



**Board of Visitors  
Audit, Integrity and Compliance Committee  
12:30 p.m.  
March 23, 2022  
James Cabell Library  
901 Park Avenue, Room 311, Richmond, Virginia**

**Minutes**

**COMMITTEE MEMBERS PRESENT**

Mr. Peter Farrell, Vice Chair  
Dr. Dale Jones  
Dr. Tonya Parris-Wilkins  
Ms. Alexis Swann  
H. Benson Dendy, III, Rector  
Ms. Carolina Espinal, Vice Rector

**COMMITTEE MEMBERS PRESENT VIRTUALLY**

Mr. Andrew Florance, *virtual pursuant to Code Section 2.2-3708.3(B)(4) due to a personal matter, more specifically business - Richmond, VA*

**OTHER BOARD MEMBERS PRESENT**

Mr. Keith Parker

**COMMITTEE MEMBERS ABSENT**

Dr. Shantaram Talegaonkar, Chair  
Mr. Anthony Bedell

**OTHERS PRESENT**

Ms. Karen Helderman, Executive Director, Audit and Compliance Services  
Dr. Michael Rao, President  
Mr. Jacob Belue, Associate University Counsel  
Staff from VCU

**CALL TO ORDER**

Mr. Peter Farrell, Vice Chair, called the meeting to order at 12:35 p.m.

**APPROVAL OF MINUTES**

Mr. Farrell asked for a motion to approve the minutes of the December 8, 2022 meeting of the Audit, Integrity and Compliance Committee, as published. After motion duly made and seconded the minutes of the December 8, 2022 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, 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 reported the results of four recent audits involving Budget Process-Part II, Export Controls Administration for Research Projects, University College Internal Control Review and the School of Nursing Internal Control Review. There were no Board level findings. An update was also provided on the fiscal year 2023 audit work plan. Suzanne Milton, Chief Ethics and Compliance Officer, provided an Ethics and Compliance update and discussed initiatives underway to improve VCU's culture of integrity. She noted the volume of reported concerns for the first six months of fiscal year 2023 is up 10 percent over the same period last year. Also, 30 percent of the reported concerns were made anonymously compared to 24 percent over the same period last year, and 36 percent of reported concerns have been substantiated compared to 27 percent over the same period last year.

### **Equity and Access Services Update**

Cleo Magwaro, Associate VP of Institutional Equity, provided information and data concerning VCU's compliance programs related to civil rights; American Disabilities Act and accessibility; equal employment opportunity/affirmative action; protection of minors; and, sex-based discrimination (also referred to as Title IX).

### **Information Technology Update**

Alex Henson, Chief Information Officer updated the committee on actions planned and taken to mitigate VCU's enterprise IT risk. The actions include the migration of Banner to the cloud and the migration to Secure Access Server Edge (SASE).

### **ACH Update**

Chief Venuti provided an update related to an ACH transaction that occurred in 2018.

## **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), of the Virginia Freedom of Information Act for the discussion of matters requiring the provision of legal advice by counsel, relating to an update on potential and current litigation in state and federal courts and other legal matters relating to pending investigations; and pursuant to 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 data security and certain 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. Andrew Florance	X	
Dr. Tonya Parris-Wilkins	X	
Dr. Dale Jones	X	
Ms. Alexis Swann	X	
Mr. H. Benson Dendy, III, Rector	X	
Ms. Carolina Espinal, Vice Rector	X	

All members responding affirmatively, the motion was adopted.

### **ADJOURNMENT**

There being no further business Mr. Farrell, Vice Chair, adjourned the meeting at 1:48 p.m.

# VCU Board of Visitors

Audit, Integrity and Compliance Committee

March 23, 2023

# For Action: Approval of Minutes

- Audit, Integrity and Compliance Committee Meeting held on December 8, 2022
- 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

# Budget Process Part II

*Conclusion: Budget communications were sufficient and understood by revenue units' decision makers;  
Deans and Business Officers are accountable in the budget process*

## No Board level findings

We evaluated communication and reporting efforts of the Budget Officers and whether performance goals of Deans and Business Officers included financial and budget metrics to assess their accountability in the budget process.



