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**The University of Rhode Island Board of Trustees
Institutional Risk and Compliance Committee
Tuesday, April 18, 2023 · 2:15 p.m. EDT**

**The University of Rhode Island
The Alumni Center
Beagle Board Room, 73 Upper College Road
Kingston, RI 02881**

OFFICIAL MINUTES

Chair Karina Edmonds welcomed everyone to the April 18, 2023, meeting of the University of Rhode Island (URI) Board of Trustees Institutional Risk and Compliance Committee meeting and noted that the meeting was being held in person with board members participating remotely. Public access to the meeting was available via the YouTube video platform and is available for viewing at <https://web.uri.edu/trustees/meetings/>.

Chair Edmonds conducted a roll call attendance and reported that a quorum of members was present. She called the meeting to order at 2:20 p.m.

The URI Board of Trustees Institutional Risk and Compliance Committee members participating:

- Karina Montilla Edmonds, Committee Chair (remote)
- Matthew Lenz, Vice Chair (remote)
- Roby Luna (remote)
- President Marc Parlange (ex officio, non-voting) (remote)

URI President's Leadership Council members in attendance:

- Abby Benson, Senior Advisor to the President and Chief of Staff (remote)
- Alyssa Boss, General Counsel (remote)
- Barbara Wolfe, Provost and Executive Vice President for Academic Affairs (remote)
- Abigail Rider, Vice President for Administration and Finance (remote)
- Ellen Reynolds, Vice President for Student Affairs (remote)

"The University of Rhode Island occupies the traditional stomping ground of the Narragansett Nation and the Niantic People. We honor and respect the enduring and continuing relationship between the Indigenous people and this land by teaching and learning more about their history and present-day communities, and by becoming stewards of the land we, too, inhabit."

Member of the URI Board of Trustees in attendance:

- Margo Cook, Board of Trustees Chair (remote)

URI Staff members in attendance:

Sharon Blackmar, Executive Assistant, Administration and Finance (in person)
Michelle Curreri, Secretary, Board of Trustees (in person)
Kara Larsen, Assistant Vice President for Enterprise Risk Management (in person)
Angela Miller, Assistant Vice President for Financial Operations/Controller (remote)
Lindsey Nottage, Director, Enterprise Compliance (in person)
Lynn Owens, Associate Secretary, Board of Trustees (in person)

Chair Edmonds acknowledged that the University of Rhode Island occupies the traditional homeland of the Narragansett Nation and the Niantic People.

1. APPROVAL OF THE MINUTES

a. Minutes of the January 31, 2023, Institutional Risk and Compliance Committee Meeting. [Enclosure](#)

1.a.

Chair Edmonds called for a motion that the URI Board of Trustees Institutional Risk and Compliance Committee approve the minutes of the January 31, 2023, Committee meeting.

On a motion duly made by Matt Lenz and seconded by Roby Luna, and with no discussion, it was:

VOTED: THAT The URI Board of Trustees IRCC Committee approve the minutes of the January 31, 2023, IRCC Committee meeting.

VOTE: 3 members voted in the affirmative and 0 members voted in the negative.

YEAS: Karina Montilla Edmonds, Matt Lenz, Roby Luna

NAYS: 0

ABSTAINS: 0

Having no discussion, the motion to accept the Minutes of the January 31, 2023, meeting passes.

2. DISCUSSION ITEMS

a. Research Grant Accounting Compliance Review

Vice President Abigail Rider noted that the University receives research grants from government agencies who perform routine audits periodically. She introduced Angela Miller who provided a review of the 2020 National Science Foundation (NSF) Audit Plan in which the (Established Program to

Stimulate Competitive Research) EPScoR award was noted. URI was one of three chosen by NSF to begin in September 2020. All document requests were submitted to NSF, and a final report is expected in three to six months.

Angela Miller explained that Research Grant Accounting is working on additional controls to prevent audits and to hold the subcontractors more accountable to URI.

b. Enterprise Risk Register Development [Enclosure 2.b.](#)

AVP Kara Larsen gave a presentation on the development of the University's risk register, which identifies institutional risks that affect the University. The objective of Enterprise Risk Management is to integrate risk management into the decision-making process at all levels. All identified risks are included in the risk inventory. The inventory of risks is aggregated into categories of institutional risks. URI Risk Management uses the internationally accepted standard, ISO 31000, in the development of the risk register. Ms. Larsen described the principles, process and framework of Risk Management. She explained how risks are scored and evaluated based on impact and compared to risk tolerance so that the risks are prioritized. It is necessary to develop treatment options and monitor them to evaluate the controls. The risks from the risk register that are selected for immediate treatment comprise the risk portfolio.

