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The University of Rhode Island Board of Trustees Institutional Risk and Compliance Committee Monday, June 26, 2023 · 1:00 p.m. EDT

The University of Rhode Island
Meeting Room 207 · Avedisian Hall
7 Greenhouse Road, Kingston, RI 02881

OFFICIAL MINUTES

Committee Chair Roby Luna welcomed everyone to the June 26, 2023, meeting of the University of Rhode Island (URI) Board of Trustees Institutional Risk and Compliance Committee (IRCC) meeting and noted that the meeting was being held in person with Board members participating remotely. Public access to the meeting was available via the YouTube video platform and is available for viewing at <https://web.uri.edu/trustees/meetings/>.

Committee Chair Luna conducted a roll call attendance and reported that a quorum of members was present. He called the meeting to order at 1:05 p.m.

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

- Roby Luna, Committee Chair (remote)
- Matthew Lenz, Committee Vice Chair (remote)
- Joseph Formicola (remote)
- President Marc Parlange (ex officio, non-voting) (remote)
- Revaa Goyal (non-voting) (remote)

URI Board of Trustees Institutional Risk and Compliance Committee members not present:

- Richard Humphrey
- David Caprio (non-voting)

"The University of Rhode Island occupies the traditional stomping ground of the Narragansett Nation and the Niantic People. We honor and respect the enduring and continuing relationship between the Indigenous people and this land by teaching and learning more about their history and present-day communities, and by becoming stewards of the land we, too, inhabit."

The University of Rhode Island is an equal opportunity employer committed to community, equity, and diversity and to the principles of affirmative action.

URI Board of Trustees member in attendance:

- Margo Cook, Chair (remote)

URI President's Leadership Council members in attendance:

- Abby Benson, Interim Vice President, Administration and Finance (remote)
- Alyssa Boss, General Counsel (remote)
- Karlis Kaugars, Chief Information Officer (remote)

URI Staff members in attendance:

- Kara Larsen, Assistant Vice President for Enterprise Risk Management (remote)
- Angela Miller, Assistant Vice President for Financial Operations/Controller (remote)
- Lindsey Nottage, Director, Enterprise Compliance (remote)
- Peter Harrington, Associate General Counsel (remote)
- Sharon Blackmar, Executive Assistant, Administration and Finance (remote)
- Michelle Curreri, Secretary, Board of Trustees (in person)
- Lynn Owens, Associate Secretary, Board of Trustees (in person)
- Mary C. Riedford, Associate Director, Research Integrity (remote)

Invited Participants:

- Michael Johns, CLA (remote)

Committee Chair Luna acknowledged that the University of Rhode Island occupies the traditional homeland of the Narragansett Nation and the Niantic People.

Committee Chair Luna introduced the newest Board of Trustees IRCC members, Joseph Formicola and Revaa Goyal. He also thanked Karina Edmonds and Mike McNally for their service to the Board and the IRCC, welcomed the new primary liaison, Abby Benson, Interim Vice President for Administration and Finance, and invited her to guide us through today's agenda.

1. EXECUTIVE SESSION

- Discussion regarding the matter of security including, but not limited to, the deployment of security personnel or devices pursuant to R.I.G.L. 42-46-5(a)(3), to review the University cybersecurity plan.**

Committee Chair Luna asked for a motion to amend the agenda to move the Executive Session from first on the agenda to last on the agenda.

On a motion duly made by Matthew Lenz and seconded by Roby Luna, it was

VOTED: THAT The URI Board of Trustees Institutional Risk and Compliance

Committee move the Executive Session to the last item on the agenda.

VOTE: 3 members voted in the affirmative and 0 members voted in the negative.

YEAS: Joseph Formicola, Matthew Lenz, Roby Luna.

NAYS: 0

ABSTAINS: 0

2. APPROVAL OF THE MINUTES

Committee Chair Luna called for a motion that the Institutional Risk and Compliance Committee approve the minutes of the April 18, 2023 Committee meeting. [Enclosure](#)

On a motion duly made by Matthew Lenz and seconded by Roby Luna, it was:

VOTED: THAT The URI Board of Trustees Institutional Risk and Compliance Committee approve the minutes of the April 18, 2023 meeting.

VOTE: 2 members voted in the affirmative, 0 members voted in the negative and 1 abstained.

