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**The University of Rhode Island Board of Trustees
Institutional Risk and Compliance Committee Meeting
Thursday, January 20, 2022 • 1:45 p.m. EST**

**The University of Rhode Island
Robert J. Higgins Welcome Center, Hope Room
45 Upper College Road, Kingston, RI 02881**

OFFICIAL MINUTES

Committee Chair Roby Luna welcomed everyone to the January 20, 2022, meeting of the Institutional Risk and Compliance Committee. He conducted a roll call attendance and confirmed that a quorum of members was present. Chair Luna called the meeting to order at 1:47 p.m.

The Committee held a hybrid meeting in accordance with Governor McKee's Executive Order 22-01. Some Committee members gathered in person and some members participated remotely. Public access to the meeting was made available via the YouTube video platform.

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

- Mr. Roby Luna, Chair (remote)
- Ms. Karina Montilla Edmonds, Vice Chair (remote)
- Mr. Christopher Bove (ex officio - non-voting) (arrived at 2:06 p.m., in person)
- Ms. Margo Cook, Board of Trustees Chair (ex officio - voting) (in person)
- Mr. Neil Kerwin (remote)
- Mr. Tom Ryan (in person)
- Mr. Tim DelGiudice, RI Council on Postsecondary Education Chair (ex officio - non-voting) (remote)
- Dr. Marc B. Parlange, President (ex officio - non-voting) (arrived at 2:17 p.m., in person)

The URI Board of Trustees Institutional Risk and Compliance Committee members not in attendance:

- Mr. Richard Humphrey
- Mr. Michael McNally (ex officio - voting)

The University of Rhode Island President’s Leadership Council in attendance:

- Ms. Abby Benson, Senior Advisor to the President and Chief of Staff (arrived at 2:20 p.m., in person)
- Ms. Alyssa Boss, General Counsel (arrived at 2:20 p.m., in person)
- Dr. Karlis Kaugars, Chief Information Officer (remote)
- Ms. Lil Breul O’Rourke, President, URI Foundation and Alumni Engagement (arrived at 2:20 p.m., in person)
- Ms. Abigail Rider, Vice President for Administration and Finance (arrived at 2:23 p.m., in person)

The URI staff members in attendance:

- Ms. Audrey Cardany, President, Faculty Senate (in person)
- Ms. Carol Connolly, Assistant Legal Counsel, Division of Research and Economic Development (remote)
- Ms. Patricia Correia, Executive Assistant II, Division of Research and Economic Development (in person)
- Ms. Jennifer Critcher, Assistant Director, Coastal Resources Center (in person)
- Ms. Michelle Curreri, Secretary, URI Board of Trustees (in person)
- Mr. Peter Harrington, Associate General Counsel, (in person)
- Chief Michael Jagoda, Director of Public Safety, Chief of Police (in person)
- Mr. Mike Khalfayan, Chief Information Security Officer (remote)
- Ms. Kara Larsen, Assistant Vice President for Enterprise Risk Management (in person)
- Ms. Lynn Owens, Associate Secretary, URI Board of Trustees (in person)
- Dr. Elin Torell, Senior Coastal Resources Manager (in person)
- Dr. J. P. Walsh, Professor of Oceanography and Director, Coastal Resources Center (remote)
- Ms. Michele Wood, Associate Controller, Sponsored & Cost Accounting (in person)

Invited guests in attendance:

- Vinita Bahri-Mehra, Attorney, Director & Leader, Global Business Practice, Kegler Brown Hill & Ritter (remote)

1. ACCEPTANCE OF THE AGENDA

Committee Chair Luna called for a motion that The University of Rhode Island Board of Trustees Institutional Risk and Compliance Committee accept the agenda for the meeting of January 20, 2022.

On a motion duly made by Neil Kerwin and seconded by Karina Montilla Edmonds, it was

VOTED: THAT The University of Rhode Island Board of Trustees Institutional Risk and Compliance Committee accept the agenda for the meeting of January 20, 2022.

VOTE: 5 members voted in the affirmative and 0 members voted in the negative.

YEAS: Roby Luna, Karina Montilla Edmonds, Margo Cook, Neil Kerwin,
Tom Ryan.

NAYS: 0

ABSTAINS: 0

2. APPROVAL OF THE MINUTES

a. Minutes of the November 4, 2021 Joint Meeting of the Finance and Facilities Committee and the Institutional Risk and Compliance Committee. ([Enclosure 2.a.](#))

Committee Chair Luna called for a motion that the Institutional Risk and Compliance Committee of the URI Board of Trustees approve the minutes of the November 4, 2021 Joint Meeting of the Finance and Facilities Committee and the Institutional Risk and Compliance Committee.

