



**Board of Visitors  
Audit, Integrity and Compliance Committee  
7:45 a.m.  
March 21, 2022  
James Cabell Library  
901 Park Avenue, Room 303, Richmond, Virginia**

**Minutes**

**COMMITTEE MEMBERS PRESENT**

Mr. Peter Farrell, Vice Chair  
Mr. Keith Parker  
Dr. Tonya Parris-Wilkins  
Ms. Coleen Santa Ana  
Ms. Alexis Swann

**COMMITTEE MEMBERS ABSENT**

Dr. Shantaram Talegaonkar, Chair  
Mr. Andrew Florance

**OTHERS PRESENT**

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

**CALL TO ORDER**

Mr. Peter Farrell, Vice Chair, called the meeting to order at 7:45 a.m.

**APPROVAL OF MINUTES**

Mr. Farrell asked for a motion to approve the minutes of the December 10, 2021 meeting of the Audit, Integrity and Compliance Committee, as published. After motion duly made and seconded the minutes of the December 10, 2021 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, ERM Program and Ethics and Compliance Program Oversight were yellow and other indicators were green.

## **Report from the Executive Director of Audit and Compliance Services**

Karen Helderman gave an update on the fiscal year 2022 audit work plan completion.

## **Audit Update for Information**

Karen Helderman reported the results of four recent audits involving Grants and Contracts, The Child Development Center, Operations and Services Agreements with the Health System and the School of Social Work. There were no Board level findings. Suzanne Milton, Chief Ethics and Compliance Officer provided an overview of compliance trends and discussed plans to benchmark and measure the effectiveness of training and communications on improving VCU's culture of integrity. She noted the volume of reported concerns is up seven percent over the same period last year and about ten percent of the individuals reporting concerns continue to express fear of retaliation. The campus-wide training currently underway is aimed at reminding everyone that VCU does not tolerate retaliation. Finally, Alex Henson, Chief Technology Officer, provided a technology update focused on four themes: IT Infrastructure Optimization, Hybrid University Transformation, Strategic Partnerships and Diversity and Inclusion in the IT Workforce.

## **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 **Section 2.2-3711 (A)(7) and (8)**, of the Virginia Freedom of Information Act for consultation with legal counsel pertaining to specific legal matters requiring legal advice by counsel and actual or probable litigation, where such consultation of briefing in open meeting would adversely affect the negotiating or litigating posture of the university, namely a survey of and status report on the university's positions in potential and current litigation in state and federal courts and other legal matters relating to pending investigations; and under **Section 2.2-3711 (A)(19)** for discussion of specific cybersecurity vulnerabilities and briefing by staff concerning actions taken to respond to such matters, specifically pertaining to human subjects research data and related IT processes.

## **RECONVENED SESSION**

Following the closed session, the public was invited to return to the meeting. Mr. Farrell, 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.

<b><u>Vote</u></b>	<b><u>Ayes</u></b>	<b><u>Nays</u></b>
Mr. Peter Farrell, Vice Chair	X	
Mr. Keith Parker	X	
Dr. Tonya Parris-Wilkins	X	
Ms. Coleen Santa Ana	X	
Ms. Alexis Swann	X	

All members responding affirmatively, the motion was adopted.

A copy of the powerpoint presented is attached hereto as ***Attachment A*** and is made a part hereof.

**ADJOURNMENT**



Board of Visitors  
Audit, Integrity and Compliance Committee

March 21, 2022

# ATTACHMENT A



**VCU**

## For Action: Approval of Minutes

- Audit, Integrity and Compliance Committee Meeting held on December 10, 2021
- Motion to approve the Minutes

# Committee Dashboard Measures

- Data Governance Program
- Data Security
- ERM Mitigation Plans
- Planned Audits
- Planned Special Projects
- Ethics and Compliance Program Oversight



# University Audit Reports



## **Operations and Services Agreement**

- Supporting documentation maintained; agreements reviewed & approved annually
- Elements to develop agreements consistently applied & compared to market
- No Board Level Findings

## **Grants and Contracts Non-Federal**

- Adequate management of collections, deficits, grant accounting & expenses
- Conflicts of interests reported & managed, where applicable
- No Board Level Findings



# University Audit Reports



## **School of Education Child Development Center**

- Financial & administrative operations effectively managed
- No Board Level Findings

## **School of Social Work – Internal Control Compliance Review**

- Selected financial & administrative internal control processes followed
- No Priority Level (Red) Findings



