate their judgment on audit matters to others.

In performing their work, the CAE and other internal audit staff members will have no direct operational responsibility or authority over any of the activities audited. Accordingly, Internal auditors will not implement internal controls, develop procedures, install systems, prepare or approve records, make management decisions, or engage in any other activity, which could be construed to compromise their independence and/or objectivity, including:

- Performing any operational duties for the University or its affiliates.
- Assessing any specific operations which they had responsibility for within the previous year.
- Initiating or approve transactions external to the internal audit activity.
- Directing the activities of any University employee not employed by the internal audit activity, except to the extent such employees have been appropriately assigned to auditing teams or to otherwise assist the internal auditors.

To provide for the independence of the internal audit activity, its personnel will report to the University's CAE, who reports functionally to the Board of Supervisors through the System

Director of Internal & External Audit and administratively to the President of the University. Therefore, internal audits and appraisals do not in any way substitute for nor relieve other persons in the University of the responsibilities assigned to them.

Where the CAE has or is expected to have roles and/or responsibilities that fall outside of internal auditing, safeguards will be established to limit impairments to independence or objectivity.

Internal auditors will:

- Disclose any impairment of independence or objectivity, in fact or appearance, to appropriate parties.
- Exhibit professional objectivity in gathering, evaluating, and communicating information about the activity or process being examined.
- Make balanced assessments of all available and relevant facts and circumstances.
- Take necessary precautions to avoid being unduly influenced by their own interests or by others in forming judgments.

At least annually, the CAE will confirm to the University President and, through the System Director of Internal & External Audit, the Board of Supervisors of the University of Louisiana System the organizational independence of the internal audit activity. The CAE will also disclose to those parties any interference and related implications in determining the scope of internal auditing, performing work, and/or communicating results.

#### **Scope of Internal Audit Activities**

The scope of internal audit activities encompasses, but is not limited to, objective examinations of evidence for the purpose of providing independent assessments to the Board, management, and outside parties on the adequacy and effectiveness of governance, risk management, and control processes for the University. Internal Audit engagements include, but are not limited to, evaluating whether:

- Risks relating to the achievement of the University's strategic objectives are appropriately identified and managed.
- University directors, officers, employees and contractor's actions are in compliance with the University's policies, procedures, and applicable laws, regulations, codes and governance standards.
- The results of operations or programs are consistent with established goals and objectives.
- Operations or programs are being carried out effectively and efficiently.
- Established systems and processes enable compliance with those policies, plans, procedures, laws, and regulations which could have a significant impact on the University.
- Information and the means used to identify, measure, analyze, classify, and report such information are reliable and have integrity.
- Resources and assets are acquired economically, used efficiently, and adequately protected.
- Quality and continuous improvement are fostered in the University's control process.
- Significant trends and legislative or regulatory issues that could impact the University are recognized and communicated properly.

The CAE will report periodically to senior management and the Board regarding:

- The internal audit activity's purpose, authority, and responsibility.

- The internal audit activity's plan and performance relative to its plan.
- The internal audit activity's conformance with The IIA's Code of Ethics and Standards, and action plans to address any significant conformance issues.
- Significant risk exposures and control issues, including fraud risks, governance issues, and other matters requiring the attention of, or requested by, the Board.
- Results of audit engagements or other activities.
- Resource requirements.
- Any response to risk by management that may be unacceptable to the University.

The CAE also coordinates activities, where possible, and considers relying upon the work of other internal and external assurance and consulting service providers as needed. The internal audit activity may perform advisory and related client service activities, the nature and scope of which will be agreed with the client, provided the internal audit activity does not assume management responsibility.

Opportunities for improving the efficiency of governance, risk management, and control processes may be identified during engagements. These opportunities will be communicated to the appropriate level of management.

