1. Call to Order/Establish Quorum

Dr. Harold L. Watkins II, Chair, called the Audit, Risk and Compliance Committee meeting to order at approximately 11:33 a.m. A quorum was established with a 4-0 roll call.

Committee Members
Dr. Harold L. Watkins II, Chair
Mr. Gilbert Bland
Mr. BK Fulton
Mr. Conrad Hall

Additional Board Members Present
Dr. Katrina L. Chase (Completed Quorum)

Committee Members Absent
Mr. Dwayne Blake
The Honorable James W. Dyke, Jr.

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

NSU Administrators and Staff
Dr. Javaune Adams-Gaston, President
Dr. Tanya S. White, Chief of Staff
Mrs. Derika L. Burgess, Chief Audit Executive
Dr. Dawn Hess, Chief Compliance Officer
Dr. Leonard E. Brown Jr., Vice President for Student Affairs
Dr. DoVeanna S. Fulton, Provost and Vice President for Academic Affairs
Dr. Gerald Ellsworth Hunter, Vice President/Chief Financial Officer, Finance and
    Administration
Dr. Justin L. Moses, Vice President for Operations and Institutional Effectiveness
Mr. Clifford Porter, Vice President for University Advancement
Ms. Melody Webb, Athletics Director
Dr. Juan Alexander, Associate Vice President for Enrollment Management
Karla J. Amaya Gordon, Assistant Vice President for Finance and Administration
    /University Controller
CP Brian K. Covington, University Police and Parking Services

Ms. S. Faye Monroe-Davis, Chief Information Officer
Mr. Ronald King, Chief Information Security Officer/Director, OIT Security
Dr. Marshall W. Thompson, Vice Provost for Academic Effectiveness
Mr. Terry G. Woodhouse, Interim Associate Vice President for Facilities Management
Mr. Rasool Shabazz, Office of Information Technology
Ms. She're S. Dozier, Clerk to the University President/Liaison to the Board of Visitors
Ms. Phillita Peeples, Audit and Compliance Administrative Assistant

2. Recommend Approval of Electronic Participation

The Committee unanimously approved the electronic participation for Mr. BK Fulton with a 4-0 roll call vote. The motion was made by Dr. Katrina Chase and seconded by Mr. Gilbert Bland.

3. Approval of the Minutes

Mr. Fulton motioned, Dr. Chase seconded, and the Committee unanimously approved the Audit, Risk, and Compliance Committee meeting minutes for February 6, 2024.

4. Discussion Items

Internal Audit

The Chief Audit Executive presented a summary review of the Internal Audit Charter, updates on the audit plan, and audits in progress.

Internal Audit Charter

Purpose

- The Internal Audit Charter serves as the framework for the Internal Audit Department, its activities, and functions within the University.

Role and Responsibility

- The activities performed by Internal Audit assist the University in the assessment and improvement of internal controls and governance. This includes processes designed to evaluate the effectiveness and efficiency of operations, ability to execute on

strategic initiatives, reliability of financial reporting, and compliance with applicable laws and regulations.

Reporting and Monitoring

- Provide internal audit results that include recommendations for improvements, corrective actions taken or to be taken regarding specific findings.

- Follow-up on engagement findings and recommendations.

Professionalism

- Conform to Institute of Internal Auditors mandatory guidance.

- Adhere to University policies and procedures as well as Governmental Audit Standards.

- Follow Generally Accepted Accounting Principles.

Authority

- Unrestricted access and accountability for confidentiality and safeguarding records and information, to any and all of the University's records, physical properties, and personnel pertinent to carrying out any engagement, under review.

Quality Assurance and Improvement

- Develop and maintain a quality assurance and improvement program to evaluate conformance with the Standards and Code of Ethics mandated by IIA. The program is required to be conducted at least every five years by a qualified, independent assessor.

Mrs. Burgess requested the Internal Audit Charter to be approved for the year, albeit no revisions are recommended. The action item was motioned by Mr. Fulton and seconded by Dr. Chase. The recommendation for approval will be postponed to the next Board of Visitors meeting.