Process development becomes an everyday process to work toward optimized execution of risk management. It is currently manual and very time-consuming. Software is being explored for more mature oversight of risk. Board of Trustees Chair Margo Cook acknowledged the dashboard Kara developed and appreciated having it for committee review in the future.

Chair Edmonds asked about risks that have gone through the register to date. Ms. Larsen shared that institutional risks common to all higher education include the decline of enrollment, compliance, Title IX and the pandemic aftermath. Roby Luna shared how this information, in the corporate world, leads to the justification for the utilization of resources to mitigate risk and asked if we are there yet. Ms. Larsen explained that URI has begun to look at resource allocation according to risk. Presently, it is day-to-day mitigation. Vice President Rider shared that this mitigation was built into the President's strategic plan. She also shared that the state reserves the right to audit. There is no independent audit function at URI. Implementing an institutional compliance function will help assure compliance and avoid audits.

c. Annual Review of the Committee Charter [Enclosure 2.c.](#)

Chair Edmonds shared that the committee should review the proposed changes and provide feedback prior to the next meeting. A placeholder is made for these topics so that they are timely and consistent.

d. Annual Review of the Committee Calendar [Enclosure 2.d.](#)

Chair Edmonds shared that the committee should review the proposed changes and provide feedback prior to the next meeting. A placeholder is made for these topics so that they are timely and consistent. Abigail Rider noted suggested changes, mostly ministerial, as the calendar gets reviewed. A few items were moved around to reflect when they occur during the year. Compliance Review is just a

placeholder. There are timely topics that need to be shared from time to time. Compliance Review, for instance, may come up more than once during the year.

3. EXECUTIVE SESSION

a. **Discussion regarding pending litigation, pursuant to R.I.G.L. § 42-46-5(a)(2):**

- (i) Burt and Thomson v. Board of Trustees of the University of Rhode Island (1st Cir. No. 23-1188 and 23-1192) (Consolidated)

b. **Discussion regarding the matter of security including, but not limited to, the deployment of security personnel or devices pursuant to R.I.G.L. §42-46-5(a)(3):**

- (ii) Payment Card Industry (PCI) Compliance

At 2:50 p.m. the Institutional Risk and Compliance Committee convened into Executive Session. Virtual public access was paused.

On a motion duly made by Roby Luna and seconded by Matthew Lenz, and with no discussion, it was:

VOTED: THAT The URI Board of Trustees Institutional Risk and Compliance Committee enter into Executive Session

VOTE: 3 members voted in the affirmative and 0 members voted in the negative.

YEAS: Karina Montilla Edmonds, Matthew Lenz, Roby Luna.

At 3:16 p.m. the Institutional Risk and Compliance Committee returned to Open Session. Virtual public access resumed.

Chair Edmonds called for a motion that the Institutional Risk and Compliance Committee of the University of Rhode Island Board of Trustees seal the minutes of the Executive Session that took place on April 18, 2023.

On a motion duly made by Roby Luna and seconded by Matthew Lenz, and with no discussion, it was:

VOTED: THAT The URI Board of Trustees Institutional Risk and Compliance Committee seal the minutes of the Executive Session that took place on April 18, 2023.

VOTE: 3 members voted in the affirmative and 0 members
voted in the negative.

YEAS: Karina Montilla Edmonds, Matthew Lenz, Roby Luna.

NAYS: 0

ABSTAINS: 0

4. ADJOURN

Chair Edmonds called for a motion that the URI Board of Trustees Institutional Risk and Compliance Committee adjourn the meeting of April 18, 2023.

On a motion duly made by Roby Luna and seconded by Matthew Lenz, and with no further discussion, it was

VOTED: THAT The URI Board of Trustees IRCC adjourn the meeting of April 18, 2023.

VOTE: 3 members voted in the affirmative and 0 members
voted in the negative.

YEAS: Karina Montilla Edmonds, Matthew Lenz, Roby Luna.

NAYS: 0

ABSTAINS: 0

The meeting adjourned at 3:17 p.m.

The next URI Board of Trustees Institutional Research and Compliance Committee meeting is tentatively scheduled for June 2023.