# Export Controls Administration for Research Projects

*Conclusion: The Export Control Office takes adequate measures to ensure compliance with export control regulations to protect VCU from violations.*

## No Board level findings

- Proposals identified with export control potential risk were adequately reviewed
- Sufficient monitoring procedures were followed for projects with export control risks
- Processes to identify research projects with export control risk were effective
- Adequate training in export controls was provided and obtained by relevant parties





# Internal Control and Compliance Reviews

*Business areas reviewed: University College and School of Nursing*

- Reviewed selected controls and compliance areas  
Reconciliations, purchases, PCards, fixed asset management
- No Board level findings

# Ethics and Compliance Program Update

## Compliance Steering Committee (CSC)

- Beginning quarterly meetings, increased engagement
- Focused on coordination and best practices to ensure best-in-class compliance performance

## CSC Areas of Opportunity

- Training and communication: quality, just in time, integrated across VCU
- Monitoring and auditing; rigorous self-assessment, monitoring for gaps
- Risk assessment: ensuring regular reporting, plans for mitigation, ERM visibility
- Documentation: capturing VCU compliance program in one concise document

# Ethics and Compliance Program Update

## Ethics and Compliance Annual Training FY23

- Completion rate - 95%
- Videos and messages well received
- Supervisors asked to consider noncompletion in “accountability/ integrity” section of annual review

## Training/Communication FY23 & FY24

- Support integrated compliance messages and engaging concise training across VCU
- Delivered timely to target audiences (CSC collaboration)

# FY 23 Midyear Trends vs SPLY in University -Wide Reported Concerns

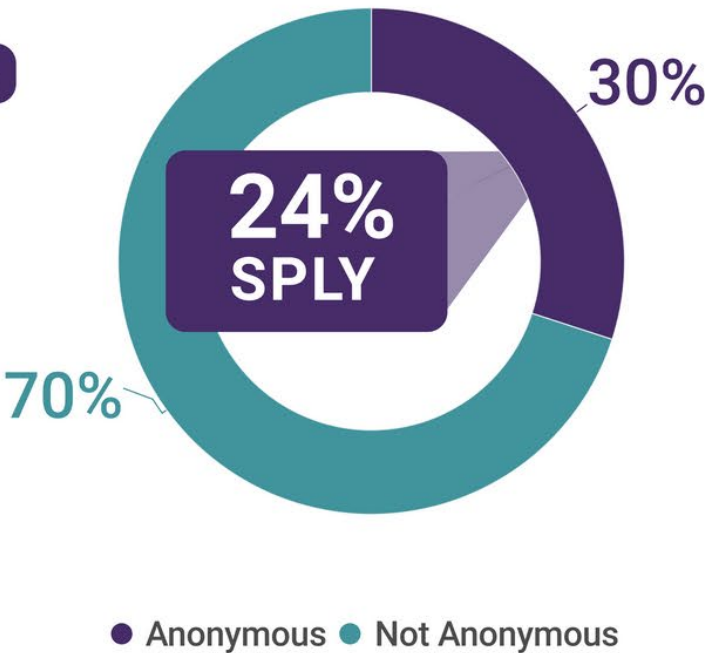
Total Volume Reported Concerns **118**  **10%** from FY 2022

