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**The University of Rhode Island Board of Trustees
Institutional Risk and Compliance Committee Meeting
Wednesday, September 13, 2023 · 2:00 p.m. EDT**

**The University of Rhode Island
Beagle Board Room, The Alumni Center
73 Upper College Road, Kingston, RI 02881**

OFFICIAL MINUTES

Institutional Risk and Compliance Committee Chair Roby Luna welcomed everyone to the Institutional Risk and Compliance Committee (IRCC) meeting and asked for a roll call. Noting that a quorum of members of the IRCC was present, the meeting was called to order at 2:03 p.m.

The meeting was 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/>.

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

- Roby Luna, Chair (remote)
- Matthew Lenz, 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:

- David Caprio
- Michael Grey
- Richard Humphrey

URI Board of Trustees Institutional Risk and Compliance Committee Meeting
September 13, 2023

URI Board of Trustees members in attendance:

- Margo Cook, Chair (remote)
- Armand Sabitoni, Vice Chair (remote)

URI President's Leadership Council members in attendance:

- Abby Benson, Interim Vice President for Administration and Finance (remote)
- Alyssa Boss, General Counsel (remote)
- Bethany Jenkins, Interim Vice President for Research and Economic Development (remote)
- Ellen Reynolds, Vice President for Student Affairs (remote)

URI Staff members in attendance:

- Carol Connolly, Director of Research Security and Associate General Counsel for Defense Research and International Trade Compliance (in person)
- Michelle Curreri, Secretary, Board of Trustees (in person)
- Sarah Gaines, Marine Research Associate IV, Coastal Resources Center (in person)
- Karen Kent, Senior Coastal Manager, Coastal Resources Center (remote)
- Kara Larsen, Assistant Vice President for Enterprise Risk Management (remote)
- Angela Miller, Assistant Vice President for Financial Operations/Controller (remote)
- Daniel Moos, Assistant to the Vice President for Administration and Finance (remote)
- Lynn Owens, Associate Secretary, Board of Trustees (in person)
- Lisa Primiano, Assistant Director, Coastal Resources Center (remote)
- Elin Torell, Director of International Coastal Programs, URI Coastal Resources Center (in person)

Invited Participants:

- Vinita Bahri-Mehra, Esq., Kegler Brown Hill + Ritter (remote)
- Michael Johns, CLA (remote) Kelly Marullo, Kegler Brown + Ritter (remote)

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

1. APPROVAL OF THE MINUTES

a. Minutes of the June 26, 2023 IRCC Meeting. [Enclosure 1.a](#)

Chair Roby Luna called for a motion to approve the minutes of the June 26, 2023 meeting of the Institutional Risk and Compliance Committee.

On a motion duly made by Matthew Lenz and seconded by Joseph Formicola, it was

VOTED:	THAT	The URI Board of Trustees Institutional Risk and Compliance Committee approve the minutes of the June 26, 2023 meeting.
	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. DISCUSSION ITEMS

a. Fiscal Year 2023 External Audit Update

Interim Vice President Abby Benson, Administration and Finance, introduced Mike Johns from the University's external audit firm, Clifton Larsen Allen LLP. She additionally introduced Angela Miller, Assistant Vice President for Financial Operations and Controller at the University.

Mike Johns provided an update on the current audit process, noting that the final financial statements are due to the state at the end of the month, with a draft to the state of Rhode Island for review on September 15, 2023. He noted that there are no current issues with the process.

Mike Johns noted that there was a significant new standard that needed to be adopted this year, which requires that subscription-based software contracts (Subscription Based Information Technology) be booked as intangible assets rather than as expenses.

Mike Johns noted that he had no significant audit matters to present to the Committee at this time.

Board Vice Chair Armand Sabitoni asked about the process of the financial statement review at the state level. Mike Johns explained that copies of the financial statements without an audit opinion are sent to the state auditor as well as the state finance department. The state requests this review because the University is included in the state financial statements as a component unit.

b. Compliance Review—Affirmative Action and Equal Opportunity Overview. [Enclosure 2.b.](#)

Interim Vice President Benson introduced Kara Larsen, Assistant Vice President for Enterprise Risk Management, and Dorca Paulino-Smalley, Director of the Office of Equal Opportunity, who discussed the University's Affirmative Action program, specifically with reference to employment (separate from any discussion around Affirmative Action in admissions, which is a separate topic). Interim Vice President Benson noted that she expects the report to be submitted to the state in September and shared with the Board of Trustees in November.

