

BOARD OF VISITORS
AUDIT, RISK AND COMPLIANCE COMMITTEE MEETING MINUTES
April 13, 2022

1. Call to Order/Establish Quorum

Bishop Kim Brown, Chair, called the Audit, Risk, and Compliance Committee meeting to order at approximately 12:41 p.m. and a quorum was established with a 4-0 roll call.

Committee Members

Bishop Kim W. Brown, Chair
Ms. Heidi W. Abbott
Dr. Terri L. Best
Dr. Deborah M. DiCroce (Virtual participation)
Mr. Delbert Parks
Dr. Harold Watkins

Committee Members Absent

Ms. Joan G. Wilmer

NSU Administrators and Staff

Dr. Javaune Adams-Gaston, President
Ms. Tanya S. White, Chief of Staff
Mrs. Derika L. Burgess, Chief Audit Executive
Dr. Dawn Hess, Chief Compliance Officer
Ms. Inda Walker, Clerk to the University President and Liaison to the Board of Visitors
Mr. Christopher Gregory, Office of Information Technology
Mr. Obie Smith, Operations Manager, Office of Information Technology

Participant – Student Representative to the Board

Mr. Jaylin Drewry, SGA President*

Counsel Present

Ms. Pamela F. Boston, University Counsel and Senior Assistant Attorney General
Mr. James Wright (virtual)

2. Recommend Approval of Electronic Participation

The Committee unanimously approved the electronic participation for Dr. DiCroce.

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3. Approval of the Minutes

The Committee unanimously approved the Audit, Risk and Compliance Committee minutes for February 17, 2022.

4. Discussion Items

University Compliance

Summary: Dr. Hess presented a year-end 2021 Compliance Matters summary and recommended an annual year-end summary review. For calendar year 2021, there was a total of twenty compliance items reviewed. It is likely that the number and scope of compliance matters for year-end 2021 may not be a solid baseline for next year's comparison as 2021 was a year of Compliance Program development.

Maturity: Dr. Hess suggested that we measure the maturity of our Compliance System annually or at least every two years. To do so, NSU has adopted the Compliance Capability Maturity Model developed by Clemson and Northeastern Universities which allows organizations to self-assess their Compliance Program against recognized standards. By adopting this model and measuring progress in our overall Compliance Program, focusing on integration of the Compliance Program into organization processes, NSU we will be able to measure system maturity and readily identify next steps to advance our Compliance Program.

Areas assessed:

- Governance and Structure
- Policies
- Training and Communication
- Compliance Assessments
- Monitoring

Compliance Assessments for 2022-2023 were identified based on the area's potential impact to the institution, likelihood of a compliance concern, and current management capability in the area:

- Environmental Health and Safety & Risk Management, and Buildings Services and Grounds
- Researcher Compensation and Misconduct
- Privacy & Data Security (Cyber)

Assessment focus areas are:

- Oversight and Accountability
- Regulatory Reports
- Compliance Management
- Key Concerns

5. Closed Meeting – Pursuant to §2.2-3711A.1, 4, 7 and 8, Code of Virginia

The following Closed Meeting Motion was read by Mr. Delbert Parks and seconded by Mrs. Heidi Abbot, with a majority 5-0 roll call vote.

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(1) and (4): To discuss personnel matters, including more specifically, appointment, promotion, performance, salaries, of specific employees, and evaluation of performance of departments or schools where such evaluation will necessarily involve discussion of the performance of specific individuals and certain university employees; and

(7) and (8): Consultation with legal counsel regarding specific matters requiring the provision of legal advice 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, including more specifically for legal counsel to give a status update on pending and potential litigation of which the Board should be made aware; along with any necessary consultation with legal counsel regarding matters noted in this motion; and further that the following remain for or attend, when called, the Closed Meeting: President, University Counsel, and Chief Audit Executive.

6. Open Meeting

The Committee having reconvened in open session took a 5-0 Roll Call vote on certification that having reconvened in Open Meeting, 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 Bishop Brown adjourned the meeting at 2:07 p.m. with a 5-0 Roll Call Vote and the Committee unanimously agreed.

Respectfully submitted,

Inda Walker, Board Liaison

Bishop Kim W. Brown, Chair
Audit, Risk and Compliance Committee

