



AUDIT COMMITTEE

JUNE 27, 2024

UNIVERSITY OF NEW HAMPSHIRE
DURHAM, NEW HAMPSHIRE

MEETING MINUTES

Committee members physically present: Chair Gregg Tewksbury, M. Jacqueline Eastwood, Shawn Jasper, Mackenzie Murphy, Peter T. Paul

Other Trustees physically present: Melinda Treadwell, Sen. James Gray

Other participants participating in person: (USNH) Kara Bean, Ashish Jain, Cathy Provencher, Christine Heise; (PSU) Mac Broderick; (UNH) Tom Nudd, Wayne Jones

I. Call to Order

At 10:54 a.m., Committee Chair Tewksbury called the meeting to order. Chair Tewksbury called the roll and noted the presence of a quorum sufficient for the conduct of business.

II. Approval of Consent Agenda Items

Chair Tewksbury asked the committee members if they had any comments or questions about the consent agenda items. Chair Tewksbury opened a discussion regarding cultural resistance mentioned in the USNH Email Security Audit Report. During a lengthy discussion, the committee, Mr. Jones, Mr. Jain and Trustee Treadwell emphasized the importance of communication, managing risks, prevention, and management and permission controls, especially at this vulnerable time of change.

Items on the consent agenda appear below:

- A. Minutes of March 7, 2024 Meeting
- B. USNH Conflict of Interest Policies and Related Management Processes
- C. Internal Audit Reports Issued
 - 1. UNH Grants Subrecipient Monitoring Audit Report
 - 2. KSC Student Accounts – Data Security Review Report
 - 3. USNH Email Security Audit Report

III. Items for Committee Consideration and Action

A. Approve FY2025 Meeting Schedule and Work Plan

Mr. Jain noted the October meeting will focus on financial reporting, the March meeting will focus on risk management, and the June meeting will focus on Internal Audit topics including GLBA compliance. Outstanding audit issues will be discussed at the October and March meetings. Chair Tewksbury emphasized the importance of keeping an ERM item on each meeting agenda.

Mr. Jain welcomes any input on the schedule and plan.

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

***VOTED**, on recommendation of the Chief Administrative Officer, that the Audit Committee FY2025 Meeting Schedule and Work Plan be approved.*

A. Approve FY2025 Internal Audit Plan / Review Internal Audit's FY2024 Annual Report

Mr. Jain provided information regarding department resources, audit plan status and department activities, planned versus actual activities, budget, independence, current year initiatives, advisory report summaries, and ethics and compliance hotline activity.

The department maintains a risk-based audit plan and scope, while keeping the plan flexible. Mr. Jain also keeps abreast of his peer's plans. FY24 activities included ERM coordination, advisory services and consultations, fraud investigations, and construction cost reviews. Mr. Jain noted that cost savings were realized when an insurance overage charge was discovered during a construction cost review. In addition, the department maintained the Ethics and Compliance Hotline and conducted data security assessments. Benchmarking reports show that USNH has fewer but more quality reports than average of other organizations. Lastly, Internal Audit provides an internship for USNH students.

There is a new internal audit independence reporting requirement under Internal Audit Standards. To ensure independence, Mr. Jain participates as ex-officio on various USNH councils and committees. In addition, advisory services are provided as recommendations only, management functions are not performed by Internal Audit staff, and there is a reporting relationship between the Internal Audit Director and the Audit Committee.

Internal Audit staff is actively involved in many professional organizations, conferences, and associations. Mr. Jain co-presented at EACUBO on *Understanding and Governing AI as an Emerging Risk*, and the audit manager presented at the Ivy+ group meeting on procurement fraud.

Internal Audit's FY25 initiatives include leveraging AI advancements, compliance with new IIA standards, and focusing on long-standing outstanding audit issues.

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 FY25 be approved.

C. Approve Enterprise Risk Management (ERM) Annual Report and Assignment of Risks

Cathy Provencher, USNH Chief Administrative Officer and Vice Chancellor for Financial Affairs and Treasurer, discussed USNH's ERM program.

Ms. Provencher described the process for generating ERM risk report. Each top risk is assigned an ERM Champion to work with an appropriate team to determine whether there have been activities to manage or mitigate the risk. An ERM Champion presents to the Presidents' Council monthly to discuss their assigned risk and mitigation strategies.

Governance and Compliance were added to the risks this year. The Enrollment risk includes issues with the FAFSA rollout this year. An audit firm has been contracted to perform pre-implementation review of the ERP project.

Chair Tewksbury noted that October meeting will have Workday implementation discussion under ERM item for the committee. The pre-implementation report will also be shared with the committee.

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 Audit Committee recommends to the Executive Committee the adoption of the following motion: ***MOVED***, on recommendation of the Audit Committee, the Executive Committee hereby formally assigns the top system wide risks identified in the GY 2025 annual ERM report to the appropriate Board committees, as specified in the attachment, for purposes of oversight.

IV. Items for Committee Consideration and Discussion

A. Receive GLBA Compliance Update

Tom Nudd, USNH Chief Information Security Officer and Mac Broderick, PSU Director of Student Financial Services, and USNH GLBA Co-chairs, updated the committee.

Mr. Nudd discussed GLBA membership, GLBA and its application to how USNH collects, stores and uses student financial records containing personally identifiable information. The GLBA committee meets monthly.

CampusGuard conducted a compliance assessment in 2022; over 95% of their recommendations have been resolved. Assessments are conducted bi-annually and the next assessment is scheduled for October 2024.

Targeted GLBA training was provided in 2022 and 2023. In 2023, 427 individuals were assigned training, achieving 100% completion as of the date of today's meeting. The 2024 GLBA training will begin in October.

Mr. Nudd discussed the status of outstanding GLBA assessment recommendations and FY24-FY25 external cybersecurity assessments.

In response to a question from Chair Tewksbury, Mr. Nudd noted that there is a strict process involving IT and General Counsel to address GLBA information violations.

To ensure quality service, Chair Tewksbury suggested that perhaps other assessment firms should be researched, to which Mr. Nudd agreed.

B. Self-assess Audit Committee Effectiveness

Chair Tewksbury noted that there were no significant issues noted in the assessment. In their comments, some Trustees mentioned the need for technology expertise. Chair Tewksbury suggested that this matter be submitted to the Governance Committee for consideration of new Trustees.

C. Review Internal Audit Charter

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.

No changes to the Internal Audit Charter are recommended by USNH staff at this time; however, the Institute of Internal Auditors recently published new Global Internal Audit Standards effective January 9, 2025. Proposed revisions to the charter have been shared with management. Changes to the charter will be presented to the committee at the October meeting.

D. Review Audit Committee Charter

The Audit Committee has the responsibility to review and assess the adequacy of the Audit Committee Charter on an annual basis and recommend any changes to the Board. No changes to the Audit Committee charter are recommended at this time.

V. Non-public Session

At 12:03 p.m., on motion moved by Trustee Jasper 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 and (2) consideration of pending claims or litigation as authorized by RSA 91-A:2, I(b) and 3, II(c) and (e).*

At 12:23 p.m., on motion moved by Trustee Jasper and duly seconded, the committee voted unanimously to return to public session. Chair Tewksbury announced the committee did not take any votes or make any decisions while in non-public session.

VI. Other Business

None.

VII. Adjournment

There being no further business, the meeting adjourned at 12:24 p.m.

-- End of Audit Committee Meeting Minutes --