

OLD DOMINION UNIVERSITY  
BOARD OF VISITORS  
AUDIT, COMPLIANCE, AND HUMAN RESOURCES COMMITTEE

September 15, 2022  
MINUTES

The Audit, Compliance, and Human Resources Committee of the Board of Visitors of Old Dominion University met at 9:00 a.m. in the Board Room of the Kate and John Broderick Dining Commons. Present from the Committee were:

Armistead Williams, Chair  
R. Bruce Bradley (*ex-officio*)  
Robert A. Broermann  
Peter Decker, III  
Brian K. Holland  
P. Murry Pitts (*ex-officio*)  
Wei Yusuf (*Faculty Representative*)  
Antra Patel (*Student Representative*)

Absent from the Committee: Maurice D. Slaughter, Vice Chair  
Larry R. Hill  
Toykea S. Jones

Also present from the Board: Jerri Dickseski  
Kay Kemper

Also present:

Brian O. Hemphill	Donna Meeks
Chad A. Reed	Alicia Monroe
Austin Agho	September Sanderlin
Bruce Aird	Ashley Schumaker
Alonzo Brandon	Garrett Shelton
Leigh Comsudis	Amanda Skaggs
Gail Dodge	Don Stansberry
Nina Gonser	Rusty Waterfield
Jaime Hunt	Rob Wells
Casey Kohler	Allen Wilson
Maggie Libby	

The Chair called the meeting to order at 9:00 a.m.

A. **Approval of Minutes** – Mr. Pitts moved to approve the minutes from the June 2, 2022, meeting as presented. Mr. Decker seconded the motion. The minutes were unanimously approved by all members present and voting. (*Bradley, Broermann, Decker, Holland, Pitts*)

B. **Report from the Chief Audit Executive** – Ms. Amanda Skaggs.

1. Ms. Skaggs briefed the Committee on the Audit and Compliance Committee Charter which lays out the responsibilities in greater detail than what is included in the By-Laws. It was explained that annually at the September meeting the Committee affirms that the responsibilities are current and accurate, and they have been performed for the prior fiscal year. It was noted that edits will need to be made with the expansion of this Committee to incorporate Human Resources. The key responsibility of this Committee is oversight of the Internal Audit function. This past year activities included meeting four (4) times, hearing project updates, and receiving completed audit reports including the status of open audit issues at every meeting. The Committee reviewed the University Audit Department Charter last September along with modifying the FY2022 Audit Plan and approving the FY2023 Audit Plan. This Committee also has oversight of financial reporting and the financial statements, as well as being informed in any critical accounting issues. In June, the Committee heard from the Audit of Public Accounts, and they shared the results of the FY2021 Financial Statement Audit. This Committee also has the responsibility for compliance, including receiving reports on compliance. Audit reports that were shared over the year included results from auditing controls and compliance requirements. Lastly, the Committee is responsible for reporting and assessment including reporting to the Board of Visitors, assessing the adequacy of the Charter annually and confirm annually that all responsibilities outlined have been carried out including the chair evaluating the performance and individual member participation. Chair reports were shared with the full Board for each Committee meeting. A discussion was held last September regarding the responsibilities of the Committee. The Charter was also reviewed and updated. Ms. Skaggs noted she conferred with the prior Committee Chair, and she reported that every Committee member met her expectations for participation.

Mr. Decker made the motion that the Committee affirm it has met its responsibilities under the Audit and Compliance Committee Charter for the prior fiscal year. Mr. Pitts seconded the motion, and it was unanimously approved by all members present and voting. (*Bradley, Broermann, Decker, Holland, Pitts*)

2. Internal Quality Assurance Improvement Program – Ms. Skaggs briefed the Committee on the following topics:
  - a. FY2022 Program Results – Ms. Skaggs reported that an internal review was performed and that the University Audit Department generally conforms, which is the highest of the three possible outcomes.

