

COMMITTEE ON AUDIT AND COMPLIANCE
February 5, 2015
9:45 – 11:00 a.m.
Board Conference Room - Blow Memorial Hall

John Charles Thomas, Chair
Leigh A. Pence, Vice Chair

- I. Introductory Remarks – Judge Thomas
- II. Approval of Minutes – November 19, 2014
- III. Report from Auditor of Public Accounts – Brad Hypes
- IV. Report from Director of Internal Audit – Kent B. Erdahl
- V. Report from Chief Compliance Officer – Kiersten L. Boyce
- VI. Closed Session (if necessary)
- VII. Discussion
- VIII. Adjourn

COMMITTEE ON AUDIT AND COMPLIANCE
MINUTES – NOVEMBER 19, 2014

MINUTES
Committee on Audit and Compliance
November 19, 2014
Board Conference Room—Blow Memorial Hall

Attendees: John Charles Thomas, Chair; Ann Green Baise; John E. Littel; Christopher M. Little. Others present: Kiersten L. Boyce, Kent B. Erdahl, Samuel E. Jones, Debra Kaufman, Jennifer B. Latour, Deborah A. Love, Anna B. Martin, Sarah E. Melchior, Brian W. Whitson, Sandra J. Wilms and other William & Mary and Richard Bland staff.

Chair John Charles Thomas called the meeting to order at 1:30 p.m.

Recognizing that a quorum was present, Judge Thomas asked for a motion to approve the minutes of the meeting of September 25, 2014. Motion was made by Ms. Baise, seconded by Mr. Little and approved by voice vote of the Committee.

Judge Thomas asked Chief Compliance Officer Kiersten Boyce for her report. Ms. Boyce stated that Title IX activity continues to be an area of focus. She also reported that Associate Vice President for Government Relations Fran Bradford has been appointed to a recently formed Governor's Task Force on Combatting Sexual Violence, specifically as part of the prevention subcommittee.

Ms. Boyce advised that President Reveley has assembled a William & Mary task force to address these issues: the Task Force on Preventing Sexual Assault & Harassment. Vice President for Student Affairs Virginia Amber chairs this committee.

Judge Thomas inquired about the Federal investigation into Title IX and Ms. Boyce advised that a report timeline is undetermined. Ms. Baise inquired about a central repository of best practices and whether the College could identify practices that others are utilizing. Ms. Boyce confirmed that university staff research best practices and consider them for adoption at William & Mary.

Ms. Boyce described The Haven, a gathering space for support for those impacted by sexual violence and harassment recently opened in Room 166 of the Campus Center. The Haven has been very well received by the students and initial support seems very positive. A brief discussion ensued.

Ms. Boyce briefed the Committee on recent activities to raise employee awareness of the compliance and ethics program and of key policies and procedures.

Next, Judge Thomas asked Director of Internal Audit Kent Erdahl for his report. Mr. Erdahl first discussed the 2015 Internal Audit Plan development process. He described both the qualitative and quantitative inputs used to develop the proposed audit plan. Mr. Erdahl indicated that the plan will be re-evaluated during the year and adjusted to reflect the current risk profile.

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Mr. Erdahl next discussed certain audits included in the draft plan, including the rationale for inclusion. Committee members commented on the scope of the plan and Mr. Erdahl stated that the plan is aggressive, but reasonably achievable. To promote efficiency, Mr. Erdahl described the importance of on-going communication with the audit staff during the audit process.

Mr. Erdahl then provided a status update on current audit activities including the Richard Bland College internal control review. He proposed that the audit be divided into two phases, with the first phase nearing completion. He also commented on the cash handling and conflict of interest reviews.

Mr. Erdahl described the follow-up reporting process and discussed the follow-up activity performed. A brief discussion ensued.

Judge Thomas moved that the Committee on Audit and Compliance of the Board of Visitors of the College of William and Mary convene in closed session for the purpose of discussing specific personnel matters, and to discuss internal investigations, which discussion will include discussion of personnel matters including performance or discipline of specific employees and which will involve the disclosure of information contained in a scholastic record of one or more students, and for consultation with legal counsel regarding specific legal matters, as provided for in Section 2.2.-3711.A.1., 2., and 7., of the Code of Virginia. Motion was seconded by Ms. Baise and approved by voice vote of the Committee. Observers were asked to leave the room and the Committee went into closed session at 2:10 p.m.

The Committee reconvened in open session at 2:50 p.m. Judge Thomas reviewed the topics discussed in closed session and moved the adoption of the **Resolution** certifying that the closed session was held in accordance with the Freedom of Information Act. Motion was seconded by Mr. Littel and approved by roll call vote conducted by Secretary to the Board Michael Fox. (Certification **Resolution** is appended.)

Judge Thomas asked for a motion to approve **Resolution 8**, Approval of 2015 Internal Audit Work Plan. Motion was made by Ms. Baise, seconded by Mt. Little and approved by voice vote.

There being no further business, the Committee adjourned at 2:51 p.m.

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CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors Committee on Audit and Compliance has convened a closed session on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, §2.2-3712.D. of the Code of Virginia requires a certification by this Committee that such closed session was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED, That the Committee on Audit and Compliance, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this certification applies, and (ii) only such public business matters as were identified in the motion convening the closed session were heard, discussed or considered by the Committee on Audit.

VOTE

AYES: 4

NAYS: 0

ABSENT DURING CLOSED SESSION:



John Charles Thomas

Chair

Committee on Audit and Compliance