September 2022 Audit Committee Meeting

Schedule Wednesday, September 7, 2022 10:30 AM — 11:30 AM CDT

Venue Maxine A. Smith University Center - Ballroom (320)

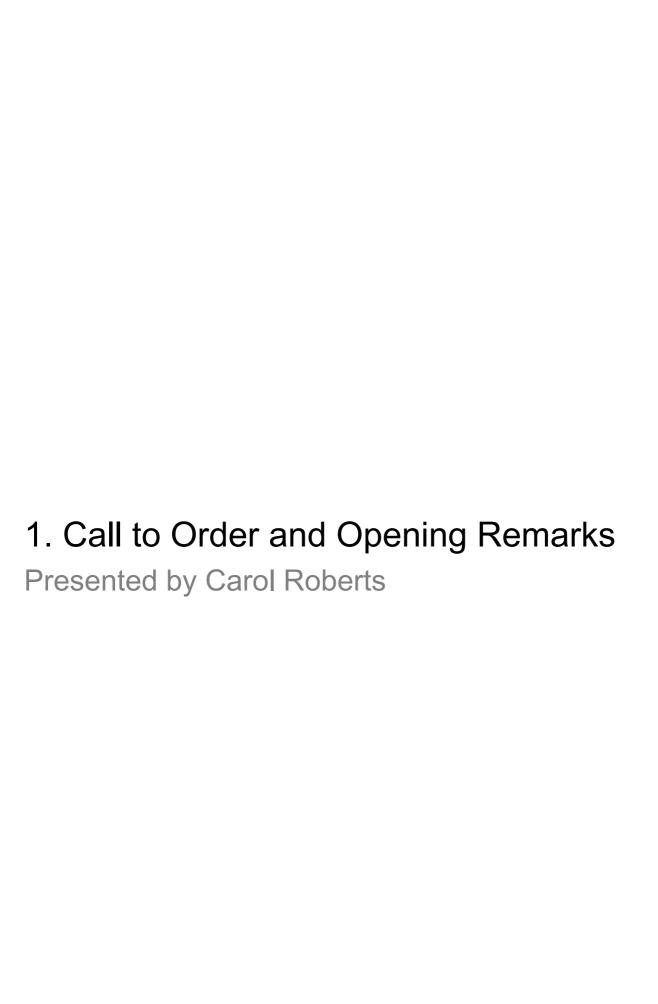
Organizer Sparkle Burns

Agenda

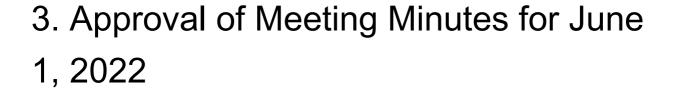
1.	Call to Order and Opening Remarks Presented by Carol Roberts	1
2.	Roll Call and Declaration of Quorum Presented by Melanie Murry	2
3.	Approval of Meeting Minutes for June 1, 2022 For Approval - Presented by Carol Roberts	3
	Audit Minutes June 1, 2022 .docx	4
4.	Summary of Audit Reports Issued Presentation - Presented by Vicki Deaton	10
	1 Agenda Item - Audit Report.docx	11
	2 Audit Report Summary.xlsx	12
5.	FY2022 Internal Audit Year End Report Presentation - Presented by Vicki Deaton	13
	1 Agenda Item - Year End Report.docx	14
	2 Internal Audit Year End Report FY2022.pdf	15
6.	Annual Review of Audit Committee Charter Presentation - Presented by Vicki Deaton	22
	1 Agenda Item - Committe Charter.docx	23
	2 audit_committee_charter.6.5.19.pdf	24
7.	Complaint Triage Team and OIE Update	27

Presentation -	Presented h	V Caacy	Road
Presentation -	- Presented b	v Geecv	Reeu

	Agenda Item - CTT and OIE Update.docx	28
	CTT & OIE Update.pptx	29
8.	Information Security Program Update Presentation - Presented by Robert Jackson	39
	Agenda Item-InfoSecdocx	40
	Info. Security Program Update.pptx	41
9.	Additional Business Presented by Carol Roberts	47
10	. Adjournment Presented by Carol Roberts	48







For Approval

Presented by Carol Roberts

THE UNIVERSITY OF MEMPHIS BOARD OF TRUSTEES AUDIT COMMITTEE MEETING MINUTES JUNE 1, 2022

I. CALL TO ORDER AND OPENING REMARKS

Trustee Springfield called the meeting to order.

Trustee Springfield informed those attending that she served as the Audit Committee Chair for 2 years and now the committee was in the process of selecting a new chair.

II. ROLL CALL AND DECLARATION OF QUORUM

Secretary Murry called the roll. The following trustees were in attendance:

Trustee Graf (participated via Zoom)
Trustee Roberts
Chairman Edwards
Trustee Springfield

Secretary Murry announced the presence of a quorum.

III. SELECTION OF THE AUDIT COMMITTEE CHAIR

Secretary Murry acknowledged Trustee Johnson was present before the selection of the new Audit Committee Chair.

Trustee Springfield called for a motion to name a new Chair of the Audit Committee.

Chairman Edwards made the motion to approve Trustee Carol Roberts as the new Audit Committee Chair. The motion was properly seconded. A roll call vote was taken and unanimously approved.

