Open and Closed Session Minutes

Present
Joe L. Price, Chair
Catherine P. Bessant
Martin L. Brackett
Theresa J. Drew
Karen A. Popp

Staff /Guests in Attendance
Philip L. Dubois, Chancellor
David Broome, Vice Chancellor and General Counsel
Susan Burgess, Director of Compliance
Julie Earls, Staff Auditor
Sarah Edwards, Assistant General Counsel
Dawn Floyd, Title IX Coordinator
Beth Hardin, Vice Chancellor for Business Affairs
Diana Hill, Staff Auditor
Joan Lorden, Provost and Vice Chancellor for Academic Affairs
Catherine Mitchell, Legal Intern
Krista Newkirk, Chief of Staff and Assistant Secretary to the Board
Tara Pritchett, Staff Auditor
Raheel Qureshi, Staff Auditor
Jennifer Ward, Liaison to the Board of Trustees and the Chancellor’s Cabinet

Mr. Price called the meeting to order and reminded Committee members of their duty to avoid conflicts of interest and appearances of conflicts of interest under the State Government Ethics Act, in accordance with Chapter 138A of the North Carolina General Statutes, and advised the Committee members to notify him immediately if anyone should become aware of a conflict of interest or the appearance of a conflict of interest during the meeting. No conflicts of interest were reported.
Approval of Minutes. Mr. Price requested action on the minutes of the April 3, 2014, Audit, Compliance, and Enterprise Risk Management Committee meeting.

Action. On a motion by Ms. Popp, seconded by Ms. Bessant, the Committee approved the April 3, 2014, minutes.

Internal Audit Update. Mr. Qureshi introduced himself and staff auditors Julie Earls, Diana Hill, and Tara Pritchett, and noted that Mr. York was unable to attend the meeting. Mr. Qureshi updated the Committee on the Annual Audit Plans for Fiscal Year 2015 to Fiscal Year 2018 and asked the Committee to ratify the plans. Mr. Price requested a motion to ratify the Annual Audit Plans for Fiscal Year 2015 to Fiscal Year 2018.

Action. On a motion by Ms. Bessant, seconded by Ms. Popp, the Committee ratified the Annual Audit Plans for Fiscal Year 2015 to Fiscal Year 2018.

Mr. Qureshi noted that the Committee had previously reviewed revisions to the Internal Audit Charter and he requested formal approval of the revised Charter. Mr. Price requested a motion to approve the Internal Audit Charter.

Action. On a motion by Ms. Popp, seconded by Ms. Drew, the Committee approved the Internal Audit Charter.

Mr. Qureshi updated the Committee on the Annual Audit Plan for Fiscal Year 2015 and reviewed the department’s Fiscal Year 2015 Balanced Scorecard. Mr. Qureshi reviewed Key Performance Indicators established by the University of North Carolina General Administration and noted that all University of North Carolina campuses are required to address the Key Performance Indicators in their reporting. Mr. Price asked whether a peer review of all the UNC campuses will be available and Mr. Qureshi indicated that the General Administration will produce a system-wide report. Mr. Qureshi presented a summary of Internal Audit Reports issued since the April 2014 Board of Trustees meeting. Mr. Qureshi also presented an Internal Audit Status Report of Active Findings and noted that Internal Audit has improved its processes to help resolve audit findings more quickly. Ms. Bessant asked about procedures that are followed when a repeat audit reveals the same finding as an initial audit, and Mr. Qureshi stated that Internal Audit staff review open findings monthly to ensure that findings are corrected in a timely manner. Mr. Qureshi noted that an informative article titled “Compliance Overload: 5 Steps to Taming the Beast” was available in the Committee boardbook.

Compliance Update. Mr. Broome introduced Susan Burgess, the new Director of University Compliance. Chancellor Dubois stated that once Ms. Burgess has become more established in her role at the University she will begin presenting a status report at meetings of the Audit, Compliance, and Enterprise Risk Management Committee.

Special Committee Recommendations—Status Update. Ms. Newkirk presented a benchmark chart listing the recommendations of the Board of Trustees Special Committee on Compliance and Risk Management and reviewed the status of the University’s actions in response to the recommendations.
Title IX, the Violence Against Women Act, and White House Guidance (Orientation). Ms. Floyd and Ms. Edwards presented an overview of the requirements of Title IX, the Violence Against Women Act, and related White House guidance. Ms. Floyd discussed Title IX training for “responsible employees.” Ms. Popp commented on the definition of a responsible employee in the context of Title IX, and Mr. Brackett noted that experience and training are both important to employees who will be involved in Title IX reporting and hearings. Ms. Floyd noted that she and Ms. Edwards are providing training to the Cabinet and will provide training to hearing panels as well as to the Board of Trustees when it is required to hear an appeal of a Title IX case. Ms. Floyd noted that she is trying to ensure that the individuals involved in Title IX-related processes represent the University’s diverse population. Ms. Floyd and Ms. Edwards noted that the Committee’s materials contained a detailed chart showing UNC Charlotte’s response to current and pending key requirements under Title IX and related laws and regulations as well as best practices that the University has adopted. Because of time constraints, Ms. Floyd and Ms. Edwards will complete their presentation at the December 4, 2014, meeting of the Audit, Compliance, and Enterprise Risk Management Committee and will also present a comparison of UNC Chapel Hill and UNC Charlotte Title IX-related policies at that time.

Revision of the UNC Charlotte Board of Trustees Bylaws. Ms. Newkirk reviewed several changes to the Board of Trustees Bylaws to correct the assignment of certain minor administrative duties from the Chancellor to the Secretary of the Board of Trustees and to give the Audit, Compliance, and Enterprise Risk Management Committee the responsibility to ensure that the University performs self-assessments of operating risks and evaluations of internal controls on a regular basis.

Motion to Convene in Closed Session. Mr. Price requested a motion to convene in closed session.

Action. On a motion by Ms. Bessant, seconded by Ms. Drew, the Committee convened in closed session pursuant to the following General Statutes of the State of North Carolina:

a. Pursuant to N.C.G.S. §143-318.11(a)(1), to prevent the disclosure of information that is privileged or confidential pursuant to the laws of this State or of the United States, or not considered a public record within the meaning of Chapter 132 of the General Statutes, such privilege or confidentiality arising under the Family Educational Rights and Privacy Act (20 U.S.C. §1232g) or N.C.G.S. Ch. 126, Art. 7;
b. to consult with and receive advice from counsel pursuant to N.C.G.S. §143-318.11 (a)(3); and
c. to consider the qualifications, competence, performance, character, fitness, conditions of appointment, or conditions of initial employment of an individual, public officer or employee, or prospective public officer or employee pursuant to N.C.G.S. §143-318.11 (a)(6).

Closed Session
Closed session minutes are filed in the office of the Assistant Secretary of the Board of Trustees.
Open Session

Motion to Adjourn. Mr. Price requested a motion to adjourn.

Action. On a motion by Mr. Brackett, seconded by Ms. Drew, Mr. Price adjourned the meeting.

Submitted: __________________________________________
Krista L. Newkirk Date
Assistant Secretary to the Board
UNC Charlotte Board of Trustees

Approved: __________________________________________
Joe L. Price Date
Vice Chair
UNC Charlotte Board of Trustees