THE PENNSYLVANIA STATE UNIVERSITY
BOARD OF TRUSTEES

COMMITTEE ON AUDIT AND RISK
MINUTES OF MEETING
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A meeting of the Committee on Audit and Risk (the Committee) of the Board of Trustees was held, on Thursday, September 12, 2019, at 3:30 p.m. in Executive Suite I & II, of the Penn Stater Hotel and Conference Center.

The following members, constituting a quorum were present Walter C. Rakowich (via telephone), Chair (presiding); Edward "Ted" B. Brown; Donald G Cotner, Alice W. Pope, Brandon D. Short and William S. Shipley (*Ex Officio*). Present staff included: Joseph J. Doncsecz, Stephen W. Dunham, David J. Gray, Daniel P. Heist, Nicholas P. Jones, Gary W. Langsdale, Jennifer Santiago, Richard Sparrow, and Donald J. Welch. Constituent representative, Ryan Godbey and Nicholas Rowland, was present via the phone. John Neary from the audit firm Deloitte & Touche LLP was also in attendance.

Chair Rakowich called the meeting to order at 3:30 p.m.

A. **Approval of minutes from May 2, 2019**

    The Committee voted and approved the minutes of the May 2, 2019 meeting.

B. **Meeting Schedule and Roles and Responsibilities Matrix**

    Dan Heist remarked that materials were made available prior to the meeting regarding the proposed revised Roles and Responsibility Matrix and schedule for fiscal year ending June 30, 2020.

C. **Discussion and Approvals**

    There were three items that needed approval by the Committee. One was the Audit Plan for fiscal year 2019-2020. The second was the Operating Guidelines for the Subcommittee on Risk. The Subcommittee voted unanimously for approval, noting that the Subcommittee meets typically during a scheduled BOT meeting cycle and/or at other times off-cycle. Finally, the Audit and Risk Committee approved the University Risk Management Plan as recommend by Subcommittee Chair Ted Brown.

D. **Information Technology Update**

    Don Welch, Interim VP of Information Technology and Chief Information Officer, and Richard Sparrow, Chief Information Security Officers, updated the committee on IT security matters and system implementations. Comments were made that an off-cycle informational session on cyber security should be scheduled.

E. Results of Committee Self-Assessment Survey

The results of the recent Committee Self-Assessment Survey were reviewed. It was noted that the assessment was mostly favorable and showed that the Committee was on track and effective in its oversight and management of roles and responsibilities. The main concern was the need to have more time in meetings to discuss critical issues although most liked the current committee meeting structure. Additionally, Committee members also requested more education opportunities.

The public meeting was adjourned at 4:10 p.m. Following the public meeting, the Committee went into executive session.

Respectfully submitted,

Shelly Zeigler-Byers, Administrative Support
Office of the Board of Trustees