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Minutes of the
NIU Board of Trustees
COMPLIANCE, AUDIT, RISK MANAGEMENT AND LEGAL AFFAIRS COMMITTEE
November 12, 2015
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CALL TO ORDER AND ROLL CALL

The meeting was called to order at 10:19 a.m. by Chair Murer in the Board of Trustees Room, 315 Altgeld Hall. Recording Secretary Kathleen Carey conducted a roll call. Members present were Trustees Robert Boey, Wheeler Coleman, Robert Marshall, Timothy Struthers and Board Chair Marc Strauss and Committee Chair Cherilyn Murer. Members absent John Butler, Raquel Chavez Also present: President Douglas Baker, Committee, Board Liaison Mike Mann, Provost Lisa Freeman, UAC Representatives: Greg Long and Holly Nicholson, Greg Brady, Al Phillips Tom Phillips, Jerry Blakemore.

VERIFICATION OF QUORUM AND APPROPRIATE NOTICE OF PUBLIC MEETING

General Counsel Blakemore indicated the appropriate notification of the meeting has been provided pursuant to the Illinois Open Meetings Act. Mr. Blakemore also advised that a quorum was present.

MEETING AGENDA APPROVAL

Chair Cherilyn Murer asked for a motion to approve the meeting agenda. Trustee Marc Strauss so moved and Trustee Robert Marshall seconded. The motion was approved.

REVIEW AND APPROVAL OF MINUTES

Chair Cherilyn Murer asked for a motion to approve the minutes of November 12, 2015. Trustee Marc Strauss so moved and Trustee Robert Marshall seconded. The motion passed.

CHAIR'S COMMENTS/ANNOUNCEMENTS

Chair Cherilyn Murer I would like to recognize the leaders of the university constituent group; Dr. Gregory Long who is the new president of the Faculty Senate, welcome. Deborah Haliczer and Holly Nicholson president of Operation Staff Council.

HN: Thank you, good morning.

Chair Cherilyn Murer: Good morning. Dr. Long I think you had a few comments for our committee.

Greg Long: Yes, thank you. Good morning all. From looking at some of the discussion from the past meeting, we're talking about risk management as an issue and from a faculty standpoint and staff standpoint, there are two issues that relate to that that would encourage some discussion on, one has to do with grievance policies and procedures. That's still an area that could use some additional attention. Also on that we have been working with Karen Baker and Murali Krishnamurthi and Celeste Latham so there have discussions on that, but it's a continuing issue that we want to be sure that we address. Another issue into risk management would relate to technology accessibility. Have been working with Brett Coryell to discuss that coming up with at least an additional policy and strategic plan to start talking about that because we don't yet have anything in place that guarantees procurement of software that's accessible and so forth so that is an area we're looking at. And then the third thing I would mention and it's a bigger picture issue and had I not missed my opportunity during the LARI committee, it would have probably been better placed there, but it's also at some level a risk management and compliance issue when we think about how the university constitution and by-laws is structured and operates and how it relates to the academic policy and procedure manual, I've been in my position as Faculty Senate

President and Executive Secretary of University Council for five months at this point, so I'm coming into it and looking at it was a fairly fresh view of things and come to see that the way that our constitution and by-laws were structured 30 years ago was very effective for what they wanted to do 30 thirty years ago, but as it exists right now, presents significant problems for us. As an example, most constitution and by-laws may have a line that says, "we have a grievance policy." In our particular constitution and by-laws we have 24 pages devoted to by-laws on grievance policies. So that if we wanted to even change the number of people on a committee, that's a by-law change versus something that's procedural. I've talked to the Faculty Senate and University Council steering committees on this. We are going to bring it up in our upcoming meetings next week and the week following, try to refer it to our Rules, Governance, and Elections Committee as a bigger picture of looking at the overall voting patterns and requirements and structural issues associated with constitution and by-laws. So that's something that we – a big task, it will probably take certainly more than this upcoming semester, but it's something that we do want to look at see if we can't make things a little more efficient.

Cherilyn Murer: Thank you very much. Miss Nicholson do you have something to say?

Speaker: Holly Nicholson: I do. Thank you for the opportunity. Because we'll be speaking about FOIA today, I wanted to bring up an opportunity for education on campus. There have been discussions among faculty and staff about concerns for privacies since the implementation of the cell phone stipend and the proposal of an appropriate use policy. And this would indicate that there's a misunderstanding about how FOIA applies to personal devises. There are many people who feel they much maintain two devises, which in the light of the salary and morale issues that we've discussed before, this is not really a good solution, and there are also some people who just refuse to conduct NIU business on a personal devise which would cause them to not be available outside of working hours. However we can the facts out about FOIA and privacy and ease people's concerns, I think that would have a positive impact. Thank you.

Chair Cherilyn Murer: Thank you. I think that's an excellent topic also that needs review. So thank you for bringing that up. Thank you both of you. I would like to welcome Tim Struthers, not only as a trustee, but as the vice-chair of this committee. So welcome to the committee and welcome as vice-chair.

Tim Struthers: Thank you, Cherilyn.

Chair Cherilyn Murer: We always seem to have such press for time on these topics and the topics are so broad, especially a committee such as the CARL which deals with compliance, audit and legal matters. So one of the things that we did not have the time to do at the last meeting was to talk more about the scope of the committee and the responsibilities both as members and the direction that this committee in particular wishes to take and areas that are absolutely critical to our university. There are certain things that I think we should do on a regular basis. I've had a discussion with our liaison Mr. Blakemore and I would like to propose certain things to the committee for discussion, but I think that we should continue to have more focus briefings on relevant compliance, audit, risk management and legal affairs certainly at this time where there is such attention to issues of accountability and transparency. We need to make sure that this committee takes its responsibility very seriously and we articulate in a meaningful way areas of concern. The briefings are intended to give a quick summary and highlight in key compliance areas. We certainly want to address issues as Miss Nicholson addressed in terms of FOIA issues and the appropriateness of this, other topics in particular, the Cleary Act, we need to be assured that both substantively and procedurally we are addressing that responsibility in terms of reporting. Also we need to spend more time in terms of audit and the protocols related to the collection of data and also the prioritization of areas of concern under our internal audit. Ms. Schultz has always done an exceptional job and a very responsible job in this regard, but as the committee continues to grow in this area, I'd like to have more discussion about areas because we're talking about really focus, really zeroing in on certain things and so not to lose the sight of the forest because we're looking at very specific and focused issues. So I think that is an area that I certainly would like to see us recalibrate and reboot. Also, I think that one of the things that certainly as chair I've heard from my fellow trustees and it is a recurring request from all of the trustees, is that we continue to better identify dashboards; comparative analysis, and

comparative analysis with the universities, not only geographically within our cohorts, but also academically within our cohorts. And also setting the benchmark on how we wish to achieve. Who is it that we wish to compete with and how are we going to get there. I think that really involves issued of risk management also, as well as obviously finance. It crosses lines certainly to academic affairs, certainly to our finance committee, but what we will continued to see I think as issues become more and more critical and more and more in depth is that we will have cross-utilization of issues and cross-focus of issues in all of our committees. Today, we'd like to put into practice one of these goals and we had talked about this at the last committee meeting, and that is to integrate updates and briefings and we are going to spend most of our time today devoted to audit and compliance, and our Vice President of Administration and Finance Dr. Alan Phillips will start us off on an update on the progress related to the enterprise risk management initiative. Thank you.

PUBLIC COMMENT

General Counsel Blakemore indicated that there were no request for public comment.

