

**BOARD OF VISITORS**  
**AUDIT, RISK AND COMPLIANCE COMMITTEE MEETING**  
February 11, 2025

**MINUTES**

**1. Call to Order/Establish Quorum**

Mr. Dwayne B. Blake, Committee Member, called the Audit, Risk and Compliance Committee meeting to order at approximately 9:28 a.m. A quorum was established with a 4-0 roll call.

**Committee Members**

Mr. Dwayne B. Blake  
The Honorable James W. Dyke, Jr.  
Mr. Conrad Mercer Hall

**Committee Members Virtual**

Dr. Harold L. Watkins II, Chair  
Mr. Gilbert T. Bland  
Mr. Edward Sanders

**Additional Board Members**

Dr. Katrina Chase (Appointed by Rector to complete quorum)

**Counsel Present**

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

**NSU Administrators and Staff**

Dr. Javaune Adams-Gaston, President  
Ms. Drika L. Burgess, Chief Audit Executive  
Dr. Dawn Hess, Chief Compliance Officer  
Dr. DoVeanna S. Fulton, Provost and Vice President for Academic Affairs  
Dr. Gerald Ellsworth Hunter, VP/Chief Financial Officer, Finance and Administration  
Dr. Justin L. Moses, VP Operations and Chief Strategist for Institutional Effectiveness  
Mr. Clifford Porter, Vice President for University Advancement  
Dr. Aurelia Williams, Senior Vice Provost for Academic & Faculty Affairs  
Dr. Melody Webb, Athletics Director  
Dr. Melissa Barnes, Interim Associate Vice President for Enrollment Management  
COP Brian K. Covington, University Police and Parking Services  
Dr. Davida M. Harrell-Williams, Director for Auxiliary Enterprises and Services  
Mr. Dennis Jones, Executive Budget Director

## **Board of Visitors**

### **Audit, Risk and Compliance Committee Meeting**

February 11, 2025

Mr. David R. Simon, Jr., Dean of Students

Mr. Terry G. Woodhouse, Interim Associate Vice President for Facilities Management

Mr. Christopher Gregory, Office of Information Technology

Ms. Sher're S. Dozier, Clerk to the University President/Liaison to the Board of Visitors

Ms. Phillita Peoples, Executive Assistant to Internal Audit and Compliance

## **2. Recommend Approval of Electronic Participation**

The Committee unanimously approved the electronic participation for Dr. Harold L. Watkins II, Mr. Gilbert T. Bland, and Mr. Edward Sanders with a 4-0 roll call vote. The motion was made by The Honorable James W. Dyke, Jr. and seconded by Mr. Conrad Mercer Hall.

## **3. Approval of the Minutes**

Mr. Conrad Mercer Hall motioned, The Honorable James W. Dyke, Jr. seconded, and the Committee unanimously approved the Audit, Risk and Compliance Committee meeting minutes for November 21, 2024.

## **4. Discussion Items**

### **University Compliance**

Dr. Hess provided the annual Compliance Program update and annual Compliance Plan.

### **NSU Compliance Annual Update, Calendar Year 2024**

#### **NSU Compliance Program Fundamentals**

- **Oversight and Accountability**
  - Board of Trustees Audit, Risk and Compliance Committee
  - University Leadership
  - Compliance Alliance
  - Compliance Office (2<sup>nd</sup> Line of Defense)
  - Compliance Partners (1<sup>st</sup> Line of Defense)
- **Policy and Procedures**
  - Code of Ethics
  - NSU Policies
  - Written Programs
  - Dept/Unit Procedures