Severity **97** Low **3** High  
**17** Medium

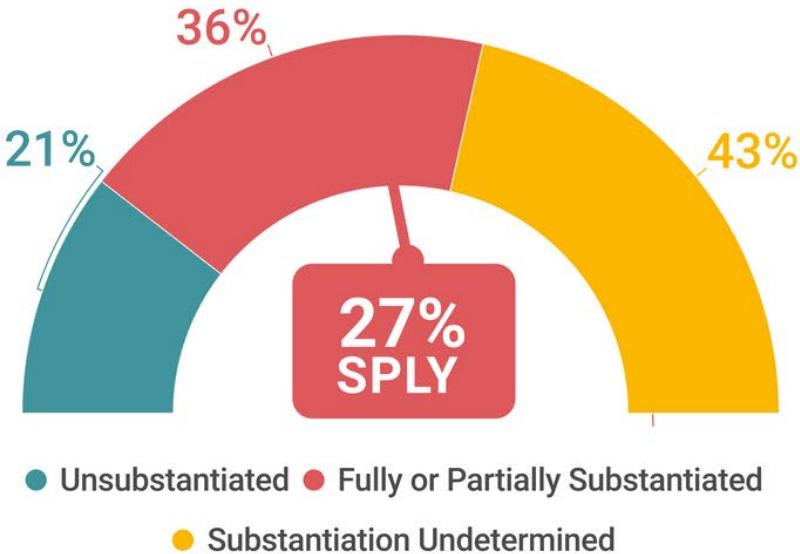
Top Five Substantiated Concerns








Overall Anonymous Reporting Rate



Overall Substantiation Rate



# FY 23 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	50%	43%	1.72%	HR, Diversity, and Workplace Respect
VCU Internal Benchmark	1.95	23%	44%	7%	Ethics Violation
Current Fiscal Year	2.20	30%	36%	7%	Ethics Violation



# Equity and Access Services 2021-2022

**Summary Report: BOV**



# Equity and Access Services (EAS)

Equity and Access Services (EAS) comprises of 4 distinct units, and 7 major policies, reports to the Office of the President.

EAS operationalizes different areas of federal and state laws and regulations in the following units:

- ADA/Accessibility Services
- Equal Opportunity and Affirmative Action Office
- Protection of Minors
- Title IX Office

# *Equity and Access Services*

- Human -centered, systems approach.
- Maxient case management software.
- Future trend tracking.
- Database for Minors on Campus under review.
- EAS achieves compliance with state and federal civil rights laws and regulations through implementation of the 7 pillars of compliance (see: EAS Annual Report).

## *Seven Pillars of EAS Compliance*





# *ADA & Accessibility*

Overhaul of ADA & Accessibility in 2021:

- Maxient case management now in use.
- COVID-19 pandemic added to overall caseload in ADA accommodations.
- Accessibility & Reasonable Accommodation for Individuals with Disabilities policy amended.
- Hired Chief Accessibility Officer.
- Animals on University Property policy currently under review.

*108 ADA requests*

*\*46.3% COVID related*

*\*71.2% flexible work*

*6 trainings with*

*\*349 attendees*

*24/7 online on-demand training available*

# EO/AA

EO/AA office established and delivered VCU's inaugural nondiscrimination training in 2021. Core functions:

- Investigations.
- Inquiries or referrals.
- Intake or resources only cases.
- Affirmative Action Plans (AAPs).
- Training, outreach and support.

*26 training sessions*  
*\*1136 attendees*

*122 Complainants*  
*\*42.6% were students (vs 22.1% faculty)*

*121 Respondents*  
*\*55.4% were faculty (vs 5.0% students)*

# *Protection of Minors*

EAS took over compliance, support and oversight in 2022. Benefits of restructure:

- Identified as an *emerging risk* by the Enterprise Risk Management Committee, thereby increasing mitigation efforts.
- Compliance manager now serves on VCU's Threat Assessment Team.
- Multi-disciplinary Workgroup is updating the Protection of Minors Policy and practices.

*19 departments identified as offering youth programs & activities*

*\*64 registered programs*

*6 program reviews conducted in 2021 -2022*

*\*5 instances of program non-compliance*

*Programs currently reviewed every 3 years.*

# *Title IX*

Title IX landscape remains in flux:

- Summer 2022 - U.S., DOE released Notice of Proposed Rule -Making (NPRM) and summary.
- Current VCU Title IX processes comply with 2020 Final Rule.
- VCU will comply with changes to Final Rule once these become available in the next couple of months.