Secretary Murry recognized additional trustees in attendance:

Trustee Kemme Trustee Riley

IV. APPROVAL OF MEETING MINUTES FOR JUNE 1, 2022

Trustee Roberts gave remarks and thanked Trustee Springfield for serving as the chair.

Trustee Roberts referenced the meeting minutes within the materials. The motion was made by Trustee Graf and properly seconded. A roll call vote was taken and unanimously approved.

V. SUMMARY OF AUDIT REPORTS ISSUED

Trustee Roberts recognized Chief Audit Executive, Vicki Deaton to present agenda items 4 through 10 listed in the meeting materials.

Ms. Deaton presented the summary of audit reports issued. Ms. Deaton discussed two (2) audits. The Scholarship Awards Audit Report refers to an audit of private and departmental scholarships. Thirteen control activities were evaluated and out of the thirteen, three (3) minor issues were identified. Internal Audit and Consulting considered those good results. The second audit was the P-Card Expenditure Audit. Internal Audit and Consulting evaluated many transactions and from the transactions that were evaluated, only three (3) minor issues were identified, which Internal Audit and Consulting also considered good results.

VI. AUDIT ISSUE FOLLOW-UP

Ms. Deaton presented the audit issue follow-up. Ms. Deaton informed the committee that the chart provided in the materials is a summarized list of action plans reviewed by Internal Audit and Consulting. Ms. Deaton discussed the action plans that were listed as completed and explained how Internal Audit and Consulting collaborated with management in those departments. Ms. Deaton then went on to explain the purpose of the Risk Assessment – Research Internal Control Footprint Audit. Three (3) opportunities for improvement were identified within the Risk Assessment Research Audit and the action plans are comprehensive. Ms. Deaton informed the committee that the Risk Assessment audit improvements are still in progress. Internal Audit and Consulting is collaborating with Research and Innovation and Business and Finance and waiting to receive revised responses and plans the departments have for the future.

Ms. Deaton discussed more action plans completed. Eleven issues were identified in the Payment Card Industry Data Security Standards Compliance audit of which six (6) have been completed and five (5) have action plans with new estimated completion dates. Ms. Deaton informed the committee that only one (1) of the moderate issue rating plans was not complete. Ms. Deaton stated Internal Audit and Consulting is collaborating with new management in the University & Student Business Services office to create action plans which are set to be completed July 31, 2022.

Ms. Deaton informed the committee that she would move on to the next item if there were no questions. None were provided.

VII. SUMMARY OF INTERNAL AUDIT INVESTIGATION

Ms. Deaton presented the summary of an internal audit investigation. Internal Audit and Consulting received a report from the Tennessee Comptroller of the Treasury that was from 2018 about a trust at the University. Ms. Deaton informed about the process of the investigation and explained the information included in the investigation report. The report was sent to the Tennessee Comptroller of the Treasury and University management. No additional questions have been received about the report at this time.

VIII. INTERNAL AUDIT QAR SELF-ASSESSMENT

Ms. Deaton proceeded to present the Quality Self-Assessment Review results. Ms. Deaton discussed an external assessment that was done at the University to measure its quality assurance and gave an overview of the process which must be done every 5 years. Ms. Deaton informed the committee that Internal Audit and Consulting thought it was time for the University to conduct an internal assessment. The internal assessment report is in the meeting materials and Ms. Deaton explained the process of how the self-assessment was conducted. In the next several years, it will be time for the University to have an external assessment.

IX. ANNUAL REVIEW & APPROVAL OF INTERNAL AUDIT CHARTER

Ms. Deaton presented the annual review and approval of the Internal Audit Charter. Ms. Deaton gave an overview of the responsibility the audit committee has based on the charter. Ms. Deaton informed the committee the charter was reviewed during the Quality Self-Assessment and improvements were identified. Ms. Deaton presented the areas of improvement to the committee.

Ms. Deaton stated the revised Internal Audit Charter is recommended for approval. Trustee Roberts asked were there any questions or comments. Trustee Graf commented that the changes were great and congratulated Ms. Deaton on a job well done. Trustee Roberts called for the motion. The motion was made by Trustee Graf and properly seconded. A roll call vote was taken and unanimously approved.

X. FY2023 AUDIT PLAN

Ms. Deaton presented the FY2023 Audit Plan. Ms. Deaton explain the process of drafting the internal audit plan and the three areas that are evaluated. Dr. Tom Nenon, Provost asked if Student Academic Affairs should be considered under academics due to the department being integrated into Academic Affairs a few years ago. Ms. Deaton answered and said Student Academic Affairs should be included and changes are occurring with the entities. Dr. Nenon responded to Ms. Deaton and asked that she included Abby Parrill-Baker in the conversation when changes start to occur under academics. Ms. Deaton replied and said she would include Ms. Parrill-Baker. Ms. Deaton presented a list of other entities that come to the University to perform audits. Ms. Deaton continued to explain the internal audit plan process and explained Internal Audit

and Consulting evaluates where audit projects were completed in the last 5 years and other things that must be considered. Ms. Deaton presented the plan Internal Audit and Consulting is proposing for the FY2023 Internal Audit Plan.

