



AUDIT COMMITTEE
JANUARY 21, 2021

BY ZOOM MEETING:

[HTTPS://UNH.ZOOM.US/J/95732769357?FROM=ADDON](https://unh.zoom.us/j/95732769357?from=addon)

MEETING MINUTES

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

Other Trustees present: Melinda Treadwell; joined at 1:15: Cathy Green, Joseph Morone, James Burnett, Cassandra Spanos Ardinger, Christopher M. Pope, Mike Pilot, Todd R. Black, Sen. James Gray, Rep. Rick Ladd

Other participants: (USNH) Karyl Martin, Ashish Jain, Kara Bean, Tia Miller; joined at 1:15pm: Catherine Provencher, Karen Benincasa, Ronald Rodgers; (GSC) Tiffany Doherty; (UNH) Donna Marie Sorrentino, Julianne Chen, Wayne Jones; (PSU) Janette Wiggett; (KSC) Ken Cody, Deirdre Loftus, Ockle Johnson, MB Lufkin

I. Call to Order

At 12:32 p.m., Committee Chair Walker called the meeting to order. Chair Walker 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

Chair Walker made the following announcement regarding the conduct of 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 or email tia.miller@usnh.edu.

III. Approval of Consent Agenda Items

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

Items on the consent agenda appear below:

- A. Minutes of October 22, 2020 Meeting
- B. Internal Audit Reports Issued:
 - 1. UNH Institutional Data Reporting Audit Report
 - 2. KSC Financial Aid Data Security Review Report

IV. Items for Committee Consideration and Action

A. Approve CY21 Internal Audit Plan/Review Internal Audit's 2020 Annual Report

Ashish Jain, USNH Director of Internal Audit, reviewed the CY 2020 annual report and CY 2021 internal audit plan. Information was provided regarding department resources, CY2020 audits, activities, advisory reports and services, organization of the department, budget, staff profiles, and 2020 planned versus actual activities, and current year initiatives.

There are two open positions, one of which is an IT Audit Manager. In response to a question from Trustee Eastwood, Mr. Jain noted that additional funds would be needed in FY22 to fill the position.

Department activities in CY2020 included audits and advisory services, construction cost reviews (outsourced), and data analysis projects. The department identified \$216,000 in potential duplicate payments. Periodic analytics reports regarding potential duplicate payments and certain high risk sponsored research compliance reports will be provided to management. The department also automated the audit follow-up process.

Internal Audit staff is actively involved in many professional organizations, conferences, round tables, councils and programs to keep current in their work and profession. Notably, the Senior Auditor presented on data analytics at the ACUA conference.

The following motion was made by Trustee Eastwood, duly seconded, discussed, and approved with no votes abstained or dissenting.

***VOTED**, on recommendation of the Chief Administrative Officer, that the proposed Internal Audit Plan for CY21 be approved.*

V. Items for Committee Consideration and Discussion

A. Semi-Annual Update on Title IX Compliance

Chair Walker introduced the Title IX staff present at the meeting. Deirdre Loftus and Donna Marie Sorrentino discussed the update and report. Discussion items included new Title IX federal regulations effective August 2020, new NH state law effective January 2021, year-to-year comparisons of total affiliated disclosures, and the COVID-19 pandemic impact.

Ms. Loftus noted that USNH institutions spent the summer revising and updating policies, procedures, and trainings to implement the new federal regulations. The most significant changes include:

- New definition of sexual harassment under Title IX, which narrows the scope of sexual misconduct. This definition differs from sexual harassment in the employment context under Title VII. USNH also has a sexual misconduct policy which is essentially the same as the definition.
- Requirement of a written and signed formal complaint to initiate investigation or adjudication of allegations.
- Mandatory dismissal of the complaint if it is not Title IX sexual harassment; permissive dismissal if the complaint is withdrawn, the respondent withdraws, or there is no evidence. The dismissal may be confusing for involved parties and may discourage reporting of incidents. USNH campuses can still proceed under institutional policies.
- Right to access investigation evidence and provide feedback on the draft report.
- Institution must provide an advisor to both parties; the advisor must conduct cross-examination.
- Statements from witnesses cannot be considered unless they are available for cross-examination at a live hearing; and
- Mandatory trainings for Title IX-related personnel.

