



VCU

VIRGINIA COMMONWEALTH UNIVERSITY

Board of Visitors

Audit, Integrity and Compliance Committee

7:45 a.m.

March 22, 2017

James Cabell Library

901 Park Avenue, Room 311, Richmond, Virginia

Minutes

COMMITTEE MEMBERS PRESENT

Mr. Steve L. Worley, Chair
Mr. H. Benson Dendy III
Dr. Robert D. Holsworth
Mr. Keith T. Parker
Dr. Carol S. Shapiro

COMMITTEE MEMBERS ABSENT

Mr. Ronald McFarlane, Vice Chair
Rev. Tyrone Nelson

BOARD MEMBERS PRESENT

Mr. John A. Luke, Rector

OTHERS PRESENT

Mr. William H. Cole
Dr. Michael Rao, President
Ms. Madelyn F. Wessel
Staff from VCU and VCUHS

CALL TO ORDER

Mr. Steve L. Worley, Chair, called the meeting to order at 7:50 a.m.

APPROVAL OF MINUTES

Mr. Worley asked for a motion to approve the minutes of the December 9, 2016 meeting of the Audit, Integrity and Compliance Committee, as published. After motion duly made and seconded the Minutes of the December 9, 2016 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, Compliance, and Integrity Committee Dashboard Measures

Mr. Bill Cole, Executive Director of Audit and Compliance Services, reviewed the Committee Dashboard Measures. Mr. Alex Henson, Chief Information Officer, discussed current information technology security measures in place and planned activities related to the Data Security measure. Mr. Cole explained that the Compliance Oversight measure remains yellow and the Planned Audit Status had changed to yellow due to staff turnover causing a postponement for certain planned audits.

ERM Steering Committee Progress

Mr. Thomas Briggs, Assistant Vice President for Safety and Risk Management, highlighted current activities of the ERM program. The Safety and Risk Management Department, along with ERM consultants, have met with risk and process owners in January and March to determine current enterprise risks. These risks will be validated with the risk owners using the Origami system in April. The ERM findings will then be shared with the Steering Committee in May. Mr. Briggs indicated that he would be bringing the top risks of the university to the AIC committee in the next meeting.

Ethics and Compliance Education Update

Ms. Jacqueline Kniska, University Integrity & Compliance Officer, informed the committee of the successful completion rates for the 2016 annual Ethics and Compliance Education module to university team members. The completion rate reached 90% for all employees and 92% for core employees (which excludes part-time and student employees). Ms. Kniska showed the improvement over prior years for several subsets of the employee population. She discussed several contributing factors to the improvement this year.

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. Worley, 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. Steve L. Worley, Chair	X	
Mr. Ben Dendy	X	
Dr. Robert Holsworth	X	
Mr. Keith Parker	X	
Dr. Carol Shapiro	X	
Mr. John Luke, Rector	X	

All members responding affirmatively, the motion was adopted.

ADJOURNMENT

There being no further business Mr. Worley, Chair, adjourned the meeting at 9:15 a.m.