Trustee Roberts expressed her appreciation to Ms. Deaton for the presentation and asked if the committee had any questions or comments. None were provided by the trustees. Ms. Deaton informed the committee that the plan is not permanent and can be changed at any time if corrections are needed. If the changes are non-substantive, Internal Audit and Consulting has the authority to make the change but if the changes are substantive then the proposal will be brought back to the committee.

Trustee Roberts asked if there were any questions or comments, none were provided. Trustee Roberts called for the motion. The motion was made by Trustee Johnson and properly seconded. A roll call vote was taken and unanimously approved.

XI. ANNUAL REPORT OF GRIEVANCE ACTIVITIES – STAFF ONLY

Ms. Deaton presented the Annual Report of Grievance Activities- Staff Only. Ms. Deaton said the information provided was given to her by Human Resources (HR). Ms. Deaton informed the committee that the report is for FY2021 and FY2022 to date. Trustee Roberts commented that she hoped the numbers were low because of the University's ability to resolve those issues and not because people were unaware of the process. Ms. Deaton responded by saying the numbers are not uncommon from what HR has received in the past.

Ms. Deaton concluded her presentation.

XII. BUSINESS CONTINUITY PLANNING UPDATE

Trustee Roberts recognized, Executive Vice President and Chief Financial Officer, Raaj Kurapati. Mr. Kurapati presented the business continuity planning update. Mr. Kurapati gave background on how the discussion of having a structured Risk Management and Business Continuity Planning system occurred, why the Risk Management Executive Director position was created, and explained the Kauli Ready system. As of June 1, 2022, the University has 144 plans and Risk Management is currently working with other departments to finalize their plans. Mr. Kurapati said to ensure the Business Continuity Plan (BCP) is updated regularly an annual update process will be implemented. Mr. Kurapati informed the committee about actions that will occur with departments and future plans. Mr. Kurapati stated he will periodically update the board on the Business Continuity Plan.

Mr. Kurapati concluded his presentation and opened for questions. Trustee Roberts commented that the University has made good progress and the plan is something the

University needs to remain vigil about because it is better for the University to be ready for a crisis and not try to think of a plan when a crisis occurs.

XIII. COMPLAINT TRIAGE TEAM AND OFFICE OF INSTIUTIONAL EQUITY UPDATE

Trustee Roberts recognized Interim Director for the Office of Institutional Equity, Ceecy Reed. Ms. Reed presented the Complaint Triage Team and Office of Institutional Equity update. Ms. Reed informed the committee that for FY21-22 the Complaint Triage Team received fifteen complaints of which six (6) are open and nine (9) are closed. Ms. Reed said the fifteen complaints received this fiscal year are in line with the number of complaints received last year, which was thirteen. Ms. Reed also informed the committee that the Office of Institutional Equity (OIE) received 159 complaints for FY2021-22 of which forty-one are open and 118 are closed. Ms. Read also provided the case numbers for FY20-21. Ms. Reed stated because of the limited staff OIE has brought in an external agency to assist with complaints.

Ms. Reed discussed the employee trainings being offered. For FY21-22, 11 effective search committee trainings have been completed and 83% of the annual Title VI and Title IX training has been completed. Those that have not completed the training have until June 30th and will receive weekly notifications until the training is completed. Trustee Roberts commented that the committee would like to be informed about any systemic issues OIE encounters.

Ms. Reed stated OIE will review and revise their current policies and revise the literature materials for the office. Ms. Reed concluded her presentation and opened for questions.

Trustee Roberts asked if there were any questions or comments, none were provided. Trustee Roberts expressed her appreciation to Ms. Reed for her hard work and her ability to the utilize resources to complete the tasks that need to be done.

XIV. INFORMATION TECHNOLOGY PROGRAM UPDATE

Trustee Roberts recognized Chief Information Officer, Dr. Robert Jackson. Dr. Jackson presented the information technology program update. Dr. Jackson introduced Karen Bell, Director of IT Security to the committee and praised Ms. Bell for the work she does leading the staff in the department. Dr. Jackson discussed the current status at the University. The IT security training was completed in March 2022. Dr. Jackson explained the process of how those that have not completed the training are contacted. Two (2) phishing campaigns were launched, and another phishing campaign will be launched in September. Dr. Jackson informed the committee that IT is working on the external penetration testing and an assessment is being completed. The report should be issued next month, in which Dr. Jackson said he would provide an update to the committee at the next meeting or the December meeting. Dr. Jackson stated the department is continuing to collect data for the network access control technology, which will ensure

only permitted devices are on the University's network. Dr. Jackson stated the department will be working through their IT Governance structure with faculty senate to implement mediation strategies to ensure academics and research are not interrupted.

Trustee Springfield asked Dr. Jackson if IT receives an alert when a device has connected to the network. Dr. Jackson answered by saying the technology allows them to recognize if a device connects to the network and it isolates the device until it is approved but the technology does not notify IT immediately.

Dr. Jackson showed the committee a chart of those who were victims of phishing attempts and how those phishing emails spread once the phisher gained access to the person's email. Dr. Jackson stated the April count will be updated in the next presentation because the number was not zero. Dr. Jackson discussed the incidents that were reported and investigated by IT in the last four quarters. For FY22 there were six (6) incidents which were minor and did not have to be escalated.