YEAS: Roby Luna, Matthew Lenz

NAYS: 0

ABSTAIN: Joseph Formicola

3. DISCUSSION ITEMS

a. Review the external auditing plan.

- Abby Benson, Interim Vice President for Administration and Finance
- Angela Miller, Assistant Vice President, Financial Operations and Controller
- Michael Johns, Principal Assurance, Clifton Larsen Allen LLP

Assistant Vice President Angela Miller introduced Michael Johns, URI's external auditor, who walked the Committee through the audit approach and provided key takeaways from the plan that were highlighted in the PowerPoint presentation ([Enclosure 3.a.](#)).

Michael Johns introduced the 2022 Single Audit – Federal Government requirements for compliance with Federal programs. The Higher Education Emergency Relief Program was the program selected. Clifton Larsen Allen expressed a clean opinion and one finding of information missing on the website.

Michael Johns provided an Audit Plan Overview of services and deliverables for Year Ending June 30, 2023. Deficiencies will be identified in the audit for internal controls and other matters; and if needed, a formal letter and meeting. Internal controls are reviewed and tested, without opinion. September 30, 2023, is the deadline to file with the state.

Michael Johns entertained a few questions from the Committee and identified a few key trends happening in conversations in management and government of higher education in general, such as increases in expenses and salary costs, a lack of qualified finance professionals and leadership professionals, and the need for strategic planning, especially in consideration of the looming enrollment cliff for 2025. Revenue is not expected to increase in the same way as expenses. The external auditors do not look at trends in a reactive light, simply historical.

Board Chair Margo Cook asked about institutions having their own internal audit department. Michael Johns replied that an employer or state does not have to hire employees to do internal audit functions. Larger institutions may, but generally, this is work that is bid out.

b. Title IX Update

- Kara Larsen, Assistant Vice President for Enterprise Risk Management

Assistant Vice President Kara Larsen provided an update on the anticipated release of the final Title IX regulations that the Department of Education had originally scheduled to be released in May. The Department now expects to issue the final regulations in October, which means that they will likely be effective in December 2023 or January 2024. She shared that the major proposed changes are around definitions and jurisdiction, and the regulations will greatly expand the definitions of sex discrimination and sex-based harassment under Title IX, to include issues around gender stereotypes and gender-identity, pregnancy, and pregnancy-related conditions. This will impact reporting responsibilities based on the timing of the regulation rollout, along with other monitoring needs, and the need to address barriers that may prevent people from reporting. Additional changes include changes to grievance procedures. Implementation in the middle of an academic year will impact the University's policies and procedures and require administering parallel processes, as well as meeting compliance obligations of both sets of Title IX regulations, depending upon when the conduct happened.

4. ACTION ITEMS

- a. Review of a Request for an Exemption, from Ethics Code Section 1.2(h), submitted by URI employee Azure Cygler, and of the related Conflict of Interest Management Plan, under the Public-Private Partnership Act and the URI Policy on Public Private Partnership in Research and Development, and recommendation to the Board of Trustees. [Enclosure 4.a.](#)**

- Peter Harrington, Associate General Counsel, Office of the General Counsel

This matter involves an exemption request, under the Public Private Partnership Act and URI PPPA Policy, from a provision of the Rhode Island Ethics Code, Section 1.2.h. which, without an exemption, would prevent URI from entering into a proposed Collaborative Research Agreement with an employee-owned company. The exemption request was made by URI employee Azure Cygler, who works as a Coastal Research Associate, Marine Research Associate IV, in the URI Graduate School of Oceanography. On her own time, and as a private citizen, Ms. Cygler created and founded the R.I. registered company A-Team Coastal LLC, doing business as Rhody Wild Sea Gardens. That company is in the business, among other things, of obtaining (through foraging and from local farms) a form of seaweed known as “sugar kelp” and developing it into animal food supplements. Ms. Cygler’s company would like to have some research work performed by Dr. Maria Hoffman (and one of her graduate students) in Dr. Hoffman’s lab in the Department of Fisheries, Animal, and Veterinary Sciences in URI’s College of Environmental and Life Sciences. The research project would involve conducting testing and analysis of the sugar kelp and assisting in other ways in the development of animal food supplements. The research is of interest to Dr. Hoffman and would benefit the company. According to the applicant, it would also benefit the “green” animal food industry and economy in RI. Ms. Cygler’s company obtained funding for the research project from Rhode Island Commerce, which issued an “Innovation Voucher Grant” of \$50,000.00 for the research, which would be payable to the University. The Conflict of Interest Management Plan for this project, which is in the packet, features the following protections to prevent bias, undue influence, favoritism, or unfair advantage to the applicant or her company, or other conflicts: (bullets provided here are for reference)