- b. Annual Independence Confirmation – Ms. Skaggs highlighted the importance of independence being objective and free from undue influence and affirmed that the dual reporting structure of direct reporting to the Committee and administrative reporting to the President affords the University Audit Department with the independence required.
- c. Proposed Revisions to the Board of Visitors’ Policy #1610 – Charter of the University Audit Department. Ms. Skaggs briefed the Committee on the minor revisions to the Policy.

Mr. Pitts moved to approve the edits to the Board of Visitors’ Policy #1610 as presented. Mr. Broermann seconded the motion, and it was unanimously approved by all members present and voting. (*Bradley, Broermann, Decker, Holland, Pitts*)

- 3. Open Audit Projects -Ms. Skaggs then discussed the Open Audit Projects with the Committee that included:
  - a. University Libraries
  - b. Athletic Business Office
  - c. College of Sciences
  - d. Housing and Residence Life
  - e. Desktop Management
  - f. Office of the President FY2022 Expenditures
  - g. Police Department Fiscal Activities FY2022
  - h. Enterprise Data Storage and Recovery
  - i. Special Projects and Other Activities
- 4. Activity and Status of Open Audit Issues Since May 2022 – Ms. Skaggs reported the University Audit Department was tracking 58 open audit issues during this reporting cycle with 5 being noted as complete, 37 in progress and 16 planned.

- C. **Closed Session** – Mr. Broermann moved that this meeting be recessed in Closed Session to discuss the performance of specific departments where such evaluation will necessarily involve discussion of the performance of specific individuals as permitted by the Code of Virginia Section 2.2-3711(A)(1) and to discuss specific cybersecurity threats or vulnerabilities as permitted by the Code of Virginia Sections 2.2-37(A)(19). Mr. Bradley seconded the motion, and it was unanimously approved by all members present and voting. (*Bradley, Broermann, Decker, Holland, Pitts*)

Present in Closed Session were: Ms. Skaggs, Dr. Williams, Mr. Bradley, Mr. Pitts, Mr. Broermann, Mr. Decker, Mr. Holland, Ms. Dickeski, Mr. Reed, Dr. Hemphill, Ms. Schumaker, Mr. Wilson.

The Committee reconvened in Open Session. The Chair read the FOIA Certification statement: “Any person who believes that the Committee discussed items, which were not specifically exempted by law or not included in the motion, must now state where they believe there was a departure from the law or a departure in the discussion of matters

other than that stated in the motion convening the closed session. I shall now take a vote of the Committee that assert that only lawfully exempted matters and specifically only the business matter stated in the motion convening the Closed Session were discussed during the Closed Session. When the roll call vote is taken, all those who agree say “aye”; all those who disagree say, “nay”.” The motion was unanimously approved by roll call vote of all members present and voting. *(There were six “aye” votes, no “nay” votes were given.)*

**D. Succession Planning Report** – Vice President September Sanderlin briefed the Committee on Human Resources Overview and the Annual Old Dominion University State Succession Planning Report.

Mr. Bradley asked if there is succession planning in Administration and Finance. Mr. Reed responded not as well planned as those studied for Human Resources’ report at this time.

President Hemphill said Ms. Sanderlin is prepared to discuss succession planning at an upcoming President’s Cabinet meeting and she will then brief the Committee with the full succession plan for executive level positions across campus at the December meeting.

Mr. Bradley asked if there are exit interviews with voluntary exits from the University? Vice President Sanderlin responded yes; classified employees can share their experiences via a computer link provided by the State, but currently ODU has not received any. Ms. Sanderlin said she will report back to the Committee at the December meeting regarding the future plans for exit interviews.

Mr. December moved to adjourn the meeting; Mr. Pitts seconded the motion, and it was unanimously approved by all members voting and present. *(Bradley, Broermann, Decker, Holland, Pitts)*

There being no further business, the meeting was adjourned at 9:55 a.m.