

# WILLIAM & MARY

BOARD OF VISITORS  
COMMITTEE ON AUDIT, RISK AND COMPLIANCE  
DRAFT MINUTES  
APRIL 20, 2023  
ALAN B. MILLER HALL - BRINKLEY COMMONS

## **COMMITTEE MEMBERS PRESENT**

Ms. Cynthia E. Hudson, Chair  
Mr. John P. Rathbone, Vice Chair  
Mr. C. Michael Petters

Mr. J.E. Lincoln Saunders  
Dr. Karen Kennedy Schultz  
Ms. Ardine Williams

## **OTHER BOARD MEMBERS PRESENT**

Mr. Kendrick F. Ashton, Jr.  
Mr. Stephen J. Huebner  
Ms. Barbara L. Johnson

Hon. Charles E. Poston, Rector  
Ms. Laura Keehner Rigas

## **OTHERS PRESENT**

Dr. Katherine A. Rowe, President  
Dr. Peggy Agouris, Provost  
Ms. Jackie Ferree, Interim Chief Operating Officer  
Ms. Carrie S. Nee, University Counsel  
Mr. Kent Erdahl, Director of Internal Audit  
Ms. Pamela Mason, Chief Compliance Officer/FOIA Officer  
Dr. Virginia M. Ambler, Vice President for Student Affairs  
Mr. Brian D. Mann, Director of Athletics  
Dr. Jeremy P. Martin, Vice President of Strategy & Innovation  
Mr. Ed Aractingi, Chief Information Officer  
Dr. Deborah Cheesebro, W&M Police Chief  
Mr. Donald K. Butler, W&M Deputy Police Chief  
Mr. Michael J. Fox, Secretary to the Board of Visitors  
Ms. Jessica Walton, Deputy Secretary to the Board of Visitors  
Members of the President's Cabinet  
William & Mary Staff  
Richard Bland College Staff  
Member of the Flat Hat Staff

## **INTRODUCTORY REMARKS**

Ms. Cynthia E. Hudson, Chair, called the meeting to order at 8:01 a.m.

## **APPROVAL OF MINUTES**

Recognizing that a quorum was present, Ms. Hudson asked for a motion to approve the minutes of the February 9, 2023 meeting. Motion was made by Mr. C. Michael Petters, seconded by Mr. John P. Rathbone, and approved by voice vote.

Ms. Hudson reported that the Auditor of Public Accounts is still completing their June 30, 2022, combined audit of William & Mary and Richard Bland College. Ms. Hudson communicated that the Auditor of Public Accounts is running behind schedule and the delay is not due to a lack of cooperation on the part of William & Mary or Richard Bland College. Ms. Hudson will work with management to find a date in May to receive the Auditor of Public Account's report.

**REPORT FROM DIRECTOR OF INTERNAL AUDIT**

Mr. Kent Erdahl, Director of Internal Audit, presented updates on recent audit activity including the Construction audit and the Business School internal control review. Regarding the Construction audit, Mr. Erdahl indicated that the recently hired University Architect has set the Construction department on a positive trajectory. Dr. Katherine A. Rowe, President of William & Mary, interjected that new Construction management has had a positive impact. Regarding the School of Business internal control review, Mr. Erdahl communicated that the School of Business monthly budget to actual reporting technology and procedure appears highly effective. Mr. Erdahl shared this feedback with William & Mary Information Technology and Finance management for possible duplication across other units/departments.

Mr. Erdahl updated the Committee on the status of ongoing audits as outlined in the Audit Work Plan for 2023. Finally, Mr. Erdahl reported on the progress of corrective actions for past audits.

**REPORT FROM CHIEF COMPLIANCE OFFICER**

Ms. Pamela Mason, Chief Compliance Officer/FOIA Officer, presented third quarter Title IX/VAWA report data. Ms. Mason reported to the Committee that Department of Education Title IX regulation updates are anticipated to be released in May and the office will make required changes to policies and procedures accordingly before the next academic year. Ms. Mason noted that the ongoing Statement of Economic Interest filing review by external auditors is complete, and a report from them will be forthcoming. Finally, having assumed Freedom of Information Act (FOIA) compliance responsibilities almost one year ago, Ms. Mason reported an average of 25-30 requests per quarter, but not all are fulfilled because requestors are not eligible to make requests for public records under Virginia Freedom of Information Act. Mr. Petters inquired about the use of climate assessments to guide our prevention and response to Title IX misconduct, which was followed by discussion of the status of the university's climate survey analysis and the new requirement under the Violence Against Women Act requiring universities to publish climate survey results beginning in the next 12-18 months.

**CLOSED SESSION**

Ms. Hudson moved the William & Mary Committee on Audit, Risk & Compliance convene into closed session pursuant to 2.2-3711.A.1 to evaluate the performance of the following Departments or Offices at William & Mary: Athletics, Advancement, IT, Facilities, Finance & Administration, Compliance & Equity, Admissions, Campus Security, Residence Life, Dean of Students, Arts & Sciences, and Internal Audit where such discussion will necessary involve discussion of performance of specific individuals; §2.2-3711.A.1 to evaluate the performance of the Internal Auditor; §2.2-3711.A.7 & A.8 for consultation with legal counsel regarding actual litigation and regulatory compliance; and §2.2-3711.A.19 for discussion of plans related to the security of university facilities and the people using them and preparation for response to threats thereto. The motion was seconded by Mr. Petters and approved by – 6-0 – conducted by Mr. Michael J. Fox, Secretary to the Board of Visitors.

At that time Committee and Board members, President, Provost, Interim Chief Operations Officer, University Counsel, Vice President for Student Affairs, Director of Athletics, Vice President of Strategy & Innovation, Chief Information Officer, Director of Internal Audit, Chief Compliance Officer/FOIA Officer, W&M Police Chief, W&M Police Deputy Chief and Secretary to the Board of Visitors entered the closed session meeting at 8:41 a.m.

**RECONVENED OPEN SESSION**

Following the closed session, Committee members and others returned to open session at 9:34 a.m. Ms. Hudson moved that the Committee certify by roll call vote that, to the best of each member's knowledge, only matters lawfully exempted from the open meeting requirements under the Freedom of Information Act were discussed, and only matters identified in the motion to have the closed session were discussed. Motion was seconded by Mr. Rathbone and approved by roll call vote – 6-0 – conducted by

**ADJOURNMENT**

There being no further business, Ms. Hudson adjourned the meeting at 9:34 a.m.