*24 training sessions*

*\*716 attendees*

*324 = concerns reported*

*\*95.7% referred to intake*

*\*80.9% student*

*complainants (vs 1.6%  
faculty)*

*\*38.9% student*

*respondents (vs 3.1%  
faculty)*



**VCU**

Technology Services

# IT Risk Management Update

Board of Visitors Meeting

Audit, Integrity and Compliance Committee

Alex Henson, Chief Information Officer

March 23, 2023

# Enterprise IT Risk Out of Tolerance

IT System Availability and Data Security

Extended systems or  
connectivity outage

Theft or improper  
exposure of data

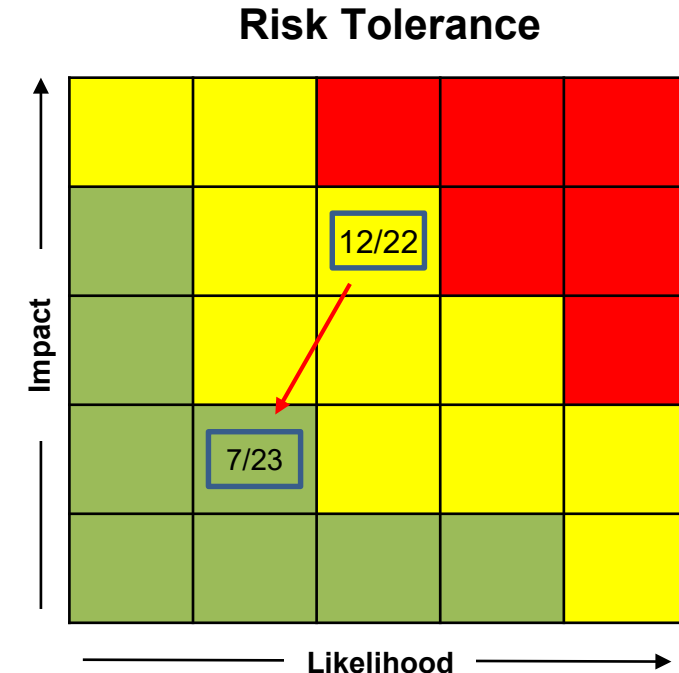
# Highest Sub-Risks and Drivers

## Unplanned outage of Ellucian Banner ERP System (Finance, HR, Student)

- Run on -premise in one data center
- Limited fail -over capability
- Vulnerable to power and weather conditions
- Time to restore in the event of disaster increased impact/severity associated with risk

## Data exposure or theft through Ransomware, Malware, or other attack vector focused on end users

- Decentralized device management
- Current controls like Multi -factor authentication (MFA) and the Virtual Private Network (VPN) do not cover the whole enterprise



# Risk Mitigation: IT Infrastructure

Develop and maintain a modern, robust, and “always-on” IT infrastructure to maximize uptime and minimize vulnerabilities and operational impact due to external factors.

## Cloud Strategy and Service Migrations

- Cloud-first strategy and roadmap development
- Banner migration to Ellucian Cloud
- Cloud migration of other vendor managed applications
- Leverage Infrastructure as a Service (IaaS) where advantageous

## Technology Operations Center

- TOC Construction in progress for go-live of new data center in early 2024
- Redundant power and generator
- Robust back-up and recovery leveraging in-house and cloud resources

## Network Upgrades & Expansion

- Continued development of redundant fiber paths
- Use of multiple commodity internet providers
- Implementation of Application Centric Infrastructure (ACI) to automate and optimize the data network progressing

## IT Infrastructure Management

- Day to day maintenance, upgrades, support of systems/services
- Rigorous change management procedures/processes
- Leverage new technologies



# Migration to Ellucian Cloud Complete

Leveraging a robust and secure IT environment that provides the highest levels of security, redundancy, and business continuity.



## Dedicated Platform

Multi-instance platform designed to run mission critical Ellucian solutions



## Secure

Industry leading security controls integrated into Ellucian Cloud environments



## Back-up & Recovery

Databases backed-up regularly, stored securely, and available when needed to ensure business continuity



## IT Expertise

More than 200 Ellucian Cloud employees dedicated to student and institutional success



## Deep Integration

Ellucian Cloud offers unparalleled integration and we offer integration options for many third party applications