Internal Audit Plan Status

As Internal Audit engages with management to discuss the risks in their respective areas, the current Audit Plan was revised to address student concerns around campus safety and access by adding auditable areas such as a Residence Hall Visitor Policy Audit and Classroom/Laboratory Space Utilization audit. These areas directly impact student learning and satisfaction.

Audits in Process

- Information Technology compliance audits are being performed by Impact Makers. Currently there are three audits on sensitive systems that are on-going and encompass student data, financial data, and personal identifiable information.
- An initial assessment of campus visitors has revealed that there are requirements and policy for student visitation in residency halls, however, Residential Life & Housing management would like policy enforcement for all other visitor types. The goal of this assessment is to increase student satisfaction by enhancing student comfort and security.
- Another critical element of operations is centered around space utilization. Oftentimes space is at a premium especially with the increased demand for multipurpose areas. The performance goals for this assessment are to increase usage flexibility, enhance productivity of students, faculty, and staff, and create more efficient means of operations structured for comfort, safety, and efficiency.

Research Administration Roadmap

Internal Audit continues to review Administration of Research holistically. Corrective actions are identified by management and for the auditable areas:
- FY25 - Audit in Progress: Laboratory Space Utilization
- FY24 - Audit Report: Pre-Award Process Assessment
- FY23 - Audit Report: Export Control
- FY22 onward - Continuous Monitoring: Spend-down of Sponsored Funding

Internal Audit has partnered with the Office of Compliance to determine if the corrective actions identified by management are effective and enhance research operations.

University Compliance

Dr. Hess presented the Artificial Intelligence and the Governor's Executive Order 30, along with Mr. Ronald King, Chief Information Security Officer to discuss IT Security, and Dr. Marshall Thompson, Vice Provost for Academic Effectiveness overview on Education Standards. Dr. Hess also reviewed the ADA Compliance Assessment focusing on students, System Maturity: Policy and Training, and Updates on Prior Gap Closure Plans.

Artificial Intelligence and the Governor's Executive Order 30

- **AI Policy Standards**

  This Governor's Executive Order 30 provides safety standards to ensure the responsible, ethical, and transparent use of AI technology by state government in order to protect the rights of Virginias, to provide best-in-class state government

services, and to ensure that our students are well prepared for this technology. The EO is sectioned by Policy and Security Standards (technological requirements for use) and Education Guidelines.

- **AI IT Standards**
  - Security Standards for evaluating technology has remained fairly stable:
    - Cloud Oversight Process (COP)
    - Continue Vulnerability Scanning
    - Continue Penetration Testing
  - Reviewing current NSU Acceptable Use policy
  - Conducted Penetration Testing
  - Updated password requirements and testing
- **AI Education Guidelines**
  - The education guidelines established the principles for use of AI at all education institutions in Virginia. The idea is to prepare our students for the jobs of tomorrow without sacrificing learning opportunities today.
  - Proposed University Syllabus Statement
    - Artificial intelligence (AI) can be an effective training tool to enhance and learning when used appropriately. AI can be used as an effective learning tool but should not replace students' original work, critical thinking, and creativity. AI platforms may be used as a learning tool with instructor awareness and is permissible within defined circumstances. AI needs to be used in moderation to enhance learning and not replace students' individual contributions. If you use AI tools, be sure to cite the contribution otherwise your actions would be considered academically dishonest and a violation of the NSU Honor Code.
  - Potential concepts to be addressed in policy:
    - Identifying acceptable use of AI
    - Preventing and responding to unacceptable uses of AI
    - Structuring opportunities for exploration and collaboration

ADA Compliance Assessment: Student Focus

- Data collection is complete
  - Preliminary compliance gaps have been identified:
    - Policy, procedures, and processes
      - Student Disability Services
      - Residential Life and Housing
  - Facilities and Parking
- Gap Closure Plan to be developed by May 2024