On a motion duly made by Karina Montilla Edmonds and seconded by Neil Kerwin, it was

VOTED: THAT The University of Rhode Island Board of Trustees Institutional Risk and Compliance Committee approve the minutes of the November 4, 2021 Joint Meeting of the Finance and Facilities Committee and the Institutional Risk and Compliance Committee.

VOTE: 5 members voted in the affirmative and 0 members voted in the negative.

YEAS: Roby Luna, Karina Montilla Edmonds, Margo Cook, Neil Kerwin, Tom Ryan.

NAYS: 0

ABSTAINS: 0

3. DISCUSSION ITEMS

a. Compliance Calendar - Review of the University's annual compliance reporting obligations and their timing.

Ms. Kara Larsen provided a brief update since the first version of the calendar was produced last year. She reported that Lindsey Nottage was hired as the Enterprise Compliance Director. Ms. Nottage is working on updating the calendar, finding all reporting obligations, and accurately charting them. Ms. Larsen reported on the current version of the calendar, which can be found [here](#). New to the report this year is tracking the University's annual certifications or registrations. This is not a reporting obligation but may involve a self-assessment that the University must make to do the registration or certification to a body.

Vice Chair Montilla Edmonds asked if there was an exception to change the calendar on any compliance issues at this time. Ms. Larsen responded that there was not. She stated all compliance obligations are being met at this time.

b. Presentation of the annual Clery Report on Crime

Chief Michael Jagoda provided a presentation found [here](#) on the annual Clery report found [here](#). He explained that the Clery report is a collaboration between internal and external stakeholders, and is required by federal law. Any higher education institutions who receive some type of federal funding must report their crime statistics by October 1st of the following year. The Clery report includes the University's five campuses, all buildings, adjacent roadways, and non-campus buildings owned by the University. Chief Jagoda reviewed the five sections of the report and some of the crime statistics. Other information included the University's fire and safety report. He stated that the University is an extremely safe place to live, learn, and work.

Board Chair Margo Cook asked if there is anything Chief Jagoda would change in the future. Chief Jagoda noted that the University is a globally known research university. With the increase in global visibility, there can be challenges with risk mitigation. It will be important to remain aware and be prepared.

c. Cybersecurity Risk Treatment Update

Mr. Mike Khalfayan provided an update on Cybersecurity Risk Treatment. The items covered included the University's information security strategy, current risk landscape, strategic approach to how risk is managed, how goals will be achieved, how URI will connect its tactics to the strategy, and an overview of the 2021 national cybersecurity review results that were completed this year in partnership with the Multi State Information Sharing and Analysis Center (MS-ISAC) and the Department of Homeland Security. The presentation can be found [here](#).

Board members inquired about employee awareness and security training. Mr. Khalfayan explained that divisions and departments within the University were being targeted for training rather than the whole University. For example, Health Services received focused training on HIPAA and basic security hygiene. Training is delivered in an online format and takes about 20 minutes to complete.

In response to a Board member inquiry concerning mandatory training for faculty and staff, Mr. Khalfayan responded that it is not a mandatory requirement for employment for current employees. However, he is working with Human Resources to make it a requirement when onboarding new employees.

Board Chair Margo Cook asked if there was any correlation when there hasn't been training and there were incidents. Mr. Khalfayan reported that there have been incidences when employees were not trained and incidences when employees were trained. When there is an incident, Mr. Khalfayan communicates directly with Dr. Karlis Kaugars, Chief Information Officer, after he debriefs his team. Based on the severity of an incident, it is determined how to remediate and address it.

d. National Science Foundation (NSF) Audit of Established Program to Stimulate Competitive Research (EPSCoR) Track I Program

Ms. Michele Wood, Associate Controller, Office of Sponsored & Cost Accounting, Division of Finance and Administration, provided an update on the audit of the EPSCoR Track I Program. Ms. Wood provided background information on the National Science Foundation, noting it employs a variety of methods to monitor grant expenditures and to ensure those expenditures are being incurred in accordance with the stated policies and procedures of the NSF, the specific awards, and the institution. The NSF publishes an annual work plan, and in 2018 one of the work plan agenda items was the review of EPSCoR awards. There are ten institutions across the country that received EPSCoR awards, and the NSF selected the University of Rhode Island as one of the institutions to be reviewed. The audit covers the period of 2011 through 2020.

Ms. Wood's presentation included an update on the audit; the work performed, preliminary results, and a timeline. The audit began in September 2020 and is ongoing. The presentation can be found [here](#).

