

**OLD DOMINION UNIVERSITY  
BOARD OF VISITORS  
Audit, Compliance, and Human Resources Committee**

**September 14, 2023**

**MINUTES**

The Audit, Compliance, and Human Resources Committee of the Board of Visitors of Old Dominion University met on Thursday, September 14, 2023, at 10:00 a.m. in the Board Room of the Kate and John Broderick Dining Commons. Present from the Committee were:

Robert S. Corn, Chair  
Ross A. Mugler, Vice Chair  
R. Bruce Bradley (*ex-officio*)  
P. Murry Pitts (*ex-officio*)  
Andrew Hodge  
Elza Mitchum  
Steve Hsiung (*Faculty Representative*)

Absent from the Committee: n/a

Also present from the Board: Kay A. Kemper  
Juan M. Montero, II  
Rick Wyatt  
Keshav Vermani (*Student Representative*)

Also present were:

Brian O. Hemphill, President	Donna Meeks
Austin Agho	Alicia Monroe
Ashleigh Boothe	Chad Reed
Alonzo Brandon	September Sanderlin
Nina Rodriguez Gonser	Ashley Schumaker
Jaime Hunt	Amanda Skaggs
Brandi Hephner LaBanc	Allen Wilson

Chairman Robert S. Corn, called the meeting to order at 10:16 a.m.

- A. **Approval of Minutes** – Upon a motion made by committee Chairman Corn and duly seconded, the minutes of the Audit, Compliance, and Human Resources Committee meeting held on June 15, 2023 as presented were approved by all members present and voting (*Corn, Mugler, Bradley, Pitts, Hodge, Mitchum*).
- B. **Report from University Audit Department** – Ms. Amanda Skaggs, Chief Audit Executive, presented the University Audit Department report. Ms. Skaggs reviewed the responsibilities of the Committee which includes oversight of the internal audit function (review audit plans, activities and staffing of the audit function, appointment, replacement and dismissal of the Chief Audit Executive, making sure Audit is operating effectively and not restricted or limited, responsible for being informed, receiving reports including monitoring the timeliness of corrective actions taken by management), oversight of financial reporting and statements, oversight of the University’s compliance function, human resources responsibilities (receiving policy updates, reviewing succession planning, reviewing employee census data and receiving updates on mandatory reporting requirements. Lastly, the committee is responsible for regularly reporting to the full board about committee activities, reviewing the Committee charter and confirming annually that all responsibilities outlined in the charter have been carried out.
1. **Committee Charter**- Ms. Skaggs shared the prior year’s activities for the committee to be able to affirm they met their responsibilities. The committee met four times and at each meeting heard project updates, the current status of open audit issues, received, and outcomes from complete audit reports. The committee also reviewed BOV policy #1610 relating to the University Audit Department Charter, received the risk assessment process results and approved the audit plan. In December, the red flag rule was shared by VP Reed. In April, the Auditor of Public Accounts shared the financial statements audit results. At the June meeting, VP Sanderlin shared human resources policy updates. Annual succession planning goals were shared at the September and December meetings along with employee census data. Annual updates on reporting requirements were shared at the board retreat and during the December meeting as it relates to employee turnover. Chair reports were shared with the full board for each committee meeting.
  2. **Motion Regarding Affirmation of Audit, Compliance and Human Resources Committee Charter Responsibilities**- Mr. Chairman, I move to affirm that the Committee has met its responsibilities under the Audit, Compliance, and Human Resources Committee Charter for the prior fiscal year. The Chair motioned and it was seconded, all members were in favor and the motion passed.
  3. **Internal Quality Assurance Improvement Program**- Ms. Skaggs shared on the results of the FY2023 self-review process formally known as the Quality

Assurance Improvement Program (QAIP). This process covers many facets notably supervisory controls, quality of audit program and workpapers, adherence to the Audit Charter, and receiving continuing education. The program also assesses the efficiency and effectiveness of audit and identified opportunities for improvement. This year revisions were made to the Audit Department manual and to the standardized audit steps. Ms. Skaggs also shared one of their metrics which is to effectively follow-up with department management to achieve a closure of 80% of all corrective action plans within a year and half of submission that fully address the risk and concerns raised during the audit. They closed 21 of 37 (57%) during FY23, last year they were at 82%. However, Ms. Skaggs shared it doesn't negate the risk mitigation value of actions taken. They closed some longstanding open items. The Audit Dept. is working with VPs across campus to close the open items. They are looking to improve the metric. Overall, this year's results for the QAIP are that they "generally conform" which is the highest of the three possible rating options for the internal assessment.

4. Annual Independence Confirmation – Ms. Skaggs highlighted the importance of being organizationally independent and 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.
5. Status of Open Audit Issues Since June 2023- Ms. Skaggs then discussed the Open Audit Projects with the Committee that included:
  - a. Housing and Residence Life (HRL) – Reporting
    1. In addition, internal compliance requirements that are applicable to all university units, we focused on unique HRL processes to include camps and conferences contracts, electronic door access, physical keys to dorm rooms, residence hall fire drills and safety checks, contract administration, employee housing arrangements, and revenue deposits and fees charged.
  - b. Athletics Business Office – Fieldwork
    1. Audit work remains in the areas of budget management, contract administration, employee leave time take, purchases, scholarships and temporary payments.
  - c. Enterprise Data Storage and Recovery – Survey
  - d. Salesforce TargetX – Customer Relationship Manager – Survey
  - e. College of Engineering and Technology – Survey
  - f. Student Financial Aid – Survey
  - g. Onboarding Processes (Classified and AP Faculty) – Survey

