

COMMITTEE ON AUDIT, RISK AND COMPLIANCE

February 6, 2019

2:30 – 4:00 p.m.

Board Room - Blow Memorial Hall

Brian P. Woolfolk, Chair

Barbara L. Johnson, Vice Chair

- I. Introductory Remarks – Mr. Woolfolk
- II. Approval of Minutes – November 15, 2018
- III. Report from the Auditor of Public Accounts- Eric Sandridge
- IV. Report from Interim Chief Compliance Officer – Pamela H. Mason
- V. Report from Director of Internal Audit – Kent B. Erdahl
- VI. Report on Student Health/Wellness – Virginia M. Ambler, R. Kelly Crace
- VII. Closed Session (if necessary)
- VIII. Discussion
- IX. Adjourn

**COMMITTEE ON AUDIT, RISK AND COMPLIANCE
MINUTES – NOVEMBER 15, 2018**

MINUTES
Committee on Audit, Risk and Compliance
November 15, 2018
Board Room—Blow Memorial Hall

Attendees: Brian P. Woolfolk, Chair; Barbara L. Johnson, Vice Chair; Mirza Baig, Victor K. Branch, William H. Payne II. Board members present: Rector John E. Littel. Others present: President Katherine A. Rowe, Provost Michael R. Halleran, Kent B. Erdahl, Deborah Cheesebro, Paul Edwards, Michael J. Fox, Samuel E. Jones, Deborah A. Love, Pamela H. Mason, Amy Sebring, Brian Whitson, Sandra J. Wilms, Senior Assistant Attorney General Carrie S. Nee, and others.

Mr. Woolfolk called the meeting to order at 4:15 p.m.

Recognizing that a quorum was present, Mr. Woolfolk asked for a motion to approve the minutes of the meeting of September 27, 2018. Motion was made by Ms. Johnson, seconded by Mr. Branch and approved by voice vote of the Committee.

Mr. Woolfolk asked the Interim Chief Compliance Officer, Pamela Mason for her report. Ms. Mason highlighted recent training and education provided to employees on topics of ADA accommodations and Title IX, as well as the acquisition and upcoming education on diversity and inclusion to be provided for faculty search committees. At President Rowe's suggestion, the training shall be required for all faculty in departments that are conducting a search. Ms. Mason also presented the First Quarter data on Title IX/VAWA reports for FY19. No significant data points appeared inconsistent with previous years' reporting data.

Mr. Woolfolk asked Director of Internal Audit, Kent Erdahl for his report. Mr. Erdahl described the objective of the plan development process as aligning audit resources with risk where Internal Audit can add the greatest value. He reported that 25 offices/departments provided input on key risks to aid in developing the audit plan. Mr. Erdahl described meetings with senior university leadership to prioritize audit activity, ensuring alignment of audit activities with risk.

Mr. Erdahl presented the 2019 proposed plan and described the rationale for inclusion for each audit. The plan includes ten audits as well as a quarterly review of procurement card activity. Mr. Woolfolk asked for a motion to approve **Resolution 8**, Approval of 2019 Internal Audit Work Plan. Motion was made by Ms. Johnson, seconded by Mr. Payne and approved by voice vote of the Committee.

Mr. Erdahl provided a status update on in-process internal audits, he reported that a search is underway to replace the vacant audit position; he outlined short term goals for the department.

Mr. Woolfolk moved that the Committee on Audit, Risk and Compliance of the Board of Visitors of the College of William & Mary convene in Closed Session for the purpose of discussing specific personnel matters, discussing internal investigations involving identifiable students and/or employees, for consultation with legal counsel regarding specific legal matters, and for discussion

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of plans related to security of any College facility, building or structure, or safety of persons using such facility, building or structure, as provided for in Section 2.2.-3711.A.1.,2., 8. and 19, of the Code of Virginia. Motion was seconded by Mr. Payne and approved by voice vote of the Committee. Observers were asked to leave the room and the Committee went into Closed Session at 4:40 p.m.

The Committee reconvened in open session at 5:43 p.m. Mr. Woolfolk reviewed the topics discussed in closed session and moved the adoption of the **Resolution** certifying that the closed session was held in accordance with the Freedom of Information Act. Motion was seconded by Ms. Johnson and approved by roll call vote conducted by Secretary to the Board Michael J. Fox. (Certification **Resolution** is appended.)

There being no further business, the Committee adjourned at 5:45 p.m.

November 15, 2018

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors Committee on Audit, Risk and Compliance has convened a closed session on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, §2.2-3712.D. of the Code of Virginia requires a certification by this Committee that such closed session was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED, That the Committee on Audit, Risk and Compliance, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this certification applies, and (ii) only such public business matters as were identified in the motion convening the closed session were heard, discussed or considered by the Committee on Audit, Risk and Compliance.

VOTE

AYES: 5

NAYS: 0

ABSENT DURING CLOSED SESSION:



Brian P. Woolfolk
Chair
Committee on Audit, Risk and Compliance