

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

**MINUTES OF THE MEETING OF THE
AUDIT AND RISK COMMITTEE**

Wednesday, June 1, 2022; 8:00 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 O'Brien and Scheibel

Committee Members Absent: Trustees Bhandari, Woolridge and Wu

Other Trustees Present: Trustee Ramos Gagliardi

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

KPMG: Brock Romano, Engagement Partner; Nicole Darling, Senior Manager

Faculty Representatives: Professor Hoagland, UMass Amherst; Professor Kim, UMass Boston

Documents Used:

- Meeting Minutes: April 6, 2022
- Internal Audit Update, Doc. T22-006
- UMass System-wide Enterprise Risk Management Program Update, Doc. T22-007
- KPMG Discussion with Those Charged with Governance - Audit plan and strategy for the year ending June 30, 2022, T22-016
- FY2023 Internal Audit Plan, T22-015

Chair Kelleher convened the meeting at 8:03 a.m.

Director of Internal Audit David stated that the Governor of Massachusetts executive order on March 12, 2020, that was effective immediately, was extended to July 15, 2022. The order is applicable to UMass Board of Trustees meetings because UMass is a public body.

Under the Emergency 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 General's 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.

Director of Internal Audit David then provided 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 April 6, 2022 meeting and asked for any corrections. With no corrections, the minutes were approved.

Chair Kelleher then announced the meeting's agenda.

Report by the Director of Internal Audit

Director of Internal Audit David briefly discussed University Internal Audit's mission, purpose, reporting lines and the independence it provides. He also discussed audit priorities and provided a status of talent acquisition and organizational changes, including the addition of compliance auditor positions. He then briefed the Committee on the 2023 Internal Audit Plan, including an overview of the risk-based approach used to determine the areas of focus and the types of audits that will be performed, and how Management's and the Committee's input, key University risks and industry benchmarking informed the Plan. He also reviewed time allocated to ad hoc requests and Committee priorities. In addition, he discussed risks to completing the Audit Plan and that it is necessarily flexible to accommodate future requests from Management and the Committee.

Action Item #1: Approval of the FY2023 Internal Audit Plan, Doc. T22-015

Chair Kelleher asked for a motion to approve the FY2023 Internal Audit Plan. He indicated that the Committee had a chance to review the background material provided and asked for questions or discussion. It was moved by Vice Chair Karam and Trustee Scheibel seconded.

To recommend that the Board approve the following:

- FY2023 Internal Audit Plan, T22-015.

The Chair then asked for a roll call vote and Secretary Barrett called the roll with each committee member asked to vote yes or no.

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Chair Kelleher and Vice Chair Karam voted for the motion as did Trustees O'Brien and Scheibel.

UMass System-wide Enterprise Risk Management Program Update

Director of Enterprise Risk Management ("ERM") Packard provided a summary of the Fiscal Year 2022 ERM report, highlighted the University's new risk mitigation assessment tool and next steps in the program's cycle. The Committee made comments to which Director of Enterprise Risk Management Packard and Director of Internal Audit David responded.

Report by KPMG

Mr. Romano and Ms. Darling reviewed KPMG's Discussion with Those Charged with Governance - Audit plan and strategy for the year ending June 30, 2022 and required communications, including their risk assessment process and areas of focus for their financial statement audit, the scope of the single audit, significant risks, and technical accounting updates.

Chair Kelleher adjourned the meeting.

The time was 8:46 a.m.

Zunilka Barrett
Secretary to the Board