## Industry Leading Architecture

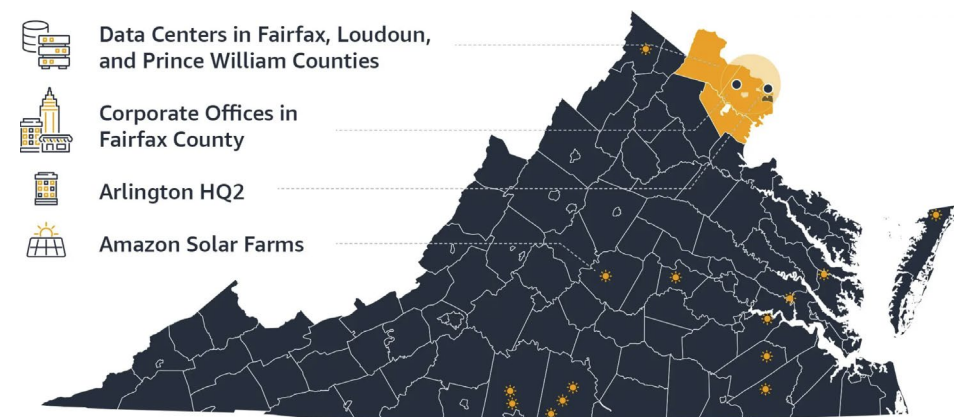
With an AWS platform, environments are optimally scaled to meet size and resource demands

# Leveraging the Ellucian Cloud: Availability

VCU's Banner instances run on the Ellucian Cloud, which runs on Amazon Web Services infrastructure, which distributes computing and storage capabilities across multiple regions, each with multiple fault tolerant data centers

United States – Regions and Availability Zones

Regions	Code	# of Zones	Location	State	Opened
US East (Ohio)	us-east-2	3	Columbus	Ohio	2016
US West (Oregon)	us-west-2	4	Eastern	Oregon	2011
US West (N. California)	us-west-1	3	San Francisco	California	2009
US East (N. Virginia)	us-east-1	6	Multiple	Virginia	2006
<b>Total</b>	<b>—</b>	<b>16</b>	<b>—</b>	<b>—</b>	<b>—</b>



# Risk Mitigation: Data Security

Develop and maintain a secure IT environment with supporting policies and processes that drive compliance to security and privacy laws and protect VCU data

## Implement New Security Architecture

- Phase 1 of Secure Access Server Edge (SASE) deployment underway
- Upgrading VPN and ultimately replacing with cloud-based service

## Expand Multi Factor Authentication

- Use of DUO multifactor authentication now mandatory for students
- DUO authentication required for all applications with any level of sensitive data

## Renewed Focus on Secure Data Use for Research

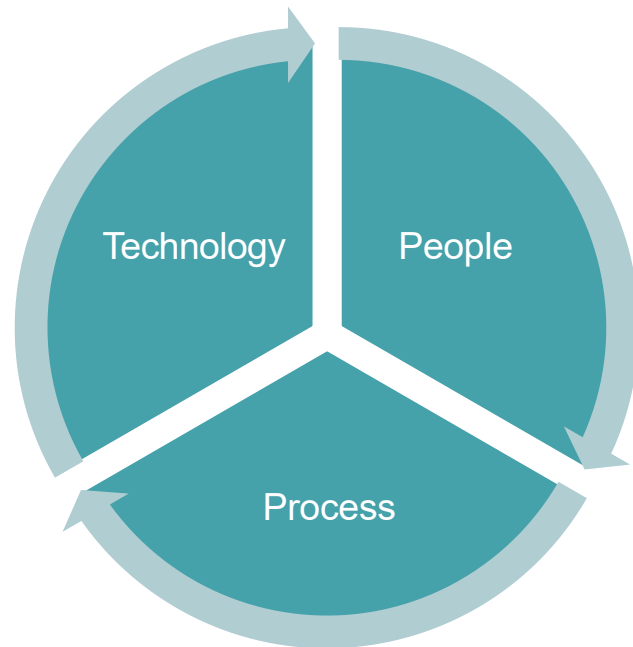
- Implementing new Horizon system for researchers accessing clinical data
- Strengthening Honest Broker program for researchers to use data protected by HIPAA
- Enhanced support for PIs

## IT Governance and Data Governance

- Revamping IT Governance program to ensure all IT purchases have thorough security review and data classification review
- Continued refinement of data governance policies and procedures and investment in technologies that automate data governance

# Leveraging the Ellucian Cloud: Security

Maintaining a secure IT environment with supporting policies and processes that drive compliance to security and privacy laws and protect VCU data



