



**AUDIT COMMITTEE**

JUNE 21, 2018

GRANITE STATE COLLEGE  
CONCORD, NEW HAMPSHIRE

**MEETING MINUTES**

**Committee members present:** Chairman Todd Black, Vice Chairman Alexander Walker, M. Jacqueline Eastwood, Frank Edelblut, Cathy Green, Shawn Jasper, Scott Mason, and Wallace R. Stevens

**Other Trustees present:** President Donald Birx, President Mark Huddleston, Interim President Melinda Treadwell, James Burnett, Christopher Pope, Adam Geddis, Kassandra Ardinger, James Gray (designee), and John Small

**Others in attendance:** (USNH) Carol Mitchell, Ron Rodgers, Karyl Martin, James McGrail, Kara Bean, Ashish Jain; (Governor's Office) Rhonda Hensley; (UNH) Stan Waddell and Donna Marie Sorrentino; (PSU) Janette Wiggett; (GSC) Tiffany Doherty; (KSC) Jeff Maher; (University System Student Board) Nathaniel Stafford

A number of faculty, staff and students were also in attendance.

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**Call to Order**

The Audit Committee convened at 10:39 AM.

Chairman Black welcomed the committee and reviewed the agenda.

**I. Audit Committee Members**

Chairman Todd Black, Vice Chairman Alexander Walker, M. Jacqueline Eastwood, Frank Edelblut, Cathy Green, Shawn Jasper, Scott Mason, Wallace Stevens, Governor Sununu.

## **II. Approval of Consent Agenda Items**

Chairman Black asked the committee members if they had any comments or questions on the Consent Agenda Items and there were none. On motion of Trustee Stevens and duly seconded, the Audit Committee voted to approve the Audit Committee consent agenda items.

Items on the consent agenda appear below:

- A. Minutes of April 19, 2018 Meeting
- B. Internal Audit Reports Issued:
  - 1. Plymouth State University: PSU Data Security Review - Student Account Services
  - 2. University of New Hampshire: UNH Water Treatment Plant - Change Order Review

## **III. Items for Committee Consideration and Action**

### **A. Approve Audit Committee FY19 Meeting Schedule and Work Plan**

Chairman Black briefly reviewed items on the work plan and mentioned that the ERM annual report has been moved from the January Audit Committee agenda to the April agenda. In order to give adequate time for presentation of the Title IX annual report, the item will be on the June agenda. Biannual updates on Title IX will be on the January agenda and ERM will be on the April agenda.

The committee had no comments or questions.

On motion of Trustee Green and duly seconded, the Audit Committee unanimously approved the following motion:

*VOTED, on recommendation of the Chancellor, that the Audit Committee FY19 Meeting Schedule and Work Plan be approved.*

## **IV. Items for Committee Consideration and Discussion**

### **A. Title IX Annual Report**

Trustee Black welcomed Mr. Maher, Ms. Wiggett, Ms. Doherty, and Ms. Sorrentino to the meeting.

Ms. Wiggett and Mr. Maher discussed the annual report. Discussion items included types of reported conduct and respondents, to whom reports/disclosures are first made, adjudication findings, and reasons cases are not adjudicated.

Due to this being the second year of reporting, the annual report now contains comparisons between AY 2017 and AY 2018. The total number of reports has increased, but remains relatively consistent. It is difficult to draw conclusions from only two years of data; however, the increase may signal a healthy reporting environment.

Regarding AY 2018, the responding party was most often a student, and most reports are student-on-student misconduct. Trustee Green pointed out that employees constitute 4% (10) of the types of respondents, and queried Human Resources and/or Provost involvement. Mr. Maher stated involvement of one or both of them is dictated by the role of the reporting individual. Ms. Wiggett added that at PSU, cases always involve Human Resources. Ms. Sorrentino mentioned that the Provost is involved in every report involving a faculty member and Human Resources is involved for complaints against staff at UNH.

Ms. Wiggett informed that Residential Life staff and campus police/security are the most common member of the campus community to whom disclosures are first made; however, each member of the campus community must be prepared to effectively respond. Each report is assessed to determine jurisdiction and to consider the needs and interests of the impacted party.