UNIVERSITY RECOMMENDATIONS/REPORT

Information Item 7.a. – Update Enterprise Risk Management Initiative

Speaker: Dr. Alan Phillips, Vice President of Administration and Finance

Speaker: Alan Phillips: Good morning Madame Chair and the board. What I'm going to briefly cover is where we are with the effort to get a handle on risk management from an enterprise perspective. So far we've spent most of our effort and work on developing the framework for the effort and how we're going to proceed with the effort and then identifying the various members of the core team and the much larger ERM task force going forward. So what I'll walk you through very quickly is what that looks like and what the phases of the project are and what we hope to accomplish in each phase. As you can see, risk management is a continual process. The first thing you do is you set your strategy, identify your risks, assess the risks, treat the risks, control, communicate and monitor; and then you start all over again. And so this is the broad framework that we're working to follow. The core ERM team basically my AVP David Stone is heading the effort. We looked – one of the things I always like to do is take a look at our own internal resources to see what we have here at the university that can help us with this. As a result, Professor Timur Gok who is an expert in this area is on the team. We have Scott Mooberry who's the Director of Environmental Health and Safety, clearly deals with a large number of risks associated with the day-to-day operations of the university. We have Emily Hochstatter who is our Director of Risk Management. Jonathan Cavell is providing operational support. And then I'm not on here, but this is all being done under my guidance and oversight. So the core team, their role is to develop the collection tools, collect the information, develop and conduct scenario based risk exercises, work with risk owners, develop and implement control and mitigation plans. The broader team, we tried to look across the entire university to put together a holistic set of individuals that were involved in all of the various aspects of risk here at the university. So we have, as you can see, fairly senior representation from across the university to include Facilities, Academic Affairs, Legal, IT, HR, Student Affairs, Risk Management, Housing, Athletics, Foundation, Research and Innovation Partnerships, Finance, and Diversity. Not only is it a very diverse team, but we have a lot of very senior people on the team that certainly can help us do what we need to do and move this in the correct direction. Risk consideration, this is just a brief list of the areas. We're starting with, of course this is a dynamic process, and it's interesting now that we're starting to focus on this every day things come to our attention that our risks that we probably need to add to the list in terms of things we should be looking at. So, risk areas, Academic Affairs, Support Services, Enrollment, Financial Aid, External Affairs, Facility, Governance Management, HR, International and Abroad. A couple of those came to our attention this week where there was some issues we needed to address; IT, Research, Student Affairs and others. If you look at the different types of risk, you have financial. A lot of people think risk is just insurance. It's not. It's much broader than that. So you have financial, health, safety, operational, reputational, and strategic; and of course you have internal risks, external risks, and the emerging risk which are those things that you really hadn't thought about but are

brought to your attention in various ways usually there is a problem or something isn't going as it is supposed to. Whenever I start a project what I like to do is I do what I call statement of reference which basically is the framework for the task. Usually what you do is you sit down and you make a list of all the questions that need to be answered and if you answer all the questions then you've completed the project. So in this case the first question was what's our principle activities? What are all the things that we are involved in that involve risk in some various form or aspect? How important are those activities? What's the nature of the risks in those activities? How do you assess the potential in those risks? Worst case what is the severity of the risk? Given the potential what do we have in place in terms of control mechanisms? And given the potential risk and severity of activity and effectiveness of our strategies, how likely is it that we will experience a risk event for that activity. And so then what you do is you design policies and procedures to address those risks and insure that you have effectively controls in place to effectively assess, measure, manage, predict and deal with those particular risks. Strategic objectives, of course you have the university vision. The mission is broken down by teaching and learning, research and scholarship, creativity, artistry, outreach and service. We're right now focusing on the risk objectives for each of those areas and then we will go down further and once we identify those, what's the unit risk and what are our priorities for addressing those risks? And then we have the phases for our activities. Phase One, which we're working on finishing up currently, identify the goals, risks, the risk appetite, the risk champion for each of those areas. Phase two to three, gather information. Phase three, convene the full ERM team to merge the risk and opportunity maps and gap analysis in terms of what's the risk, how well have we addressed the risk, and what is the gap and how do we work to close it? Phase four, or Phase five design action plans. Phase six communicate the resource needs and proposed action plans and timelines to the Board, the president and key decision makers. And one of the things we've already discussed, Phase seven is prepare dashboards so we can track our success and we can identify how well we're doing in specific areas and timelines to monitor progress because this is an ongoing and continuing process. Just to give you an idea of kind of what our timelines look like, on the left you have Phase one, we're finishing that up, getting ready to start Phase two. And our goal is to have all this in place basically by the end of the fiscal year. Any questions?

Marc Strauss: I'd like to see some feedback again to the committee at the phase two and phase three level so that we get a chance to assess whether or not the scope of the risk identification is what we're looking for. Aside from that I'm glad to see there's actually a timeline associated with it and it appears to be reasonable to me. I hope that if you need additional resources to be able to meet that timeline you'll let us know because I would really like to get the project completed on roughly that schedule.

AP: Absolutely. The other good thing is we have a lot of good support. There are people very interested in this. Participation is good. People understand the importance of this and that certainly will help us move this forward.

Robert Marshall: Just a request for a copy of your presentation.

Alan Phillips: Absolutely.

Tim Struthers: A comment with respect to, and it's not exactly on your assignment here, but the idea of managing risk effectively and I think in a decentralized structure is extremely difficult and I would simply advocate for as you consider structural changes, centralization of whatever it might be marketing, finance, etc. etc. to lay in risk policy management practices over the top of centralized functions, is far more effective than trying to do that randomly in a decentralized fashion.

Alan Phillips: The intent for the effort is that this would remain in my office. Partially because I'm also very involved in the compliance effort and the Director of Risk Management reports to me as does the Director of Environmental Health and Safety. I actually have some of the larger pieces of this and so I view it as my responsibility to oversee it and make sure this is a cohesive effort that's centrally managed in concert with everyone else that's involved in this, but then it would be our responsibility to maintain the dashboards and review and conduct the updates and the assessments, but I agree with you completely.

Cherilyn Murer: Any other questions?

Marc Strauss: Trustee Struthers I appreciate your comment. We first have to deal with enterprise risk management and then we have to deal with the compliance piece. The compliance piece presents a lot of interesting issues for us, some of which have been presented in supplemental materials that have been distributed to us already. I don't believe that we've begun yet at our level to contemplate what the compliance infrastructure should look like. My request before was that we have a Chief Compliance

Officer, but I believe that we need to have some conversation about what model will best fit whatever comes out of enterprise risk management because there has to be some infrastructure that allows for there to be the creation of a kind of just culture through the organization and a way then to be able to create pathways for people to understand what's expected of them and then to be able to communicate in turn information about when they're off the rails. I hope that that's a conversation that we'll continue to have. We need to return to it in a more structured way to start talking more seriously about the compliance piece when we have time in this committee to do it, but I'm very satisfied that we've at least started on the journey with regard to identifying all of the material risks not just cataloging them but putting them into a framework through the enterprise risk management initiative.

Tim Struthers: Understand. Thank you.

Cherilyn Murer: I'd like to make a comment as well. I want to remind us that we took a bold step first of all I think as a committee, and under the leadership of Dr. Phillips that we had looked at outside resources and made a determination that we would do it in house, but not in a way that was typical, that Dr. Phillips agreed to accept the responsibility this would be treated as if he had two hats, as if he were the principle consultant on the project and so we've asked that it be treated in that manner in the same way as one would expect to get reports. I think that this is a great case study for us as well and I want to emphasize that. We really need to make sure that we are specific, articulate, focused, and that we don't get embroiled in a billion words and in documents that kill many, many trees. So we need to be concise, precise. The timeline is good. Is it my understanding that you would be prepared to present the final report then to this committee at its last meeting probably I guess in May? I would think it's in May. So that would be the final report, but at each meeting will you be prepared to give us an update on the phases?

Alan Phillips: Absolutely.

Cherilyn Murer: Okay, alright, because I think what this committee is saying is let's be really specific. Let us take it out of a broad jaunt and put it an area that is extraordinarily responsible to this very important topic.

Alan Phillips: The only other comment I will make is being this is an institute of higher learning, we did an incredible amount of research going into this. We did the literature search, we went through and looked at best practices, we talked to experts in the field, so we are not going into this lightly and we certainly are looking at doing the best job possible because this is important.

