

WILLIAM & MARY

BOARD OF VISITORS
COMMITTEE ON AUDIT, RISK AND COMPLIANCE
DRAFT MINUTES
SEPTEMBER 22, 2022
ALUMNI HOUSE – LEADERSHIP HALL

COMMITTEE MEMBERS PRESENT

Ms. Cynthia E. Hudson, Chair
Mr. John P. Rathbone, Vice Chair
Mr. C. Michael Petters (*via phone*)

Dr. Karen Kennedy Schultz
Ms. Ardine Williams

COMMITTEE MEMBERS ABSENT

Mr. J.E. Lincoln Saunders

OTHER BOARD MEMBERS PRESENT

Hon. Mari Carmen Aponte
Mr. Kendrick F. Ashton, Jr.

Mr. Stephen J. Huebner
Ms. Barbara L. Johnson

OTHERS PRESENT

Dr. Katherine A. Rowe, President
Dr. Debbie L. Sydow, RBC President
Dr. Peggy Agouris, Provost
Ms. Amy S. Sebring, 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. Virginia M. Ambler, Vice President for Student Affairs
Ms. Latisha Brown, Compliance and Title IX Investigator
Dr. Deb Cheesebro, W&M Police Chief
Ms. Suzanne Clavet, Director of University News & Media
Ms. Carla Costello, Deputy Compliance Officer/Title IX Coordinator
Ms. Jackie Ferree, Associate Vice President for Business Services & Organizational Excellence
Dr. Matthew T. Lambert, Vice President for University Advancement
Mr. Brian D. Mann, Director of Athletics
Dr. Jeremy P. Martin, Chief of Staff
Mr. Paul Edwards, RBC Chief Business Officer
Ms. Stacey Sokol, RBC Director of Institutional Effectiveness and Compliance
Ms. Ramona Taylor, RBC Legal Counsel
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 8:45 a.m.

Ms. Hudson said Mr. C. Michael Petters notified the Rector that he is unable to attend this meeting due to a prior commitment with the U.S. Navy Memorial. He would like to participate in the meeting electronically from Washington, DC. Pursuant to the Virginia Freedom of Information Act and Section III.D of the Board bylaws, Ms. Hudson moved that the Board approve this use of electronic participation. The motion was seconded by Mr. John P. Rathbone and approved by voice vote.

APPROVAL OF MINUTES

Recognizing that a quorum was present, Ms. Hudson asked for a motion to approve the minutes of the April 21, 2022 meeting. Motion was made by Mr. Rathbone, seconded by Ms. Ardine Williams, and approved by voice vote.

REPORT FROM CHIEF COMPLIANCE OFFICER

Ms. Pamela Mason, Chief Compliance Officer/FOIA Officer, presented annual data on number and types of reports to the Office of Compliance & Equity, as well as data on Title IX/VAWA reports for fiscal year 2022. Data showed that overall reports were up to similar levels pre-pandemic, but investigations were down slightly. This was attributed to both the change in the formal process per compliance with 2020 Title IX regulations, as well as the ability to provide informal processes as an alternative to the formal investigation. Ms. Mason also provided staffing updates in the Office of Compliance & Equity and status of the Statement of Economic Interest audit, Clery Act Compliance and FOIA Compliance, which is now centralized under the OC&E.

REPORT FROM DIRECTOR OF INTERNAL AUDIT

Mr. Kent Erdahl, Director of Internal Audit provided reports on two recently completed audits. President of Richard Bland (RBC), Dr. Debbie L. Sydow, requested an ARMICS compliance review at RBC and the audit noted significant compliance improvement. A Gift Administration Audit was performed to assess new CRM system functionality and to assess current business processes. Gift Administration action plans involve implementation of additional CRM system functionality as well as other technology to enhance efficiency.

Mr. Erdahl also provided the Committee with an update to the Enterprise Risk Management (ERM) process including a new approach where risk owners will meet individually to review remediation activities and discuss any change to risk ratings. A discussion ensued regarding the frequency of the ERM heat map reporting, which is presented semi-annually at the November and April meetings.

Mr. Erdahl also provided department staffing updates which included one new hire, and a re-posting for one open position.

CLOSED SESSION

Ms. Hudson moved the William & Mary Committee on Audit, Risk & Compliance convene into closed session pursuant to the following Va. Codes: §2.2-3711.A.1 for discussion of the performance of the RBC Athletics Department and the RBC business office where the conversation will necessarily involve discussion of the performance of individuals; §2.2-3711.A.1 to evaluate the performance of the William & Mary President, Department of Athletics and Admissions, and members of the Executive Leadership Team, where such discussion will necessary involve discussion of performance of specific individuals; §2.2-3711.A.8 for consultation with legal counsel regarding RBC and W&M regulatory and legal compliance; and §2.2-3711.A.19 for discussion of plans to protect public safety and provide for the security of governmental buildings and the people using them as described in the W&M Crisis and Emergency Management Plan. The motion was seconded by Ms. Karen Kennedy Schultz and approved by – 5-0 – conducted by Mr. Michael J. Fox, Secretary to the Board of Visitors. Mr. J.E. Lincoln Saunders was absent from the meeting.

At that time Committee and Board members, President, University Counsel, Chief Operating Officer, Provost, Vice President for Student Affairs, Director of Athletics, Associate Vice President for Business Services & Organizational Excellence, W&M Police Chief, Chief Compliance Officer/Title IX Coordinator and Director for Internal Audit entered the closed session meeting at 9:22 a.m. At 10:09 a.m. the President, Chief Operating Officer, Provost, Vice President for Student Affairs, Director of Athletics, Associate Vice President for Business Services & Organizational Excellence, W&M Police Chief, and Chief Compliance Officer/Title IX Coordinator exited the closed session meeting and the RBC President, RBC Legal Counsel and RBC Director of Online and Continuing Education entered the closed session meeting.

RECONVENED OPEN SESSION

Following the closed session, Committee members and others returned to open session at 10:27 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. Schultz and approved by roll call vote – 5-0 – conducted by Mr. Fox. Mr. Saunders was absent from the meeting.

ACTION ITEM

Ms. Hudson broth forth **Resolution 1**: University Crisis and Emergency Management Plan, and asked for a motion to approve. Motion was made by Ms Schultz, seconded by Ms. Williams, and approved by voice vote.

ADJOURNMENT

There being no further business, Ms. Hudson adjourned the meeting at 10:28 a.m.