

Minutes of the VSC Board of Trustees Audit & Risk Management Committee hybrid meeting held Monday, October 18, 2021 at 1:00 p.m. via ZOOM and at the Office of the Chancellor, 575 Stone Cutters Way, Montpelier - APPROVED

The Vermont State Colleges Board of Trustees Audit & Risk Management Committee met on October 18, 2021, via Zoom

Committee members present: Sue Zeller (Chair), David Silverman (Vice Chair), Dylan Giambatista, Mary Moran, Shawn Tester

Other Trustees Present: Ryan Cooney, Lynn Dickinson,

Presidents: Joyce Judy, John Mills, Pat Moulton

Chancellor's Office Staff: Danny Bazluke, Network/Security Analyst
Kellie Campbell, Chief Information Officer
Katherine Levasseur, Director of Governmental & External Affairs
Katrina Meigs, System Director of HR & Benefits Administration
Jen Porrier, Administrative Director
Kathryn Santiago, Assistant General Counsel
Sharron Scott, Chief Financial/Operating Officer
Toby Stewart, System Controller
Patty Turley, General Counsel
Meg Walz, Program Manager, Library Coordinator
Sophie Zdatny, Chancellor
Yasmine Ziesler, Chief Academic Officer

From the Colleges: Roy Brock, Dean of Administration, Northern Vermont University
Sarah Chambers, Coordinator of Instructional Technology, Castleton University
Laura Jakubowski, Chief Budget & Finance Officer, Castleton University
Andy Pallito, Dean of Administration, Community College of Vermont
Dannielle Spring, Chief Budget & Finance Officer, Northern Vermont University
Littleton Tyler, Dean of Administration, Vermont Technical College

From the Public: Katy Balukas, Senior Partner, BerryDunn

Kieth Goldie, Partner, O'Connor & Drew
Rob Smalley, Principal, BerryDunn

Chair Zeller called the meeting to order at 1:01 p.m.

1. Approval of the Minutes of the April 19, 2021 Meeting of the Audit Committee

Trustee Silverman moved and Trustee Moran seconded the motion to approve the April 19, 2021 meeting minutes. The motion was approved unanimously.

2. Review and Approval of FY2021 Draft Audited Financial Statements

- a. Presentation of Financial Statements and Discussion with O'Connor & Drew
- b. Possible Executive Session with O'Connor & Drew

Chief Financial and Operating Officer Sharron Scott introduced Kieth Goldie, Principal Partner at O'Connor & Drew, the external auditors for the VSCS. Mr. Goldie presented the FY2021 *Draft Audited Financial Statements* which can be found [here](#) on pages 11-98.

Executive Session:

At 1:46pm. Trustee Tester moved that the Audit Committee of the VSC Board of Trustees enter executive session, pursuant to 1 V.S.A. § 313(a)(3), for the purpose of evaluating public officers or employees, consistent with Government Auditing Standards. Along with the members of the Audit Committee, and other members of the Board of Trustees present, the Committee invited Kieth Goldie from the firm O'Connor & Drew, P.C. to attend. Trustee Giambatista seconded the motion and it passed unanimously.

The Committee exited executive session at 1:54 p.m.

Trustee Giambatista moved and Trustee Silverman seconded the motion to recommend to the Board the approval of Resolution 2021-023 Acceptance of the FY2021 Audited Financial Statements. The motion was approved unanimously.

3. Review and approval of FY2021 Internal Audit of Payroll & Benefits

- a. Presentation of Internal Audit of Payroll and Benefits with BerryDunn

CFOO Scott introduced Robert Smalley and Katy Balukas, both C.P.A.s from BerryDunn, the external auditors hired by the VSC to gain an independent perspective on areas of improvement regarding our payroll and benefits system. They shared a presentation on the Payroll and Benefits Internal Audit Report for the VSCS including the project overview and opportunities for improvement which can be found [here](#) on pages 101-130.

Trustee Moran moved and Trustee Tester seconded the motion to recommend to the Board the approval of the Payroll and Benefits Internal Audit Report. The motion was approved unanimously.

4. Other Business

General Counsel Patty Turley provided an update on reports received, via the VSC's whistleblower hotline, over the past year. The EthicsPoint hotline provides faculty, staff and students, as well as external individuals, an avenue to submit anonymous reports of alleged misconduct.

5. Public Comment

There was no public comment.

6. Adjourn

Chair Zeller adjourned the meeting at 2:25 p.m.