OLD DOMINION UNIVERSITY
BOARD OF VISITORS
Audit, Compliance, Human Resources, and Governance Committee

June 11, 2026

MINUTES

The Audit, Compliance, Human Resources, and Governance Committee of the Board of Visitors of Old Dominion University met on Thursday, June 11, 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:

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

Absent from the Committee:

Andrew Hodge *(ex-officio)*

Also present from the Board:

Susan Allen
Dennis M. Ellmer
Charlene A. Morring, Esq.
Cade Franklin *(Student Representative)*

Also present were:

President Brian O. Hemphill, Ph.D.
Alfred Abuhamad, M.D.
Austin O. Agho, Ph.D.
Sylvia Ameen
Ashleigh Boothe
Alonzo Brandon
Kirk Dewyea
Annamarie Ginder, Esq.
Brandi Hephner LaBanc, Ed.D.
Aaron Hodnett
Stephanie Jennelle
LaToya Jordan

Mary Jo Karlis
Susan Kenter, Ph.D.
Owen Midgette
Savannah Moran
Emily Olszewski
Kimberly Osborne
Brian Payne, Ph.D.
Yvette Pearson, Ph.D.
Stacy Purcell, Esq.
Chad Reed
Kate Rhodes
Nina Rodriguez Gonser
Tina Russell
September Sanderlin
Ashley Schumaker
Wood Selig, Ed.D.
Fred Tugas, Ed.D.
JaRenae Whitehead-Cooper
Allen Wilson, Esq.
Kimberly Wilson
Dan Zimmerman

I. Call to Order – Committee Chair D.R. (Rick) Wyatt called the meeting to order at 2:28 p.m.

Approval of Minutes – Upon a motion made by Rector P. Murry Pitts and seconded by Claire Wulf Winiarek, Ph.D., the minutes of the Audit, Compliance, Human Resources, and Governance Committee meeting held on April 23, 2026 as presented were approved by all members present and voting.

II. Report from Vice President for Audit, Compliance and Risk Management – LaToya Jordan

A. Compliance Department Update –Vice President Jordan shared with the committee the Compliance Department continues to evolve as an advisory focused head coach and enforcement focused model. In alignment with this revised model, the department updated its mission statement to emphasize providing guidance, coordination, and resources that help compliance owners manage their responsibilities while promoting institution-wide regulatory awareness. Through the university compliance network and retargeted stakeholder engagement, the department is continuously identifying emerging risks and opportunities to provide digitized, value-added support, especially for cross-divisional compliance activities.

B. Audit Plan Update – Active and Upcoming Engagements and Fiscal Year 2027 Workplan Proposal – The snapshot of remaining engagements included in the 2026 work plan were shared with the committee. Since April, they have completed four additional engagements and still have five that are underway. There are also three engagements that have not yet started, which will begin this summer, and you will see those in the 2027 proposal as very forward engagements.

Next, Vice President Jordan shared the detailed version of the FY27 Workplan Proposal in their committee board materials, she shared the Proposed Workplan hour allocation and main focal areas, which are divided into four main categories: assurance engagements, advisory and institutional support services, continuous risk monitoring analytics, and administrative and professional development.

Chair Wyatt shared the Resolution with the committee to approve the FY27 Workplan Proposal, Rector Pitts, so moved and the motion was duly seconded and approved by all committee members present.

C. Audit Plan Update – Status of Audit Corrective Actions and Fiscal Year 2025 Financial Statement Audit – As of June 2, 2026, there are 25 open action items, which is an increase from April. This is related to the fact that the Audit Department recently issued four reports, each of which contained at least one recommendation. Vice President Jordan shared that as long as you see continued progression, it demonstrates management's commitment to having a strong control environment at the University. Generally in June, the Auditor of Public Accounts (APA) would come to present the financial statement audit. APA is still reviewing the FY25 Financial Statement, which is complex due to the integration with EVMS, and it is aimed to be complete in July.

D. Audit Plan Update – Completed Engagements – Vice President Jordan discussed the advisory review in the Innovation Fund, ensuring they were in alignment with the intended purposes of the fund as well as the consideration of procurement documentation supporting compliance with University and Commonwealth requirements.

   Vice President Jordan shared details on the four completed engagements: Environmental Health and Safety, Conflicts of Interests- Statement of Economic Interest, Indigent Care Apportionment Plan Administration, and Medicat Electronic Health Records System.

E. Closed Session – Vice Chair Robert S. Corn moved that this meeting be recessed in Closed Session to discuss specific cybersecurity threats and vulnerabilities because discussion in an open meeting would jeopardize the safety or the security of the University's information technology system, or software programs as permitted by Code of Virginia Section 2.2-3711(A)(19). The motion was duly seconded and approved by all members present and voting.

