AUDIT COMMITTEE
APRIL 23, 2020

BY ZOOM MEETING:
HTTPS://UNH.ZOOM.US/J/94275928968

MEETING MINUTES
Draft for Approval

Committee members present: Vice Chair Wallace R. Stevens, Cathy Green, Shawn Jasper, M. Jacqueline Eastwood, Amy Begg

Other Trustees present: Melinda Treadwell

Other participants: (CLA) Andy Lee, Mike Johns; (USNH) Carol Mitchell, Ashish Jain, Kara Bean, David DeLuca, Bill Poirier, Tia Miller; (KSC) Ralph Stuart; (UNH) Brad Manning; (PSU) Katie Caron, Marlin Collingwood; (GSC) Peter Conklin

I. Call to Order

At 12:31 p.m., Committee Vice Chair Stevens called the meeting to order. He noted that Chair Walker was unable to attend today’s meeting. As such, he will be Acting Chair of today’s meeting. Vice Chair Stevens called the roll and noted the presence of a quorum sufficient for the conduct of business.

II: Determination of Conditions Necessary for the Conduct of a Telephonic Meeting

Mr. Jain, on request of Vice Chair Stevens, made the following declaration, sufficient for conducting a telephonic meeting and counting all members toward the quorum requirement whether or not physically present in the meeting location:

This meeting is being held by electronic means in conformance with the Governor’s emergency declaration of March 13, 2020, and subsequent emergency orders, as well as the applicable provisions of the New Hampshire Right-to-Know Law, RSA 91-A. If during the conduct of this meeting, anyone has difficulty connecting or staying connected to the video or audio feed please contact Tia Miller at 603-862-0918.
III. Approval of Consent Agenda Items

Vice Chair Stevens asked the committee members if they had any comments or questions about the consent agenda items; there were none. On motion offered by Trustee Green and duly seconded, the committee voted to approve the consent agenda.

Items on the consent agenda appear below:

A. Minutes of January 16, 2020 Meeting
B. Minutes of March 19, 2020 Meeting
C. Internal Audit Reports Issued:
   1. UNH Export Controls Audit Report
   2. USNH Duplicate Payments Audit Report
   3. USNH Contract Management Audit Report
D. UNH NCAA Agreed Upon Procedures Report

IV. Items for Committee Consideration and Discussion

A. Introduction of New External Audit Firm

Before introducing the new external audit firm, Vice Chair Stevens acknowledged the good work of KPMG and expressed his appreciation for their service to USNH.

Mr. Jain introduced Andy Lee, Engagement Principal, and Mike Johns, Principal, from CliftonLarsonAllen (CLA).

Mr. Lee gave an overview of the firm, noting that they are the 8th largest firm in the US and their offices are segregated by industry type. CLA serves nearly 400 higher education institutions and has experience with several state systems.

Mr. Johns discussed the tentative audit timeline and the impact of COVID 19. CLA is working with management to finalize the dates while gaining an understanding of USNH and its systems. He noted that if a remote audit were necessary, it would be as efficient as an on-site audit. CLA staff will have continuous communication with management, and the Audit Committee and Audit Chair as needed. There will clearly be a financial impact due to COVID 19, and CLA will work with management on the proper way to present it. There may also be additional required disclosures (risks, subsequent events, etc.).

There were no questions or comments from the committee.

B. USNH Council on Environmental Health & Safety Annual Report

Brad Manning, Chair of the USNH Environmental Health & Safety Council, explained the mission and makeup of the Council, and gave a brief overview of the Council, programs in place and compliance status at each campus.
Mr. Manning discussed updates at UNH. Through work with its worker’s compensation insurer, UNH saw a 27% reduction in reported incidents and a 48% reduction in losses compared to 2018. The Office of Environmental Health & Safety (OEHS) worked with the UNH Smart Labs Accelerator Program (SLA) to initiate two significant SLA initiatives in 2019: Kingsbury Hall recommissioning; and Chemistry general and organic chemistry teaching lab energy use reduction. Both projects have a very short return on investment period due to the significant energy savings projected. UNH was given an award by the US Department of Energy for this initiative. UNH OEHS continued support to lab ventilation system renovations across campus. Several facilities had Legacy Chemical Reductions in 2019; efforts to continue this progress will continue in 2020. OEHS Mitigation Funding resulted in implementation of 84 mitigation projects including: hazardous building materials surveys; environmental air sampling; indoor air quality and mold; infrastructure upgrades to improve electrical safety; procurement and installation of laser barriers; certification testing of cranes and hoists; and installation of emergency eye washes. OEHS provided support to life science teaching offerings and research capacity in both Manchester and Durham and has been heavily involved in the design phase of the Spaulding Hall renovation and the bio-innovation center at 88 Commercial Street in Manchester (UNH Manchester). Lastly, UNH hired a new Radiation Safety Officer.

In response to a question from Trustee Green regarding the impact of COVID 19 on labs and lab work, Mr. Manning stated that the lab buildings are open for chemical deliveries, but the work can be done remotely. Research faculty have instituted an essential building permit use form to ensure the health and safety of lab personnel and students.