Cherilyn Murer: We have great confidence in your leadership. Thank you.

Information Item 7.b. – Clery Act / Title IX Update

Speakers: NIU Chief of Police, Tom Phillips and Provost, Dr. Lisa Freeman

Chair Cherilyn Murer: Okay we're going to move on to the Clery Act and Title IX and Violence Against Women Act. It's the Provost and the Chief of Police who will report on that?

Lisa Freeman: Chief Phillips will go first and then I will follow.

Chair Cherilyn Murer: Okay, very good. Thank you.

Speaker: Tom Phillips: Good morning board members, Madame Chair, President Baker.

Cherilyn Murer: Police and Public Safety Tom Phillips, welcome.

Tom Phillips: I'm going to briefly cover the Clery Act this morning. I'll go over the Clery Act, a brief overview and a refresher. Welcome back to NIU sir. And then I'll cover the statistics for the past year for 2014. You should have a copy of the report in front of you for your reference. The Clery Act was established in 1986 and that is Jan Clery, it was named after her. She was sexually assaulted and murdered at Lehigh University and thus a federal mandate requires all colleges to report Clery statistics annually. Each university that received federal funds has to report on certain crime statistics annually and that's what we're going to cover today. The Clery report, the statistics must be entered with the Department of Education by October 1st every year. We did submit that in a timely manner. We also have to maintain a daily crime log which we do in print and on our website which is available 24 hours a day and we update that daily. We have to disclose crime statistics for incidents that occur within a defined Clery geography and we have established that, in the past year we've established a Clery map. These are the crimes that we have to report on, criminal homicide, sexually offenses, robbery, aggravated assault, burglary, motor vehicle theft, and arson; and we have to also disclose a number of unfounded crimes.

We also have to disclose statistics on the following categories; arrest or student conduct referrals, for liquor law violations, drug law violations, illegal weapons possession, and then new additions this year are stalking, dating violence and domestic violence. We also have to issue timely warnings about Clery Act crimes as we're made aware of those and we have a variety of methods that we deliver that communication. We have to devise emergency response notification and testing policy which we already have. We compile and publish annual fire safety report by October 1st, that's done by Mr. Scott Mulberry from the Safety Office; we've also complied with that. We have to enact policies and procedures to handle reports on missing students. So an explanation of the counting methodology, we count the number of all persons affiliated and non-affiliated with university that are arrested and then we also count the number of students that receive student conduct referrals for administrative action. Non-campus property refers to property owned or controlled by a recognized student group such as a fraternity or sorority or an off-campus space leased by NIU such as the motorcycle safety school using space off-campus for their class. Public property is defined as city streets and sidewalks immediately adjacent to the campus. This is a brief overview of our statistics this year. That's maybe a little confusing to look at, but I highlighted a few things on the next slide. This is also inside the book that's in front of you. So some summary of changes this year. There was a significant decrease in robberies in 2014. I credit that to the focused enforcement and collaboration with DeKalb police surrounding the campus. I know that we went from 6 in 2013 to 1 in 2014. I'm very proud of that. There is also a significant increase in arson and I would like to explain that. When people think of arson they think of someone trying to burn down a house or things to that nature. We've had a couple of incidents early in the year in 2014. Specifically there were two incidents that occurred in the library in the same day where someone tried to ignite a book. We were not able to find out who did that. We had three of the fraternity houses, the fraternities have a long history of setting couches on fire outside. They take them outside and set them on fire. And then finally, there was a couple incidents where people ignited toilet paper in public restrooms. Although they're setting things on fire, it doesn't look like there's an attempt to burn down a structure. We had a significant increase in drug law referrals and arrests in 2013 and alcohol referrals and arrests decreased. I can say that some of that is our collaboration with NIU housing staff and DeKalb Police. We reengineered the department in 2013/2014 and the officers are out patrolling more rather than being in static positions so they're encountering students more and they're also encountering the community more. So when you look at the arrest numbers, that doesn't just include students. That's the general population that we encounter in traffic stops and various things like that. There's also reduction in weapon arrests with an increase in referrals. Something important to note about that is when you think of a weapon you think firearm, knife, it's not always that and it doesn't mean that they're using it on somebody. We come across somebody that has a pair of brass knuckles or a knife that's maybe too long, we'll do a student conduct referral for that. It's not that they're actually assaulting somebody with a weapon. The amendments to the Violence Against Women Act calls the following offenses to be included this year; domestic violence, dating violence, and stalking. We're finding that as we make students more aware of this, there's been an increase in reporting specific to sexual assault. That's a statistic that I do hope increases because sexual assault is typically under reported, so we're really getting the word out there that it's okay to come forward and report these types of offenses. I know that several people have updated the Title IX policy for the university. Some of the quality insurance measures that we've implemented. Last year the police department established a Clery team and we did that in collaboration with General Counsel, Student Affairs and Human Resources and we did that to make sure there were more than one set of eyes on these statistics and that they were accurate and went over them, I personally look at these numbers, and we implemented a Compstat for Clery tracking. Compstat is a model that we use to track crime but we also use it to track specifically clearly crimes and we do that every month. We were doing it by-weekly, but now we're doing it every month where we look at basically the annual security report every month and make sure that the numbers are accurate and then we use that data also to develop strategies to reduce crime. We burrow down into the data to find out where it's happening, when it's happening, and then we can deploy our resources accordingly. As I said the ASR was reviewed by representatives from HR and General Counsel before being published, and in collaboration with the General Counsel's office, campus security authority training was updated to reflect changes in the current reporting requirements. I'm happy to say that we're currently in the search and hiring process for a university wide Clery Coordinator. I'm real excited about this. This will be someone that will be able to spearhead the initiative to make sure that our Clery reporting procedures are accurate

and up-to-date; also to work with Human Resources for Clery training campus wide and really make it a campus wide initiative.

Cherilyn Murer: Chief Philips, thank you. I would like to open it up to questions from the committee if I could. Any questions?

Tim Struthers: I have a few. Could you please define the geography of this?

Tom Phillips: I don't have the map with me sir, but basically it encompasses the campus and then the Hillcrest community just off campus. I can send you the map for that.

Tim Struthers: That's fine. So it's not predefined by the act itself, it's your…

Tom Phillips: It actually is but it's unique to each institution so there's certain criteria that we use to define areas. For example, Greek Row because that is non-campus property that would be included in our Clery geography.

Tim Struthers: How would you define unfounded crimes?

Tom Phillips: Unfounded crime is a crime that we investigate. It's reported to us and we investigate it and we find that through the investigation the crime didn't actually occur.

Tim Struthers: Okay. With respect to recruitment and retention of students, environment and crime and safety is a big deal of course. So when we get these results it strikes me that they're generally positive. Is there a summary statement that can be made that gives the mass a sense of how our environment is it getting better or worse or stable with respect to crime and then another question I'll attach on to that, how do we compare broadly to other state universities?

Tom Phillips: Okay well the second part, the last few slide was specific to the NIU and our community and our department and the initiatives that we're taking to impact Clery. I do think it is getting better. I believe we're in a safe community and it's difficult to measure us with other institutions. There's a lot of opportunity cost. There's a lot of intangibles and specifically when you look at geography, demographics and all those variables that would impact Clery numbers, there's some subjectivity to these numbers. Some of the numbers, for example, some of the numbers cannot be vetted so we take anonymous reports and there's been a few false reports lately and things of that nature, so we have to count the numbers regardless unless we can actually unfound them. But if it's not specifically reported to Public Safety, then let's say it's reported to Human Resources then a lot of the time these incidents are FERPA projected and there's no way it can be vetted, specifically an anonymous complaint. I say that to say that the numbers, there is a tinge of subjectivity to these. I know that's probably not a popular statement but I believe it's true. Comparing us to other institutions again is difficult. I do look at those numbers. I look at how we measure up broadly and I will say that NIU is doing pretty good. We're doing pretty good compared to other institutions in Illinois.

