



**Compliance, Audit, Risk Management and Legal Affairs Committee (CARL)**  
**September 28, 2021**  
**MINUTES**

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**MEMBERS PRESENT:** Mona Edwards (Chair), Anita Bachmann, Ernest Grant, Betsy Oakley, Dean Priddy, Linda Sloan

**OTHERS PRESENT:** Chancellor Franklin Gilliam; Cathy Akens, Vice Chancellor for Student Affairs; Jerry Blakemore, General Counsel; Kristen Bonatz, Deputy General Counsel; Donna Heath, Vice Chancellor for Information Technology Services; Bob Shea, Vice Chancellor for Finance and Administration; Kimberly Osborne, Interim Vice Chancellor for Strategic Communications; Debbie Storrs, Provost and Executive Vice Chancellor; Casey Forrest, Chief Information Security Officer; Don Skeen, Director of Internal Audit; Zach Smith, Director of Emergency Management; Waiyi Tse, Chief of Staff; Kelly Harris, Associate Chief of Staff and Assistant Secretary to the Board of Trustees, Tammi Vacha-Haas, ACE Fellow; and Elizabeth Restivo, Executive Assistant.

**PROCEEDINGS:**

Chair Edwards called the meeting to order at 10:15 a.m. and welcomed the Committee's two new members, Anita Bachmann and Ernest Grant.

The Chair reminded the Committee members of their duty under the State Government Ethics Act to avoid conflicts of interest and advised that any conflict of interest or appearance thereof with respect to any matter before the Committee needed to be raised at that time. None were identified.

Quorum was confirmed through roll call.

**Approval of the Minutes of the March 16, 2021 Meeting**

Chair Edwards called for a motion to approve the minutes of the March 16, 2021 meeting as presented. Dean Priddy made the motion, which was seconded by Betsy Oakley. On roll call vote, the motion carried unanimously.

Before proceeding with the discussion items on the agenda, Chair Edwards reminded the Committee of its charge with respect to oversight of audit, risk management, compliance, legal and ethical functions of the University.

## **Discussion Items:**

### **Proposed 2021-2022 CARL Committee Work Plan (CARL-1)**

The Committee reviewed its proposed work plan for the 2021-2022 academic year, which will serve as the basis of the Committee's work for the year. Chair Edwards noted that the work plan is intended to establish priorities and plans for the academic year and is subject to revisions based on changes in law or regulation, or interests of Committee members. She indicated that a vote to approve the work plan would be held later in the meeting.

### **Audit Review for Board of Trustees (CARL-2)**

Don Skeen, Director of Internal Audit, reviewed with the Committee a summary of a recently completed audit of the Weatherspoon Arts Foundation and its internal controls relative to the art collection inventory of the Foundation. He described the scope of the audit and informed the Committee that it was a clean audit, with no exceptions found.

### **External Quality Assessment of Internal Audit Function (CARL-3)**

Mr. Skeen also reviewed with the Committee a summary of findings and recommendations from a recent external quality assurance review of the internal audit function, his responses to the recommendations, and actions being taken to address the recommendations, including enhancements to the internal audit charter, expansion of the internal audit manual to include standard workpapers and checklists, and the development of a risk-based audit planning process.

### **COVID-19 Update (CARL-4)**

Provost Storrs, Vice Chancellor Akens, and Emergency Operations Director Zach Smith provided a COVID-19 update. Mr. Smith began with an overview of trends in case counts, which increased some with the return to campus for fall semester but have since been trending downward. He also discussed classroom safety, noting that although the University has returned to pre-COVID spacing in classrooms, the spacing is being balanced from a safety perspective with face covering requirements and robust classroom contact tracing.

Provost Storrs informed the Committee that fall classes are approximately 73.5% in person and 26.5% online, which is close to pre-COVID levels, and in person campus activities are being encouraged, with appropriate safety measures. She also reported that the University has restarted its study abroad program and is requiring participants in that program to provide proof of vaccination.

