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**The University of Rhode Island Board of Trustees
Institutional Risk and Compliance Committee Meeting
Tuesday, August 4, 2020, 9:00 a.m.**

**PURSUANT TO GOVERNOR RAIMONDO'S
EXECUTIVE ORDER 20-53, THIS MEETING WAS HELD
VIRTUALLY USING THE WEBEX PLATFORM (BOARD
ONLY) AND FACEBOOK LIVESTREAM (PUBLIC
VIEWING).**

MINUTES

Chair Luna welcomed the members of The University of Rhode Island (URI) Board of Trustees Institutional Risk and Compliance Committee and acknowledged that a quorum was present. Chair Luna called the meeting to order at 9:09 a.m.

Attendees present for this virtual meeting:

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

- Mr. Roby Luna, Chair (remote)
- Ms. Susan Petrovas (remote)
- Mr. Richard S. Humphrey (remote)
- Mr. David J. Martirano (remote)
- Ms. Jay Placencia (remote)

The URI Board of Trustees Institutional Risk and Compliance Committee ex-officio member:

- Mr. Tim DelGiudice—R.I. Council on Postsecondary Education (remote)

The University of Rhode Island staff:

- Louis J. Saccoccio, General Counsel (remote)
- Michelle Curreri, Chief of Staff and Board Liaison (remote)
- Peter J. Snyder, Vice President for Research and Economic Development (remote)
- Abigail Rider, Vice President for Administration and Finance (remote)
- Melissa McCarthy, Director of University Research External Relations (remote)

Review of University financial statements, the conduct, conclusions and recommendations of external audits and approval of the University's responses to management letters;

Regular assessment of the effectiveness, security, and potential vulnerabilities of the University's information technology and the information systems it supports.

Review of prioritized institutional risk assessment and mitigation plans prepared by University management on existing or potential threats to the ability of the University to carry out its mission or achieve goals of the strategic plan.

Chair Luna shared that he had discussions with Peter J. Snyder, Vice President for Research and Economic Development and Abigail Rider, Vice President for Administration and Finance regarding many important initiatives for the University to manage risks such as cybersecurity, overall risk management policies, best business practices as it pertains to risk management, as well as review of financial statements. This Committee is going to play an important role in providing oversight for those critical functions. One of the things that caught his eye was modernizing the controls that we are implementing and enforcing in order to maintain compliance with institutional risk management process. He is going to be looking to this group for their expertise in ensuring that we can maintain and stay on track as a world-class academic institution.

Chair Luna opened the discussion on managing risk for the University.

Mr. Humphrey shared that the more he learns, the better he will be able to offer advice and asked that the professionals Chair Luna engaged with advise as to what path should be followed.

Mr. Martirano agreed with Mr. Humphrey and asked for an overview and a comparison of standards and benchmarks.

Chair Luna shared that the Committee will learn as we go and that in speaking with Vice Presidents Snyder and Rider he has gained an appreciation for the amount of work that will be involved in making sure that the institution maintain compliance. One such item is University facilities that present risk that we, as a Committee, need to be aware of and determine a process to mitigate those risks, be it financial exposure or cybersecurity, to ensure that the controls we use to measure security and risk are in line with industry standards, and to learn what those standards are. Chair Luna committed to bridging the knowledge gap on what will be monitored.

Ms. Placencia inquired about budgets and if consultants would be hired, as some Committee members do not have expertise in all areas. She also asked if there was a budget for modernizing some of our systems or does the Committee follow the budget that has been given to the University.

Ms. Rider shared the example that our enterprise systems will need to be replaced in the next decade because Oracle will be sunsetting them in 2030--a short amount of time to replace a

major enterprise system. The University has started looking at that. The budget would be incorporated into the University's annual 3-year and 5-year capital plans or operating budget if we have a subscription base service, which is very common for these systems. The budgeting is incorporated into the University's annual budgets. The Committee will see those and essentially create a plan to identify the necessary resources. She also added that public university funding is always tight and the University must prioritize all of these things against other plans.