Tim Struthers: And this isn't so much a question or comment to you, but I think just broadly when we think about the university and our messaging, the fact that if you're quoted there, we're doing pretty good relative to others and we're trending positively, boy that's a really good story and a really important story to a lot of our students and prospective students and I understand we don't want to lead with that story. I also understand that we don't want to compare ourselves exactly to our peers and such, but somehow if we can package that good work that you and the DeKalb police department are doing to improve things, seems worthwhile to get that message out in an effective way. Thank you.

Cherilyn Murer: Trustee Coleman.

Wheeler Coleman: I have a question as it relates to cyber and our ability to monitor and track what's occurring in a cyber crime, whether it's cyber bullying or anything of that nature. What capacity do you have to…

Tom Philllips: We actually have a pretty good capacity for that. As it's reported to us either through IT or by an individual, we would follow that as we would any criminal investigation. If it's a violation of law, we are able to subpoena records, IP logs and things of that nature to actually investigate it and go beyond the boundaries. I will tell you that the recent bomb scare at NIU recently we do have a suspect identified based on and that's considered a cyber threat and we're working with federal authorities to see if we're going to be able to move forward with that. I can't give too many details about that right now, but we proactively work in those areas sir.

Wheeler Coleman: So you work with the federal authorities especially if there's form of cyber, additional investigation that's needed in the cyber space?

Tom Phillips: Yes sir and that specific incident I can tell you was nationwide at several other places and it was pretty prevalent in the Chicagoland area and we're hot on the trail.

Wheeler Coleman: Okay great. That's good news. One more question, in terms of the Clery Act, is there any form of tracking as it relates to hate crime or…

Tom Phillips: Yes, sir. We are required to report hate crimes.

Wheeler Coleman: And that is a category?

Tom Phillips: It is a category, yes sir. Fortunately we do not have any this year, and we have not.

Cherilyn Murer: Any other questions?

Robert Marshall: You mentioned training in the future, probably via your coordinator coming in, do you have a priority list of two or three things that you think should be right at the top of that training?

Tom Phillips: Yes sir. I was just talking about this yesterday with my staff. We're in the final process of hiring the director and there's a standardized training that people receive for Clery. My intent is to build a subject matter expert on this. That is going to be their exclusive focus for the university is to train them; get them the training that they need to be able to have knowledge to deliver it to the rest of the community and build programs and work with HR to be able to get that out to the entire community so everyone is aware of Clery what it means, what it doesn't mean, and I dare say I don't want to do an ethics test on it in that format, but make sure that everyone gets that information at least annually.

Cherilyn Murer: Any other questions? I have just one question and you've somewhat addressed it, but my question is to ask what checks and balances you have for two things, timeliness and completeness of the reporting. You speak of hiring someone which is fine in the future and that's I'm sure procedurally a good thing to do, but we're in the present right now. Are you feeling secure that we do have a check and balance on those two factors; timeliness of reporting and completeness of reporting?

Tom Phillips: Yes ma'am. My goal this year was to have, at the end of the year, have the data compiled and ready to go so we can sit down until October if we have to and we can continue to review it. I mentioned it briefly, so every month me and my staff we do a compstat meeting and we go over these specific crimes every month. We vet them every month. We sit down, we sit down every quarter. We go over the quarter and we read the reports. It's not just me reading it. I have several staff members. We go over it. We have discussions. We really work these numbers throughout the year so at the end of the year we know. We know where we're at an then we do a final review and then we go over it with our partners, with General Counsel, the other constituents on campus; let them take a look at it. By the time we publish this report, several people have looked at it several times throughout the year between January and October.

Cherilyn Murer: Thank you very much. Provost I think you had comments.

Speaker: Lisa Freeman: Sure. I'm going to talk a little bit about the compliance framework for sexual misconduct with includes not only Clery but also the Violence Against Women Act, its state counterpart, and also Title IX. So if I could ask IT to put up the table in Word that has that framework on it. I'll make some opening comments. I think if you read the newspaper, if you've seen reviews for the bestselling books *Missoula*, if you read the briefs that the General Counsel's office sends out regarding what NACUA the National Association of College and University Attorney's is saying, you know that these are very dynamic times. Everyone is very appropriately concerned about the prevalence of sexual misconduct on college campuses and when I say sexual misconduct, I'm including sexual assault, stalking, gender violence dating, and domestic violence and other related crimes. Historically, there is concern that these crimes have been underappreciated and under reported and now growingly there's concern not only for us showing support and appropriate respect for the rights of survivors of sexual assault and misconduct, but also for the rights of the accused. And in order to do this effectively, you need to really have a cross campus collaboration. You need to have structures that look differently than they have before and that's being vocalized in a lot of recommendations from expert consultants regarding effective practice. We have a number of guidance's from the White House in terms of dear colleagues letters and I want to say that I'm very proud of NIU leaning forward, trying to institute as quickly as possible these effective practices and to really be a model institution in this regard. We had two task forces that were charged by President Baker at the time that the Violence Against Women Act became public in terms of its expectations. One looked across our campus and talked about what needed to happen, and the other task force has been working very hard on implementation, and I just want to review those efforts very briefly here today. If you look at the table that's up on the screen, Chief Philips talked very eloquently and in great detail about the Clery Act which is really about disclosure and reporting of crime statistics in the framework of sexual misconduct and it provided information about and to inform university policies.

Title IX is really about investigation and response, and the Violence Against Women Act is really largely about prevention and awareness, and together this compliance framework provides the structure of what universities are obligated, expected, and should do for survivors of sexual misconduct. Chief Philips said that he's very happy that we're seeing increased reports of sexual misconduct. I will tell you that as of this date since the start of this semester we have received 50 reports of sexual misconduct and we are currently conducting approximately 15 Title IX investigations. And we have with us the folks from the office of Affirmative Action and Equity Compliance; Karen Baker who is our Title IX Coordinator. We have Sarah Adamsky Title IX Investigator, and we have Jessica Webb who is handling the web communications for that office. We also have people from a number of offices because as I said previously to do this right you need collaboration across Affirmative Action and Equity Compliance, the Office of the General Counsel, the police department, Counseling and Consultation Services, the Office of the Ombudsperson, Student Conduct Safe Passage which is a community resource, as well as other offices within Student Affairs, Housing and Dining, and Academic Affairs. To make our efforts stronger, we have in accordance with the Dear Colleague Letter, changed the reporting line for the Title IX Coordinator to the Executive Vice President and Provost so there are no barriers between communication. We are searching right now for a Director of Investigations who will serve as our Title IX Coordinator and we're also adding a new Title IX Investigator because we expect reports to continue to go up which is a good thing, but they need to be addressed in a timely fashion. We currently have other Title IX Deputy Coordinators on campus in Athletics, Ann Boughton; in Academic Affairs, Ann Birberick; and in Student Affairs and Student Conduct, Jeanne Meyer. We've completed and updated a new Title IX on-line training module; a resource guide that's printed that you have in front of you, and we've launched a new sexual misconduct website to make reporting of crimes easier. And if I could just ask IT to bring that up, I'd like to just show how easy it is to go from this website. This is a website that makes clear what resources are confidential, what aren't; what you do in the legal system, what you do within the university system and I think one of the things we're most proud of, if you click on the bottom red bar of report in incident, it's pretty easy to understand what your options are; your options to get help, your options just to talk to someone, your options to report an institute. We're talking about making things very clear to anybody who's experienced sexual misconduct or thinks they might have experienced sexual misconduct. I also want to say that we have a new job position advertised for someone who will really coordinate across the compliance framework and across the multitude of university units that have to participate in effective compliance program; and we're also trying to demonstrate our leadership within the Chicagoland area. So tomorrow at our Naperville campus, NIU will host the Chicagoland Title IX consortium meeting. We will have a large group of Title IX coordinators. We will have representatives from the Office of Civil Rights. There will be an hour and a half of questions and answers and in the afternoon there will be a screening of a film The Hunting Ground which talks from the experience of sexual assault survivors on college campuses who because they felt their complaints were not handled appropriately, created the legal framework and strategy for invoking Title IX in this context. Previously we've had a screening on the DeKalb campus of that film that was sponsored by a number of our organizations, presidential commissions, the VAWA task force. The Presidential Commission on Women has had the first in a series of two symposiums for the campus regarding Title IX and survivors of sexual misconduct. The first one focused on how to provide support to survivors and the second one will focus more on reporting. And so as I said, I'm very proud of the efforts the campus is making in reorganizing, how these functions are handled, how the compliance framework in integrated, and how we educate the campus and support survivors of sexual misconduct; I willl stop there and take questions.