## People

- Industry Expertise
- Certifications
- Dedicated Security Response Team

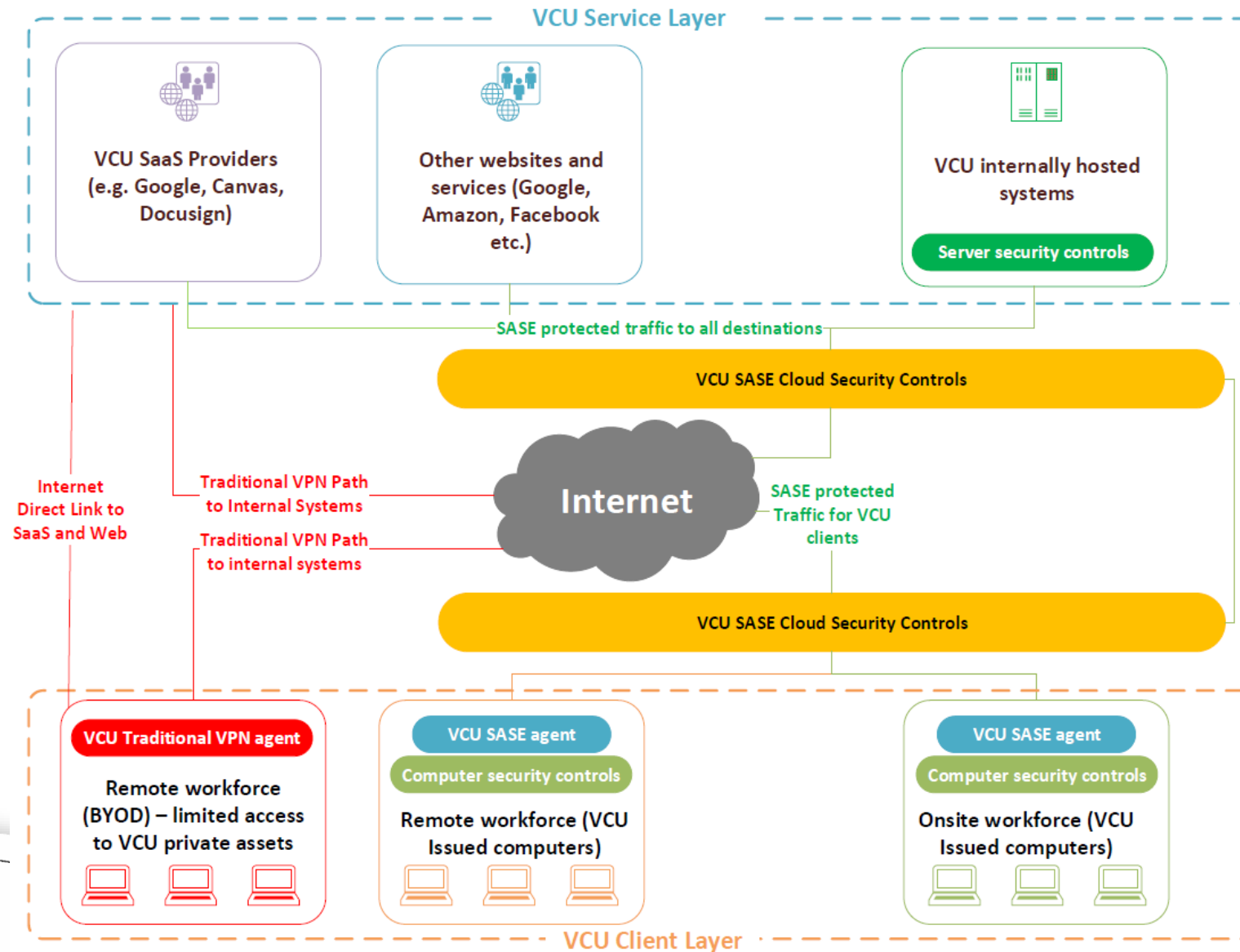
## Process

- ISO 27001 aligned
- SANS Top 20 Critical Controls
- SSAE 18 Audit
- SOC 1 & SOC 2 Type II reporting
- Security Incident Response and Forensics
- Policy training
- ITIL / ITSM