Updates on Prior Gap Closure Plans: Open and Closed

- Environmental, Health and Safety – **OPEN ISSUES,** consultant engaged
  - Spill Prevention Control and Countermeasures
  - Confined Space
  - Campus-wide inventories to be kept current for MSDS/chemical/hazardous material & equipment-**Partnering with Research**
- Researcher Laboratory Safety
  - Laser and radiation safety, documentation/training for those using hazardous materials/chemicals/equipment- **Interim Laser Safety Officer position filled**
  - Keep current inventories (with EHS) MSDS/chemical/hazardous material & researcher equipment. **OPEN - Partnering with EHS**

Noteworthy Projects

- Timely Awards Notification with the Office of Sponsored Programs: documenting process flow from notification of pending award through award startup meeting.
- Clery activities with University Police Department, Office of Information Technology, and Environmental, Health and Safety: continuing to update Clery report, Clery Security Authorities training, and Fire Safety report.

System Maturity: Policy and Training

Gaps in Elements

- **Priority 1:Training & Communication**
  - University Compliance will begin documenting all known employee required training to ensure the University is compliant with current regulations and faculty and staff are in the best position to support students and colleagues.
- **Priority 2:Policies**
  - DIn collaboration with the VP of Operations and Chief Strategist for Institutional Effectiveness, University Compliance will baseline our current policy management processes and provide support in researching potential policy management solutions. University Compliance will provide an updated University policy template and policy template guidance.
- **Priority 3:Compliance Assessments**

    No new compliance assessments are planned for this year. Current Compliance Gap Closure Plans are being supported to completion.

5. **Closed Meeting – Pursuant to 2.2-371 LA. 1 and 4, Code of Virginia**

   Mr. Conrad Hall read the following motion, seconded by Mr. BK Fulton, and with a 4-0 Roll Call Vote the Board unanimously approved.

   Motion by Mr. Conrad Hall

   Pursuant to Section 2.2-371 LA. 1 and 4 to discuss (1) personnel matters regarding the evaluation of performance of specific university departments where such evaluation will necessarily involve discussion of the performance of specific individuals and certain university employees; and

   (4) The protection of the privacy of individuals in personnel matters not related to public business; and

   (7) and (8) Consultation with legal counsel and briefing by staff members or consultants regarding specific legal matters requiring the provision of legal advice, where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of the university, and

   Further, that the following remain for or attend, when called, the Closed Meeting:

   > the President
   > University Counsel
   > Chief Audit Executive
   > Provost and Vice President of Academic Affairs
   > Vice President for Finance and Administration

   And that any member of the NSU Board of Visitors be permitted to attend virtually or by phone to listen in the Closed Meeting, but not participate or vote.

6. **Reconvene Open Meeting**

   Dr. Watkins II read the following motion, and with a 4-0 Roll Call Vote the Board unanimously approved.

   Motion by Dr. Harold Watkins II

   Having reconvened in open session, we will now take a 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 Board 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.

7. **Adjournment**

There being no further business, Chairman Dr. Harold L. Watkins II adjourned the meeting at 12:00 p.m.

Respectfully submitted,

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Dr. Harold L. Watkins II, Chair
Audit, Risk and Compliance Committee

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Ms. Phillita M. Peeples, Audit and
Compliance Administrative Assistant

NSU BOV AUDIT, RISK AND COMPLIANCE COMMITTEE
ROLL CALL VOTE APRIL 3, 2024

Item	Dr. Harold Watkins, II (Chair)	The Honorable James Dyke, Jr. Absent	Mr. Gilbert Bland	Mr. BK Fulton	Mr. Dwayne Blake Absent	Mr. Conrad Hall	Dr. Katrina Chase	Totals
Quorum	Yes	A	Yes	Virtual	A	Yes	Yes	4-0
Recommend Approval of Electronic Participation	Yes	A	Yes	Virtual	A	Yes	Yes	4-0
Approval of the Minutes	Yes	A	Yes	Virtual	A	Yes	Yes	4-0
Motion to go into Closed Meeting Pursuant to 2.2-3711. A. 1, 4, 7 and 8 of the Code of Virginia	Yes	A	Yes	Virtual	A	Yes	Yes	4-0
Motion for Open Meeting	Yes	A	Yes	Virtual	A	Yes	Yes	4-0
Adjournment	Yes	A	Yes	Virtual	A	Yes	Yes	4-0