Dorca Paulino-Smalley provided an informational presentation on Affirmative Action and Equal Opportunity in employment at the University of Rhode Island. The presentation can be found in Enclosure 2.b. Her presentation covered the general functions of the Office of Equal Opportunity, the nature of Affirmative Action in employment, and Affirmative Action Plans. She noted that the University's FY23 report is delayed, due to significant internal efforts to improve the data. She also noted that the Office of Equal Opportunity is responsible for reporting (demographic) workforce data,

which requires regular collaboration with the offices of Human Resources and Institutional Research. Dorca Paulino-Smalley closed her presentation by noting that while the University must comply with federal laws and regulations, the University's goals move beyond compliance to meet the University's Strategic Priority 3 to "Foster an Inclusive Culture."

Committee Chair Luna asked if the University is prepared to address any challenges that might arise should current state provisions that allow for preferred treatment (in state contracting) based on race or other factors be struck down. Dorca Paulino-Smalley expressed that she did not believe the University is at risk now but deferred to the University's legal team. Interim Vice President Benson noted that the University works closely with state agencies on procurement and collaborates closely with the state.

Committee Chair Luna asked specifically about how these concerns relate to federal programs, since the University receives federal funds (including financial aid). Interim Vice President Benson noted that URI has the frameworks in place to ensure this compliance. General Counsel Alyssa Boss noted that there is no federal decision that is contrary to the affirmative action programs that the state and the University have in place. The University is aware of the potential challenges that may arise.

3. ACTION ITEMS

- a. **Review and recommendation that the URI Board of Trustees approves the full resolution set forth in the Enclosure through which the Board, in summary, is approving the establishment and registration of a branch and/or other appropriate model under the laws of the Republic of Madagascar, in the name of "University of Rhode Island", or such other appropriate name, and authorizes, the President of the University of Rhode Island, Dr. Marc Parlange, or his designee(s), to undertake the execution and submission of all documents, instruments, applications, authorizations and designations that may be required by the applicable governmental authorities and agencies in the Republic of Madagascar, and to take any and all other actions necessary and/or appropriate for the establishment, registration and operations of a branch and/or other appropriate operational model under the laws of the Republic of Madagascar, and for the efficient and effective conduct of "The USAID Resilient Inclusive Abundance in Key Ecosystems (RIAKE) Madagascar Program", under the leadership and direction of the University's Coastal Resources Center. [Enclosure 3.a.](#)**

Committee Chair Roby Luna introduced Elin Torell who provided a presentation on the RIAKE project. Her presentation, found in [Enclosure 3.a](#), provided background on the Coastal Resources Center (CRC) overall, noting both local, national, and international projects. She noted that the CRC manages (on average) between \$8-\$12 million in grant funding. The presentation focused on the possibilities for establishing registered URI branches or similar entities to run international projects at specified locations (such as in the Philippines [Philippines Fish Right program] and Fiji [Pacific Our Fish Our Future] program).

The majority of the presentation focused on the development of the RIAKE program in Madagascar, noting that URI is the "apparently successful applicant" (USAID). Dr. Torell focused on the goals of the projects, its partners, and the business operations necessary to manage the program.

Vinita Bahri-Mehra, Esq., Partner, Kegler Brown Hill + Ritter, discussed the options for creating a project office in Madagascar for the RIAKE project. She discussed entity options, operational options, and risk mitigation. She noted there are three entity options possible within Madagascar: a “branch” (*accord de siège*), an NGO, or an “association.” For each option, she discussed options, challenges, and legal status and liability relative to that specific option. She also discussed possible operational models, including contractual partnerships and sub award arrangements.

Vinita Bahri-Mehra provided key metrics and ranking relative to doing business in Madagascar. She discussed the Corruptions Perception Index (142 out of 180); World Bank’s Doing Business Report (161 out of 190); and Global Innovation Index (105 out of 132); She also noted that French civil law governs Madagascar’s legal code. She also provided a comparison between both the Fiji and Philippines projects and the proposed RIAKE project, with notes on entity options, language and timeline challenges, law and policies, and corruption.