Dr. Jackson presented the IT security spending at the University by percentage and dollar amount. Dr. Jackson stated he hosts meetings with the other Chief Information Officers (CIOs) at the other Land-Grant Institutions (LGIs) and in their current meeting the CIOs discussed their IT security spending. Their spending is about 6-8 percent, so the University is in good standing with its IT spending. Trustee Roberts asked Dr. Jackson how Information Technology's overall budget compares to the other LGIs. Dr. Jackson replied by saying he did not have that information. Dr. Jackson discussed next steps which consist of investments at the University totaling \$330,681. Dr. Jackson also presented the tentative timelines IT has for different tasks. Dr. Jackson stated he planned to continue his discussion with the compliance committee about a plan for the General Data Protection Regulation (GDPR). Dr. Jackson stated he also plans to conduct an external assessment completed campus wide. Dr. Jackson concluded his presentation.

Trustee Roberts remarks and thanked Karen Bell for attending the committee meeting.

XV. ADDITIONAL BUSINESS

No additional business.

XVI. ADJOURNMENT

Trustee Roberts adjourned the meeting to executive session.

4. Summary of Audit Reports Issued

Presentation

Presented by Vicki Deaton

The University of Memphis Board of Trustees

Presentation For Information

Date: September 7, 2022

Committee: Audit Committee

Presentation: Summary of Internal Audit Reports Issued

Presented by: Vicki D. Deaton, Chief Audit Executive

Background:

Five audit reports were issued since the last meeting. Summarized information is included in the attached table.

Name of Audit Report	Date of Audit Report	Audit Engagement Report Opinion	Observations	Minor Issues - Addressed Verbally	Minor Issues	Moderate Issues	Major Issues	Recommendations for Consideration by University Management	Issues Outstanding from Prior Audit
Risk Assessment - Athletics Internal Control Footprint Audit Report	6/16/2022	Effective with the Opportunity for Improvement	2	0	2	0	0	0	0
Data Center Payment Processing Procedure Review Report	7/1/2022	Effective with the Opportunity for Improvement	0	0	1	0	0	3	0
Business Continuity Plan Program Reassessment	I //8//0//	Effective with the Opportunity for Improvement	0	0	1	0	0	0	0
Cash Balances Audit Report	7/26/2022	Effective	0	0	0	0	0	0	0
Inventory Observation Audit Report	7/26/2022	Effective	0	0	0	0	0	0	0

5. FY2022 Internal Audit Year End Report Presentation Presented by Vicki Deaton

The University of Memphis Board of Trustees

Presentation For Information

Date: September 7, 2022

Committee: **Audit Committee**

Presentation: FY2022 Office of Internal Audit and Consulting Year End Report

Presented by: Vicki D. Deaton, Chief Audit Executive

Background:

According to the Audit Committee Charter, the Audit Committee must "review the result of the year's work with the Chief Audit Executive."

The Office of Internal Audit and Consulting FY2022 Year End Report explains Internal Audit's purpose and the services provided and summarizes audit hours by functional area; audit issues and recommendations; fraud, waste, and abuse investigations; consulting and advisory work; and other projects completed during the year. Please see the attached University of Memphis Office of Internal Audit and Consulting Year End Report for the Fiscal Year Ended June 30, 2022.







INTERNAL AUDIT PURPOSE AND SERVICES

Internal audit is an independent, objective assurance and consulting activity designed to add value and improve the University of Memphis' operations. Internal Audit helps the University accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes.

Internal Audit performs assurance services by assessing evidence to provide an independent opinion or conclusion regarding a University entity, operation, function, process, system, or other subject matter. The nature and scope of assurance engagements are determined by the approved internal audit plan and staff of Internal Audit.

Consulting services are advisory in nature and are generally performed at the specific request of an engagement client. The nature and scope of consulting engagements are subject to agreement with the engagement client. When performing consulting services, the Internal Auditor should maintain objectivity and not assume management responsibility.

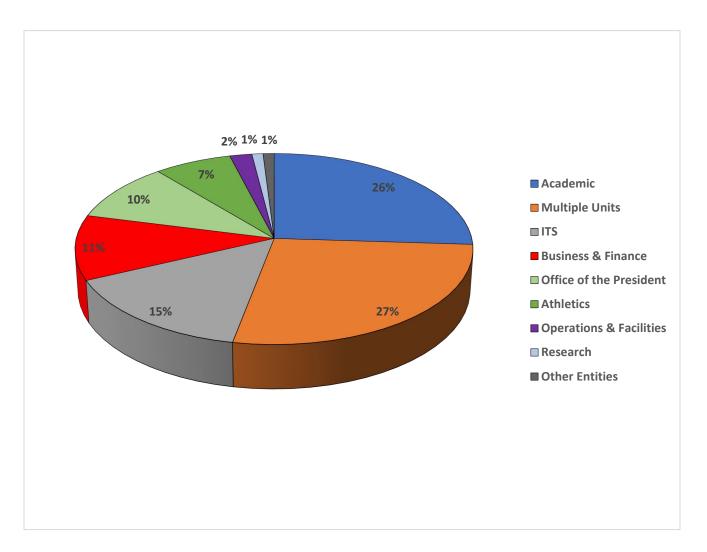
Internal Audit performs confidential investigations of allegation reports assigned by the Complaint Triage Team, a team created by the Audit Committee and University management to evaluate allegation reports and complaints so that the appropriate office investigates and reviews allegations received.