- Azure Cygler, in her URI employment role, will not be involved in the Research whatsoever.
- Dr. Hoffman has no ownership, employment, or other relationship with Ms. Cygler’s company (Rhody Wild Sea Gardens).
- The graduate student to work with Dr. Hoffman on the Research will work voluntarily on the project and will not be required to participate if she does not wish to.
- All data developed by Dr. Hoffman and her student can be freely published.
- No use of URI resources, other than computers and some simple testing equipment, will be used in the project. URI will receive funding to cover all its supplies and other direct costs, plus overhead payments of 25%, to cover all its indirect costs, such as lighting, paper, electricity, and minimal equipment use costs.
- While Dr. Hoffman may possibly contribute some of her own “additional time” to the project; and if she does, the cost of that time would not exceed \$10,000.00 and would be charged to her discretionary research account funded by a federal USDA grant.
- The ownership of any resulting IP (not expected to be any) will be owned and administered in accordance with federal law and URI policy.
- Ms. Cygler will submit annual reports to the Conflict of Interest Management Committee on the project, expenditures, and compliance with the Conflict of Interest Management Plan

The exemption request has already been approved, as required by the Public Private Partnership Act and Policy, the URI Conflict of Interest Management Committee, Interim Vice President for Research and Economic Development, Bethany Jenkins, and by President Parlange. If it is also approved by the Board, it will be sent to the Rhode Island Ethics Commission for its final review.

Committee Chair Luna noted that this is a public-private partnership that should be celebrated.

Board Chair Cook asked about safeguards to prevent undue influence and monitoring conflicts. Associate General Counsel Peter Harrington explained that the Conflict of Interest Committee followed by Vice President Jenkins then President Parlange approved the Conflict of Interest Management Plan. This plan contained safeguards to ensure there was no undue influence by the applicant or her company in the performance of the Collaborative Research Agreement and project at URI. The agreement itself is a standard URI model agreement that is fair to both parties and fully protects the rights and independence of URI and its research team.

With no further questions, Committee Chair Luna called for a motion that the Institutional Risk and Compliance Committee of the URI Board of Trustees recommend that the Board of Trustees approve a Request for an Exemption, from Ethics Code Section 1.2(h), submitted by URI employee Azure Cygler, and of the related Conflict of Interest Management Plan, under the Public-Private Partnership Act and the URI Policy on Public Private Partnership in Research and Development, as recommended and presented in Enclosure 4.a.

On a motion duly made by Matthew Lenz and seconded by Joseph Formicola, and with no further discussion, it was

VOTED:	THAT	The Institutional Risk and Compliance Committee of the URI Board of Trustees recommend that the Board of Trustees approve a Request for an Exemption, from Ethics Code Section 1.2(h), submitted by URI employee Azure Cygler, and of the related Conflict of Interest Management Plan, under the Public-Private Partnership Act and the URI Policy on Public Private Partnership in Research and Development, as recommended and presented in Enclosure 4.a.
	VOTE:	3 members voted in the affirmative and 0 members voted in the negative.
	YEAS:	Joseph Formicola, Roby Luna, Matthew Lenz.
	NAYS:	0
	ABSTAIN:	0

b. Review of amendments to the Institutional Risk and Compliance Committee Charter and recommendation to the URI Board of Trustees. [Enclosure 4.b.](#)

Committee Chair Luna reported that amendments to the Institutional Risk and Compliance Committee charter are listed in red in Enclosure 4.b. to align with changes made to the assignment of board liaisons. The Committee reviewed the edits during the April Committee meeting. No further edits have been suggested.

Committee Chair Luna called for a motion that the Institutional Risk and Compliance Committee of the URI Board of Trustees recommend that the Board of Trustees approve amendments to the Committee Charter as recommended and presented in Enclosure 4.b.

A motion was made by Joseph Formicola and seconded by Matthew Lenz.

Board Chair Margo Cook asked why this change included removing the Vice President for Research and Economic Development as the liaison to the Committee. General Counsel Alyssa Boss explained the process of liaison assignments by President Parlange that was approved by the Governance Committee.

