Board of Visitors

AUDIT, RISK AND COMPLIANCE COMMITTEE MEETING

November 16, 2021

### MINUTES

**1. Call to Order**

Bishop Brown, Chair, called the Audit, Risk and Compliance Committee meeting to order at approximately 10:05 a.m. A quorum was established with a 4-0 Roll Call vote.

#### Committee Members

Bishop Kim W. Brown, Chair

Ms. Heidi W. Abbott

Dr. Terri L. Best

Mr. Delbert Parks

Committee Members Absent

Dr. Deborah M. DiCroce

Ms. Joan G. Wilmer

Board Members *(listening purposes only)*

Ms. Mary L. Blunt, Vice Rector

NSU Administrators and Staff

Dr. Javaune Adams-Gaston, President

Ms. Tanya S. White, Chief of Staff

Ms. Derika L. Burgess, Chief Audit Executive

Dr. Dawn M. Hess, Chief Compliance Officer

Ms. Inda Walker, Board Liaison

Mr. Rasool A. Shabazz, Project Engineer, Office of Information Technology

Counsel Present

Ms. Pamela F. Boston, University Counsel and Senior Assistant Attorney General

**2. Approval of the Minutes**

Mr. Delbert Parks motioned, seconded by Mrs. Heidi Abbott, and with a 4-0 Roll Call vote the Committee approved the Audit, Risk and Compliance Committee minutes for April 27, 2021.

**3. University Compliance Office Program Development** – Dr. Hess provided an update that included the following comments:

Each of the following components of NSU’s Compliance Ecosystem is referenced in the US Department of Justice Letter, *Evaluation of Corporate Compliance Programs*,and a high-level program development timeline was presented noting implementation of each program element:

 **Oversight and Accountability** – Audit, Risk and Compliance Committee of the Board of Visitors; University Leadership; and Compliance Partners aspects of oversight and accountability are all integrated and on-going. We are still in the process of developing our Compliance Alliance and the Compliance Office.

 Compliance Alliance is a group of internal subject matter experts who will meet quarterly, and the Alliance has been limited to 15 people. The first Compliance Alliance undertaking will be focused on Outreach and Training. The mission of the group and their responsibilities have been determined. The group will serve as a place to share best practices and coordinate internally across functional areas.

 Compliance Partners are the NSU employees who already know that they play a role in Compliance. Dr. Hess checks in with them regularly for monitoring and updates. Presently this is approximately 40 people from a very wide variety or functional areas of the University.

 **Policy and Procedures** – Code of Ethics, NSU Policies, Written Programs, and Department Procedures already exist.

 **Outreach and Education** - Compliance Alliance is being developed. Training will be developed for the Compliance Partners.

 **Assessment and Monitoring** – Monthly Partner Monitoring is currently being implemented and is continually growing. We are moving toward internal compliance risk assessments. The compliance assessment focus areas were discussed and include oversight and accountability, regulatory reporting, compliance management, and compliance risks.

 **Communicating and Reporting** – the Reporting Calendar and the Requirements Inventory are both being implemented.

 **Reviews** – working towards this element, which leads to the Gap Closure Plan.

 **Gap Closure Plan** is similar to a corrective active plan; however, the focus is on closing compliance gaps before they cause issues or incidents.

 **Long Term Strategy** development including evidence and risk-based decision-making, forecasting, and strategy is our ultimate goal and we are moving in this direction. Success will be determined by how well the university, the partners, remain in compliance, informed, and proactively manage compliance related risks. It was agreed that a roadmap of the risk assessment priorities should be established, i.e., an annual assessment plan (name priority). Bishop Brown stated that success can be measured by institutional education, not having individuals making silo decisions.

 Ms. Blunt suggested coming up with a concrete time frame for the long-term strategy.

**6. Closed Meeting**

Mr. Parks read, seconded by Mrs. Abbott, and the Committee with a 4-0 Roll Call vote moved to adjourn and reconvene in Closed Meeting pursuant to Section 2.2-371l(A) 1, 4, 7 and 8 of the Code of Virginia, for the following purposes, pursuant to the noted subsections: (l) and (4) to discuss personnel matters, including more specifically, discussion of assignment, appointment, promotion, performance, disciplining, or resignation of specific individuals, salaries, and performance evaluations of specific individuals and certain university employees; and to discuss or evaluate performance of departments of the university that necessarily involve discussion regarding performance of specific individual employees, more specifically related to reports, investigative notes, correspondence, and information furnished in confidence and records otherwise exempted of the university's Internal Audit Office; and

(7) and (8): Consultation with legal counsel pertaining to actual or probable litigation, where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of the university, along with any necessary consultation with legal counsel regarding matters noted in this motion, and

Further that the President, the Chief Audit Executive, and University Legal Counsel remain for the Closed Meeting, and that any member of the NSU Board of Visitors be permitted to attend virtually or by phone to listen in the Closed Meeting.

**7. Open Meeting**

The Committee having reconvened in open session, took 4-0 Roll Call vote on certification that (1) only public business matters lawfully exempted from open meeting requirements, and (2) only such public business matters as were identified in the motion by which the closed meeting was convened were heard, discussed, or considered in the meeting by the Board. Any member of the Committee who believes that there was a departure from the requirements as stated above, shall so state prior to the vote, indicating the substance of the departure that in his, or her judgment, has taken place.

**8. Public Comment** – No public comment provided.

**9. Adjournment**

Dr. Best motioned, seconded by Mr. Parks, and with a 4-0 Roll Call vote the meeting was adjourned at approximately 12:01 p.m.

Respectfully submitted,

Inda Walker, Board Liaison

Bishop Kim W. Brown, Chair

Audit, Risk and Compliance Committee

| Item | BishopBrown | Ms.Abbott | Dr.Best | Dr.DiCroce | Mr.Parks | Ms.Wilmer | Totals |
| --- | --- | --- | --- | --- | --- | --- | --- |
| Quorum | Present | Present | Present | Absent | Present | Absent | 4-0 |
| Approval of Minutes | Yes | Yes | Yes | Absent | Yes | Absent | 4-0 |
| Closed Meeting Motion | Yes | Yes | Yes | Absent | Yes | Absent | 4-0 |
| Closed Meeting Certification | Yes | Yes | Yes | Absent | Yes | Absent | 4-0 |
| Motion to Adjourn | Yes | Yes | Yes | Absent | Yes | Absent | 4-0 |