

# WILLIAM & MARY

BOARD OF VISITORS  
COMMITTEE ON AUDIT, RISK AND COMPLIANCE  
DRAFT MINUTES  
NOVEMBER 18, 2022  
ALUMNI HOUSE – LEADERSHIP HALL

## **COMMITTEE MEMBERS PRESENT**

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

Dr. Karen Kennedy Schultz  
Ms. Ardine Williams

## **COMMITTEE MEMBERS ABSENT**

Mr. C. Michael Petters  
Mr. J.E. Lincoln Saunders

## **OTHER BOARD MEMBERS PRESENT**

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

Ms. Laura Keehner Rigas  
Dr. David Armstrong, Faculty Representative  
Dr. Shannon H. White<sup>1</sup>, GIS Certificate  
Coordinator

## **OTHERS PRESENT**

Dr. Katherine A. Rowe, President  
Dr. Peggy Agouris, Provost  
Ms. Jackie Ferree, Interim Chief Operations Officer  
Ms. Carrie S. Nee, University Counsel  
Mr. Kent Erdahl, Director of Internal Audit  
Ms. Pamela Mason, Chief Compliance Officer/FOIA Officer  
Dr. D. Derek Aday, Dean and Director of the Virginia Institute of Marine Science  
Dr. Virginia M. Ambler, Vice President for Student Affairs  
Dr. Edward Aractingi, Chief Information Officer  
Dr. Deb Cheesebro, W&M Police Chief  
Mr. Brian D. Mann, Director of Athletics  
Dr. Jeremy P. Martin, Chief of Staff to the President  
Ms. Suzanne Clavet, Director of University News and Media  
Ms. Teresa Belback, Director of Environmental Health & Safety  
Mr. Terry Fassanella, Senior Compliance & Title IX Investigator  
Mr. Michael J. Fox, Secretary to the Board of Visitors  
Ms. Jessica Walton, Deputy Secretary to the Board of Visitors

## **INTRODUCTORY REMARKS**

Ms. Cynthia E. Hudson, Chair, called the meeting to order at 8:30 a.m.

## **APPROVAL OF MINUTES**

Recognizing that a quorum was present, Ms. Hudson asked for a motion to approve the minutes of the September 22, 2022 meeting. Motion was made by Ms. Karen Kennedy Schultz, seconded by Mr. John P. Rathbone, and approved by voice vote.

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<sup>1</sup> Attended on behalf of Staff Liaison Mr. Marc Kelly

**REPORT FROM DIRECTOR OF INTERNAL AUDIT**

Mr. Kent Erdahl, Director of Internal Audit, presented the 2023 Internal Audit work plan. In accordance with the Board of Visitors Bylaws and the Office of Internal Audit Charter, the Director of Internal Audit is responsible for developing an annual work plan. Mr. Erdahl reviewed the process used to develop the plan, including solicitation of input from management and individual meetings with the Chief Operating Officer, Provost and President to ensure risk alignment and best use of audit resources. Mr. Erdahl provided the Committee with rationale behind each audit planned for calendar year 2023. Ms. Hudson inquired about the level of management requested audits in the work plan. A discussion ensued.

Mr. Erdahl provided a 2022 work plan status update. Three audits are in progress and all will be completed this year. A planned Affirmative Action audit was cancelled because Human Resources has hired a consultant to do a review, thereby eliminating the need for an audit.

Mr. Erdahl provided an overview of two recently completed audits. He said that the (1) Procurement and Accounts Payable Audit identified recommendations related to system access, compliance with procurement procedures, and opportunities to enhance SWaM usage; and the (2) Student Organization Audit identified the need for establishing boundaries between the university and independent student organizations. Mr. Erdahl commented on the support and cooperation received from Procurement and from Student Affairs personnel.

Mr. Erdahl updated the committee on department staffing. He is recommending reassessing staffing needs in spring 2023.

**ACTION ITEM**

Ms. Hudson broth forth **Resolution 10**: W&M 2023 Audit Work Plan and asked for a motion to approve. Motion was made by Ms. Ardine Williams, seconded by Mr. Rathbone, and approved by voice vote.

**REPORT FROM CHIEF COMPLIANCE OFFICER**

Ms. Pamela Mason, Chief Compliance Officer/FOIA Officer, presented First Quarter Title IX/VAWA report data and comparison date to previous years' first quarter. The number of reports are comparable to pre-pandemic figures. Ms. Mason also provided updates regarding staffing in the Office of Compliance & Equity, including the hiring of a new investigator, Terry Fassanella in October. Ms. Mason will be filing a state required report on constitutionally protected speech on campus to the Governor and General Assembly by December 1, 2022. Ms. Mason also provided updates on the proposed Title IX regulations that are expected in spring 2023 and preparations that the office is making for enhanced oversight of discrimination based on pregnancy and parenting rights anticipated in the updated regulations. These preparations include compliance review of on campus lactation spaces and notification to the campus community of available locations.

**CLOSED SESSION**

Ms. Hudson moved the William & Mary Committee on Audit, Risk & Compliance convene into closed session pursuant to Va. Codes §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; and

§2.2-3711.A.7 & A.8 for consultation with legal counsel regarding actual litigation and regulatory compliance. The motion was seconded by Ms. Williams and approved by –4-0– conducted by Mr. Michael J. Fox, Secretary to the Board of Visitors. Mr. C. Michael Petters and Mr. J.E. Lincoln Saunders were absent from the meeting.

At that time Committee and Board members, President, Provost, Interim Chief Operations Officer, University Counsel, VP for Student Affairs, Director of Athletics, Director of Internal Audit, Chief Compliance Officer/FOIA Officer, Chief of Staff, W&M Police Chief, and Secretary to the Board of Visitors entered the closed session meeting at 9:03 a.m.

**RECONVENED OPEN SESSION**

Following the closed session, Committee members and others returned to open session at 9:26 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 Ms. Karen Kennedy Schultz and approved by roll call vote – 4-0 – conducted by Mr. Fox. Mr. C. Michael Petters and Mr. J.E. Lincoln Saunders were absent from the meeting.

**ADJOURNMENT**

There being no further business, Ms. Hudson adjourned the meeting at 9:27 a.m.