



**Board of Visitors
Audit, Integrity and Compliance Committee
7:45 a.m.
February 28, 2020
James Cabell Library
901 Park Avenue, Room 311, Richmond, Virginia**

Minutes

COMMITTEE MEMBERS PRESENT

Ms. Pamela El, Vice Chair
Mr. G. Richard Wagoner, Jr
Mr. Edward McCoy
Mr. Peter Farrell

COMMITTEE MEMBERS ABSENT

Dr. Shantaram Talegaonkar
Dr. Gopinath Jadhav

OTHERS PRESENT

Ms. Karen Helderman
Dr. Michael Rao, President
Mr. Jacob A. Belue
Staff from VCU

CALL TO ORDER

Ms. Pamela El, Vice Chair, called the meeting to order at 7:45 a.m.

APPROVAL OF AGENDA

Ms. El asked for a motion to approve the agenda for the February 28, 2020 meeting of the Audit, Integrity and Compliance Committee, as published. After motion duly made and seconded the agenda for the February 28, 2019 meeting of the Audit, Integrity, and Compliance Committee (AICC) was approved.

APPROVAL OF MINUTES

Ms. El asked for a motion to approve the minutes of the December 13, 2019 meeting of the Audit, Integrity and Compliance Committee, as published. After motion duly made and seconded the minutes of the December 13, 2019 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>.

Audit, Integrity and Compliance Committee Dashboard Measures

Karen Helderman presented the current status of the dashboard measures. Indicators for Data Security and Ethics and Compliance Program Oversight were yellow and other indicators were green.

Enterprise Risk Management (ERM) Update

Tom Briggs, Assistant VP for Safety and Risk Management, provided an update on the Enterprise Risk Management program.

Report from the Executive Director of Audit and Compliance Services

Karen Helderman shared compliance statistics regarding VCU's Conflict of Interest training and disclosures and the Commonwealth's Statement of Economic disclosure requirements.

Data Security Update

Alex Henson, VCU's Chief Information Officer, provided information regarding VCU's data security program and brought new committee members up to date on VCU's security efforts.

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 under the Virginia Freedom of Information Act in order to discuss pursuant to Section 2.2-3711 (A) (1), personnel matters, more specifically relating to the performance of the President as well as evaluation of university department where such evaluation will necessarily involve discussion of the performance of specific individuals, specifically relating to certain employment separation processes and to engagement with VCU employees on state audit requirements; and pursuant to Section 2.2-3711 (A) (7) and (8) for matters requiring the provision of legal advice by counsel, including an update on potential and current litigation in state and federal courts and other legal matters including pending investigations; and pursuant to Section 2.2-3711 (A) (19) for discussion of specific cybersecurity vulnerabilities and briefing by staff concerning actions take to respond to such matters, specifically relating to financial and IT processes.

RECONVENED SESSION

Following the closed session, the public was invited to return to the meeting. Ms. El, Vice 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>
Ms. Pamela El, Vice Chair	X	
Mr. G. Richard Wagoner, Jr.	X	
Mr. Edward McCoy	X	
Mr. Peter Farrell	X	

All members responding affirmatively, the motion was adopted.

ADJOURNMENT

There being no further business Ms. El, Vice Chair, adjourned the meeting at 9:15 a.m.