MINUTES

COMMITTEE MEMBERS PRESENT

Mr. Peter Farrell, Chair
Dr. Dale Jones
Mr. H. Benson Dendy, III
Mr. Edward McCoy
Mr. P2 Sandhu

COMMITTEE MEMBERS PRESENT VIRTUALLY

Ms. Ellen Fitzsimmons, Vice Chair

OTHER BOARD MEMBERS PRESENT

Mr. Todd Haymore, Rector

COMMITTEE MEMBERS ABSENT

Mr. Keith Parker

OTHERS PRESENT

Mr. David Litton, Interim Executive Director, University Audit and Compliance Services
Dr. Michael Rao, President
Mr. Jacob Belue, Associate University Counsel
Staff from VCU

CALL TO ORDER

Mr. Peter Farrell, Chair, called the meeting to order at 12:15 p.m.

APPROVAL OF MINUTES

Mr. Farrell asked for a motion to approve the minutes of the December 7, 2023 meeting of the Audit, Integrity and Compliance Committee, as published. After motion duly made and seconded the minutes of the December 7, 2023 Audit, Integrity and Compliance Committee meeting were approved. A copy of the minutes can be found on the VCU website at the following webpage https://bov.vcu.edu/meetings/minutes/.
REPORTS AND RECOMMENDATIONS

Audit, Integrity and Compliance Committee Dashboard Measures
David Litton presented the current status of the dashboard measures. Indicators for Data Security and Planned Audits were yellow and all other indicators were green.

Report from the Executive Director of Audit and Compliance Services
David Litton reported the results of two recent audits involving Service Contract Management and SCHEV Reporting. There were no Board level findings. He also provided an update on the fiscal year 2024 audit work plan. Suzanne Milton, Chief Ethics and Compliance Officer, provided an Ethics and Compliance update. She noted the volume of reported concerns for the first six months of fiscal year 2024 is steady or trending down, 21 percent of the reported concerns were made anonymously compared to 30 percent over the same period last year (a positive trend), and 17 percent of reported concerns have been substantiated compared to 36 percent over the same period last year. She highlighted the results of the new conflicts of interest and commitment disclosure process which is 82% complete, including over 800 disclosures recorded by faculty and staff for review in response to our questionnaire. She also described the new integrity survey which will launch to faculty and staff in April to gather information on employee’s perception of VCU’s culture. Finally, she reported on VCU’s work to improve the process for reporting Clery data, including reviewing the pending recommendations of an external consultant, deciding on a plan of action, and responding to a Department of Education audit of our process.

Data Governance Update
Mr. Michael Bourgeois, the Associate Vice Provost of Institutional Research and Decision Support provided a report including a definition of data governance, what an analytic-informed institution looks like, where VCU is on the maturity spectrum and what strategies VCU needs to implement.

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; Americans with 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 major projects including the new technology operations center, Generative AI, VCU Alert changes, Mobile App redesign and Research Computing review. He also provided updates on Information Security, and Audit and Compliance activities.

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)(7), (8) and (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, 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.

<table>
<thead>
<tr>
<th>Vote</th>
<th>Ayes</th>
<th>Nays</th>
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<tbody>
<tr>
<td>Mr. Peter Farrell, Chair</td>
<td>X</td>
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<tr>
<td>Ms. Ellen Fitzsimmons, Vice Chair</td>
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<td>Mr. P2 Sandhu</td>
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All members responding affirmatively, the motion was adopted.

**ADJOURNMENT**

There being no further business Mr. Farrell, Chair, adjourned the meeting at 1:27 p.m.
For Action: Approval of Minutes

• Audit, Integrity and Compliance Committee Meeting held on December 7, 2023

• 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
Service Contract Management

Conclusion: There were adequate procedures for the management of centralized and decentralized service contracts.

No Board Level Findings

Audit Scope:
• Vendor performance per the contract’s terms and conditions
• Monitoring of vendor performance
• Timely and accurate payment to vendors
SCHEV Reporting

Conclusion: Sufficient measures were in place to ensure that VCU submits required SCHEV reports timely and accurately.

No Findings

Audit Scope:
• Processes of developing data for SCHEV required reports
• Data management and sourcing for data used in SCHEV reporting
• Verification of report data
VPs attested that 26 of 32 audit recommendations outstanding are on target to meet their due date. Full schedule provided in handouts.