Cherilyn Murer: Any questions for the provost? Any question? I do have a comment. I'm impressed at what I hear and certainly impressed with what you showed in terms of the website. I think that when we talk about sexual harassment we should also make sure we as a university understand it is not just women, it's men, it's women, it's sexual orientation, it's race, it's religion. There are all sorts of abuses out there, but what I'm hearing you say Dr. Freeman and Chief Philips, is that we are addressing culture. This is not just a numbers game. This is not just I'll report a statistic and we'll put it in a form and we'll send it out wherever it might go. What we're saying is we really believe this and that's very important and we have to continue to address the culture of it. The fact that we need to encourage people to speak up, but to speak up responsibly and I do want to add that again to speak up responsibly when these things occur. So we may be taking leadership roles as you look to other universities to support these endeavors. So thank you for your efforts and please continue to do so from a culture perspective and an

encouragement perspective, but the encouragement should also be to teach people to address these things with great seriousness and responsibility. Thank you very much.

Lisa Freeman: Trustee Murer just let me thank you. It means a lot to have the chair of this committee, one of our trustees speak so obviously of the important of having the courage to confront difficult issues and have responsible comments and conversations. It's about who we are as an educational institution and thank you for saying that in this public forum.

Information Item 7.c. - Freedom of Information Act Compliance and Challenges

Speaker: Greg Brady, Deputy General Counsel for Governance and Administration

Chair Murer: Next we will have Deputy General Counsel Greg Brady briefly address key provisions of FOIA and I think Miss Nicholson addressed that in her opening remarks. Mr. Brady will you go to the podium and I also think that you will be presenting us with a proposed amendment that is an action item.

Speaker: Greg Brady: Thank you Madame Chair, yes.

Cherilyn Murer: Is that correct?

Greg Brady: That is correct. I think that's the next item afterwards though. Today I was asked to present on the Freedom of Information Act as part of the compliance component of this committee. I realize once I was asked to do that, that no matter what I say people will be upset with the results because at the institution there have been times when a freedom of information act request comes in and an employee who is the custodian of the records is approached and that person says "do I have to do this?" I've got all this work to do. I've got all this stuff I have to do. Do I really have to take my time away to do this to get this request. And the answer is yes. It's the law. On the opposite side, we've had some freedom of information act requesters who ask for hundreds, if not thousands of records, or make vague requests and then are upset when the university cannot timely respond. So it's a challenging environment to say the least and I think that's what I was asked to address. So very quickly, it was originally passed in 1984. We were the last state to have a Sunshine Law. There was a major overhaul of FOIA effective 2010, January 1, 2010. It made substantial changes, some of them highlighted here, reducing the timeline on which pubic bodies need to respond to these requests, creating the public access bureau and the public access counselor to review pubic bodies compliance with FOIA and capping fees that public bodies can charge requestors for responding. FOIA is an unfunded mandate. When we spoke earlier today about not receiving funds from the state, this is squarely an unfunded mandate that we have to comply with. NIU created a NIU FOIA office, because FOIA requires the designation of a FOIA officer. It can be multiple officers. From 2002 to 2010 that FOIA officer was the Vice President and General Counsel. That was Ken Davidson. He came to the board after the massive overhaul and presented board regulations to do that designation and to also establish a board policy which sits now in the board regulations. Shortly after that happened in February of 2010, on May 13, 2010, the board regulations were changed to have the Office of University Relations which is now Marketing and Communications, designated as our FOIA officer. There was recently a public commenter who pointed out that the board regulations did not match up with some of the practice and some of the expectations under state law. For some part, he was correct, and this was one of those. When we went back and did our research we found out that our board regulations, while passed by the board, had not been updated on the website. So we have corrected that now. I want to point out that the FOIA office right now is primarily staffed by one person with counsel assistance from our office. And that one person I know she doesn't want to really be put out in the spotlight, but Joan Laurino deserves a lot of credit for trying to manage every single FOIA request that comes through because she has to see almost every one of those by herself and help process them. So I do want to give her due credit that she is doing a wonderful job in the FOIA office. Some presumptions of FOIA and these are two big ones, that all records in the possession and custody of the university are presumed to be open to the public; and the second that all records relating to obligation, receipt, and use of public funds are public records subject to the inspection and copying by the public. So those are big expectations that I kind of wanted to dispel any – this will go to some of the points that Holly had mentioned. I want to dispel the expectations. The presumption is all records are public records. But not everything is a public

record. This is the distinction that Holly was talking about. The definition of a public record is all records pertaining to the transaction of public business. It does not matter what form it comes in. It doesn't matter if it's hard copy, audio, video, electronic copy. It also does not matter on what equipment it's on. If it relates to the transaction of public business, it's a public record. The use of a private cell phone to conduct university business does not open up that private cell phone to FOIA in its entirety. It only opens up those records that have to do with the transaction of public business. And I know that's the big myth is that if I get a stipend to pay for the phone that I have, does that mean every single thing that I send on that phone becomes subject to FOIA, it does not; only those records that pertain to the transaction of public business. So I really wanted to stress that and I'm glad that Holly had mentioned that because that's a great lead-in for me. The university when it gets a FOIA request is expected to do a reasonable search for the records, collect them and respond within five business days. That can be extended another five business days for certain reasons under the law, but the standard is five business days expect for these other standards that are in the law; commercial requests, recurrent requests, voluminous requests, and unduly burdensome requests. If I had more time I kind of would go in and touch base one these, but what I really want to point out here is that under each of these circumstances the university has a responsibility to respond. There's no time out. These may give us extended periods of time to respond, but they don't say we don't have to respond, so it's very important. This is the following data that the NIU FOIA Office has provided. These are counts of the FOIA requests we've had for the last few years and you can see that there is an exponential increase in FOIA requests. This is where we're starting to get into the challenges of FOIA. Last year, the last fiscal year, we had 398 requests which nearly doubled the two years prior. Thus far in this fiscal year we have 145 requests. Obviously the FY16 closes on June 30th, so we're targeting somewhere between 450 and 550 requests in FY16 and that's actually a little bit down. If you did the math it's actually 580 but I didn't think we'd stay on this pace, I'm hoping we won't. Since January 1st though, 99 of these requests have come from only six people, so it doesn't take much to show a challenge when it comes to compliance with FOIA. Then the FOIA Office did an informal survey of other Illinois publics. Western had about 98 requests, you can see Illinois, and this is FY15, 98 requests. Illinois State had 133 FOIA requests. Southern Illinois University system provided both the FY15 and the FY14 and they're over the 300 mark. So you can see the other institutions are receiving high amounts of requests as well. Another point to that, after this presentation was made, there was a quick count of the University of Illinois system because they post their FOIA log on line and for the system in a calendar year '14, I believe they had 525 requests. So once the university receives a request, goes out and collects information, there's a next step to review the documents to redact out exempt information. The legislature has created, by public policy, certain types of information that they have deemed should not be, or cannot be, or I'm sorry not cannot, it's not a mandate, that the institution is allowed to not provide to the public. And that's the public policy they've made. And these are just select samples of those. I'm going to go through each of them because of the time, but I did want to identify that FOIA does identify pieces of information that the legislature has deemed that the public does not need to get access to. Once the university has collected the records, reviewed the records, redacted the records and then produced the records, there still is a compliance effort in relation to appeals. That massive overhaul in 2010 established the public access bureau, and that bureau then is now an administrative appeal that did not exist before. Like I point out here, it's convenient for FOIA requestors. It's little to no cost to FOIA requestors, and it can be effective. Usually the university receives a few appeals a year and our office traditionally works with the records custodian and the FOIA Office to respond to those FOIA appeals. The onus is on the university to justify by clear and convincing evidence the redactions or withholdings that it did under the law. So again for a FOIA requestor, they can have any reason to appeal; they just don't believe us, they don't think that we searched in the right place, they don't think we redacted in an appropriate way, any reason they can appeal and then that's another compliance component for the university. You can see though, since April of 2015 there have been 17 FOIA appeals from only five individuals. The challenge is for FOIA is that the frequency of FOIA requests are going up at a rapid rate and the university has no ability to say no or time out. We can do individualized assessments of unduly burdensome requests under the circumstances, but again it only gives us an extended period of time not a time out or a no. the FOIA Office is rarely, if ever, the custodian of the records or information that's actually sought and this is something that I'm hoping that the university community can support the FOIA in complying with these because it requires, the FOIA Office requires a tremendous amount of cooperation from records custodians to get the information, get it in a timely fashion, review it and get it