## **Board of Visitors**

### **Audit, Risk and Compliance Committee Meeting**

February 11, 2025

- **Outreach and Education**
  - Compliance Trainings
  - Compliance Alliance
  - Compliance Partners
- **Assessment and Monitoring**
  - Internal Compliance Risk Assessment
  - Monthly Partner Monitoring
- **Communication and Reporting**
  - Reporting Calendar
  - Requirements Inventory
  - Compliance Website
  - Leadership Meetings
  - Annual Report
- **Reviews**
  - Issues Tracking
  - Incident Response
- **Gap Closure**
  - Gap Closure Plans
  - Continuous Improvement Goals
  - Updating Policy and Procedures
- **Long Term Strategy**
  - Evidence and Risk Based Decisions
  - Forecasting (*Developing*)
  - Training and Outreach
  - Evolving NSU Strategy (*Developing*)

## **Capability Maturity**

### **NSU Compliance Capability Maturity 2024**

- When an organization moves up the maturity model to a level 5, optimized, ownership spreads across the organization and becomes embedded within the culture.
- The elements of an effective Compliance program are measured by:
  - 5. Optimized
  - 4. Mature

## Board of Visitors

### Audit, Risk and Compliance Committee Meeting

February 11, 2025

3. Defined
2. Fragmented
1. Ad-hoc

- Compliance Capability Gap Analysis

Year	2024	2023	2022	2021
Monitoring	4	4	3.5	2
Compliance & Assessments	3	3	3	2
Training & Communication	3.5	3	3	2.5
Policies	3.4	3.4	3.4	3.4
Governance & Structures	4	4	3.5	2.3

### Compliance Capability Maturity: 2025 Plans Forward

- **Governance & Structure**  
University Compliance, along with Internal Audit, plan to implement an automated data management system
- **Policies**  
Operations and Institutional Effectiveness plans to implement an automated process management system
- **Training**  
University Compliance will track and report % complete on time compliance-related training across the organization
- **Assessment**  
University Compliance will formally document Institutional Compliance Assessment Overview, Framework, and Approach
- **Monitoring**  
In 2025, University Compliance will track and report % complete on time compliance submissions and activities across the organization

### Year End Summary

#### University Compliance Year End Summary 2024

Year	2024	2023	2022	2021
Current Year Matters Reported to UC	16	14	10	18

**Board of Visitors**

Audit, Risk and Compliance Committee Meeting

February 11, 2025

<b>Current Year Matters Identified by UC</b>	31	18	17	2
<b>Total Number of Matters</b>	47	32	27	20

**Non-Compliance**

<b>Year</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>
<b>Non-Compliance</b>	19	25	21	5
<b>Significant Non-Compliance</b>	6	5	3	3
<b>Total Number of Matters</b>	25	30	24	8

**UC Matters Open/In Process**

<b>Year</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>
<b>Open/In Process Current Year</b>	20	7	15	3
<b>Open/In Process from Prior Years</b>	7	5	2	
<b>Total Number of Matters</b>	27	12	17	3

**Compliance Matters**

<b>Year</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>	<b>TOTAL</b>
<b>Compliance Matters</b>	47	32	27	20	126
<b>Closed Compliance Matters 21-24</b>					99

**2024 Highlights with Compliance Partners**

- Student Affairs has developed a Hazing policy in accordance with Code of Virginia §18.2-56 and Animals in Housing Program following ADA and VA Code § 36-96.3:1. Additionally they have developed a Drug-Free Schools and Colleges Report as per 34 CFR Part 86 and are currently working on fulfilling ADA compliance gap closures.
- Environmental Health and Safety has established a Hazardous Commodity Disclosure policy in compliance with federal and state laws. They have also created a Spill Prevention Control and Countermeasures plan as per 40 CFR Part 112 along with multiple supporting programs and SOPs.
- Campus Police created an interim policy for Protection and Safety of Minors on Campus in accordance with VA Code § 63.2-1509 (A)(18)].
- Operations and Institutional Effectiveness is implementing a policy management platform along with developing a new policy template. They are

## **Board of Visitors**

### **Audit, Risk and Compliance Committee Meeting**

February 11, 2025

refining the Nondiscrimination policy in accordance with federal and state civil rights laws.