<table>
<thead>
<tr>
<th>Finding</th>
<th>Due Date</th>
<th>Revised Due Date</th>
<th>VP on Target</th>
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</thead>
<tbody>
<tr>
<td>Include the Data and Intellectual Property Addendum in the Maxient Contract (Maxient IT Control Review)</td>
<td>Jan 2024</td>
<td>March 2024</td>
<td>N</td>
</tr>
<tr>
<td>Evaluate and Improve Usage of the Blackbaud Award Management System Globally (Unused Scholarships)</td>
<td>Dec 2023</td>
<td>December 2024</td>
<td>N</td>
</tr>
<tr>
<td>Strengthen Policy Statements for Clarity and to Designate Process Ownership (Unused Scholarships)</td>
<td>Dec 2023</td>
<td>December 2024</td>
<td>N</td>
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Audit Findings Status Update

Continued

<table>
<thead>
<tr>
<th>Finding</th>
<th>Due Date</th>
<th>Revised Due Date</th>
<th>VP on Target</th>
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</thead>
<tbody>
<tr>
<td>Improve Banner Reconciliation Process</td>
<td>Aug 2023</td>
<td>August 2024</td>
<td>N</td>
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<tr>
<td>(University College Internal Control Compliance Review)</td>
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<tr>
<td>Improve Records Management Processes</td>
<td>Sept 2023</td>
<td>April 2024</td>
<td>N</td>
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<tr>
<td>(Global Education Internal Control Compliance Review)</td>
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<tr>
<td>Improve ARMICS Testing and Documentation</td>
<td>April 2024</td>
<td>May 2024</td>
<td>N</td>
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<tr>
<td>(Global Education Internal Control Compliance Review)</td>
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N – Target in Jeopardy or Already Missed
Item For Information

Discussion of Modification to FY2024 Audit Work Plan
Integrity and Compliance
Mid-year Report
Fiscal Year 2024
Reported Concerns Mid-year Update

- Reported concerns volume steady compared to last year
- Substantiated cases demonstrate comfort of students, staff in reporting despite pressure, fear of retaliation
- Anonymous rate continues to be low (21%) indicating trust in the process
- Top substantiated matters
  - Ethics violations (6)
  - Health and safety (4)
  - Abuse of power (2)
  - Fraud/accounting issues (2)
Good progress on first distribution of COIC questionnaire to faculty/select staff; continue to support supervisors in reviewing, resolving disclosures

2,039 employees received the questionnaire prompting disclosures.

804 disclosures of outside activities or relationships have been submitted so far.

Most Common Disclosure Types

- Outside Activity: 608
- Immediate Family: 60
- Personal Services: 48
- Relationship at VCU: 30

Questionnaire Completion as of 3/1/24

- Complete: 82%
- Incomplete: 18%
Culture: Integrity Survey Launches April 5, 2024

- Hosted externally by Ethics and Compliance Initiative (ECI) to ensure maximum comfort and confidentiality for responders

- 15 questions, all but two benchmarked to larger U.S. data set and/or smaller data set of other colleges and universities, designed to get at key perceptions of culture and integrity

- ICO will report this data to business units and departments, and actively partner with them to understand their results and make progress in sustaining a culture of integrity and openness.
**Why Measure Culture**

When leaders demonstrate a commitment to ethics, workplace integrity improves significantly.*

Clery Act Reporting Update

- In December, 2023, VCU issued a correction to its Clery data for 2021 and 2022 in four categories, based on a staff error. The correction was accompanied by a press release explaining what happened and committing to improve our data collection process. As required by the Clery Act, we also posted the corrected copy and notified our VCU community of the change.

- VCU Police hired a consultant to perform a review of our data collection and consolidation process for the Annual Security Report. The consultant conducted a site visit and interviews on March 6 and 7 and will issue his report and recommendations soon.

- VCU has created a Clery Executive Review Committee that will receive and review the Annual Security Report and Clery data 45-60 days before release each year. This committee will be chaired by our office (ICO) and will also include Safety and Risk Management, Student Affairs, EAS and others, as needed. VCU has also reinstituted regular collaboration meetings involving VCU Police, Student Affairs, Title IX and others to ensure timely data comparison/validation throughout the year.
Data Governance Update

Michael Bourgeois, Ph.D.
Associate Vice Provost, IRDS
You can’t manage what you don’t define

“Data Governance is a system of decision rights and accountabilities for information-related processes, executed according to agreed-upon models which describe who can take what actions with what information, and when, under what circumstances, using what methods.”