### **Responsibility**

The University's CAE has the responsibility to:

- Annually develop and submit to senior management and the University of Louisiana System Board of Supervisors a risk-based internal audit plan for review and approval. The flexible annual audit plan (summary of the audit work schedule, staffing plan, and time budget) will be developed based on the internal audit activity's assessment of risk and a prioritization of the audit universe, including input of senior management and the Board regarding areas of concern and areas of increased risk.
- Communicate to senior management and the Board the impact of resource limitations and significant interim changes on the internal audit plan.
- Implement the annual audit plan, as approved, including, as appropriate, any special tasks or projects requested by management and the Audit Committee.
- Review and adjust the annual internal audit plan, as necessary, in response to changes in the University's business, risks, operations, programs, systems, and controls.
- Communicate to senior management and the Board any significant deviation from the approved internal audit plan.
- Ensure each engagement of the internal audit plan executed includes the establishment of objectives and scope, the assignment of appropriate and adequately supervised resources, the documentation of work papers and testing results, and the communication of engagement results with applicable conclusions and recommendations to appropriate parties.
- Follow-up on engagement findings and corrective actions, and report periodically to senior management and the Board any corrective actions not effectively implemented.
- Ensure the principles of integrity, objectivity, confidentiality, and competency are applied and upheld.
- Ensure the internal audit activity collectively possesses or obtains the knowledge, skills, and other competencies needed to meet the requirements of the internal audit charter.
- Ensure trends and emerging issues that could impact the University are considered and communicated to senior management and the Board as appropriate.
- Ensure emerging trends and successful practices in internal auditing are considered.

- Evaluate and assess significant merging/consolidating functions and new or changing services, processes, operations, and control processes coincident with their development, implementation, and/or expansion.
- Establish and ensure adherence to policies and procedures designed to guide the internal audit activity.
- Ensure adherence to the University's relevant policies and procedures, unless such policies and procedures conflict with the internal audit charter. Any such conflicts will be resolved or otherwise communicated to senior management and the Board.
- Establish a quality assurance program by which the CAE assures the operations of internal auditing activities.
- Perform consulting services, beyond internal auditing's assurance services, to assist management in meeting its objectives. Examples may include facilitation, process design, training, and advisory services.
- Assist in the investigation of significant suspected fraudulent activities within the University and notify management and the audit committee of the results.
- Consider the scope of work of the external auditors and regulators, as appropriate, for the purpose of providing optimal audit coverage.
- Evaluate specific operations at the request of the Board or management, as appropriate.
- Submit written and timely reports to the President of the University and appropriate members of management at the conclusion of each engagement to acknowledge satisfactory performance or to set forth observations and/or recommendations for correction or improvement.
- Forward a copy of each internal audit report and a summary to the System's Director of Internal & External Audit.
- Ensure conformance of the internal audit activity with the Standards, with the following qualifications:
  - If the internal audit activity is prohibited by law or regulation from conformance with certain parts of the Standards, the CAE will ensure appropriate disclosures and will ensure conformance with all other parts of the Standards.
  - If the Standards are used in conjunction with requirements issued by other authoritative bodies (e.g., AICPA, GAO, etc.) the CAE will ensure that the internal audit activity conforms with the Standards, even if the internal audit activity also conforms with the more restrictive requirements of other authoritative bodies.

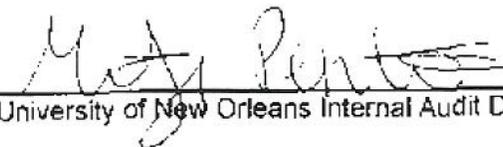
#### **Audit Committee for the Board of Supervisors**

To maintain oversight of the auditing function, both internal and external, the Audit Committee will review the previous year's System-wide internal audit program and the direction of the System-wide audit program to be followed in the year ahead, and review the annual financial and compliance audits, including any specific issues of concern. As appropriate, any background documents related to specific audit issues will be sent to the Committee during the course of each year.

#### **Quality Assurance and Improvement Program**

The internal audit activity will maintain a Quality Assurance and Improvement Program (program) that covers all aspects of the internal audit activity. The program will include an evaluation of the internal audit activity's conformance with the Standards and an evaluation of whether internal auditors apply the IIA's Code of Ethics. The program will also assess the efficiency and effectiveness of the internal audit activity and identify opportunities for

improvement. The program will include both internal and external assessments. The internal assessments will include ongoing monitoring of the performance of the internal audit activity and periodic self-assessments. The IIA Standards and Act 314 of the 2015 Regular Legislative Session (L.R.S. 17:3351) provide that external assessments are required to be conducted at least once every five years by a qualified, independent assessor or assessment team from outside the organization. The CAE will communicate to senior management and the Board on the internal audit activity's quality assurance and improvement program, including results of internal assessments (ongoing monitoring and periodic internal assessments) and external assessments.

Approved:   
University of New Orleans Internal Audit Director

Date: 9/25/20

Approved:   
University of New Orleans President

Date: 9/28/2020