Results of all Internal Audit projects are communicated to the Audit Committee, the Tennessee Comptroller of the Treasury, and University of Memphis upper management.

DISTRIBUTION OF AUDIT HOURS

The Office of Internal Audit and Consulting classifies audits by functional area. This allows us to report to the Board of Trustees and management the segments of the University community we are serving. Below is a chart showing the distribution of audit hours by functional area:

FY2022 Audit Hours by Functional Area





AUDIT ISSUES TRACKED BY INTERNAL AUDIT

Audits and other projects performed by the Office of Internal Audit and Consulting often reveal opportunities for management to improve operations. Significant opportunities are generally included in the audit report as recommendations. Less significant opportunities may not be included in the audit report but discussed with the appropriate staff.

Audit Recommendation Summary for FY2022



INVESTIGATION INFORMATION

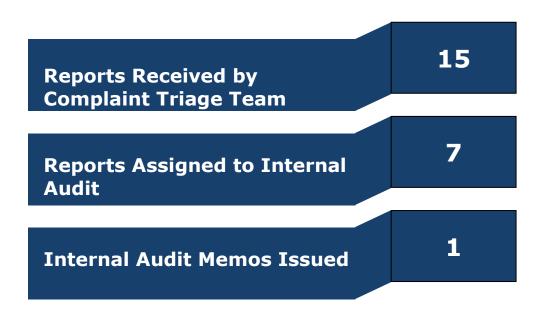
By Charter, the Audit Committee has the authority to conduct or authorize investigations into any matter within its scope of responsibility. The Audit Committee employs the Chief Audit Executive to report directly to the Committee and to ensure there is a confidential process for receiving and investigating reports of illegal, improper, wasteful, or fraudulent activity at the University.

The Audit Committee and University management created the Complaint Triage Team, a team including the Chief Compliance Officer, University Counsel, Chief Audit Executive, and Chief Human Resources Officer, to evaluate allegation reports and complaints received by Internal Audit and others so that the appropriate University office investigates and reviews allegations received. Internal Audit does not conduct criminal investigations, get involved in personnel complaints, personnel actions, matters related to tenure, or investigate reports of discrimination or sexual assault.

During FY2022, confidential Internal Audit investigation reports were provided to the Audit Committee, the Tennessee Comptroller of the Treasury, and University of Memphis upper management.

Below is a summary of investigative activity for fiscal year 2022:

Investigation Summary for FY2022





One of the responsibilities of the Complaint Triage Team is to educate the campus community about fraud, waste, and abuse; illegal activities; conflicts of interest; noncompliance with policies, laws, or regulations; and how to report suspected cases of each. The education initiative also includes informing employees of their protections when reporting these types of activities.

Internal Audit promotes reporting of fraud, waste, or abuse by meeting with employee and student groups across Campus. An Internal Audit brochure titled *Reporting Fraud, Waste and Abuse* is provided to groups during presentations. The brochure is also posted on the Office of Internal Audit and Consulting's website, which contains a page devoted to reporting fraud, waste, and abuse of University resources. A link to submit a report online is provided, as well as other reporting options. Also, Tennessee Comptroller of the Treasury fraud, waste, or abuse hotline posters are displayed in multiple locations across Campus.

To set the appropriate tone at the top, the President periodically sends a faculty and staff email stressing the responsibility of all University employees to ensure our resources are properly managed and safeguarded against inappropriate use by reporting activities that could be fraud, waste, or abuse. The email is normally distributed at the beginning of each fall semester.

OTHER SIGNIFICANT ACCOMPLISHMENTS

The formation of the University of Memphis Board of Trustees and the oversight and guidance of the Audit Committee has led to further Office of Internal Audit and Consulting accomplishments, some of which are listed below.

- ✓ Increased Communications with All Stakeholders
- \checkmark Identification of Opportunities for Management to Improve Operations
- ✓ Valuable Audit Committee Communications
- ✓ Promoting Fraud Awareness and Investigating Reports of Fraud, Waste, or Abuse
- ✓ Increasing Compliance Role by Managing External Audit Reports and Issue Follow Up
- ✓ Assistance with the TN Comptroller's Financial and Compliance Audit
- ✓ Maintaining Compliance with The Institute of Internal Auditor's (IIA) *International* Standards for the Professional Practice of Internal Auditing (Standards), Definition of Internal Auditing, Core Principles for the Practice of Internal Audit (Core Principles), and the Code of Ethics

Additionally, Internal Audit staff has performed consulting services by participating on the following committees and advisory boards.

- ✓ Complaint Triage Team
- ✓ Compliance Council
- ✓ Conflict of Interest Committee
- ✓ Information Security Advisory Committee
- ✓ Payment Card Industry Data Security Standards (PCI DSS) Compliance Committee
- ✓ Policy Review Board

OTHER CHALLENGES

Internal Audit faces the following challenges during FY2023:

- Identifying current priorities while being relevant and flexible
- Identifying new risks associated with changes that have occurred due to the pandemic
- Providing effective and efficient audit services in a virtual meeting environment
- Continuing to provide not only required but useful communications to the Audit Committee
- Providing audit coverage for growing University assets
- Monitoring external audits and reviews of the University and affiliates
- Hiring and maintaining competent, qualified staff
- Completing the approved audit plan in the current environment

6. Annual Review of Audit Committee Charter

Presentation

Presented by Vicki Deaton

The University of Memphis Board of Trustees

Presentation For Information

Date: September 7, 2022

Committee: Audit Committee

Presentation: Review and Assessment of Audit Committee Charter

Presented by: Vicki D. Deaton, Chief Audit Executive

Background:

The Audit Committee Charter, which is based on State of Tennessee Comptroller of the Treasury guidelines and approved by the Tennessee Comptroller of the Treasury, lists various responsibilities of the Audit Committee.