Committee Vice Chair Matt Lenz raised concerns about the history of instability in Madagascar and its perceived high level of corruption. Sarah Gaines, the Principal Investigator on the RIAKE project, noted that the University has been working in Madagascar for the past five to six years on various projects. She noted that the concerns are not unwarranted, but Madagascar is an exceptionally important area for protecting biodiversity. She also stated that her team has had no problems during their tenure there. Elin Torrell noted that these projects receive ongoing guidance, relative to risk, from USAID partners, and they are highly aware of the problems. Vinita Bahri-Mehra noted, with reference to the rankings she presented earlier, that they should best be reviewed in a trend analysis. Committee Vice Chair Lenz asked if the employees associated with this project have confidence that URI employees will be safe and University resources protected, and Sarah Gaines provided an affirmative response. Elin Torrell noted that the people working on this project would not be considered “activists” and this reduces risk.

Vinita Bahri-Mehra concluded her portion of the presentation with a discussion of potential tools that could be used to mitigate liabilities to the University on this project.

Interim Vice President Bethany Jenkins noted her support for the Coastal Resources Center and its deep international portfolio.

Committee Chair Roby Luna noted that this item is also being presented to the Academic Affairs and Research Committee on September 14, 2023.

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 approves the full resolution set forth in the enclosure through which the Board, in summary, is approving the establishment and registration of a branch and/or other appropriate model under the laws of the Republic of Madagascar, in the name of “University of Rhode Island”, or such other appropriate name, and authorizes, the President of the University of Rhode Island, Dr. Marc Parlange, or his designee(s), to undertake the execution and submission of all documents, instruments, applications, authorizations and designations that may be required by the applicable governmental authorities and agencies in the Republic of Madagascar, and to take any and all other actions necessary and/or appropriate for the establishment, registration and operations of a branch and/or other appropriate operational model under the laws of the Republic of Madagascar, and for the

efficient and effective conduct of “The USAID Resilient Inclusive Abundance in Key Ecosystems (RIAKE) Madagascar Program”, under the leadership and direction of the University’s Coastal Resources Center, as recommended and presented in [Enclosure 3.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 approves the full resolution set forth in the Enclosure through which the Board, in summary, is approving the establishment and registration of a branch and/or other appropriate model under the laws of the Republic of Madagascar, in the name of “University of Rhode Island”, or such other appropriate name, and authorizes, the President of the University of Rhode Island, Dr. Marc Parlange, or his designee(s), to undertake the execution and submission of all documents, instruments, applications, authorizations and designations that may be required by the applicable governmental authorities and agencies in the Republic of Madagascar, and to take any and all other actions necessary and/or appropriate for the establishment, registration and operations of a branch and/or other appropriate operational model under the laws of the Republic of Madagascar, and for the efficient and effective conduct of “The USAID Resilient Inclusive Abundance in Key Ecosystems (RIAKE) Madagascar Program”, under the leadership and direction of the University’s Coastal Resources Center, as recommended and presented in [Enclosure 3.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

4. EXECUTIVE SESSION

a. Discussion regarding potential litigation pursuant to R.I.G.L. § 42-46-5(a)(2).

b. Discussion regarding pending litigation pursuant to R.I.G.L. § 42-46-5(a)(2):

- (i) **Burt and Thomson v. Board of Trustees of the University of Rhode Island (1st Cir. No. 23-1188 and 23-1192) (Consolidated)**
- Alyssa Boss, General Counsel
- (ii) **Louis Kwame Fosu v. The University of Rhode Island, University of Rhode Island Board of Trustees, David M. Dooley, President, The University of Rhode Island,**

Donald DeHayes, Provost and Vice President for Academic Affairs, and Jeannette E. Riley, Dean, College of Arts & Sciences, C.A. No. 21-279-JJM-PAS (U.S. District Court for the District of Rhode Island)
- Alyssa Boss, General Counsel

On a motion duly made by Matthew Lenz and seconded by Joseph Formicola, 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)(2) for discussion regarding potential litigation and pending litigation, specifically the Burt and Thomson consolidated case against the University of Rhode Island and the Louis Kwame Fosu case against the University of Rhode Island.

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 3:15 p.m. the Institutional Risk and Compliance Committee entered Executive Session. Virtual public access was paused.

At 3:34 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 September 13, 2023.

On a motion duly made by Matthew Lenz and seconded by Joseph Formicola, 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 September 13, 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

5. ADJOURN

Committee Chair Luna called for a motion that the URI Board of Trustees Institutional Risk and Compliance Committee adjourn the meeting of September 13, 2023.

On a motion duly made by Matthew Lenz and seconded by Joseph Formicola, it was:

URI Board of Trustees Institutional Risk and Compliance Committee Meeting
September 13, 2023

VOTED: THAT the URI Board of Trustees IRCC adjourn the meeting of September 13, 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 3:36 p.m.

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

OFFICIAL