



**Board of Visitors
Audit, Integrity and Compliance Committee
7:45 a.m.
March 22, 2019
James Cabell Library
901 Park Avenue, Room 311, Richmond, Virginia**

Minutes

COMMITTEE MEMBERS PRESENT

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

OTHERS PRESENT

Ms. Karen Helderman
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 7:45 a.m.

APPROVAL OF AGENDA

Mr. Parker asked for a motion to approve the agenda for the March 22, 2019 meeting of the Audit, Integrity and Compliance Committee, as published. After motion duly made and seconded the agenda for the March 22, 2019 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 December 7, 2018 meeting of the Audit, Integrity and Compliance Committee, as published. After motion duly made and seconded the minutes of the December 7, 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>.

Introduction of Executive Director, Audit and Compliance Services

Mr. Parker Introduced Karen Helderman as the new Executive Director of Audit and Compliance Services.

Audit, Integrity and Compliance Committee Dashboard Measures

Mr. Henson and Ms. Helderman presented the current status of the dashboard measures. Indicators for Data Security and Compliance Oversight were yellow and Planned Audits recently became yellow due to the delayed start of several audits.

Enterprise Risk Management (ERM) Update

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

Safety in the School of Arts

Tom Briggs, Assistant VP for Safety and Risk Management, provided an update to previously identified safety risks in the School of the Arts.

Conflicts of Interest Update – Commonwealth Reporting Requirements

Jacqueline Kniska, Integrity and Compliance Officer, provided an update on the University's compliance with the Commonwealth's Conflict of Interest reporting requirements.

Ethics and Compliance Training Update

Jacqueline Kniska, Integrity and Compliance Officer, discussed that in November 2018, the Integrity and Compliance Office administered the annual Ethics and Compliance Education module to university team members. For all areas except hourly employees and student employees, the completion rates have improved or remained steady.

Ethics and Compliance Program Effectiveness Review

Jacqueline Kniska, Integrity and Compliance Officer, summarized the results of an Effectiveness Review of VCU's Ethics and Compliance program conducted by Ethisphere. The review began in October 2018 and recently concluded with a favorable report and four primary recommendations.

Audit Update for Information

Mr. Litton discussed the Equity and Access Services audit report that was issued since the December committee meeting. This report did not include findings warranting the Committee's attention. We concluded positively to the audit objectives, but did provide some recommendations for management's attention. Corrective actions and targeted completion dates were provided.

Mr. Litton indicated that the 2019 annual audit work plan is underway with five audits completed and three audits in progress. We have delayed the start of five audits due to staff turnover and an increase in special project work. We are actively recruiting for an auditor and an IT auditor.

To compensate for the IT auditor vacancy, we plan to requisition 400 hours of IT staff augmentation services to complete two technology audit: Network Management and Security audit and the VCU Jobs/Cornerstone Application System audit. We expect the audit will complete by late-May 2019.

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. H. Benson Dendy III	X	
Dr. Robert Holsworth	X	
Mr. Todd P. Haymore	X	
Dr. Carol Shapiro	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.