# Ethics and Compliance Program Update

All vacant positions filled for Integrity and Compliance Office (ICO)

Annual Ethics and Compliance Basics Refresher Course

- Launched 03/01/22
- Completion deadline 4/8/22

State Economic Interest Disclosure complete

- All required disclosures complete

# Policy Updates

Total University Policies

Out-of-Date  
Policies

Key Policies Recently Approved  
or in Approval Process

167

52  
(31.1%)



Threat Assessment  
and Violence Prevention



Hazing **NEW**



Effort Reporting **NEW**



Identity Theft Prevention



Alcohol and Other Drugs

# Journey to a Strong Ethical Culture

“Culture eats strategy for breakfast.”

Peter Drucker, Consultant or Mark Fields, former President, Ford Motor Company

Strong ethical cultures produce positive ethical outcomes including:

- robust employee reporting,
- reduced misconduct,
- reduced retaliation and
- reduced pressure to compromise standards.\*

How can we measure the strength of VCU’s ethical culture to guide improvement?

- Employee perceptions of leadership integrity and accountability
- Employee perceptions of safety in speaking up\*

\* 2021 Global Business Ethics Survey Report, pp. 6-9, 11-23  
Ethics Research Center, the research arm of the Ethics & Compliance Initiative

# Journey to a Strong Ethical Culture

- VCU's Culture and Climate Survey measures diversity, inclusion and engagement via "indexes" to focus progress.
- The survey already includes items that would lend themselves to the creation of an "Integrity Index" to help track progress on our vision for a culture of integrity.

Questions	Mean/Average 2019 and 2021	
	2021	2019
	Mean	Mean
I can share my ideas or express concerns without fear of repercussions.	3.55	3.52
Arbitrary action, personal favoritism, and coercion are not tolerated in my unit.	3.66	3.56
I have trust and confidence in my supervisor.	4.12	3.99
Leaders maintain high standards of honesty and integrity.	3.74	3.73
Leaders are held accountable by their superiors.	3.39	3.46

1-Strongly Disagree 2-Disagree 3-Neither Agree or Disagree 4-Agree 5-Strongly Agree