- The department of Human Resources updated the Civility in the Workplace policy in compliance with DHRM Policy 2.35.
- Research and Innovation has recruited a Research Operations Coordinator who will serve as our Laser and Radiation Safety Officer in compliance with ANSI Z136.1 and NRC regulations.
- Sponsored Programs has developed an Animal Care and Use policy in alignment of the Animal Welfare Act. In addition, the OSP has crafted a Research Misconduct policy in adherence of federal and Sponsor requirements and have modernized the Timely Awards process flow.
- University Compliance has formulated a tracking mechanism to identify the percentage of completed on time compliance-related trainings, submissions, and activities across the organization. In July 2024, Compliance organized and hosted the inaugural virtual collaboration meeting with several VA university Compliance leaders. Additionally, University Compliance and Internal Audit selected an automated process management system.

## **Major Compliance Activities Since Inception**

### **2024**

- Employee Compliance-Related Training
- Supported Student Compliance Related Training Data Collection
- Student Affairs - Drug & Alcohol Biennial Review (continued to 2025)
- Minors on Campus Policy
- HR - Civility in the Workplace Policy
- Policy Management (continued to 2025)
- Research - Animals on Campus
- Campus Police - Clery: CSA Identification and Training
- Laser and Radiation Safety Officer (continued to 2025)
- Ethics Meeting (to be Annual)
- EHS - SPCC Plan
- Organized and hosted INAUGURAL SEMI-ANNUAL virtual collaboration meeting with VA Compliance leaders (invitees: UVA, VCU, VSU, JMU, GMU, ODU, Richmond, VA Tech)

## **Board of Visitors**

### **Audit, Risk and Compliance Committee Meeting**

February 11, 2025

#### **2023**

- ADA – Student Focused: OASIS (Office of Accessibility Services and International Students) Compliance Assessment
- Academic Affairs – Research Misconduct Policy
- OIT Security – Incident Response, Security Assessment and Authorization, and System Information Integrity Policies
- EHS – EHS policy and multiple supporting SOPs
- Facilities - Drivers on Campus Policy and Utility Vehicles and Carts Policy
- Campus Police – Clery Act Compliance Policy (Fire System and Housing Info), and Violence Prevention Committee and Threat Assessment Team Policy

#### **2022**

- Environmental, Health and Safety Compliance Assessment
- OIT: Privacy and Data Security Compliance Assessment
- Researcher Compensation Compliance Assessment
- Academic Affairs - Researcher Compensation Policy
- Researcher Conduct Compliance Assessment
- Began Monthly Compliance Partner Monitoring

#### **2021**

- Developed University Compliance Inventory
- Developed University Compliance Tracking Matrix including Areas of Responsibility, Compliance Partners and Reporting Requirements
- Founded Compliance Alliance
- Developed University Ethics and Compliance Webpages

#### **2025 Inventory Status**

- As of January 16, 2025, an inventory of 432 law/regulation-related compliance requirements applicable to Norfolk State University have been identified.
- 100% of personnel responsible for managing and monitoring compliance with these laws/regulations and submitting required documentation (Compliance Partners) have been identified.
- The division of Finance and Administration has an inventory of 231 compliance obligations that are comprised of 12 units.
- Operations and Institutional Effectiveness compliance obligations total is 141. The division is comprised of 6 units.
- The division of Academic Affairs has 32 compliance obligations from 4 units.

## **Board of Visitors**

### **Audit, Risk and Compliance Committee Meeting**

February 11, 2025

- Student Affairs has an inventory of 18 compliance obligation from 6 units.
- Communications & Marketing department has 2 compliance obligations and the President's Office/Compliance/Ethics has 8 compliance obligations inventoried.