Katie Caron, Environmental Health and Safety Manager at PSU, updated the committee regarding environmental health and safety at PSU. NH Department of Environmental Services (NHDES) conducted an underground storage tank inspection which resulted in zero deficiencies. In March 2019, PSU was issued a State Permit to Operate (renewal) from NHDES Air Resources Division. PSU completed a comprehensive Chemical and Biological Safety Program and written safety procedures in Hearing Conservation Program & Blood Borne Pathogens Program. An EHS SharePoint (intranet site) was created for the department to increase communication to employees & students. Finally, PSU created a Biological Safety Committee and hired an additional EHS staff member.

Ralph Stuart, Environmental Health & Safety Manager, discussed updates at KSC. KSC Environmental Health and Safety (EHS) continues to employ student interns from the Safety Studies Program to complete a variety of tasks while providing professional experience in their chosen field. In 2019, the program hosted 3 interns. The Office has also supported other academic programs with job specific trainings and class presentations on topics including fire extinguisher usage, emergency response on campus, and wood shop safety. KSC EHS partnered with the Department of Campus Safety to conduct emergency preparedness training (tabletop exercises, active shooter training, medical emergencies, etc.) for a variety of campus audiences, including the President’s Cabinet, the Child Development Center, and incoming new employees. The program has also been active in national networks in order to track the academic safety landscape as it evolves and raise KSC’s profile in the academic job market for the safety program’s graduates, as well as to help identify job opportunities for students. Mr. Stuart is Chair of the American
Chemical Society and is active in the Campus Safety Health and Environmental Management Association at both the national and regional levels.

Trustee Eastwood inquired if there was opportunity to develop an online program for pandemic response. Mr. Stuart stated that it is possible; however, there are many theories and schools of thought so it would take some time to develop a program.

Peter Conklin provided GSC’s environmental health and safety updates. Due to the essentially online format of GSC’s curriculum, EHS planning at GSC is focused on routine workplace health and safety issues. Through a partnership with UNH Police, GSC has revised the Emergency Operations Plan to mirror the general format of the UNH plan. In addition, GSC worked with NH Department of Environmental Services to provide awareness updates on potential PFAS exposure to staff and students at the Portsmouth location on Pease Tradeport.

David DeLuca discussed System Office updates. Emergency communications and notifications were updated with tenants of 5 Chenell Drive in Concord, and active shooter training conducted by Chief Paul Dean, UNH PD, was offered to all System Office employees in May 2019. The training was very well received. The emergency procedure pamphlet is available online and is given to new hires.

Mr. Manning provided joint environmental health and safety updates, and legislative and rulemaking activities.

USNH EH&S Council’s joint projects included collaboration with KSC, PSU and UNH and USNH Procurement Services for a full renewal of the USNH term agreement contracts for asbestos abatement service and environmental engineering consulting services and industrial hygiene services. Both are seven-year contracts.

The Council provided system-wide review and comment at various stages of the rulemaking process for new or revised health and safety rules which might impact campus operations, and reviewed proposed bills being considered by the general court, providing input regarding the potential impact to campus operations. The Council has a good working relationship with NH Department of Environmental Services and they appreciate the impact of rules and laws on higher education.

In response to a question from Vice Chair Stevens regarding the Council’s relationship with other states, Mr. Manning stated that he continues to reach out to New England public universities and would like to resurrect an annual meeting. However, the COVID 19 pandemic will likely slow the progress on that effort. A UNH Task Force is being formed to promote research activities and revitalize core research facilities. A town hall to announce the initiative was recently held.

Committee members expressed appreciation for the Council’s work.
C. USNH Conflict of Interest Policies and Related Management Processes

Mr. Jain stated that USNH has obtained all disclosures requested from the Board of Trustees and Executive Officers. No significant issues were noted. The Office of General Counsel is working on enhancements to the employee Conflict of Interest policies.

There were no questions from the committee.

D. Internal Audit Charter Review

Mr. Jain stated that the Internal Audit Charter was last revised in April 2017. No changes to the charter are recommended by USNH staff at this time.

There were no comments or questions from the committee.

V. Non-Public Session

At 1:28 p.m., on motion moved by Trustee Stevens and duly seconded, the committee voted unanimously by roll call to go into non-public session for the purposes indicated:

_VOTED, that the Audit Committee go into non-public session for the purpose of discussing: (1) matters which if discussed in public would likely affect adversely the reputation of a person or persons, who are not members of this committee, (2) matters relating to the preparation for and carrying out of emergency functions, (3) matters which, if discussed in public, would increase the exposure of a public institution to safety and security risks, (4) confidential, commercial, financial, and other information the disclosure of which would constitute a breach of privacy, and (5) consultation with legal counsel as authorized by RSA 91-A:2, I(b); 91-A:3, II(c), (i), and (l); and 91-A:5, IV._

At 1:52 p.m., on motion moved by Trustee Eastwood and duly seconded, the committee voted unanimously by roll call to return to public session. Vice Chair Stevens announced the committee did not take any votes or make any decisions while in non-public session.

VI. Other Business

Vice Chair Stevens suggested that a COVID 19 risk be defined as a part of ERM. As campuses start to open again, there should be a mechanism to identify the liability. The type of risk should also be defined – reputational, legal, financial, etc. Trustee Green added that COVID 19 is a significant risk and proper risk mitigation plan should be identified. Mr. Jain will discuss this risk with Ron Rodgers (General Counsel) and Catherine Provencher (Vice Chancellor for Financial Affairs) for possible discussion at Admin Board.

There being no further business, the meeting adjourned at 1:56 p.m.

-- End of Audit Committee Meeting Minutes --