out under the parameters of what FOIA requests of us. Appeals also appear to be on the rise and the FOIA law itself is ever evolving. When I talked about the public commenter who said our regulations weren't in line with what the state law says, that's correct because the state law has changed and we haven't gone back to change our board regulations to align with that. In addition, the public access bureau and the courts are issuing binding opinions and non-binding opinions that change the way institutions are reviewing how they redact information and how they produce information.

Cherilyn Murer: Thank you. Any questions for Mr. Brady? Is there any penalty for frivolous or repetitive requests? Is there any penalty on the other side?

Greg Brady: No. There are penalties for public bodies who don't comply, but there are no penalties for requestors. The recurrent requestors status that I mentioned earlier, that is one mechanism that the legislature put in to where if you make a certain number of requests in a certain period of time, the university or the public body can get more time to respond, but you just can't say no. The second one that just went into effect is a voluminous requests and that in general asks for five different categories of records through five different requests, or a request that gets about 500 pages in response. We have a current challenge with the Public Access Bureau where we believe a requester that; he made two requests, one had seven columns, another one had another seven columns of records and we said that seems to fit the definition and that's an appeal before the Public Access Bureau as to whether five separate categories of records were selected by that individual. So even the Attorney General's Office recognized in that appeal that they're having difficulty interpreting what the new voluminous request standard is, and there are no are no penalties for somebody who wants to use FOIA in an abusive fashion.

Cherilyn Murer: Do we submit the response electronically or by paper?

Greg Brady: Electronically traditionally.

Cherilyn Murer: At least that minimizes the cost.

Greg Brady: Yeah you can do both, but the AG's office is willing to accept by email.

Cherilyn Murer: Thank you. Any other questions?

Wheeler Coleman: I'm assuming the time and the cost is really people time and cost to pull that information.

Greg Brady: It is.

Wheeler Coleman: In clarification Greg, are you saying that there's no form of reimbursement that we can seek from the requestor?

Greg Brady: There is, there are standards for the seeking of copying expenses for the records, but those are tightly capped and that's what I was mentioning as far as the first 50 pages for a requester in black and white, free. So anything over that, all we can do is charge the actual cost for the production of the records. You cannot charge what it took for us to go out and look for the information, to review the information, to redact the information, so our time is not compensated there. This voluminous request standard does allow for that, but that's where the AG's Office is struggling on what does that actually mean.

Wheeler Coleman: So electronically, how do we determine our costs for electronic?

Greg Brady: I'm glad you mentioned that because we can't. You can only charge for the medium on which you send the records. So if you send it by email, there is no charge. If you send it by a CD, all you can do is charge for the CD. If you sent it for a flash drive, you can charge for the flash drive.

Wheeler Coleman: But the medium for email, there's a whole infrastructure that is required to support that and you're saying we can't come up with some kind of average cost?

Greg Brady: No. We're not allowed to charge it. That's the difference. And if the FOIA requester requests the information electronically over a hard copy, we're supposed to provide it electronically.

8.a. – Proposed Amendment to Board Regulations Related to Freedom of Info. Act (ACTION ITEM)

Speaker: Greg Brady, Deputy General Counsel for Governance and Administration

Chair Murer: So Mr. Brady do you have a proposed amendment to the board?

Greg Brady: Yes, this is for consideration by the committee. This is coming to the committee, not the full board yet. As we had mentioned earlier, the board regulations are the version that existed in May of

2010. FOIA has changed since then and the Office of General Counsel started an effort to do an update to those regulations, and yet what we discovered is that the only thing we were doing was literally cutting and pasting the new legislative language into the board regulations. And that seemed like an incredibly backwards way to handle the matter because all we were doing is trying to use the same language that the legislature put out. We can always go to the law, we can always comply with the law, yet if the law changes that would require us to come before the board to change the regulation every single time. So the proposal for consideration is to actually remove the board regulations in relation to FOIA because the only thing that was in there that wasn't a part of the law is the designation of the FOIA officer and have that delegated to the president to designate the FOIA officer for the university and then have the ability to expand the FOIA officer designation to multiple individuals to try to combat the ever increasing amount of FOIA requests and appeals that we have.

Cherily Murer: Okay so succinctly tell us again, what is it that you are recommending.

Greg Brady: We are recommending a removal of the Board of Trustees' regulations related to the Freedom of Information Act and delegating the authority to the President to designate the FOIA Officer.

Cherilyn Murer: Okay, discussion on this matter?

Wheeler Coleman: A question for you, how common is this approach for other institutions? What are they doing?

Greg Brady: I haven't surveyed them so I don't know if they had to go through board level to designate their FOIA officer and I honestly don't know. When Ken Davidson had proposed this in 2010 I don't know his thinking on why he felt it necessary for the board to do the designation of the FOIA Officer to begin with.

Wheeler Coleman: Well is there some form of checks and balances that's trying to be addressed here with the board having some formal designation or no?

Greg Brady: There could be. I again I'm sorry I'm at a loss as to the logic that it was done in this fashion.

Jerry Blakemore: If I may, I can respond to that question. Of the group of nine public university general counsels', although I can confirm this, not one of them would have a ministerial obligation done by the board. It's inefficient, it calls for a committee, it calls for the full board; if there's a change in law the checks and balance is that the board has to hold a university accountable for compliance with the law. We can't do that in a timely fashion if it requires a regulation of the board. Our recommendation is delegate to the president. We have outlined what in effect that procedure would be and then hold myself, the university generally accountable for that compliance. It's much more efficient. The other part of the recommendation would be to allow the president or the person that he designates as the FOIA officer to have deputy FOIA officers so that 500 plus FOIA requests can be broken down into the various divisions; wherefore example with athletics, every year we're going to get FOIA requests about contracts. There's no reason that the FOIA officer has to respond to that. So that will make us more efficient and we can be more responsive to the public as a result.

Wheeler Coleman: So clarification on that if you don't mind, a clarification on that answer, what we're saying is that we will still have a central, single person that's in charge, but we will also have delegates throughout that will then work through?

Jerry Blakemore: Yes very similar to the presentation you just heard from the provost where there are deputy Title IX officers in various difference places; whether it's athletics or other places that can be responsive.

Wheeler Coleman: Thanks for the clarification.