## **2025 – 2026 Compliance Plan and Focus**

### **Compliance Assessment Title**

- Human Resources (and other internal stakeholders):
  - Employment Eligibility Requirements (noted in APA Audit)
    - Candidate selection
    - Background checks
    - I-9's
    - Recruitment packages/documentation
  - Retirement data (noted in APA Audit)
  - Employee separations (noted in APA Audit)
  - Employee classification changes
  - Compensation analysis
- Controller - Comply with Prompt Payment Provisions (noted in APA Audit)
- Student Affairs Compliance Assessments (developing plans with departments)
- University Compliance will formally document Institutional Compliance Assessment Overview, Framework, and Approach
- Academic Affairs Compliance Assessments (developing plans with departments)

### **Ongoing Support**

- Complete Student-Focused ADA Compliance Gap Closure Plan and support closure
- Support implementation of Policy Management platform
- Continue to support closure of compliance gaps on open issues (examples)
  - Environmental, Health and Safety (Confined Space Program, LOTO Audit Corrective Actions, implementation of Hazardous Commodity Disclosure policy)
  - Campus Security Authorities Training
- % On-Time Compliance Related Training Completion
- % On-Time Compliance Submissions

### **Internal Audit**

Mrs. Burgess presented on Leading Practices of an Internal Audit Function which include value, maturity, and hybrid work model and Internal Audit Actions and Trends.



## **Board of Visitors**

Audit, Risk and Compliance Committee Meeting

February 11, 2025

### **Leading Practices of Internal Audit Function**

- **Purpose**  
The Internal Audit function encompass Governance Framework, Assurance Framework, and the Audit Charter, which outlines the objectives, scope, and responsibilities.
- **Position**  
The OIA remains independent from management to establish authority and reporting lines, the organizational structure, and the internal profile and its impact on the business.
- **Process**  
The key steps in an audit process are Risk Assessment and Planning, Audit Execution, Issue Follow-up, and Technology and Tools.
- **People**  
The Internal Audit personnel are governed by resource management, performance management, training and competence, as well as communication and knowledge management.
- **Performance**  
The key metrics are measured by Quality Assurance, Monitoring, Relationship Management, and Reporting

### **How IA drives value**

- **Respected leadership**  
Direct board access and working relationships with executives
- **Not just regulations**  
Greater scrutiny of emerging risk areas, add value to the business and bring insight to management
- **Add value up front**  
Increased involvement in strategic projects and advise on risk management up front
- **Greater focus on challenges**  
Include non-traditional risk areas in operations, finance, security, privacy and technology risk management

## Board of Visitors

### Audit, Risk and Compliance Committee Meeting

February 11, 2025

- **Talent expertise and development**

Expertise in subject matter areas and fosters leadership development

- **Optimize process and technology**

Seamless use of data analytics, visualization and other leading practices in security and technology

### Office of Internal Audit Maturity Model

<b>ELEMENT</b>	<b>OIA</b>
<b>Perspective</b> Focus on the past	Focus on present with a retrospective look back to the past
<b>Style</b> Trusted advisor (auditing and consulting)	Fact finder and key recommendations
<b>Planning/Risk Focus</b> Enterprise risk-focused audit plan (full spectrum of risks)	Risk-based audit plan (Operational, compliance and financial risks)
<b>Leadership Authority</b> CAE/Member of management	IA Director
<b>Reporting Lines</b> Audit Committee	ARC Chair
<b>Objective and Mandate</b> Enterprise risk assurance	Assurance on internal control systems and compliance
<b>IT Auditing</b> Consulting to improve IT infrastructure	GC's security, applications
<b>Fraud Prevention and Detection</b> Proactive	Reactive and Proactive
<b>Governance</b> IA as advisor/facilitator	Participant
<b>Technology</b> Advanced use of technology and continuous assurance approach	Automated workpapers and proficient use of tech for data analysis
<b>Results</b> Dynamic Reporting	Assurance on key findings and units

- Audit utilizes a hybrid work model to provide assurance services for Norfolk State University. The model is designed to blend full time professional staff with co-sourced professionals from regional firms that bring specialized expertise to execute specific audit engagements such as Information Technology and Quality Assessment Reviews.

## Board of Visitors

### Audit, Risk and Compliance Committee Meeting

February 11, 2025

- The Information Technology Auditor has been selected and joined NSU as January 27, 2025.