4. ACTION ITEM

- a. Review and recommendation that the URI Board of Trustees approves the full resolution set forth in [Enclosure 4.a](#) through which the Board, in summary, is approving the establishment and registration of a University of Rhode Island branch office in the Republic of Fiji and the taking of all necessary and appropriate actions, by the University President or his designees, including the submission of all required applications, authorizations and designations required by governmental agencies in the Republic of Fiji, to enable the establishment and registration of the branch office, and to undertake the performance and administration of the USAID-funded Pacific Islands Fisheries Project known as "OurFish OurFuture" under the leadership and direction of URI's Coastal Resources Center.**

Dr. J.P. Walsh, Director of the Coastal Resources Center, joined by Ms. Jennifer Critcher, Assistant Director, Coastal Resources Center, Dr. Elin Torell, Director of International Coastal Programs and Ms. Vinita Mehra, Director, Global Business Practice, Kegler, Brown, Hill & Ritter, gave a PowerPoint presentation found [here](#), to inform the committee about the plans to establish a branch office in Fiji. Also in attendance to speak to this item were Associate General Counsel Peter Harrington and Assistant Legal Counsel Carol Connolly.

The Coastal Resources Center (CRC) in the Graduate School of Oceanography (GSO) has received a \$15 million award from the United States Agency for International Development (USAID) to implement the "OurFish OurFuture" Program in the Pacific Islands. To fulfill the award milestones, and as advised by USAID, URI needs to register a time-limited project-oriented branch office in Fiji. The "OurFish OurFuture" Program is an exciting five-year partnership (2021-2026) that will address the social and ecological drivers of illegal, unreported, and unregulated fishing that are degrading coastal fisheries and biodiversity and negatively impacting local livelihoods, food stability, and maritime security in the Pacific Islands region.

Board member Tom Ryan asked if the University’s umbrella insurance policy would cover a branch office in Fiji. Ms. Mehra replied that a specific country endorsement should be added to the current umbrella policy. Mr. Harrington added that the biggest perceived risk is around employment laws. An employment law specialist compliance firm will be hired to help ensure the University is in compliance with applicable laws in Fiji. In response to a question by Neil Kerwin regarding how many branch operations the University was currently managing, Dr. Walsh replied that there is currently one branch operation.

Committee Chair Luna noted this item was also being presented as a discussion item at the Academic Affairs and Research Committee meeting today. President Parlange and Dr. Peter J. Snyder, Vice President for Research and Economic Development, are supportive of the proposal.

Following the presentation, Committee Chair Luna called for a motion that the Institutional Risk and Compliance Committee of the University of Rhode Island Board of Trustees recommend that the Board of Trustees approves the full resolution set forth in [Enclosure 4.a.](#) through which the Board, in summary, is approving the establishment and registration of a University of Rhode Island branch office in the Republic of Fiji and the taking of all necessary and appropriate actions, by the University President or his designees, including the submission of all required applications, authorizations and designations required by governmental agencies in the Republic of Fiji, to enable the establishment and registration of the branch office, and to undertake the performance and administration of the USAID-funded Pacific Islands Fisheries Project known as “OurFish OurFuture” under the leadership and direction of URI’s Coastal Resources Center.

On a motion duly made by Tom Ryan and seconded by Neil Kerwin, it was

VOTED: THAT The University of Rhode Island Board of Trustees Institutional Risk and Compliance Committee recommend that the Board of Trustees approves the full resolution set forth in [Enclosure 4.a.](#) through which the Board, in summary, is approving the establishment and registration of a University of Rhode Island branch office in the Republic of Fiji and the taking of all necessary and appropriate actions, by the University President or his designees, including the submission of all required applications, authorizations and designations required by governmental agencies in the Republic of Fiji, to enable the establishment and registration of the branch office, and to undertake the performance and administration of the USAID-funded Pacific Islands Fisheries Project known as “OurFish OurFuture” under the leadership and direction of URI’s Coastal Resources Center.

VOTE: 5 members voted in the affirmative and 0 members voted in the negative.

YEAS: Roby Luna, Karina Montilla Edmonds, Margo Cook, Neil Kerwin, Tom Ryan.

NAYS: 0

ABSTAINS: 0

5. ADJOURN

Committee Chair Luna called for a motion to adjourn the meeting of the Institutional Risk and Compliance Committee.

On a motion duly made by Tom Ryan and seconded by Neil Kerwin, it was

VOTED: THAT The University of Rhode Island Board of Trustees Institutional Risk and Compliance Committee adjourn the meeting January 20, 2022.

VOTE: 5 members voted in the affirmative and 0 members voted in the negative.

YEAS: Roby Luna, Karina Montilla Edmonds, Margo Cook, Neil Kerwin, Tom Ryan.

NAYS: 0

ABSTAINS: 0

The meeting adjourned at 3:17 p.m.

UPCOMING MEETING

The next meeting of The University of Rhode Island Board of Trustees Institutional Risk and Compliance Committee is scheduled for April 21, 2022.