Chair Luna thanked Ms. Rider for the example of the technical controls that require a capital investment on new technology platforms. Chair Luna shared that he is also referring to management controls and embracing best business practices for controls that they continuously monitor to ensure that it is meeting the risk and compliance requirement for the University. The operative word is continuously monitor, being proactive in how we monitor risks in order to ensure that if something were to come up we have ways to mitigate quickly and effectively.

Ms. Placencia shared her concern for the language in the Committee Charter regarding reputational risk, as it can mean many different things, and it is a large, vague term.

Ms. Rider agreed that reputational risk is always present and will look to the Committee for assistance with creating a dashboard for that risk. She shared that Senior Leadership spends a great deal of time discussing reputational risk and is interested in seeking guidance from the Committee on how to monitor it.

Vice President Snyder shared that there are buckets of activity that the University engages in that have the potential for positively or negatively impacting our reputation nationwide and within the local community. Those include our research in sensitive areas with tools and techniques and biological approaches that are often times seen as controversial. We do engage in classified work that could lead to reputational risk. We also have many strategic partnerships and alliances across the globe – including private partnerships and companies, both local and global. All of those could lead to a potential for risk but could also lead to much benefit, which is the reason we engage with them. He hopes to brief this Committee, throughout the calendar year, on the activity and how we, as senior leadership, assess the potential risk or benefit for each.

Chair Luna shared that in terms of reputational risk exposure, it will be a culmination of us as a Board in determining what we consider important to the University so as not to jeopardize the reputation.

Mr. Humphrey shared his understanding that there are at least one, if not two, members with secret clearance and the need for the Committee to get behind them and trust our experts such as Ms. Rider to make sure it is going correctly, and also look to University Legal Counsel for guidance.

Chair Luna then turned to Discussion Item No. 3: Institutional Risk and Compliance Committee Calendar.

3. INSTITUTIONAL RISK AND COMPLIANCE COMMITTEE CALENDAR

The Committee members had no questions or comments relating to the Institutional Risk and Compliance Committee Calendar. [Enclosure 3a](#)

Chair Luna shared that the next meeting will be held in September 2020 to review compliance on required training and an update from external auditors.

Chair Luna asked Mr. Saccoccio if the next meeting will be a virtual or in-person meeting. Mr. Saccoccio deferred to Ms. Curreri.

Ms. Curreri shared that she spoke with Kelly Mahoney, Executive Director of External Relations and Communications, who is in communication with the Governor's Office. Officially the Governor has not extended the virtual meeting executive order, and the State has not moved into phase four. In addition, the number of people allowed in a social gathering was reduced from 25 to 15 people. Therefore, it appears that the executive order will most likely be extended and we should have a confirmation of that between today and the upcoming weekend.

Mr. Saccoccio asked when the executive order was due to expire.

Ms. Curreri confirmed that it expires on Sunday, August 9, 2020, and that the Governor is scheduled to have a public meeting on Wednesday, August 5, 2020 where updates will be addressed.

4. ADJOURN

Chair Luna thanked The URI Board of Trustees Institutional Risk and Compliance Committee and called for a motion to adjourn the meeting of August 4, 2020.

On a motion duly made by Mr. Richard S. Humphrey and seconded by Mr. David J. Martirano it was

VOTED: THAT The University of Rhode Island Board of Trustees
Institutional Risk and Compliance Committee adjourn the
meeting of August 4, 2020.

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

YEAS: Roby Luna, Susan Petrovas, Richard S. Humphrey, David
J. Martirano, Jay Placencia.

NAYS: 0

ABSTAINS: 0

The meeting adjourned at 9:27 a.m.

UPCOMING MEETING

The next meeting of The URI Board of Trustees Institutional Risk and Compliance Committee is September 10, 2020 at 9:00 a.m.