

**UNIVERSITY OF MASSACHUSETTS  
AMHERST•BOSTON•DARTMOUTH•LOWELL•MEDICAL•LAW•ONLINE**

**MINUTES OF THE MEETING OF THE  
AUDIT COMMITTEE**

**Thursday, April 1, 2021; 11:00 a.m.**

**Remote Meeting**

**Pursuant to the Governor's Order Suspending Certain Provisions of the  
Open Meeting Law, G.L. c.30A, s.20 dated March 12, 2020**

**Committee Members Present:** Chair Kelleher; Vice Chair Karam; Trustees Scheibel and Woolridge

**Committee Members Absent:** Trustees O'Brien and Wu

**University Administration:** President Meehan; General Counsel Leone; Senior Vice President Calise; Chancellors Collins, Moloney, Suárez-Orozco and Subbaswamy; Interim Chancellor Fuller; Director of Internal Audit David; Director of Enterprise Risk Management Packard

**KPMG:** Brock Romano, Engagement Partner; Lisa Pagliaro, Senior Manager

**Faculty Representatives:** Professor Hoagland, UMass Amherst; Professor Koren, UMass Lowell

**Documents Used:**

- Meeting Minutes: December 9, 2020
- Report by KPMG, Doc. T21-007
- Report on Major Federal Program Compliance with OMB Uniform Guidance, Document T20-050
- Internal Audit Update, Doc. T21-006
- Enterprise Risk Management Update, Doc. T21-003

Chair Kelleher convened the meeting at 11:01 a.m.

On behalf of the Chair, Mr. David stated that the Governor of Massachusetts issued an executive order on March 12, 2020, that was effective immediately, and will remain in place until it is rescinded or the state of emergency that was declared is terminated. The order is applicable to UMass Board of Trustees meetings because UMass is a public body.

Under the Executive Order, the UMass Board may now meet without the Chair or a physical quorum of members present, as those requirements have been suspended. All members of the Board may participate by remote virtual means, without affording public access to the physical meeting locations, and without any subscription, toll or charge to the public. Under the Order, public access to meeting locations will not be required as long as they are engaged with adequate and alternative means of access available.

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Issues and matters that relate to meetings of public bodies that are not addressed in the Order remain unchanged and fully applicable to the activities of public bodies, and are being carried out are subject to the provisions in The Attorney Generals Open Meeting Law Guidelines and MGL c. 30A, sections 18-25; and the UMass Board of Trustees By-Laws in Document T91-100, specifically Article II, Sections 1-3, and 6-7; and Article III, Section 4.

Any member of the public wishing to address the Board regarding an agenda item or issue related to the agenda, or to make an audio or video recording of the open public session of the Board meeting, was provided notice by the Secretary of the Board through a posting indicating that such written requests needed to be received no later than 24 hours prior to the Board meeting. Under the law, the Chair has complete discretion in granting or denying the request to speak, and may limit the duration that the public has to address the Board. These requirements were all done consistent with the UMass Board By-Laws T91-100, Article II, Section 3.; and OAG OML Guide and Educational Materials, January 2018, pp. 17-18.

Mr. David then read the remote meeting instructions and guidelines.

**Consideration of Minutes of the prior meeting of the Committee**

Chair Kelleher stated that the Committee was provided with a draft copy of the minutes of the December 9, 2020 meeting and asked for any corrections. With no corrections, the minutes were approved.

It has been determined that the minutes regarding the December 9, 2020 Executive Session will remain confidential and will be withheld from disclosure to the public in their entirety under subclause (a) of clause twenty-sixth of section 7 of MGL c. 4, because Mass. General Laws Chapter 30A, Section 22(f), allows for withholding the publication of meeting minutes if releasing them would defeat the lawful purposes of the executive session, in light of MGL c. 30A, section 21(a)(4). Management periodically reviews Executive Session minutes to determine if continued non-disclosure is warranted.

Chair Kelleher then announced the meeting's agenda.

**Report by KPMG**

Mr. Romano and Ms. Pagliaro presented results from KPMG's Federal Uniform Guidance audit. They described the scope of the audit and noted the audit was prolonged due to delayed Federal CARES Act audit guidance and there were no control issues or findings noted. It was also highlighted that this was the third year in a row there were no findings identified.

**Action Item # 1: Approval of the Report on Major Federal Program Compliance with OMB Uniform Guidance, Document T20-050**

Chair Kelleher asked for a motion to approve the Report on Major Federal Program Compliance with OMB Uniform Guidance. He indicated that the Committee had a chance to review the background materials that were provided and asked for questions or discussion. It was moved by Trustee Scheibel and Trustee Woolridge seconded.

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To recommend that the Board approve the following:

- Report on Major Federal Program Compliance with OMB Uniform Guidance.

Chair Kelleher then asked for a Roll Call vote and the Secretary called the Roll with each Committee Member asked to vote yes or no.

Chair Kelleher voted for the motion as did Vice Chair Karam, Trustees Scheibel and Woolridge.

**Report by the Director of Internal Audit**

Mr. David provided a brief summary of Internal Audit's activity during the first half of fiscal year 2021, including progress against its audit plan. He highlighted the number of projects Internal Audit completed and is conducting and provided a status of recruiting efforts. He discussed the status of external audit activity around the University, including the University's related entities' financial statements audits and federal grant audits.

He went on to walk through draft revisions that were made to the Audit Committee Charter based on benchmarking against audit industry standards and recommendations, relevant regulations, the University's peers, private universities and large companies from a variety of industries as well as input from KPMG. At the same time, he solicited input from the Committee. The Committee members asked questions and suggested revisions, to which Mr. David responded. Mr. David concluded by highlighting next steps in the Charter revision process.

**Enterprise Risk Management Update**

Ms. Packard provided highlights of the University's Enterprise Risk Management ("ERM") program, including its governance structure, maturity level, and the completion of the FY20 Annual ERM Report, among other things. She also provided examples of how ERM was leveraged to respond to Covid-19. The Committee asked questions and discussion ensued.

Trustee Scheibel departed the meeting at 11:50 a.m.

Chair Kelleher then adjourned the meeting.

The time was 11:56 a.m.

Zunilka Barrett  
Secretary to the Board