

**OLD DOMINION UNIVERSITY
BOARD OF VISITORS**

Audit, Compliance, Human Resources, and Governance Committee

April 23, 2026

MINUTES

The Audit, Compliance, Human Resources, and Governance Committee of the Board of Visitors of Old Dominion University met on Thursday, April 23, 2026 from 2:30 p.m. to 3:30 p.m. in the Board Room of the Kate and John Broderick Dining Commons. Present from the Committee were:

Robert S. Corn, Vice Chair
P. Murry Pitts (*ex-officio*)
Andrew Hodge (*ex-officio*)
E.G. (Rudy) Middleton, III
Elza H. Mitchum
Kenneth Plum
Claire Wulf Winiarek, Ph.D.
Wie Yusuf (*Faculty Representative*)

Absent from the Committee:

D.R. (Rick) Wyatt, Chair

Also present from the Board:

Mark Flemming, MD
Brian K. Holland
Juan Montero, II, MD
Charlene Moring
Keith Newby
Darcy Judd (*Student Representative*)

Also present were:

President Brian O. Hemphill
Alfred Abuhamad
Austin Agho
Sylvia Ameen
Ashleigh Boothe
Alonzo Brandon

Kirk Dewyea
Ken Fridley
Annie Gibson
Adam Henken
Brandi Hephner LaBanc
Stephanie Jennelle

LaToya Jordan
Mary Jo Karlis
Susan Kenter
Brandi LaBanc
Savannah Moran
Tom Odom
Kimberly Osborne
Brian Payne
Stacy Purcell
Chad Reed

Nina Rodriguez Gonser
Tina Russell
September Sanderlin
Ashley Schumaker
Wood Selig
JaRena Whitehead-Cooper
Allen Wilson
Glenn Wilson
Dan Zimmerman

- I. Call to Order – Committee Vice Chair Robert S. Corn called the meeting to order at 2:42 p.m.
- II. Approval of Minutes – Upon a motion made by Vice Rector Andrew Hodge and seconded by Claire Wulf Winiarek, the minutes of the Audit, Compliance, Human Resources, and Governance Committee meeting held on December 11, 2025, as presented were approved by all members present and voting.
- III. Report from Vice President for Audit, Compliance and Risk Management – LaToya Jordan
 - A. Audit Plan Update – Completed Engagements: Updates shared since the December Committee meeting through April 10, 2026.
 - a. *Dining Services Contract Administration*-Vice President Jordan shared findings for this audit engagement regarding the University’s dining services agreement with Aramark, which extends through June 2035 and has been in place for over 20 years, supporting a broad range of dining and catering services as well as serving as a significant multi-stream revenue source. The audit’s objective was to assess whether key administrative and financial controls are in place and operating effectively to ensure appropriate oversight of the contract. The review found that controls are partially effective, with identified opportunities to enhance consistency and strengthen aspects of financial oversight; however, these observations reflect opportunities for refinement rather than fundamental gaps in the internal control structure. Specifically, variability was noted in the processes used to formalize contract modifications over time due to shifts in administrative responsibility, and it was recommended that the University standardize documentation and approval processes to ensure clarity, consistency, and completeness of the contract record. Additionally, opportunities were identified to further strengthen financial oversight processes, with recommendations to formalize workflows and enhance cross-functional collaboration among relevant units. Overall, the recommendations build upon an already solid control environment and are intended to support

long-term consistency, improved financial administration, and continued operational effectiveness throughout the remainder of the agreement.

- b. *Payment Card Industry*- This engagement primarily focused on cardholder data to ensure Payment Card Industry Data Security Standard compliance and identify opportunities to strengthen governance and monitoring. Last reviewed in 2019, it was time again to review the lifecycle of a transaction. The current approach ultimately limits the direct exposure of sensitive data through third party processing. Vice President Jordan shared that ODU qualifies as a level 3 PCI merchant. As part of the engagement, the Audit department reviewed controls over access, encryption, transaction processing, and ultimately found the controlled environment to be highly effective.
- c. *Amazon Web Services Cloud Computing Environment*- This engagement focused on evaluating the design and effectiveness of controls within the University's AWS cloud computing environment which has been in place for five years and supports a wide range of functions including data backup and recovery, development and testing, analytics, and customer-facing applications. The engagement focused on evaluating the design and effectiveness of controls within the cloud environment, recognizing that cloud infrastructure requires coordinated governance, security, and operational oversight rather than traditional static controls. The audit emphasized three key areas supporting confidentiality, integrity, and availability of systems and data. As AWS usage has expanded alongside the University's evolving technology needs, the review concluded that the control environment is partially effective, with ongoing opportunities to strengthen foundational cloud practices as part of the institution's broader digital transformation efforts. The AWS environment overall was assessed as efficiently secure with opportunities reflective of the natural progression and more scalability as the University's usage grows.

- B. Audit Plan Update – Status of Audit Corrective Actions: Vice President Jordan outlined University Audit's newly adopted corrective action status rating scale, designed to provide greater clarity regarding validation and levels of progress. Using this framework, she reviewed the status of open audit findings since December, noting that management has completed corrective actions for 7 of the 25 previously reported findings. She also reported that, during the current period, two new findings were identified in connection with the Dining Services Contract Administration report and three additional findings resulted from the Amazon Web Services audit. Upcoming audit engagements will include: Budget Monitoring Practices, EVMS School of Health Professionals and ODU, Wired Network Infrastructure and Research Cloud Computing. As of April 10, 2026, there are currently 21 open audit actions.

