**THE COMMONWEALTH OF VIRGINIA**

**THE VISITORS OF JAMES MADISON UNIVERSITY**

**Minutes of the Audit Committee**

The Audit Committee met on February 17, 2022 in Meeting Room #1 of the Festival Conference and Student Center at James Madison University. The meeting was called to order at 2:46 p.m. by Chair, Maggie Ragon.

 **PRESENT:**

 Maggie Ragon. Chair

 Chris Falcon

 Jeff Grass

 John Lynch

**ALSO PRESENT:**

 Rebecca Holmes, Director of Audit and Management Services

 Mark Stallard, IT Audit Specialist

 Samantha Becerra Reed , Auditor

 Meg Sander, University Counsel

 Clay Sutton, University Communications staff

**Approval of Minutes**

Ms. Ragon asked for approval of the minutes of the September 23, 2021 meeting. On motion of Mr. Falcon, seconded by Mr. Grass, the minutes of the September 23, 2021 meeting were approved.

**IT Security Update**

Robin Bryan, AVP for Information Technology/Chief Information Officer, V Kagey, Director of Information Technology Security/Information Security Officer, and Matasha Owen, Manager, IT Policy and Compliance presented the committee with an update on IT security. They discussed the overall strategy for JMU IT, which includes staying current, making security and data protection highest priority, and focusing on compliance and risk reduction. They discussed IT’s Data and System Classification model and preventative and detection strategies for cyberattacks.

**Management Action Plan Status Report**

The committee reviewed a status report on management action plans to the committee. Audit and Management Services conducts follow-up audits to determine if management’s action plans have been completed. Progress or completion was reported on all action plans.

**Audit Work Plan Status Report**

Ms. Holmes provided a status report on the current year audit plan.

**Policy 1601 – Auditing Program / Charter**

Ms. Holmes presented Policy 1601, the Auditing Program Charter for the committee’s review and approval. The charter must be approved annually by the committee to comply with *The* *International Standards for the Professional Practice of Internal Auditing (Standards)*. On motion of Mr. Lynch, seconded by Mr. Grass, the Auditing Program Charter was approved by the committee.

**Quality Assessment Report**

Ms. Holmes reviewed the report on the external quality assessment (QA) review performed by SysAudits.com in Fall of 2021. The *Standards* require that a QA of an internal audit activity must be conducted at least once every five years by a qualified, independent assessor or assessment team from outside the organization. The QA can be accomplished through a full external assessment or a self-assessment with independent validation. The audit function chose the independent validation method.

**Annual Report – Compliance Committee**

Ms. Holmes reported on the work of the University Compliance Committee during 2021, and discussed priorities for 2022. The Compliance Committee identifies compliance topics that may have an impact on JMU, and uses a continuous monitoring process to assess what is in place at JMU and create action plans.

**Closed Session**

Ms. Ragon called for the committee to move into closed session to discuss internal audit reports issued since the last meeting. Mr. Falcon made the following motion:

“Pursuant to Section 2.2-3711.A.1 of the Code of Virginia, I move we go into a closed meeting to discuss the evaluation of performance of academic and administrative departments where such evaluation will necessarily involve discussion of the performance of specific faculty, administrators and staff, as related to internal audit reports.”

The motion was seconded by Mr. Grass and the committee moved into closed session.

Upon motion by Mr. Lynch, seconded by Mr. Falcon, the committee returned to open session. Ms. Ragon stated the following:

“During the closed session, the committee discussed only matters lawfully exempted from open meeting requirements and only those types of matters identified in the motion for the closed session.”

**RECORDED VOTE: The following is an affirmative recorded, member-by-member vote:**

John Lynch

Jeff Grass

Maggie Ragon

Chris Falcon

**Adjournment**

There being no further business, on motion of Mr. Falcon, seconded by Mr. Lynch, the Audit Committee voted to adjourn. The meeting adjourned at 4:05 p.m.

Respectfully submitted,

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 Maggie Ragon, Chair

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Donna L. Harper, Secretary to the Board