1. A survey tool was sent out to assess the Onboarding processes. HR partnered to work on this audit to improve and benchmark with other institutions regarding onboarding classified and AP faculty.
  - h. Office of the President FY2023 Expenditures – Planning
  - i. Police Department Fiscal Activities FY2023 – Planning
  - j. Special Projects and Other Activities
  - k. Following a question from the committee, Ms. Skaggs shared annual risk assessment process for auditable entities across campus and IT systems and process. There are many components and surveys are also used to solicit information and financial implications and how they align with strategic plan. When was the last time they were audited also goes into deciding which systems, processes and departments to propose for the audit plan.
6. Status of Open Audit Issues Since June 2023 – Ms. Skaggs reported the status of the 38 open audit issues, 3 are closed, 30 are in progress and 5 are planned. They color code the issue based on status, not based on risk. It was shared that most fall in moderate category, the longer the issue goes unaddressed the higher risk there could be. Mr. Bradley suggested when there is an original due date, they could consider out of compliance category so the Board can see which are of the most concern. Ms. Skaggs said President Hemphill has recently discussed doing this and bringing in front of cabinet members to help move the needle. To share with the committee, they could share top five that are concerning. President Hemphill has asked for a red flag report once a month to look at carefully with his cabinet.
- C. Closed Session –Mr. Mugler 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), subsection (1). The motion was duly seconded and approved by all members present and voting (*Corn, Mugler, Bradley, Pitts, Hodge, Mitchum*).

In addition to the Committee members in attendance, the following individuals were in attendance during the closed session: President Hemphill, Vice President Reed, Ms. Skaggs, Ms. Schumaker, and Mr. Wilson.

- D. Reconvene in Open Session and FOIA Certification – At the conclusion of Closed Session, the Chair reconvened the meeting and the following Freedom of Information Act Certification was read: “Any person who believes that the Board 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 roll call vote of the Board. All those who agree that only lawfully exempted matters and specifically only the business matters stated in the motion convening the closed session

were discussed in closed session say “aye.” All those who disagree say “nay.” The certification was approved by roll call vote (*Ayes: Corn, Mugler, Bradley, Pitts, Hodge, Mitchum; Nays: None*).

**E. Report from the Vice President for Human Resources, Diversity, Equity, and Inclusion** – VP September Sanderlin briefed the Committee on the following annual workforce updates and AP Faculty appointments:

1. Annual Workforce Plan- The strategic workforce plan is annual and uses analytics to identify current and future workforce needs, risks and challenges. VP Sanderlin briefed the committee on the succession planning report from last year and then talked about looking at senior levels as it relates to succession planning. VP Sanderlin shared that it's in the Code of VA to require every agency to have a workforce plan. Every agency is required to use analytics to look at trends and risks to make decisions according to that. Key data points are census data, demographics and turnover rates. As it relates to census data, based on August 31, 2023 pay records showed 3,047 full-time ODU employees including T&R, AP, adjunct and classified and wage employees. Take into consideration gender demographics, University gender data showed 44% male, 46% female, VP Sanderlin also broke down into ethnicity, and gender and ethnicity data. Another workforce plan aspect reported to the state are the number of classified employees with disabilities. The report shared showed 40.4% (395 people) of classified employees reported a disability. There are 24 employees with disabilities in a leader or supervisory role. Eleven employees are veterans with disabilities. Generational data is shared based on faculty and staff numbers. Most fall into 22.79% baby boomers, 37.99% gen x and 34.17% millennials. Each generation treats work with different priorities. VP Sanderlin also shared turnover data for AP, Classified and Teaching and Research faculty (T&R). There was a spike in '22 & '23, rebounding from the pandemic, and certain work modalities that changed. She shared that there was a slight decrease from '22 to '23, in addition, Classified is less than AP in '23. A committee member asked how our turnover rate relates to other schools. VP Sanderlin shared ODUs are ticking a little higher than others, but overall trajectory is about the same. VP Sanderlin briefed the committee on Succession planning. It has been determined that it would be senior-level planning, directly reporting to the President or VP, required in emergency response, dotted line to BOV, and in most cases has direct reports. They took off responsible for budgets, refer to them as senior-level positions under the scope. The work related would be treated as presidential working papers. The projections are for those eligible now and in five years. At this time all VP areas and athletics have met with HR. VP Sanderlin discussed the importance of having bench strength. Single source of failure is also included in planning; where we can protect ourselves if one person handles something important. In the succession planning meetings, they spoke candidly. Looked at responses, does the talent not exist and do we need to look into that. Retirement projections compared from the University with senior-level positions, looking at '22, senior level positions had a big uptick, now in '23 we have a more favorable level of numbers comparatively.

- F. **Administrative and Professional Faculty Appointments**- VP Sanderlin shared with the Board 50 AP Faculty appointments. (This is the second time the Board has reviewed AP Faculty appointments.) There is a motion, seconded, all in favor. Presiding chair, Corn, made a motion to approve the 50 AP Faculty appointments. The motion was duly seconded and approved by all members present and voting (*Corn, Mugler, Bradley, Pitts, Hodge, Mitchum*).

**Adjournment** - There being no further business, the meeting adjourned at 11:09 a.m.