With no further questions, Chair Luna moved for a voice vote and it was:

VOTED: THAT The Institutional Risk and Compliance Committee of
the URI Board of Trustees recommend that the Board of Trustees
approve amendments to the Committee Charter as recommended
and presented in Enclosure 4.b.

VOTE: 3 members voted in the affirmative and 0 members
voted in the negative.

YEAS: Joseph Formicola, Roby Luna, Matthew Lenz.

NAYS: 0

ABSTAIN: 0

c. Review of amendments to the Institutional Risk and Compliance Committee Calendar and recommendation to the URI Board of Trustees. [Enclosure 4.c.](#)

Committee Chair Luna shared that amendments were made to the IRCC Calendar, and committee liaisons were asked to review the edits at the April 18, 2023, meeting. There were no further edits.

Chair Luna called for a motion that the Institutional Risk and Compliance Committee of the URI Board of Trustees recommend that the Board of Trustees approve amendments to the Committee Calendar as recommended and presented in Enclosure 4.c.

On a motion duly made by Joseph Formicola and seconded by Matthew Lenz, and with no further discussion, it was

VOTED: THAT The Institutional Risk and Compliance Committee of the URI
Board of Trustees recommend that the Board of Trustees approve
amendments to the Committee Calendar as recommended and
presented in Enclosure 4.c.

VOTE: 3 members voted in the affirmative and 0 members
voted in the negative.

YEAS: Joseph Formicola, Roby Luna, Matthew Lenz.

NAYS: 0

ABSTAIN: 0

EXECUTIVE SESSION

b. Discussion regarding the matter of security including, but not limited to, the deployment of security personnel or devices pursuant to R.I.G.L. 42-46-5(a)(3), to review the University cybersecurity plan.

Committee Chair Luna called for a motion that the Institutional Risk and Compliance Committee of the URI Board of Trustees convene into executive session pursuant to R.I.G.L. § 42-46-5(a)(3) for discussion regarding a matter of security including, but not limited to, the deployment of security personnel or devices, specifically, to review the University cybersecurity plan.

On a motion duly made by Matthew Lenz and seconded by Joseph Formicola, and with no discussion, it was

VOTED: THAT The Institutional Risk and Compliance Committee of the URI Board of Trustees convene into executive session pursuant to R.I.G.L. § 42-46-5(a)(3) for discussion regarding a matter of security including, but not limited to, the deployment of security personnel or devices, specifically, to review the University cybersecurity plan.

VOTE: 3 members voted in the affirmative and 0 members
voted in the negative.

YEAS: Joseph Formicola, Roby Luna, Matthew Lenz.

NAYS: 0

ABSTAIN: 0

At 1:52 p.m. the Institutional Risk and Compliance Committee entered Executive Session. Virtual public access was paused.

At 2:14 p.m. the Institutional Risk and Compliance Committee ended Executive Session and returned to Open Meeting session. Virtual public access resumed.

Committee Chair Luna called for a motion that the Institutional Risk and Compliance Committee of the University of Rhode Island Board of Trustees seal the minutes of the Executive Session that took place on June 26, 2023.

On a motion duly made by Matthew Lenz and seconded by Roby Luna, and with no discussion, it was:

VOTED: THAT The URI Board of Trustees Institutional Risk and Compliance Committee seal the minutes of the Executive Session that took place on June 26, 2023.

VOTE: 3 members voted in the affirmative and 0 members voted in the negative.

YEAS: Joe Formicola, Matthew Lenz, Roby Luna.

NAYS: 0

ABSTAINS: 0

3. ADJOURN

Chair Luna called for a motion that the URI Board of Trustees Institutional Risk and Compliance Committee adjourn the meeting of June 26, 2023.

On a motion duly made by Matthew Lenz and seconded by Joe Formicola, and with no further discussion, it was:

VOTED: THAT The URI Board of Trustees IRCC adjourn the meeting of June 26, 2023.

VOTE: 3 members voted in the affirmative and 0 members voted in the negative.

YEAS: Joseph Formicola, Roby Luna, Matthew Lenz.

NAYS: 0

ABSTAINS: 0

The meeting adjourned at 2:17 p.m.

URI Board of Trustees Institutional Risk and Compliance Committee Meeting
June 26, 2023

The next URI Board of Trustees Institutional Research and Compliance Committee meeting is tentatively scheduled for September 2023.

Official