Marc Strauss: I'm not opposed to generally deleting the board regulation, but I want to make sure that the impact of this isn't that we then fail to get information about what's happening with regard to FOIA. Back in 2010 when we made this change, we had a requirement which hasn't been maintained throughout that entire period that we were going to get periodic reports on what was happening in FOIA to be able to determine whether taking it out of the General Counsel's Office and putting it in what was then communications, was providing an appropriate level of service. Now it seems like in addition to seeing whether or not we have an appropriate level of service, we also need to monitor to make sure that we have an idea that somebody has been appropriated designated and that we have some idea about what the volume is so that we can exercise an oversight function with regard to the allocation of resources to this operation because it clearly needs, by law, whatever is required in order to make it function. I don't have any objection to granting a portion of what's been requested today, but I hope than before this gets advanced to the full board we can work out whether we need to have a regulation

that requires a report like we do in some other portion of the regulation or we can just get a pledge that we'll receive those reports.

Cherilyn Murer: I think I'd like to add to that too. I think one of the vehicles could be this committee to have on a regular basis both a report on Clery as well as FOIA. And it doesn't have to be long, it shouldn't be long, but it would make sure that this committee and therefore the board is attuned to those two reporting mechanisms.

Jerry Blakemore: With respect to both Clery and more significantly FOIA, the Division of Marketing and Communications and the General Counsel's office in conjunction with the other divisions are now working on a FOIA app. That App would be something that would allow the deputy FOIA officers to do the input. We can then take that and can provide as part of either the legal affairs report which you get quarterly, but for this committee as well if you want it on a monthly basis what we're doing there. We're trying to streamline the process and we're going to have an app that literally would allow – whether it's my office or the division of communication and marketing, they will have that information and we can distribute that quite easily to you.

Robert Boey: I understand the need for what we have to do, I understand that. My concern is right now we have one individual that we're designating. It could become 50 deputies. How do you control that kind of number and where are we going with all that information? I think that's one of the things the chair has referred to is how do you start to digest all the information and collaborate it when before you come through one person, and now you come through 50 deputies through one person. Where do we go from there?

Jerry Blakemore: We still want to have the process centralized. I would agree with the comments that were made earlier regarding centralization versus centralization. However, there are specific areas we don't have, we meaning the communications and marketing division or the general counsel's office, we don't have all of the information. In fact as Greg indicated earlier, most of the information that's requested is someplace else. But we would still have one FOIA officer with deputies, they are reporting administratively to them and it disperses at the right level in my opinion the ability to obtain the information, make then responsible for it. Our office would be doing the FOIA training and so we would – because we want to decrease the amount of time the lawyers are spending on this as well. So we would provide training to all of the deputies, working with the principle FOIA officers so that they know and understand what the law is, what the requirements are, etc. We're trying to be much more efficient and to allocate our time, particularly Greg's, on this so we can get to other issues.

RB: I understand the need for it and that's not the question, my struggle is how many do we want as deputies?

John Butler: I don't think you need, this is not a job that people are going to be shouting to have. They don't particularly like our calls now. You take each division and you start, I think, with the designation of one person per division, I think is a logical way to go about this. So you take each of the vice presidents, you basically have a vice president who is ultimately responsible for designating that person; we see how that works out. I don't think you have to go in most situations beyond that. We would have to see.

Robert Boey: Thank you.

Marc Strauss: I don't have a question, but I'd like to make a motion. I'd like to make a motion that the Compliance, Audit, Risk Management and Legal Affairs Committee approve of one, the proposed amendments that are in our printed materials to the board regulations to remove section 7, subsection C, Freedom of Information Act with appropriate renumbering of the regulations by the board's recording secretary after the removal to a delegation of authority to the president to designate one or more FOIA officers to be responsible for complying with the mandates with the Illinois Freedom of Information Act as amended or interpreted, and three provide for appropriate reporting to the CARL Committee.

Second: Robert Boey

Cherilyn Murer: We have a motion, we have a second, any further discussion? All in favor?

Members: Aye

Cherilyn Murer: Apposed? This motion is carried and will be presented to the board for consideration at our next meeting. Thank you very much Greg.

8.b. – Roles, Responsibilities and Obligations of the Board, the President and Internal Audit / 2015 Audit FY Annual Update   (ACTION ITEM)

Speaker: Danielle Schultz, Director Internal of Audit *(Be sure to move to first on the agenda next meeting)*

Chair Cherilyn Murer: Danielle, I'm going to commit to you that next committee meeting we're starting with audit.

Danielle Schultz: Good morning, I can still say that so I'm glad that I had the opportunity to get on before noon. Good morning. Thank you Madame Chair and trustees for the opportunity to speak with you today. Today, and I'll make this as brief as possible, I do believe I can be well under my time. Today I'll discuss the organizational placement of internal audit; the statutes, standards and guidelines that we must follow; the roles, responsibilities of internal audit; the president and the CARL Committee with regards to these guidelines; how audits are selected for the audit plan laws regarding internal audit, work product and communication; and I'll provide my fiscal year '15 report. Let's start by looking at internal audit department and our organization structure. I report directly to President Baker but I have a dotted reporting line to the trustees, specifically this committee. Next I'd like to take a quick look at the guidance that's provided to internal audit. You may recognize some of these based on past presentations I've made to the board. I will discuss a few of these in further detail as they relate to internal audit, the president and the board, but please note that my presentation is not all inclusive. I would be here for a much longer time if I hit on every topic, but if you would like copies of any of the documents that I'm referring to, I'd be happy to provide them. First I'm going to start with the Fiscal Control and Internal Auditing Act and how it is specific to internal audit. In order to maintain our independence, we must be free of all operational duties. And as we have discussed my first slide of our organizational chart, we comply with the very first requirement which is that I report to the president and the board. Each year I must complete an annual risk assessment and develop a two year audit plan which must be approved by the president. I also must prepare an internal audit annual report and insure that internal audit staff is adequately trained and have earned the appropriate amount of continual professional education each year. Next I'll speak to specifics for the president in the fiscal control and internal auditing act. The president must appoint the chief internal auditor. He must insure that the audit program includes a two year audit plan which he must approve by June 30. He must provide the Auditor General's office with a certification regarding NIUs system of internal controls and that is due by May 1st of each year. Next, the specifics included for governing boards include the first requirement that the chief internal auditor have direct communication with the governing board which I do in a manner of making presentations to you. I also meet with the chair of this committee and have conversations with the chair of the overall board as needed. The second specific reference to the governing board in this statue is section 2003 which addresses what is required for an internal auditing program. Specifically number four mentions that special audits must be included in our audit plan if they are requested by the president or by the CARL Committee as they reference the governing board. Next I'd like to speak to the state internal audit advisory board. That is a guidance, the whole purpose is to provide guidance for my office so I'm not going to talk about what it says for me, but specifically for the president and the board the only mention in their bylaws is that if we are out of compliance with SIAABs quality assurance review program and requirements that they will notify the board and the president. The next guidance is the IIA professional standards. There is a lot of information here, but I want to highlight just a few things. Obviously the standards are very much, everything in the standards applies to me, but I wanted to just touch base on where it specifically addresses the president and the CARL Committee or where I feel they come up. I'll let you read all the rest of them but the ones I want to highlight are that I periodically review the internal audit charter and present it to the president and the CARL Committee for approval. Although no changes have been required for some time, I plan to review our charter and submit it to the committee for approval in a future meeting. The second reference to the standards require that I confirm on at least an annual basis that the internal audit department is independent. I can assure you that we remain independent. I'm also required to communicate the results of a quality assurance program to the president and the board. The last standard that I want to touch on is the yellow book which is also known as the generally accepted government auditing standards. The section shown here reference the president and the board and included having a copy of the internal audits peer review provided to both, that I report to both in order to insure operational independence, and that internal audit communicate audit results to the parties who can insure results are given due consideration. I know that was pretty quick but those are the key components that I felt you should know from the board and the presidents