### Actions and Trends

- **Corrective Action Status**

- OBS - 0
- MRA – 8 (open – 7/closed 1)
- MRIA – 57 (open – 27/closed 30)

- **Hotline Trends**

- Job Performance – 3 (2024 – 2 | 2023 – 1)
- Compensation – 4 (2024 – 3 | 2023 – 1)
- Abuse of Authority – 6 (2025 – 2 | 2024 – 2 | 2023 – 2)
- Waste – 3 (2024 – 1 | 2023 – 2)
- Improper Hiring – 2 (2024)
- Misrepresentation – 2 (2025)

- **Corrective Action Aging Report**

- There are a collective of 5 aging audit reports in the areas of:
  1. LOTO
  2. Property
  3. Export Controls
  4. PreAwards
  5. Employment
- MRIA – 27
- MRA – 7
- OBA - 0

## 5. Closed Meeting – Pursuant to Section 2.2-3711 – A - 1, 7, and 8 of the Code of Virginia

Mr. Dwayne B. Blake read the following motion, seconded by The Honorable James W. Dyke, Jr., and with a 4-0 Roll Call Vote the Board unanimously approved.

Motion by Mr. Dwayne B. Blake

Pursuant to Section 2.2-3711 – A - 1, 7, and 8 of the Code of Virginia, for the following purposes, pursuant to the noted subsections:

(1) personnel matters regarding 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

## **Board of Visitors**

### **Audit, Risk and Compliance Committee Meeting**

February 11, 2025

(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 that any non-committee member of the NSU Board of Visitors be permitted to attend virtually, in person or by phone, to listen in the Closed Meeting; but not participate or vote;

**and further, that the following remain for or attend when called the Closed Meeting.**

the President

University Council

Chief Audit Executive

Chief Compliance Officer

VP for Operations and Chief Strategist for Institutional Effectiveness

Vice President for Student Affairs

Dean of Students, and

VP/Chief Financial Officer, Finance and Administration

## **6. Reconvene Open Meeting**

Mr. Blake read the following motion, and with a 3-0 Roll Call Vote the Board unanimously approved.

Motion by Mr. Dwayne B. Blake

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. Public Comment**

No public comments were made at this meeting.

**Board of Visitors**

Audit, Risk and Compliance Committee Meeting

February 11, 2025

**8. Adjournment**

There being no further business, Mr. Dwayne B. Blake adjourned the meeting at 10:45 a.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, Executive  
Assistant to Audit and Compliance

**Board of Visitors**

Audit, Risk and Compliance Committee Meeting

February 11, 2025

**NSU BOV AUDIT, RISK AND COMPLIANCE COMMITTEE****ROLL CALL VOTE****FEBRUARY 11, 2025**

<b>Item</b>	<b>Dr. Harold Watkins, II  (Chair)</b>	<b>The Honorable James Dyke, Jr.</b>	<b>Mr. Gilbert Bland</b>	<b>Mr. Dwayne B. Blake</b>	<b>Mr. Edward Sanders</b>	<b>Mr. Conrad Mercer Hall</b>	<b>Dr. Katrina Chase  (Complete Quorum)</b>	<b>Totals</b>
<b>Quorum</b>	Virtual	Yes	Virtual	Yes	Virtual	Yes	Yes	4-0
<b>Recommend Approval of Electronic Participation</b>	V	Yes	V	Yes	V	Yes	Yes	4-0
<b>Approval of the Minutes</b>	V	Yes	V	Yes	V	Yes	Yes	4-0
<b>Motion to go into Closed Meeting Pursuant to 2.2- 3711 – A - 1, 7, and 8 of the Code of Virginia</b>	V	Yes	V	Yes	V	Yes	Yes	4-0
<b>Motion for Open Meeting</b>	V	-	V	Yes	V	Yes	Yes	3-0
<b>Adjourned</b>	V	-	V	Yes	V	Yes	Yes	3-0

- Bonisha Townsend-Porter, Senior Associate Vice President for Student Affairs, proxied for Dr. Brown during closed session.
- The Honorable James Dyke, Jr. departed after closed session.