   In addition to the Committee members in attendance, the following individuals were in attendance during the closed session: President Hemphill, Susan Allen, Dennis M. Ellmer, Charlene A. Morring, Esq., Vice President Alonzo Brandon, Ashleigh Boothe, Executive Vice President Ashley Schumaker, Executive Vice President Alfred Abuhamad, M.D., Stacey Purcell, Esq., Kirk Dewyea, Kate Rhodes, Austin Agho, Al Wilson, Esq., Annamarie Ginder, Esq., Vice President Nina Rodriguez Gonser, Vice President September Sanderlin, Vice President Brandi Hephner LaBanc, Vice President Kimberly Osborne, Provost Brian Payne, Ph.D., Athletic Director Wood Selig, Ed.D., and Vice President Chad Reed.

F. Reconvene in Open Session and FOIA Certification – At the conclusion of Closed Session, Chair Wyatt reconvened the meeting and the following Freedom of Information Act Certification was read: "Any person who believes that the Committee discussed items, which were not specifically exempted by law or not included in the motion, must now state where they believe there was a departure from the law or a departure in the discussion of matters other than that stated in the motion convening the closed session. I shall now take a roll call vote of the Committee. As your name is called, if you agree only lawfully exempted matters stated in the motion convening the closed session were discussed in closed session say "aye" and if you disagree say "nay." The certification was approved by roll call vote *(Ayes: Mr. Wyatt, Mr. Corn, Mr. Pitts, Mr. Middleton, Mr. Mitchum, Mr. Plum, Dr. Wulf Winiarek; Nays: None).*

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

A. Administrative and Professional Faculty Appointments – Vice President September Sanderlin shared with the committee a recommendation to approve thirty-six Administrative and Professional Faculty appointments, which were provided for the Committee's review in the materials. Upon a motion from E.G. (Rudy) Middleton, III, and seconded by Dr. Wulf Winiarek, the Committee unanimously approved the appointments by all members present and voting.

IV. Review and Approval of Policies – Executive Vice President for Administration and Chief Operating Officer, Ashley Schumaker and University Counsel, Allen Wilson, Esq.

A. Review and Approve Board Policies – 15 Day Notice May 27, 2026 – Executive Vice President for Administration and Chief Operating Officer Schumaker shared with the Committee the Board Policies that were included in their materials for 15-day notice. This included integration policy updates, noting that subcommittees and working groups have spent the bulk of their time reviewing faculty-related policies, including tenure, grievance, and promotion to ensure SACSCOC compliance. Following a May 27, 2026 deadline for review and feedback on the first set of policies, the current phase involves a "lift and shift" of foundational policies from Eastern Virginia Medical School to Old Dominion University as the integration is finalized two years later. It was emphasized that a major, campus-wide operational effort is underway to ensure University alignment and compliance, keeping pace with the commitment to merge the two existing faculty handbooks into one unified handbook within two years. To remain compliant, the approved handbook and website updates must be finalized before the July 1, 2026, deadline. The motion to approve the integration policy updates as submitted was made by Rector Pitts, seconded by E.G. (Rudy) Middleton, III, and unanimously approved.

B. Repeal EVMS Policies 1701 through 1710 – Executive Vice President for Administration and Chief Operating Officer Schumaker shared upon committee approval today; a formal request will be made to the full Board of Visitors to repeal the existing interim EVMS policies 1701 through 1710. A motion to repeal the legacy EVMS interim policies was made by P. Murry Pitts and approved by all in favor.

V. Review and Approve – Notice and Discussed at April 23, 2026 Committee Meeting – Executive Vice President for Administration and Chief Operating Officer, Ashley Schumaker

A. Executive Vice President for Administration and Chief Operating Officer Schumaker provided the Committee a brief overview of proposed changes to Board of Visitors policies 1103, 1106, and 1110. They were previously noticed and discussed during the Audit, Compliance, Human Resources, and Governance Committee on April 23. The proposed changes are included in your OnBoard materials. The Committee unanimously approved the updates made to Boar of Visitors policies 1103, 1106, and 1110 and they will be presented for the Board's approval at Friday's meeting.

B. Lastly, Executive Vice President Schumaker presented the required reaffirmation of Board of Visitors policy 1107. Virginia Code requires that the Board adopt a remote policy annually. The remote participation policy is a component of Board Policy 1107. No notice was required as no changes are being made to the policy. The Committee unanimously approved the reaffirmation of Board of Visitors policy 1107 and it will be presented for the Board's approval at Friday's meeting.

VI. Adjournment – There being no further business, the meeting adjourned at 3:01 p.m.