The spotlight for this year's report is on employee misconduct; national trends and media have increased focus on these reports. To mitigate misconduct, each institution has Discrimination and Discriminatory Harassment Policies which outline the process for receiving and responding to complaints. Human Resources, the Provost's Office and Deans are closely involved in addressing complaints.

In response to a question from Trustee Stevens, Ms. Wiggett stated that there are very few cases that are resolved by the court system and for various reasons. Many times these cases are being concurrently processed by the campus and law enforcement. Campuses are well aware of the delicate due process balance. Consistent with national trends, a small portion of student reports resulted in formal adjudication through the conduct system. Primary reasons that reports do not result in formal adjudication are informal resolutions, lack of jurisdiction, and non-participation by the impacted party.

In response to a question from Trustee Eastwood, Ms. Wiggett pointed out that there are no nationally accepted Title IX metrics and no national standards. Further, Title IX staff have been unable to find comparable campus metrics. Trustee Walker added that national comparisons, if possible, will provide a benchmark.

In response to a question regarding culture change from Trustee Mason, Ms. Wiggett explained that Title IX staff at PSU engage different populations of students at various points of their college experience. For example, they engage with incoming students during the summer, then follow up with an in person presentation when they arrive at PSU. Title IX staff has seen an increase in reporting from Athletics, which they view as a positive result of conversations with them. Finally, Title IX staff has discussions with students and student leaders regarding their responsibility to report incidences.

Chairman Black reminded the committee that due to the relatively short amount of time that these issues have been brought to the forefront, national standards may be difficult to locate, noting the 2015 McLane Study which highlighted not just compliance but prevention. Ms. Sorrentino added that prevention is at the heart of Title IX. To that end, UNH recently held a Title IX retreat for faculty and staff. Staff from the General Counsel's office was in attendance.

## **B. USSB Report on Campus Climate**

Mr. Stafford, Chair of the University System Student Board (USSB), presented their report on campus climate.

The USSB identified campus climate as an important concern across the system at the beginning of the 2017-2018 term. Mr. Stafford noted that the report is not an “audit” of campuses, but rather the USSB utilizing their link to students and staff to bring forward important concerns.

USSB’s primary goals are to create an environment of more active student leadership roles, identify areas for additional education and training, and fill in the identified “gaps” to better equip student leaders to promote diversity, inclusivity, safety and community.

The USSB discovered the following were needed to fill in the “gaps”: a diversity committee and/or clarification of committee charge, more diverse student leadership and/or representation, and additional bias/discrimination/cultural competency education in orientation materials to better equip student leaders. The USSB also reviewed overlap with the student handbook.

The USSB has seen some positive results from their work including creation and/or specification of diversity committees and additional senator positions; heavy promotion/engagement of workshops/teach-ins surrounding cultural competency, bias & discrimination response; and prioritized development of further training materials in collaboration with Title IX Office, Diversity/Equity/Community Offices, and Multicultural/International Student Offices. This work is especially important due to the increased enrollment of international students.

The USSB report details actions implemented by the student leadership at each campus and next steps.

Trustees expressed their appreciation for the report, and Trustee Black invited the USSB to attend additional Audit Committee meetings which include Title IX agenda items.

## **C. Review Status of Outstanding Audit Issues**

Mr. Jain summarized the report. Of 37 action plans currently being tracked, 14 of the underlying risk/control issues have been reported by management as resolved and the other 23 are in process, much improved, on hold, and/or management has accepted the residual risk. Management is implementing necessary changes.

Trustee Edelblut queried Mr. Jain regarding whether outstanding audit issues have material weaknesses or significant deficiencies and if there are issues that are overdue. Mr. Jain stated that 10 of 23 outstanding issues are overdue. The outstanding issues are important for USNH and management is making progress on them; risk from the outstanding issues does not rise to the level of material weakness or significant concern for the committee.

## **D. Review Audit Committee Charter**

Chairman Black stated that the Audit Committee Charter requires annual review of the charter. No change is recommended by the staff at this time.