One responsibility of the Audit Committee as listed in the Audit Committee Charter is to review and assess the adequacy of the Audit Committee's Charter annually, requesting Board approval for proposed changes. To comply with the requirements of the Audit Committee Charter, the current version of the Audit Committee Charter is attached for review and assessment.

Audit Committee Charter

Purpose

The Audit Committee (AC) is responsible for assuring that the University of Memphis' (University) organizational culture, capabilities, systems and processes are appropriate to protect the financial health and the reputation of the University in all of the areas enumerated below. More particularly, the AC will review the financial reporting processes, the system of internal controls, the audit activities (external and internal), management's risk assessment, and the University's process for monitoring and ensuring compliance with laws and regulations. The AC will regularly update the full Board of Trustees (Board) about AC activities and key issues presided over by the Committee.

Roles and Responsibilities

Financial Reporting

- Review audited financial statements with state auditors, and determine whether the statements are complete and consistent with the information known to committee members.
- Review with the University's general counsel any legal matters that could have a significant impact on the University's financial statements.
- Review with management and state auditors any significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the University's financial statements

External Audit

- Meet, as needed, with external auditors to discuss any matters that the AC or auditors deem appropriate.
- Ensure that any findings and recommendations made by the external auditors are received, discussed, and acted upon in an appropriate and timely manner.
- Review the results of the external auditors' examinations and any other matters related to the conduct of the audits, and report to the Board the auditors' findings and recommendations.

Internal Audit

- Review and approve the annual audit plan for the University, including management's request for unplanned audits.
- Review the result of the year's work with the Chief Audit Executive, and receive and review any other work prepared by the Chief Audit Executive for the University.
- Receive and review reports, the results of internal audits performed, and any other work prepared by Internal Audit.

- Ensure that the University has the appropriate structure, staffing and capability to carry out its internal audit responsibilities.
- Ensure that the internal audit department has direct and unrestricted access to the chair and other committee members.
- Appoint, replace, or dismiss the Chief Audit Executive.
- Review, approve, and update the Internal Audit charter annually or more frequent if necessary.

Internal Controls, Risk, and Compliance

- Ensure that a system is in place, and being followed, to review and maintain compliance with the University's internal control structure.
- Ensure that a process exists for assessing, reporting, and investigating illegal, fraudulent, wasteful, or improper activity at the University, including a confidential reporting mechanism.
- Determine whether internal control recommendations made by internal and external auditors have been implemented by management.
- Review University policies and procedures regarding employee conduct to ensure that it:
 - o is easy to access,
 - o is widely communicated,
 - o is easy to understand and implement,
 - o includes a confidential mechanism for reporting code violations,
 - o is enforced, and
 - o includes conflict of interest policy and guidelines.
- Review the University's conflict of interest policy to ensure that the guidelines are comprehensive, that the term "conflict of interest" is clearly defined, that annual signoff is required, and that it contains procedures for adequate resolution and documentation of potential conflicts.
- Review the University's process for monitoring compliance with laws and regulations.
- Review the University's risk assessment plan.
- Regularly obtain updates from management, General Counsel, and Internal Audit regarding significant changes in legal and compliance issues.
- Review and assess the adequacy of the AC's charter annually, requesting Board approval for proposed changes.

Membership

The AC shall be composed of no less than three members who shall be appointed by the Board according to Board Bylaws. The Board shall appoint the AC chair. The Board may select one certified public accountant or other qualified citizen who is not a member of the Board to serve on the AC. The external member must have extensive accounting, auditing, or financial management expertise, and may not serve as the chair. The term of appointment is two years, and the chair may not serve more than two consecutive two-year terms as chair. All members of the AC shall be generally knowledgeable of financial management and auditing matters. At all

times, the AC shall have at least one member with extensive accounting, financial, or management expertise.

Each member of the AC shall be free from relationship that would give the appearance of a conflict or that would interfere with his or her exercise of independent judgment.

Education

The University's senior management and internal audit department are responsible for providing the AC with educational resources related to accounting principles, internal controls, applicable policies, and other information that may be requested by the AC to maintain appropriate financial and compliance literacy.

Meetings

The AC shall meet at least once quarterly, in conjunction with regular meetings of the Board, or at any other time upon the call of the AC chair. The AC will invite members of management, auditors, or others to attend and provide pertinent information. Meeting agendas will be provided to members in advance along with proper briefing materials. Minutes will be prepared. The AC shall also meet at the request of the Comptroller of the Treasury.

A majority of the members of the AC shall constitute a quorum for the transaction of business.

Revised June 5, 2019

7. Complaint Triage Team and OIE Update

Presentation

Presented by Ceecy Reed

The University of Memphis Board of Trustees

Presentation

For information

Date: September 7, 2022

Committee: Audit Committee

Presentation: Complaint Triage Team, OIE Updates (i.e., complaints, training, policies/procedures)

Presented by: Ceecy J. Reed, Interim Director Office for Institutional Equity

Background:

This will be an update on the Compliant Triage Team activity and Office of Institutional Equity data.

