



**Board of Visitors
Audit, Integrity and Compliance Committee
7:45 a.m.
December 7, 2018
James Cabell Library
901 Park Avenue, Room 311, Richmond, Virginia**

Draft

Minutes

COMMITTEE MEMBERS PRESENT

Mr. Keith T. Parker, Chair
Mr. Ronald McFarlane, Vice Chair
Mr. H. Benson Dendy III
Mr. Edward McCoy
Mr. Todd P. Haymore
Dr. Robert D. Holsworth
Dr. Carol S. Shapiro

OTHERS PRESENT

Mr. William H. Cole, Jr.
Dr. Michael Rao, President
Mr. Jacob A. Belue
Staff from VCU

CALL TO ORDER

Mr. Keith T. Parker, Chair, called the meeting to order at 7:52 a.m.

APPROVAL OF AGENDA

Mr. Parker asked for a motion to approve the agenda for the December 7, 2018 meeting of the Audit, Integrity and Compliance Committee, as published. After motion duly made and seconded the agenda for the December 7, 2018 meeting of the Audit, Integrity, and Compliance Committee (AICC) was approved.

APPROVAL OF MINUTES

Mr. Parker asked for a motion to approve the minutes of the May 11, 2018 meeting of the Audit, Integrity and Compliance Committee, as published. After motion duly made and seconded the minutes of the May 11, 2018 Audit, Integrity, and Compliance Committee meeting were approved. A copy of the minutes can be found on the VCU website at the following webpage <http://www.president.vcu.edu/board/minutes.html>.

REPORTS AND RECOMMENDATIONS

Audit and Compliance Services Charter – Annual Update

Mr. Bill Cole, Executive Director of Audit and Compliance Services, discussed proposed changes to the department charter for Audit and Compliance Services. Mr. Parker asked for a motion to approve the revised department charter. After motion duly made and seconded, the Audit and Compliance Services charter was approved. .

AIC Committee Proposed Goals FY 2019

Proposed changes to the committee's goals for fiscal year 2019 were reviewed and discussed by the committee.

Audit, Integrity and Compliance Committee Dashboard Measures

Mr. Henson and Mr. Cole presented the current status of the dashboard measures. Indicators for Data Security and Compliance Oversight were yellow and other indicators were green.

Auditor of Public Accounts (APA) Entrance Conference For FY 2019 Audit

Ms. Karen Helderman, APA Audit Director, discussed the results and audit findings from the financial statement audit report for the fiscal year ended June 30, 2018, and presented the required communications to those charged with governance.

Enterprise Risk Management (ERM) Update

Tom Briggs, Assistant VP for Safety and Risk, highlighted recent activities of the ERM Steering Committee.

Data Governance Update

Monal Patel, the new Associate Vice Provost for Institutional Research and Decision Support, briefly discussed her background and provided insights on the direction of the Data and Information Management Council (DIMC).

Integrity and Compliance Annual Report FY 2018

Ms. Jacqueline Kniska, the university's chief integrity and compliance officer, presented the Integrity and Compliance Annual Board of Visitors' Report. Ms. Kniska provided an overview of the universitywide integrity and compliance activities highlighted in the report.

Overview of Internal Quality Assessment

Mr. Cole shared results and recommendations from the annual assessment of the internal audit function as required by internal auditing standards.

Other September Agenda Items

Mr. Cole summarized several annual reporting requirements of the committee charter, which included staff credentials, department budgets, goals and accomplishments for FY18, and audit survey results.

Audit Update for Information

Mr. Cole covered the following audit reports for information with positive conclusions and no audit recommendations for the committee’s attention: Athletics – Year 2 NCAA Compliance Review, Human Resources New Hire Process, School of Medicine – Research Administration, University Controller’s Office, College of Engineering, Institutional Review Board and University Payroll Services.

Mr. Cole indicated that the 2019 annual audit work plan is underway with four audits completed and four audits in progress. Mr. Cole also mentioned that due to recent audit staff turnover, there could be some delays depending on the ability to recruit new team members.

CLOSED SESSION

On motion made and seconded, the Audit, Integrity, and Compliance Committee of the Virginia Commonwealth University Board of Visitors convened into closed session pursuant to Sections 2.2-3711 (A) (1) and 2.2-3711 (A) (7) of the Virginia Freedom of Information Act to discuss certain personnel matters involving the performance of identifiable employees or faculty of the university, and to discuss the evaluation of performance of departments or schools of the university where such evaluation will necessarily involve discussion of the performance of specific individuals, including audit reports of individually identified departments and/or schools, and to consult with legal counsel and receive briefings by staff members regarding legal matters and actual or probable litigation relating to the aforementioned audit reports where such consultation or briefing in open session would adversely affect the negotiating or litigating posture of the university.

RECONVENED SESSION

Following the closed session, the public was invited to return to the meeting. Mr. Parker, Chair, called the meeting to order. On motion duly made and seconded the following resolution of certification was approved by a roll call vote:

Resolution of Certification

BE IT RESOLVED, that the Audit, Integrity, and Compliance Committee of the Board of Visitors of Virginia Commonwealth University certifies that, to the best of each member’s knowledge, (i) only public business matters lawfully exempted from open meeting requirements under this chapter were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion by which the closed session was convened were heard, discussed or considered by the Committee of the Board.

<u>Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. Keith Parker, Chair	X	
Mr. Ronald McFarlane, Vice Chair	X	
Mr. Ben Dendy	X	
Dr. Robert Holsworth	X	

Mr. Edward McCoy	X
Mr. Todd P. Haymore	X

All members responding affirmatively, the motion was adopted.

ADJOURNMENT

There being no further business Mr. Parker, Chair, adjourned the meeting at 9:21 a.m.