- C. Audit Department Update: Vice President Jordan briefed the committee on the recently developed University Audit Strategic Plan 2026-2028, which is aligned with GIA standards, University strategic objectives, and a risk-based planning approval. The strategic plan has four strategic pillars focused on effective audit planning and scoping, report clarity, responsible use of artificial intelligence, and enhanced outreach and advisory services, with a phased implementation timeline over the next two years.
- D. Compliance Program Update: Vice President Jordan concluded her presentation with an update on the University’s compliance program, highlighting that as University Compliance progresses into its third year post inception, the department’s work plan will focus on strategic alignment, enhanced advisory and risk-based support, and expanded coordination through the University Compliance Network. This network acts as a centralized resource hub for compliance.

IV. Report from Vice President for Talent Management and Culture – September Sanderlin

- A. Policy Update: Vice President Sanderlin updated the Committee on the recently enacted Virginia minimum wage legislation, signed into law on April 9, 2026. She reviewed the current minimum wage of \$12.77 per hour, effective January 1, 2026, noting that no University employees fall below this threshold. She also outlined upcoming increases to \$13.75 per hour effective January 1, 2027, and \$15.00 per hour effective January 1, 2028, with annual adjustments beginning in 2029 tied to the Consumer Price Index. At present, fewer than 15 employees are projected to be impacted by the 2027 increase, and the Division of Talent Management and Culture (TMC), in collaboration with affected units, is proactively addressing necessary pay adjustments.
- B. CAPTRUST Annual Update: Vice President Sanderlin reviewed retirement plan participation and investment performance for the University’s 403(b) and 401(a) plans administered by TIAA and Fidelity Investments. TIAA currently has 503 active participants, while Fidelity has 981. Although TIAA has fewer active participants, it maintains over 1,700 former employees who have retained balances and continue to invest through plan offerings. Vice President Sanderlin reported that the University’s overall investment review score is 87—an average across both recordkeepers—which is considered strong, as scores above 80 meet benchmark standards. CAPTRUST continues to serve as a co-fiduciary partner, providing guidance to the Investment Review Committee and offering regular consultations to employees. CAPTRUST representatives recently participated in the two-day Benefits Fair and conducted on-site individual investment review sessions.

- C. Point of Pride: Vice President Sanderlin reported that the Division of Talent Management and Culture (TMC), in collaboration with Community Engagement and University Events, hosted the second annual Monarch Milestones event on April 8, recognizing over 200 classified staff, faculty, and administrative professionals. The event included presentation of the Monarch Values Awards, aligned with the University’s seven core values, with recipients selected from both classified and faculty/administrative employee groups. Additional honors included the Customer Relations Employee of the Year Award, the Rising Monarch Award, and the Nina Brown Award, which was awarded posthumously to Lt. Col. Shah and accepted on his behalf by his widow, Katherine Shah. The event also recognized employees for milestone service anniversaries ranging from 5 to 50 years at the University.
 - D. Administrative and Professional Faculty Appointments: Vice President Sanderlin reported that 80 Administrative and Professional Faculty appointments were provided for the Committee’s review in the OnBoard materials. Upon a motion by Ms. Winiarek, seconded by Rector P. Murray Pitts, the Committee approved the appointments by unanimous vote of the members present.
- V. Report from the Executive Vice President for Administration and Chief Operating Officer – Ashley Schumaker.
- A. Review and Discuss Board Policy 1103 – Recommended Qualifications and Competencies for Members of the Old Dominion University Board of Visitors: Executive Vice President Schumaker shared with the Committee the policy was last updated in 2021, noting that the policy currently includes nine qualification items. A tenth qualification has since been added to the Virginia Code, consistent with state requirements. No additional substantive changes are proposed; however, a revision is recommended to include a reference to the Board member qualifications as outlined in the Virginia Code. This update is intended to ensure ongoing alignment with state requirements and reduce the need for frequent policy revisions when the Code is amended.
 - B. Review and Discuss Board Policy 1106 – Public Comment on Undergraduate Tuition and Mandatory Fee Increase: Executive Vice President Schumaker shared proposed updates for Policy 1106, which is not currently within its standard review cycle but was brought forward for consideration. Two revisions were discussed: first, clarifying that the Tuition and Fee Public Comment session occurs on an established date in March, rather than in conjunction with an Executive Committee meeting, as those meetings are now scheduled on an as-needed basis rather than monthly; and second,

an editorial update to remove gender-specific “his/her” terminology as editorial updates.

- C. Review and Discuss Board Policy 1110 – Editorial Revisions to Board of Visitors Policies and Procedures: Executive Vice President Schumaker shared proposed editorial updates to reflect current titles, including changing the Provost’s title to Executive Vice President, as well as updates related to the title for General Counsel. These revisions are administrative in nature and do not represent substantive policy changes. The policy was last updated in December 2021.

It was noted that these three policy updates will be brought forward for approval at the June Board meeting.

- VI. Adjournment – There being no further business, the meeting adjourned at 3:18 p.m.