

# **New Jersey Public Broadcasting Authority**

## **Meeting of the Audit Committee**

October 11, 2022 at 11:30 a.m.  
Via Conference Call

### **MINUTES**

Douglas Eakeley, Chair, Presiding

Minutes of the meeting of the New Jersey Public Broadcasting Authority (“NJPBA” or “Authority”) Audit Committee (the “Committee”) held at the New Jersey Public Broadcasting Authority Conference Room, 25 S. Stockton Street, Trenton, New Jersey 08608, and by Conference Call on Tuesday, October 11, 2022, at 11:31 a.m.

#### **1. CALL TO ORDER, OPEN PUBLIC MEETINGS ACT STATEMENT AND ROLL CALL**

Chair of the NJPBA Audit Committee, Mr. Douglas Eakeley, called the meeting to order. Chair Eakeley read the Open Public Meetings Act statement as follows: “In accordance with the provisions of the Open Public Meetings Act of the State of New Jersey, notice of this meeting has been filed with the Office of the Secretary of State, has been posted on the appropriate bulletin boards maintained for such purposes by the Authority, and distributed by press release to two daily newspapers in New Jersey. Notice was made in advance of this meeting.”

Chair Eakeley then requested a roll call. NJPBA Audit Committee Members present and participating at the meeting were Douglas Eakeley, Chair (*via phone*), Christopher Mathews (*via phone*), and Clyde Mingo (*via phone*). Also present and participating were Warren Broudy, Mercadien, P.C. (*via phone*); Jack Hammell, Mercadien, P.C. (*via phone*); Allyson Cofran, Deputy Attorney General, Division of Law (*via phone*); Janice Venables, Associate Counsel, Governor’s Authorities Unit (*via phone*); and Nichol Gee, Assistant Chief, NJPBA (*taking minutes via phone*).

#### **2. RESOLUTION APPROVING THE MINUTES OF THE JULY 13, 2022 AUDIT COMMITTEE MEETING**

##### **RESOLUTION APPROVING THE MINUTES OF THE JULY 13, 2022 AUDIT COMMITTEE MEETING**

**WHEREAS**, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

**WHEREAS**, the Members of the Audit Committee established pursuant to Article IX, Section 2 of the By-Laws of the Authority desire to approve the minutes of the July 13, 2022 meeting of the Audit Committee, attached hereto as Exhibit A.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AUDIT COMMITTEE OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:**

1. The Members of the Audit Committee hereby approve the minutes of the July 13, 2022 meeting of the Audit Committee.
2. This resolution shall take effect immediately in accordance with the Act.

Chair Eakeley asked for a motion to approve a Resolution Approving the Minutes of the July 13, 2022 Audit Committee Meeting. Mr. Mathews made a motion to approve the resolution. Chair Eakeley seconded the motion, then asked if there were any changes to the minutes. No changes were indicated. Chair Eakeley asked for a voice vote to approve the Resolution Approving the Minutes of the July 13, 2022 Audit Committee Meeting. The motion was voted upon and approved with two votes in the affirmative (Chair Eakeley and Mr. Mathews). Mr. Mingo abstained.

### **3. DISCUSSION OF THE FISCAL YEAR 2022 NEW JERSEY PUBLIC BROADCASTING AUTHORITY AUDIT**

Chair Eakeley asked Mr. Warren Broudy and Mr. Jack Hammell to present an overview of the NJPBA Fiscal Year 2022 audit to be conducted by Mercadien, P.C. Mr. Broudy greeted the Committee and introduced Mr. Hammell to review the audit procedures.

Mr. Hammell summarized the required communications. He stated that two-way communication was needed between the Committee and the auditors. The Committee members should notify Mercadien, P.C. if they had any concerns regarding operations or fraud. If in the course of the audit, any issues with management, fraud, or significant deficiencies or weaknesses in internal controls were discovered, that would be communicated to the Committee in the auditors’ findings. Mr. Hammell stated that all of the auditors were completely independent from the NJPBA, and there were no conflicts of interest. He explained the audit procedures that would be followed.

Mr. Hammell reviewed the audit timeline. Planning was scheduled for the week of October 24, 2022, and the on-site fieldwork was scheduled for the week of November 7, 2022.

Mr. Hammell asked if there were any questions. There were none.

#### **4. OTHER BUSINESS**

Chair Eakeley asked if there was any other business the Committee needed to discuss. There was none.

#### **5. PUBLIC COMMENTS**

Chair Eakeley asked if any members of the public wished to make a comment. No members of the public spoke before the Committee.

#### **6. ADJOURNMENT**

Chair Eakeley thanked everyone for their participation and asked for a motion to adjourn. Mr. Mathews made a motion to adjourn the meeting. Mr. Mingo seconded the motion. The motion was voted upon and approved unanimously. The meeting was adjourned at 11:38 a.m.