## Integrity Index

2019: 3.65

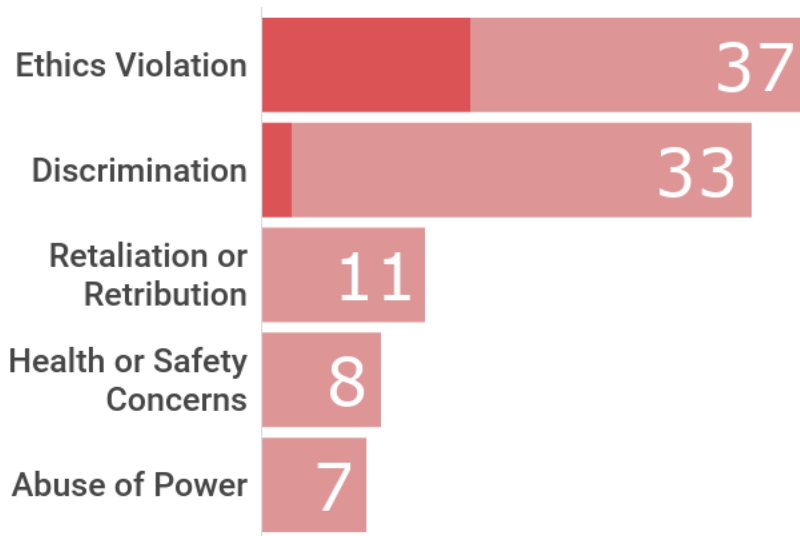
2021: 3.69

# FY 22 Midyear Trends vs SPLY in University-Wide Reported Concerns

Total Volume  
Reported Concerns **107**  **7%**  
SPLY

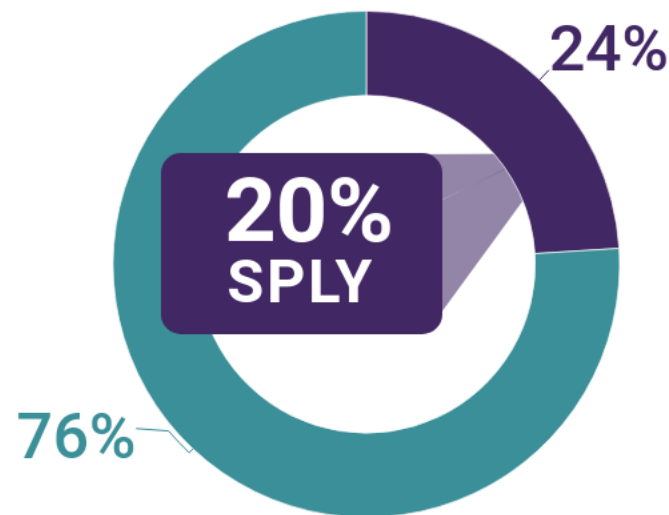
Severity **75** Low **4** High  
**27** Medium **1** Critical

Top Five Reported Concerns



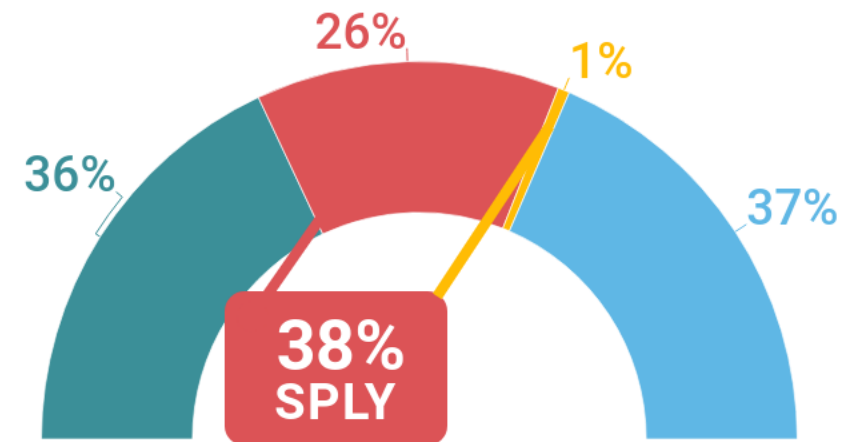
● Substantiated ● Not Substantiated

Overall Anonymous Reporting Rate








● Anonymous ● Not Anonymous

Overall Substantiation Rate



● Unsubstantiated ● Substantiated  
● Partially Substantiated ● Other

# FY 22 Midyear Trends vs Benchmarks in Reported Concerns

	 Cases per 100 Employees	 Anonymous Reporting Rate	 Substantiation Rate	 Concerns of Retaliation	 Most Common Issue Type
NAVEX Benchmark	1.7	58%	42%	0.9%	HR, Diversity, and Workplace Respect
VCU Internal Benchmark	4.1	22%	42%	4%	Ethics Violation
Current Fiscal Year	0.6	24%	27%	10%	Ethics Violation

# Trends in Enforcement Practice

## Recent Dept. of Justice (DOJ) Guidance and Results

GUIDANCE: Restoring prior DOJ guidance about the need for entities to provide all non-privileged information about all individuals involved in the misconduct to be eligible for cooperation credit;



RESULT: In government investigations, **entities will need to identify all individuals involved, not just those “substantially” involved, in the misconduct** and provide all non-privileged information about their involvement.

GUIDANCE: Taking account of an entity’s full criminal, civil, and regulatory record in making charging decisions, even if dissimilar from the conduct at issue;



RESULT: In charging decisions, **DOJ will review entity’s entire criminal, civil, and regulatory record.**