In response to comments at the last meeting, Mr. Jain noted that USNH will be going out to bid for an external auditor in Fall 2019, with a new appointment suggestions presented at the January or April meeting in 2020.

## **E. Results of Audit Committee's Self-assessment**

Chairman Black stated that the self-assessment showed that the Audit Committee was effective in all key areas, while covering a wide range of areas in accordance with the best practices. There was good participation on this survey and Trustee comments were very thought-provoking.

## **V. Other Items**

### **A. Consensual Relationship Policies**

Mr. Rodgers gave a brief overview of this item.

The Audit Committee requested an assessment of whether USNH institutional consensual relationship policies are adequate to manage the legal and human resources issues, and risk exposures. In response, the Administrative Board tasked Human Resources Executive Council (HREC) and USNH Legal Counsel with reviewing the existing policies. USNH Special Counsel performed the review and issued a report. The report noted that although each institution addresses consensual relationships via policy or handbook, USNH does not have a system-wide, consistent consensual relationship policy.

Upon recommendation of the HREC, the Administrative Board recently approved a USNH Amorous Relationship Policy (provided in the meeting materials). Campuses will reconcile their individual policies to the system wide policy in the coming months.

Trustee Small noted that it would be beneficial to look at other policies for consistency across USNH.

### **B. Cybersecurity Assessment - Management Action Plan**

Mr. Waddell, Chair of the Information Technology Executive Council (ITEC), presented key items from the management action plan developed in response to Baker Tilly's cybersecurity assessment.

Mr. Waddell informed that Baker Tilley indicated the state of cybersecurity at USNH was largely in line with other higher education institutions of similar scope and scale.

ITEC feels strongly that adopting a more comprehensive system-wide approach to cybersecurity is essential to improving our cybersecurity posture in a cost-conscious way. ITEC recommends

that USNH take a risk-driven approach to the prioritization of the resulting bodies of work, and regularly report to the Administrative Board.

ITEC suggests the following high-level actions designed to address these findings: 1) development of a USNH system-wide Information Security Program designed, implemented, and managed by the USNH Information Security Office (ISO), in conjunction with ITEC; 2) development, implementation and management of cybersecurity focused shared services; and 3) alignment of resources required to implement and manage the USNH Information Security program.

The Shared Cybersecurity Services FY19 technical initiatives include development of a shared cybersecurity service for vulnerability management and a shared cybersecurity service for centralized security event monitoring, and continued sharing of the cybersecurity service for phishing simulation.

In response to a question from Trustee Edelblut regarding recent Denial of Service (DoS) attacks or breaches, Mr. Waddell noted that there was a DoS attack on academic technologies around two years ago. Work has been done to mitigate the exposure in this area. Mr. Waddell noted that there have been cases of individuals losing their personal information as a victim of phishing. To mitigate this issue, multi-factor authentication has been introduced for specific applications starting July 2018, with plans in place to apply it to additional applications. Trustee Gray encouraged Mr. Waddell to work with NH Homeland Security for assistance in Penetration Testing resources while addressing security concerns.

Chairman Black expressed his appreciation for the report.

### **C. Reporting of Allegations against Employees involving Sexual Harassment or Violence**

Chairman Black provided a brief history regarding this item.

Committee members discussed concerns with the current reporting processes, and at what stage allegations should be reported to Provosts, Presidents, and the USNH Board of Trustees (BOT). There was discussion that there should be intimation to the Audit Committee Chair or Board Chair when such a complaint is received. Trustees agreed that systematic reporting of these allegations within the campus and to the designated BOT contact is necessary and considered best practice.

Trustees noted that management needs to come forward with a consistent reporting process across institutions and protocols for reporting to the Board of Trustees.

Mr. Rodgers and Mr. McGrail will collaborate on a system wide reporting process including disclosure levels to present to the Administrative Board, then to the Audit Committee.

### **VI. Other Business**

Chairman Black wished President Huddleston well in his retirement and thanked him for his many years as UNH President and USNH Trustee.

The Audit Committee adjourned at 12:01 PM.

*-- End of Audit Committee Meeting Minutes --*