perspective of what our guidance provide and reference for you. The next slide is required legal discussion which was provided by Deputy General Counsel Greg Brady. He wanted to make sure that you know that Illinois has established clear public policy that the work product of auditors for public bodies can be held confidential and is exempt from public disclosure. Greg has provided reference to both the Illinois Freedom of Information Act and the Illinois Open Meetings Act in the slide. And finally you should recognize the last paragraph which is included in all items transmitted from the internal audit department to CARL committee members. Please remember that because of these guidelines and confidentiality requirement so my office, that I cannot discuss audit details in a public forum. Next I want to discuss how areas are selected for our audit plan. This is only a joke and it's not really how we select our audits that we will perform. How we actually select the audits that we perform is a multi-step process. First I meet with the president, I meet with the CARL Committee chair, members of the president's cabinet and other university management to discuss university operations and risk for their areas. I evaluate cash handling and deposit volume for all departments across campus. I complete a risk assessment process to determine what areas may have the highest risk. I must identify how many staff hours we have available, and estimate how many hours are needed for each of the audits being planned. Once all of the required audits are included in the plan, areas which may have a higher risk ranking based on the risk assessment are then added until all available staff hours are accounted for. I provide a draft of the audit plan to the president who shares it with his cabinet and after answering questions or making any necessary changes; I submit a final version to him for approval before June 30. Often I'm asked who audits the auditors and I wanted to let you know that each year our department is reviewed during the annual compliance audit conducted by the external auditors selected by the Office of the Auditor General. In addition, once every five years we have a peer review that is required by both the IIA standards and the state internal audit advisory board. Our next peer review will occur in spring of 2016 and after that's completed I will provide the results to both the president and the board. Next I want to give you my fiscal year '15 report. First I want to start to give you a picture of our staffing. The top section shows staffing that was on board during our fiscal year '15 time period. One note that I wanted to make, after just under 19 years of service to our department and to the university we had a retirement and we have now just recently replaced or refilled that position. Our fiscal year 2015 audit plan began with 20 audits. Both due to a longer than expected vacant position that we had from the start of fiscal year '15 all the way to April of '15, we needed to make some adjustments and also we had two upgrades to two of our major systems, information systems on campus, and were required to conduct audits when that occurs. Both of those required that we remove three audits from our plan so that we can add those two information systems audits that we needed to do. So a total of 19 audits were conducted during the fiscal year. This last slide shows where the focus of those audits were. Of the 19 audits one was financial, two were information systems, three were operational, six were fraud prevention and detection audits, and seven were compliance audits. That is all I have for you at this time and I'll take questions before we move into the action item.

Cherilyn Murer: Questions? Well I do want to say that I want to commend you Danielle for your truly ever present professionalism and very apparent dedication to your position and the responsibilities of your office. I do want to publically thank you for that. It's been consistent. I've had the pleasure of working with you over many years, but it has absolutely been a consistent response from you and I thank you for that.

Danielle Schultz: Thank you very much.

Cherilyn Murer: And I do commit to you, you're going first at the next meeting and you can embellish.

Danielle Schultz: Thank you. I would be remiss if I didn't also recognize that often times we get referred to as the internal auditor and I always like to take this opportunity in public to say that I wouldn't be able to do what I do, or be able to achieve what we do as a department without a very dedicated staff of individuals. And as you can tell, with Kathleen's retirement after 19 years, I've been there for 20 years, we've had a pretty consistent staff. We're building on that again. We've got one up to five years and one up to four years, so we're really excited that it really is a good team of people that are committed to the university in this manner.

Cherilyn Murer: Thank you. Do you have a proposal for us?

Danielle Schultz: Yes I do. So transitioning, based on review of the guidelines, conversations I've had with Chair Murer and also some conversations with Chair Strauss, one of the things we wanted to propose is that our reports get distributed to the CARL Committee members and then the second

component of the recommendation and I'll let you read it if you want Chair Murer. I'm not sure if you want me to read it.

Cherilyn Murer: No, go ahead.

Danielle Schultz: The second component is to – I was specifically asked about ways that we could provide information for your dashboard, focusing on dashboards, and so I haven't had a lot of time to evaluate other ways, but the one way that I feel we can provide you with information that would be very useful, and I've discussed this with the president, is we've been working on a report for the president that will be a quarterly report that we provide him that will tell him how many of the recommendations that we've made and are past the date that they were to be implemented, how many are still open. So I'm sure that it's great to hear how many are implemented, but it's really probably more important to hear what's not being implemented, why and what the proposed resolutions to that are. So that's a quarterly report that's under development, and once it's finalized I'd like to say that we would also provide it to the CARL Committee as somewhat of a dashboard for you.

Cherilyn Murer: Excellent.

Danielle Schultz: And I'll continue to evaluate other information that we might be able to provide that would be useful to you.

Cherilyn Murer: Alright, thank you. Do I have questions or comments about the – or do we have a motion?

Tim Struthers: I strongly support the idea of dashboards and that seems to be a clear theme through the day today and especially in audit when there's 19 things going on, we should be able to see that very clearly; red, yellow, green. Are things on schedule? Are they in question or are they past some critical deadlines. I don't know that there's any other way for the board to effectively manage and have oversight on almost anything if there's just a lot of narratives. So I think that needs to be crystal clear kind of what the status of those are on a real regular basis, because it's something that we really can't afford to miss much right or hardly at all and if I can be of any help in that I would surely be willing to do that.

Danielle Schultz: Okay, thank you. I think we selected quarterly basically because it does take a little bit of time once we make a recommendation for areas across campus to actually act upon the recommendations. It also takes my staff a little bit of time to follow-up on those. So what we'll do is continue to, thank to President Peters before he left, he provided us with a really good tool that has made our lives a little more efficient and so that it will really help us to move forward with this tracking and this is part of what we would have considered phase two of our process with our new application, so we're really excited about getting – it's got a lot of great tools that we're really excited about implementing so we'll be able to provide quick response to where things are at.

Motion: Marc Strauss: I'd like to make a motion that the Internal Audit Director provide two things; first, each internal audit report to the CARL Committee members seven days after issuance or upon request, and second that the CARL Committee members receive a quarterly report of outstanding recommendations not implemented once the planned report which is under development is finalized and approved by the president.

Chair Murer: Thank you. Do I have a second?

Second: Wheeler Coleman

Chair Murer: Any further discussion? All in favor?

Members: Aye

Chair Murer: Opposed? Motion carried. It will be brought to the board. Thank you.

Douglas Baker: Just a quick comment. First, thank you to Danielle for 20 years of service and we recently gave her her 20 year certificate and that's a long time doing this job. So thank you Danielle for that. Another good piece of news is when Danielle and I sit down on a regular basis and look at the audit reports that have been done and then the to-do list coming out of them, the vast majority of the to-do

list is taken care of very quickly. I think you'll find the metrics to be a positive thing when you get to see them on a regular basis. Tim, relative to metrics, all the vice presidents have an assignment that we're working actively on about dashboards for each of their divisions and we'll be brining those to the board and in fact discussing the next week in the cabinet meetings.

Cherilyn Murer: I think we had a theme in this committee today and that is that of even greater articulation relative to accountability and I think each of the presentations that we had related to means to come back to the board with dashboards, with cohort comparisons, so that we really are focused on accountability in all our committees, but certainly that is the major responsibility of this committee. My apologies to my fellow trustee for going over time in both these committees. Trustee Marshall I apologize.

OTHER MATTERS

No other matters were discussed.

NEXT MEETING DATE

The next meeting of the CARL Committee will be February 18, 2016.

ADJOURNMENT

Chair Murer asked for a motion to adjourn. Trustee MS so moved and Trustee RM seconded. The motion was approved. Meeting adjourned at 11:56 A.M.

Respectfully submitted,

Kathleen Carey
Recording Secretary

In compliance with Illinois Open Meetings Act 5 ILCS 120/1, et seq, a verbatim record of all Northern Illinois University Board of Trustees meetings is maintained by the Board Recording Secretary and is available for review upon request. The minutes contained herein represent a true and accurate summary of the Board proceedings.