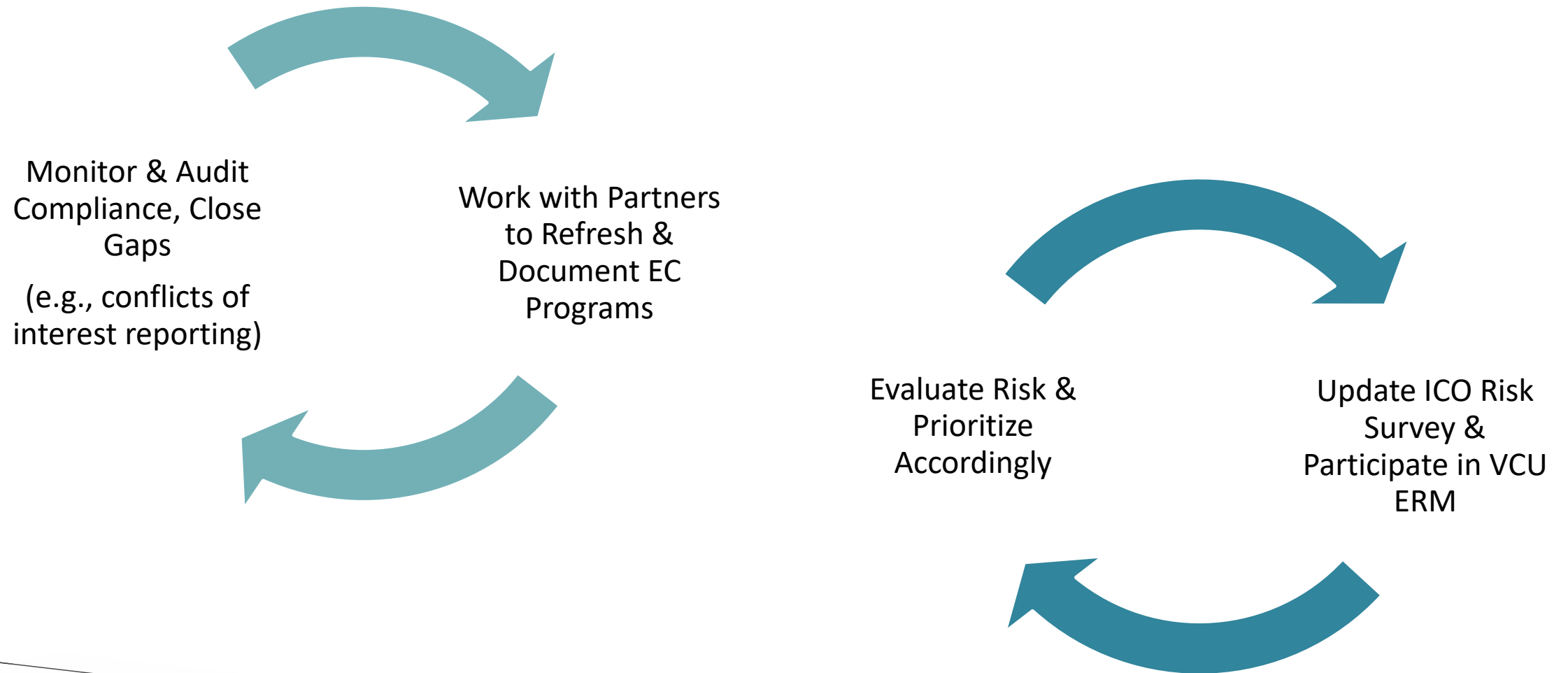
GUIDANCE: Making it clear that prosecutors are free to require the imposition of a monitor for an entity when they determine it is appropriate to do so.



RESULT: In case resolutions, **there is no presumption against the imposition of a compliance monitor for the entity, which may be imposed whenever DOJ prosecutors deem it appropriate** to do so.

**KEY TAKEAWAYS:** +Monitor compliance and remediate  
+Focus on risks

# Takeaways: How ICO is Responding







# 2022-23 Technology Roadmap

Board of Visitors Meeting

March 21, 2022

Alex Henson, Chief Information Officer

# 2022-23 Roadmap Key Themes

IT  
Infrastructure  
Optimization

Hybrid  
University  
Transformation

Strategic  
Partnerships

Diversity &  
Inclusion in IT  
Workforce

# IT Infrastructure Optimization



Technology Operations  
Center

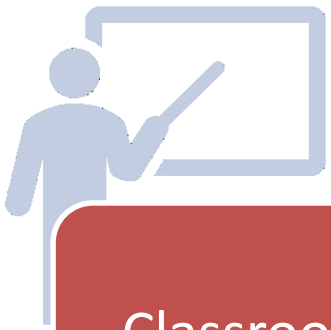


Cloud Strategy



Security Infrastructure

# Hybrid University Transformation



Classroom  
Technology  
Standards



Online  
Instructional  
Technologies



Academic  
Integrity  
Initiative



Remote  
Workforce  
Optimization

# Strategic Partnerships

**Actively  
Collaborating to  
Drive  
Transformational  
Innovation**

Strategic Enrollment Management and Student Success

Office of VP for Research and Innovation

Office of the Provost

Health Sciences

VCU Health System

# Diversity, Equity & Inclusion in IT Workforce



RECRUITMENT



RETENTION



DEVELOPMENT



ENGAGEMENT



CLOSED SESSION