Vice Chancellor Akens provided an update on the vaccination and testing programs for students. She noted that the University conducted outreach in connection with the start of the fall semester to encourage students to get vaccinated and to upload proof of their vaccination status to the student health portal, including offering a \$50 dining credit as an incentive to upload proof of vaccination. Akens also explained that students who live on campus or commute and take at least one in-person class are required to submit proof of vaccination or participate in a mandatory

testing program. She reported that since the start of the mandatory testing program, student vaccination rates have been increasing and the current student vaccination rate is approximately 74% for the overall student population and approximately 85% for the residential student population. Mr. Smith noted that a similar approach is being taken with respect to employees who, like students, must submit proof of vaccination or participate in a mandatory testing program. He indicated that the University began collecting employee vaccination data approximately a week ago and, so far, the vaccination rate is around 46%.

Provost Storrs concluded the update with comments regarding the University's current planning for spring semester, which is expected to be similar to this fall with the majority of classes being delivered in person, and summer semester, when most of the classes are expected to be offered online, as was the case pre-COVID, to allow for student flexibility.

#### Crisis Policy Group re: Crisis Incidents (CARL-5)

Vice Chancellor Shea provided an overview of the University's Crisis Policy Group (CPG) and its role as the senior level team that manages the University's response to crisis incidents, such as the COVID-19 pandemic, adverse weather conditions, or significant information technology outages, by reviewing incident specific information, making executive and policy level decisions to mitigate risk, and developing strategic communications. Mr. Smith then discussed in more detail the makeup of the CPG. He explained that the CPG's core membership group is comprised of the Chancellor, the Provost, the Vice Chancellors of Finance and Administration, Student Affairs, and Strategic Communications, the General Counsel, and the Chancellor's Chief of Staff. He further explained that the core membership group is supplemented, as needed, by the Vice Chancellors for Enrollment Management, Information Technology Services, Research and Engagement, and University Advancement; the Associate Vice Chancellor for Human Resources, and the Athletics Director, who serve as incident specific members of the group, and other Chancellor designees, if necessary, depending on the scope of the incident.

#### Cybersecurity Update (CARL-6)

Vice Chancellor Heath, Chief Information Security Officer Casey Forrest, and General Counsel Jerry Blakemore presented a cybersecurity update. Blakemore provided background information with respect to Board of Governors and System Office activity in the area of cybersecurity as context for the Committee's discussion, as well as a brief overview of recommendations related to information security and controls that were approved by the Board of Governors Committee on Audit, Risk Management, and Compliance in April 2021. Vice Chancellor Heath introduced Casey Forrest to the Committee, who joined UNC Greensboro in January 2021 as Chief Information Security Officer. Forrest gave a cybersecurity briefing covering a review of fiscal year 2021 accomplishments, including the deployment of mandatory University-wide multi-factor identification enrollment, data and trend analysis related to blocked events such as phishing attempts, the University's top cybersecurity interests, key technologies and practices, external support and response, and cybersecurity assessments. He also discussed current fiscal year initiatives, which include managing and responding to the IT general controls audit currently being conducted by the Office of the State Auditor. Forrest explained that this comprehensive audit looks at the protection of data, vulnerability management, and service provider management and is expected to be completed in December.

He concluded his presentation with an overview of future plans to continue strengthening the University's information security and controls.

**Action Item:**

Adoption of the 2021-2022 CARL Committee Work Plan (CARL-7)

Chair Edwards called for a motion to approve the proposed work plan for 2021-2022 that was discussed earlier in the meeting. Trustee Ernest Grant made the motion, which was seconded by Trustee Anita Bachmann. On roll call vote, the motion carried unanimously.

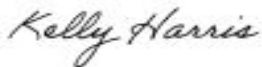
**Information Item:**

Supplementary Audit Documents provided to the System Office (CARL-8)

Chair Edwards noted that the Committee was provided as informational items copies of several audit documents submitted to the System Office, including summaries of audit plans for fiscal years 2021 and 2022, certification letters, and the Internal Audit charter. There were no questions or comments about those items.

With no further business before the Committee, the meeting was adjourned at 11:35 a.m.

Respectfully submitted,



Kelly Harris  
Assistant Secretary to the Board of Trustees