Noting that the regulations appeared to make the process more of a legal proceeding than previously, Chair Walker queried the impetus behind the changes. Ms. Sorrentino agreed, noting that the new regulations afford more due process and are more transparent.

In addition to new regulations at the federal level, the NH legislature passed a comprehensive new law (RSA 188-H) affecting sexual misconduct processes in higher education. Requirements of the law include submission of an annual report of allegations of sexual misconduct to the NH Department of Education; standardized climate survey conducted biennially; MOU's with local law enforcement agencies and local crisis centers; annual institutional training on awareness and prevention of sexual misconduct; campus awareness programming for students related to sexual misconduct and prevention; financial penalties for non-compliance; and a new Confidential Resource Advisor position to provide confidential resources to students in addition to Title IX Coordinator. The Confidential Resource Advisor walks students through their options separate from resources available from the Title IX office.

In response to a question from Chair Walker, Karyl Martin stated that currently the new state law does not directly conflict with the new federal requirements. It is expected that the policies and procedures will change with the new administration. If so, revisions to policies and procedures, and perhaps reporting, will be necessary.

Ms. Sorrentino noted that there were approximately 34% fewer disclosures overall across the University System compared to Fall 2019. This reporting trend is similar to Spring 2020. The decline in disclosures may be due to COVID-19 gathering restrictions and reduced student populations on campus. It is difficult to determine whether the change in Title IX requirements/policies is also impacting disclosures. The impact of the COVID-19 pandemic will be studied further during the Spring 2021 semester and will be reflected in the next report.

Of the 106 total disclosures, only 6 formal complaints were filed. Disclosures refer to sexual misconduct for which the institution has knowledge. Sexual misconduct describes a broad range of behaviors ranging from verbal harassment to sexual assault. Title IX Coordinators reach out to all impacted parties even if there is no formal complaint with a focus on providing support and prevention methods.

Title IX Coordinators are anticipating guidance from the NH Department of Education on the new data reporting requirements.

Chair Walker thanked the Title IX Coordinators for their important work.

B. Other Items

1. ERM Reporting Process

In response to the Audit Committee's request for quarterly updates, the Administrative Board has modified the ERM reporting process.

The Administrative Board will be receiving monitoring updates on ERM risks. A summary of the monitoring updates on four assigned risks will then be shared with the Audit Committee.

The ERM Annual report will be presented at the April Audit Committee meeting.

2. Status of Outstanding Audit Issues

Mr. Jain noted that the list of outstanding audit issues includes all significant open issues from past audit reports and those that were closed since the report was last distributed to the Audit Committee. It is updated semi-annually for follow-up and control monitoring purposes. Of 84 action plans currently being tracked, including 32 from internal audit reports issued since the last semi-annual update (includes five that also have been reported as resolved), 15 of the underlying risk/control issues have been reported by management as resolved. The remaining 42 action plans outstanding since the last semi-annual update are in process, much improved, on hold, and/or management has accepted the residual risk.

There were no questions from the committee.

3. Internal Audit Charter Review

The Audit Committee has the responsibility to review and assess the adequacy of the Internal Audit Charter on an annual basis and recommend any changes to the Board.

The Internal Audit Charter was last revised in April 2017. No changes to the Internal Audit Charter are recommended by USNH staff at this time.

VI. Non-Public Session

At 1:17 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) confidential, commercial, financial, and other information the disclosure of which would constitute a breach of privacy, and (3) 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 2:05 p.m., on motion moved by Trustee Eastwood and duly seconded, the committee voted unanimously to return to public session. Chair Walker announced the committee did not take any votes or make any decisions while in non-public session.

VII. Other Business

There being no further business, the meeting adjourned at 2:06 p.m.

-- End of Audit Committee Meeting Minutes --