

WILLIAM & MARY

BOARD OF VISITORS
COMMITTEE ON AUDIT, RISK AND COMPLIANCE
DRAFT MINUTES
NOVEMBER 17, 2023
GRIMSLEY BOARD ROOM – BLOW MEMORIAL HALL

COMMITTEE MEMBERS PRESENT

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

Ms. Laura Keehner Rigas
Mr. J.E. Lincoln Saunders
Ms. Ardine Williams

OTHER BOARD MEMBERS PRESENT

Mr. Kendrick F. Ashton, Jr.
Mr. S. Douglas Bunch
Ms. AnnaMaria DeSalva
Mr. Stephen J. Huebner

Ms. Barbara L. Johnson
Hon. Charles E. Poston, Rector
Dr. David S. Armstong, Faculty Representative
Dr. Taylor V. Brings, Staff Liaison

OTHERS PRESENT

Dr. Katherine A. Rowe, President
Dr. Peggy Agouris, Provost
Ms. Carrie Nee, University Counsel
Dr. Derek Aday, Dean and Director of Virginia Institute of Marine Science
Dr. Virginia M. Ambler, Vice President for Student Affairs
Dr. Rob Knoepfel, Dean of the School of Education
Mr. Brian Mann, Director of Athletics
Dr. Jeremy P. Martin, Vice President for Strategy & Innovation
Dr. Carlane Pittman-Hampton, Chief of Staff
Dr. Suzanne Raitt, Dean of the Faculty of Arts & Sciences
Mr. Brian Whitson, Chief Communications Officer
Mr. Donald Butler, AVP for Public Safety and W&M Chief of Police
Mr. Kent Erdahl, Director of Internal Audit
Ms. Pamela Mason, Chief Compliance Officer/FOIA Officer
Hon. Thomas K. Norment, Jr.
Mr. Michael Fox, Senior Assistant to the President and Secretary to the Board of Visitors
Ms. Jessica Walton, Deputy Secretary to the Board of Visitors
Members of the President's Cabinet
W&M Staff, Faculty and Student

INTRODUCTORY REMARKS

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

Ms. Hudson noted that Mr. Petters notified the Rector that he is unable to attend this meeting due to an illness in the family. He would like to participate in the meeting electronically from Newport News, VA. 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. J.E. Lincoln Saunders 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 September 28, 2023, meeting. The motion was made by Mr. Saunders, seconded by Ms. Ardine Williams and approved by voice vote.

REPORT FROM DIRECTOR OF INTERNAL AUDIT

Mr. Kent Erdahl, Director of Internal Audit presented the 2024 Internal Audit work plan. He described the process to develop the plan which includes significant management input. The work plan is developed to maximize value based on deploying limited audit resources in the most efficient manner. Mr. Erdahl briefly described each audit on the proposed work plan and provided the rationale for inclusion.

Internal audit has completed two audits since the September committee meeting. The Athletics Internal Control review identified improvement areas in policies and procedures, documentation of restricted fund allocation, budget monitoring, and enhancing inventory procedures. The Athletics Business Office has experienced personnel turnover and current staff have a plan to address these observations.

Internal Audit also completed an audit of the President's Office. Mr. Erdahl reported a favorable audit result with only one documentation finding noted.

Mr. Erdahl noted that Internal Audit has hired a staff auditor to replace an auditor retiring in January 2024; and provided a scorecard update on corrective actions completed.

Ms. Hudson introduced **Resolution 11**, William & Mary and Richard Bland College Approval of 2024 Internal Audit Work Plan and asked for a motion. The motion was made by Mr. John P. Rathbone, seconded by Mr. Saunders and approved by voice vote.

REPORT FROM CHIEF COMPLIANCE OFFICER

Ms. Pamela Mason, Chief Compliance Officer/FOIA Officer, presented first quarter data of Title IX reports and investigations by the Office of Compliance & Equity. Ms. Mason informed the Committee about improvements to the internal process with respects to additional follow-ups with complainants and request for feedback from advisors and students who participate in an investigation.

Ms. Mason announced the hiring of a new Director of Title IX and Civil Rights Compliance. This is the first time there has been a person designated as Title IX Coordinator to have the full scope of their job be Title IX and Civil Rights compliance. Ms. Jenelle Job will start in the role in December.

Ms. Mason noted that the university's FOIA Fee Policy was posted in compliance with state code changes.

COMMITTEE DISCUSSION ON RISK BASED REPORT

Ms. Hudson discussed an opportunity to move committee meetings to a more risk-based approach allowing members a substantive briefing on major and emerging risk topics with a goal of providing committee members with a deeper dive into risk areas for a more effective use of committee time. Examples of deep dive topics could include Campus Security, Cybersecurity, and Title IX Compliance. The committee agreed that this approach will allow for identified risks to be highlighted and discussed more holistically. The committee agreed to adopt this risk-based approach.

CLOSED SESSION

Ms. Hudson moved that the Committee on Audit, Risk and Compliance convene into closed session pursuant to Virginia Code Sections: §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, Facilities Management, Dean of Students, Arts & Sciences, Auxiliary Services and Internal Audit where such discussion will necessary involve discussion of performance of specific individuals; §2.2-3711.A.7 and A.8 for consultation with legal counsel regarding pending and anticipated litigation, contract and compliance matters; and § 2.2-3711.A.19 for discussion of plans related to the security of campus facilities and the persons using them. The motion was seconded by Mr. Rathbone and approved by roll call vote – 6-0 – conducted by Mr. Michael J. Fox, Secretary to the Board of Visitors.

At that time the Committee and Board members, President, Provost, University Counsel, members of the Executive Leadership Team, and AVP for Public Safety and W&M Chief of Police entered the closed session meeting at 8:45 a.m.

RECONVENED OPEN SESSION

Following the closed session, the Committee returned to open session at 9:49 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 Mr. Fox.

ADJOURNMENT

There being no further business, Ms. Hudson adjourned the meeting at 9:50 a.m.