Chair Furman convened the meeting at 11:15 a.m. and stated that the Committee had been provided with draft minutes for the December 3, 2014 meeting and asked for any corrections. With no corrections, the minutes were approved.

**Report by the Director of Internal Audit:**

Mr. David provided the Committee with a brief summary of audit activities that took place during the first half of Fiscal Year 2015 where he highlighted the status of the Audit Plan and management’s action plans. He went on to discuss the impact staff vacancies were having on Audit Plan progress and how resources have been reallocated to compensate. He also discussed the progress made toward filling the vacancies.

Mr. David then reported on external audit activities. He summarized the results of the of the Intercollegiate Athletic Department Reviews performed at the Amherst and Lowell campuses and financial statement audits of WFCR-FM, Combined WFCR-FM and the New England Public Radio Foundation, and WUMB-FM. He stated that the Intercollegiate Athletic Reviews resulted in no significant errors or omissions identified, and that the aforementioned financial
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statement audits received unqualified audit opinions. He also highlighted the results of certain University related entities which all received unqualified audit opinions.

Trustee Buonomo asked about the number of reported audit observations to which Mr. David responded. Trustee Buonomo then commented on the importance of the internal audit function and that it helps protect the UMass brand.

Mr. David made the Committee aware of the upcoming request for proposal regarding the University’s financial statement auditor. Mr. David noted the contract with the University’s current auditors, Grant Thornton, was ending after the Fiscal Year 2015 audit. He went on to summarize the selection process and timing of the proposal. Discussion ensued.

Chair Furman then asked for a motion to approve the Audit Reports. Chair Furman asked for questions or discussion.

It was moved and seconded.

To recommend that the Board approve the following:

- Intercollegiate Athletic Department Report, Amherst (Doc. T15-018)
- Intercollegiate Athletic Department Report, Lowell (Doc. T15-019)
- Football Attendance Report, Amherst (Doc. T15-020)
- WFCR-FM Audit Report, Amherst (Doc. T15-021)
- WUMB-FM Audit Report, Boston (Doc. T15-023)

Chair Furman then asked the Committee to vote to enter into Executive Session for Discussion of investigation in order to protect the confidentiality of on-going investigatory and personnel matters and for consideration of prior Executive Session minutes, pursuant to General Law Chapter 30A, section 21(a)(5), and section 21(a) (7) to comply with the provisions of General Laws Chapter 214, Section 1B, Chapter 66A, and Chapter 4, section 7(26)(c) and (f).

It was moved and seconded and the Secretary called the roll with each Trustee asked to vote yes or no to enter into Executive Session for the purposes listed. Chair Furman voted for the motion as did Vice Chair Collins; Trustees Buonomo and Campbell.

Chair Furman asked President Caret, General Counsel Heatwole and Senior Vice President Wilda to remain for the executive session.

The time was 11:30 a.m.

Zunilka Barrett  
Secretary to the Board of Trustees