Complaint Triage Team and Office of Institutional Equity Update

Audit Committee

Ceecy J. Reed
Interim Director, Office for Institutional Equity/
Title IX Coordinator

September 7, 2022

Maxine A. Smith University Center



SEPT. 2022

Page 29 of 4

Agenda



Complaint Triage Team

Office for Institutional Equity Cases

Employee Trainings

Departmental Policies/Procedures, Literature, etc.

Complaint Triage Team

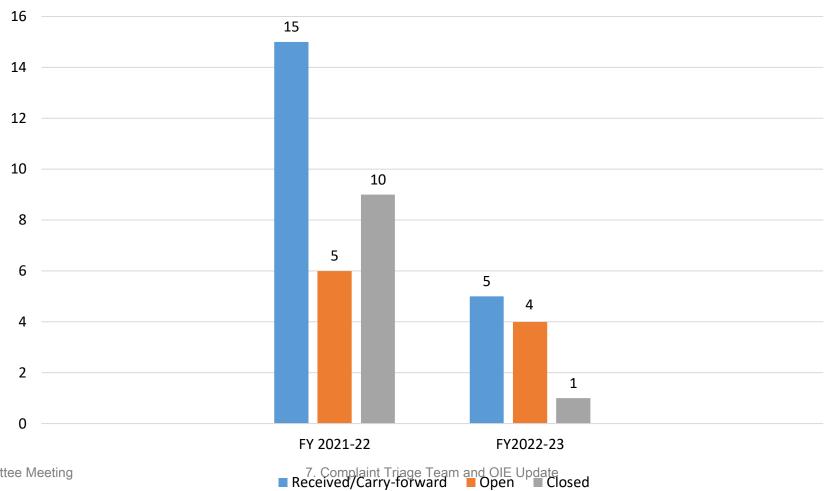




Complaints



CTT Complaints



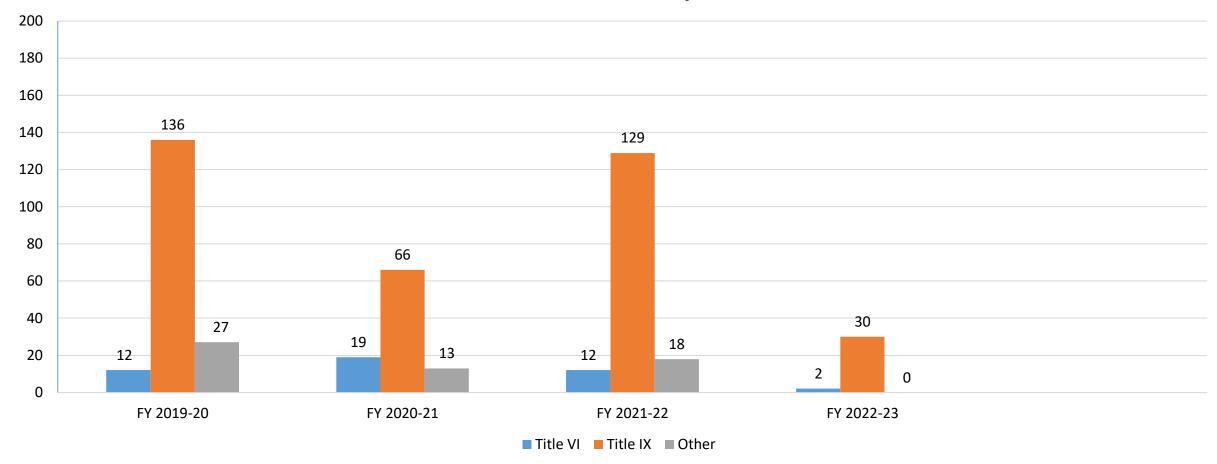


Office for Institutional Equity

Complaints – Titles VI, VII, IX, etc.



Case Load 4-Year Trend by Fiscal Year



Employee Trainings





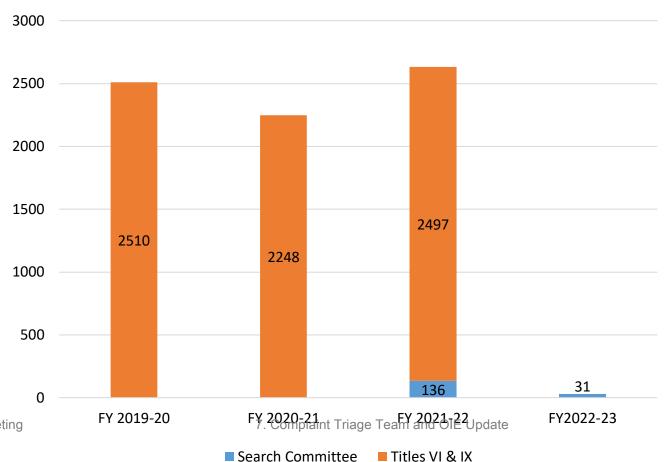
September 2022 Audit Committee Meeting

7. Complaint Triage Team and OIE Update

Trainings – Search Committee



Employee Trainings 4-Year Trend by Fiscal Year



Departmental Policies, Procedures and Literature



Revisions

Policies/Procedures

- GE2030
- GE2024
- GE2032
- SOP

OIE Literature



Thank You!