## Technology

- Automated Vulnerability Management
- Automated Patch Management
- Segregated Customer Environments
- Encryption Technology
- Secured VPN for back-end communications to on-campus systems
- Security Zones (source/destination port and protocol)
- Intrusion Detection System
- Multi-factor Authentication

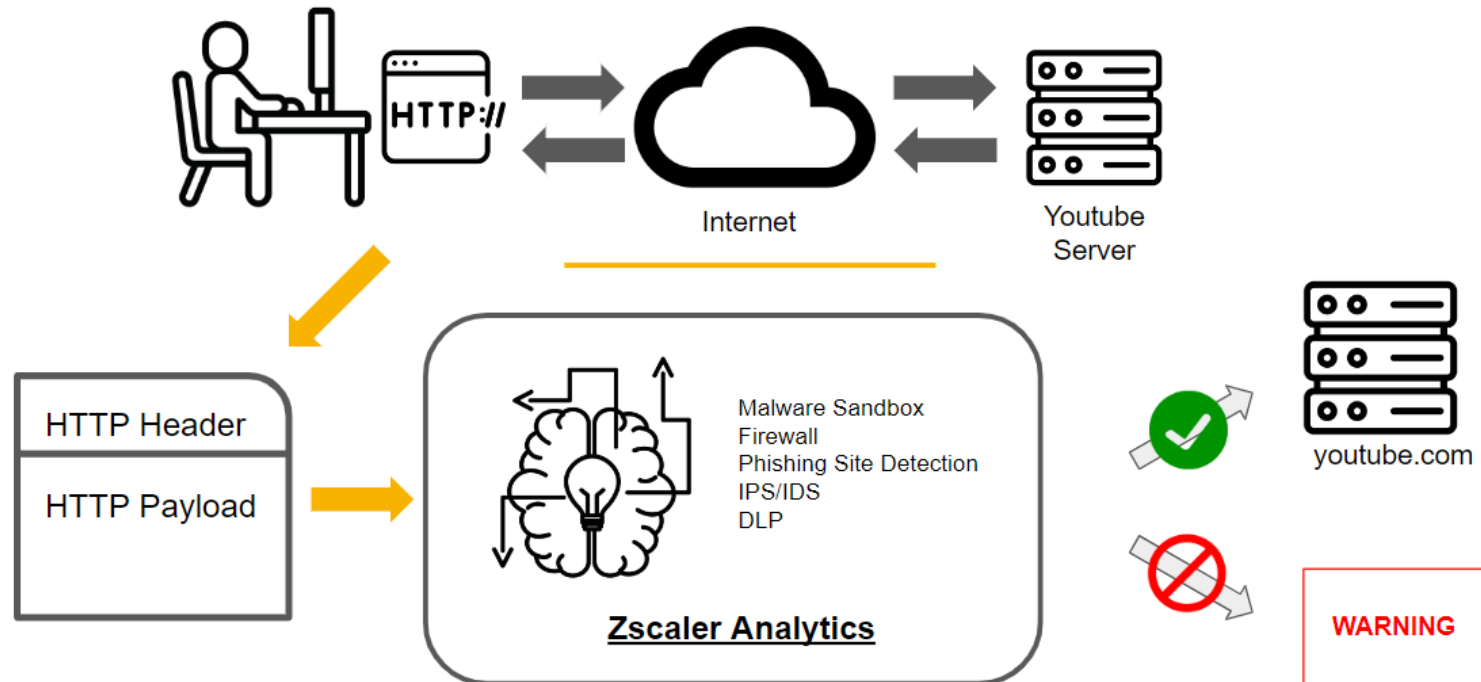
# Migration to Secure Access Server Edge (SASE)



# Implementing Zscaler

Migrating to Zscaler provides zero trust access to any VCU service (no matter where it resides) from both on and off the campus network

## How It Works with Zscaler



# Implementing Zscaler

Zscaler offers improved security over the Cisco AnyConnect Virtual Private Network (VPN)

## Comparison



Access VCU Applications?



Continual Access?



Detect Malware/Phishing?



Protect from Harmful Traffic?



# Questions?



# ACH Update

Chief John Venuti

Associate VP of Public Safety and Chief of Police

# Closed Session

# Open Session