Data Governance Institute retrieved 11.28.2023
Data governance, with a data strategy, is the foundation for institutional data maturity.
What does a mature, data and analytic-informed institution look like?

- Data are valid & reliable
- Data system ensures consistency and quality
- There are minimal intermediaries; they are responsive to changing needs
- Centralizing unit & data managers have strong partnerships
- Data are centrally stored & maintained
- Data access is simple
What solutions do we need to get there?

- Break through silos and improve data integration
- Ensure data consistency and reliability
- Increase availability of data to stakeholders

Elevate trust to add value to a data-informed culture
Where are we now?

We are aligning our DIMC efforts to support a mature data culture.

We are evaluating existing and potential data warehouse solutions.

Culture shift: There is a desire for data maturity.

The response rate from data owners is improving.

We are modernizing and creating new data dashboards.
Our Path Forward

Formalize a Data Strategy
- What do we want to achieve? How can data get us there?

Master Data Management
- Audit, design, propose, and build. Organize assets in one location & standardize definitions.

Revise & Relaunch Data Governance
- Establish policies, roles, and responsibilities around how we engage data.

Champion the New Vision
- Host learning sessions and facilitate bi-directional communication for data stewards.
Information Technology Update

Alex Henson, Chief Information Officer
Major Project Updates

- Technology Operations Center
- Generative AI Infrastructure and Support
- VCU Alert Model Changes
- VCU Mobile App Redesign
- Research Computing Environment Review
Technology Operations Center

Key Milestones:
- Notified of requirement to vacate 900 E. Main in April, 2021
- Construction of new building approved by BOV in October, 2021
- Construction started in Spring, 2022
- Building completed in March, 2024
- Data Center Migration underway with expected completion July, 2024

Scope of Data Center Migration:
- Rebuilding entire campus data and telephony network in new facility
- 256 pieces of equipment presently in scope
  - 154 new devices to be installed in TOC
  - 102 devices to be moved from 900 E. Main
- Miles of fiber will be rerouted/installed
- No substantial down time allowed
- Decommissioning of 900 E. Main facility
Security Updates

- Mandatory IT Security Training
- Multi Factor Authentication Changes
- Security Infrastructure Improvements
Audit & Compliance Activity

- Internal Audits: Average of 5 per year
  - 3 risk based IT audits larger in scope
  - 2 IT control reviews
- Annual IT Control Review by Virginia Auditor of Public Accounts
- Annual Penetration Testing as part of GLBA and PCI DSS compliance
- This Year: Cybersecurity Audit of Higher Ed institutions being conducted by Office of the State Inspector General
- Information Security Office conducts Security and Accessibility Reviews of IT purchases through VCU IT Governance
- Information Security Office conducts annual review of key third party providers
Equity & Access Services
Overview
EAS achieves compliance with state and federal civil rights laws and regulations across 4 units:

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

Our Annual Reports highlight our data. There has been improvement in data collection since 2021, and we will have more robust trends data for comparison, over time.
ADA accommodations data highlights how flexibility creates inclusion.

Accommodations offered show a correlation with COVID—FY2020-FY2023.

Most ADA accommodations—47.6% = zero dollars spent.
Equal Opportunity & Affirmative Action
Majority of complainants are students, while majority of respondents are faculty & staff.

Most concerns do not rise to the level of illegal discrimination.
Protection of Minors
Minors fully migrated to EAS in 2023. As the Minors program strengthens, we will gather more data and trends.

EAS led identification of Minors as an emerging risk across VCU, through the Enterprise Risk Management steering subcommittee.

Increasing programs that build strong ties to VCU’s brand and mission creates future students.
Title IX
Alleged conduct reported FY23:

21.3% - sexual harassment
16.7% - rape
14.3% - fondling
14% - stalking
12.4% - sexual exploitation
10% - dating violence
7.8% - conduct outside TIX / SBM policies (not in jurisdiction)
3.2% - domestic violence
0.3% - retaliation

13,104
sexual assault awareness trainings completed.

Affiliation
Most complainants and respondents were affiliated with VCU.
Thank you for your interest in civil rights outreach and support at VCU

Cleopatra Magwaro
Associate vice president, equity and access services
Office of the President

Address: 912 West Grace Street, Richmond, VA
Email: magwaroc@vcu.edu
Website: https://equity.vcu.edu/
Closed Session