8. Information Security Program Update

Presentation

Presented by Robert Jackson

The University of Memphis Board of Trustees

Presentation

For Information

Date: September 7, 2022

Committee: Audit Committee

Presentation: Information Security Program Update

Presented by: Dr. Robert Jackson, Chief Information Officer

Background:

Quarterly update to Audit Committee regarding the university's Information Security Program.

Information Security Program Update

Audit Committee

Dr. Robert Jackson Chief Information Officer

September 7, 2022 University Center



SEPT. 2022

Page 41 of 48

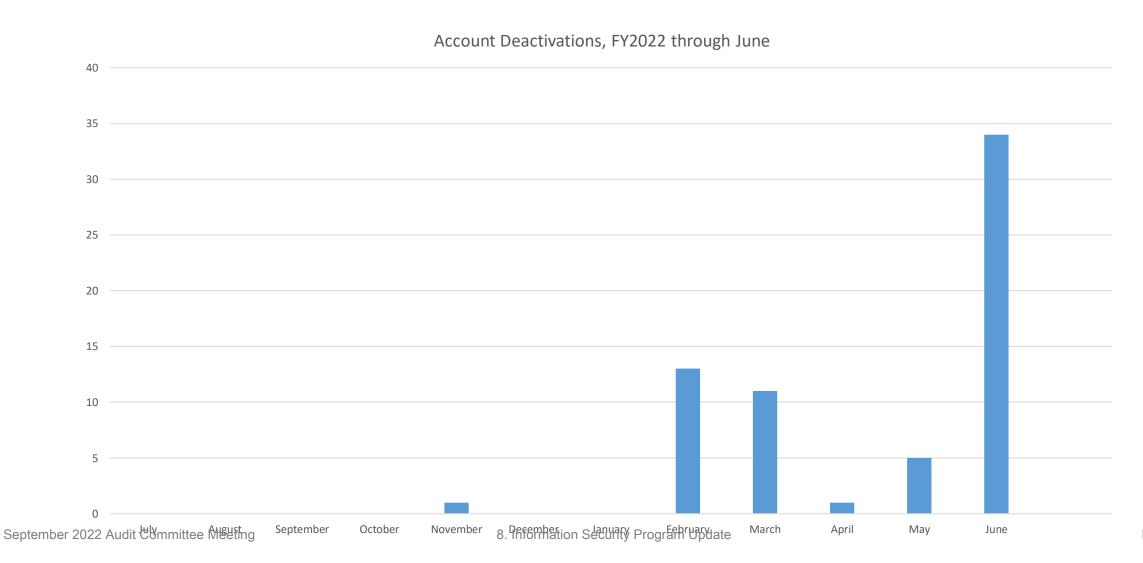
Current Status



- IT Security Awareness Training
 - Finalized materials for upcoming training cycle (Oct Feb)
 - Collaborating with Marketing to develop training videos
 - Final 2022 phishing campaign on-track for September, to include all faculty and staff
- Completed testing of privileged access management software
- Enhanced self-service for account recovery
- Collecting data for developing remediation strategies in Fall 2022

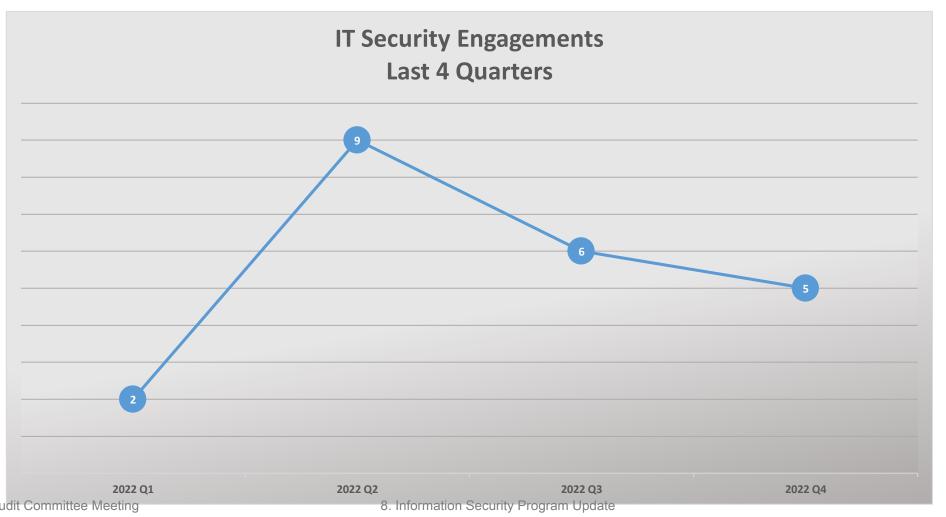
Suspicious Email Account Deactivations





IT Security Engagements





Next Steps cont'd



- Planning for enterprise-wide PCI gap analysis (approved SRI budget item; tentative Spring 2023)
- Enable NAC (network access control) compliance in academic areas (tentative September 2022; supply chain delays)
- Implement privileged access management software for desktops in academic areas (Fall 2022)



Thank you

9. Additional Business

Presented by Carol Roberts

10. Adjournment

Presented by Carol Roberts