A meeting of the Audit Committee of the Board of Trustees of the University of Vermont and State Agricultural College was held on Monday, November 18, 2013, at 10:00 a.m. in room 427A Waterman Building.

MEMBERS PRESENT: Chair Mark Young, Vice Chair Dale Rocheleau, Christopher Bray*, David Potter*, Raj Thakrar and Jeff Wilson*

MEMBER ABSENT: Carolyn Branagan

REPRESENTATIVES PRESENT: Tanya Morehouse of the State Auditor’s Office, Faculty Representative Albert Joy, Staff Representative Wendy Coy, Alumni Representative Bill Cimonetti, Graduate Student Representative Jason Fuchs and Student Representative Joshua Barry

REPRESENTATIVES ABSENT: None

PERSONS ALSO PARTICIPATING: President Thomas Sullivan, Vice President for Finance and Treasurer Richard Cate, Vice President for Legal Affairs and General Counsel Francine Bazlue, Vice President for University Relations and Administration Tom Gustafson, Chief Internal Auditor William Harrison, Chief Compliance and Privacy Officer Anna Drummond, Information Security Officer Dean Williams, Controller Claire Burlingham, Associate Vice President and Director of Athletics Bob Corran, Associate Director of Athletics Joe Gervais, Associate Director of Athletics Jeffrey Schulman, Compliance Coordinator Tacy Lincoln, Chief Risk Officer Al Turgeon, Renee Bourget-Place and Sara Timmerman of KPMG, and Nathan Sweaney of Secure Ideas**

* Participated via teleconference
** Joined the meeting via teleconference at 11:15p.m.

Chair Mark Young called the meeting to order at 10:00 a.m.

Approval of Minutes

A motion was made, seconded and voted to approve the September 9, 2013, meeting minutes.

Chief Compliance and Privacy Officer Update

Chief Compliance and Privacy Officer Anna Drummond began her report to the Committee with an overview of a recently completed Government Review. On April 27, 2011, the University had received a letter from the National Science Foundation’s (NSF) Office of the Inspector General noticing the University that they were conducting a review to investigate charges to NSF awards. Two years later the University received a letter noting a principal investigator (PI) had violated
the NSF summer 2/9 salary rule by charging three months of work over the summer. It was determined that the PI had completed the work and a clerical error had occurred. The University returned $15,000 to the NSF. The NSF acknowledged that administrative errors occur and accepted the payment. The issue is now closed.

Moving on, Ms. Drummond provided an update on FY 2014 Compliance Work Plan efforts and the Health Insurance Portability and Accountability Act (HIPAA) Omnibus rules. The HIPAA Omnibus rules were included in the FY 2014 Work Plan due to the distributed impact these rules have on several University departments, the increased potential risks to the University for noncompliance, as well as increased enforcement efforts by the Office of Civil Rights. Ms. Drummond explained that the new provisions include a lower standard for breaches of Protected Health Information (PHI) that require notification to the impacted individuals and the Department of Health and Human Services (DHHS), an expanded definition and increased liabilities for Business Associates (BA), and changes to the required language in Notices of Privacy Practices (NPP). She further explained that the University is a hybrid entity for HIPAA purposes. This means that the HIPAA/Health Information Technology for Economic and Clinical Health (HITECH) rules do not apply to the University as a whole, but only to the discrete components within the University that are subject to the rules. Therefore, to address compliance for each component at the University, the Office met individually with each covered component and provided compliance guidance that was tailored to each unit’s specific operations. For compliance issues that could be addressed at the institutional level, work entailed developing institutional guidance for breach responses and policy enhancements. Throughout these efforts, the Office worked closely with the Information Security Officer and the General Counsel’s Office.

Additionally, Ms. Drummond noted that the Office continues its work on Export Controls, Patient Protection and Affordable Care Act (PPACA), and compliance work prompted by the results of internal audits.

Next, Ms. Drummond reviewed the fourth annual compliance awareness survey emailed to over 3,700 permanent University employees in early September. The survey achieved a response rate of 44%, an increase from the prior year. The purpose of the compliance survey is to create and measure awareness of the Office of Compliance Services, the Code of Business Conduct, University policies, and the Ethics and Compliance Reporting and Help Line, as well as to create a snapshot of the University’s “culture of compliance”. An organization must demonstrate that it has an effective compliance program in order to avail itself of the potential benefits and reduced penalties under the Federal Sentencing Guidelines. This year’s combined survey results show improvement in each of the compliance awareness measures (Code of Conduct, Compliance Office and Help Line) as well as the compliance cultural measures (protection from retaliation, fostering of a compliance culture and observation of misconduct). This improvement trend has persisted over the last four years as illustrated by the charts provided. These results serve to support the effectiveness of the University's compliance program. Ms. Drummond explained that the Corporate Executive Board Company, a leading expert in the field, uses two measures to determine if a culture is an ethical one. The University is doing very well in the first measure with fewer people observing noncompliance; however, in the second measure the University lags behind the industry-wide benchmark for the number of reports to the Help Line per thousand
employees. The University has experienced an average of approximately three reports per thousand employees per year, while the all average for all industries is nine and the related industry average is seven.

Continuing on, Ms. Drummond reported on the survey themes compiled from the 175 comments provided by survey participants. Given the wide variety of responses Compliance identifies meaningful trends when an increase or high number of comments are received on a specific topic. This year’s survey identified a new theme of “bullying” which represented 4% of the total comments. With concurrence from the Institutional Research Office and other doctoral level experts as to its methodology, Compliance considered this frequency and the novel nature of the issue to be considered meaningful. As such, the issue was reported to the Vice President for Human Resources, Diversity and Multicultural Affairs for management’s consideration and monitoring. Recurring themes expressed by participants include concerns regarding limited resources to meet increasing regulatory compliance requirement; perceptions of a poor ethical culture, lack of accountability, and inequitable treatment among individuals; and a need for greater training and communications on issues related to compliance and ethics.

Finally, with respect to the survey, Ms. Drummond noted that participants were provided with links to President Sullivan’s 2012 message on ethics and compliance and the importance of the Office of Compliance Services, as well as the new Compliance Help Line FAQ. Web analytics showed that these pages were viewed over 3,000 times during the survey period.

Representative Wendy Coy commented on survey fatigue at the University and asked Ms. Drummond if there was another way to communicate her message. Ms. Drummond noted that a recent national survey found the most effective method to promote a Help Line was through posters, which the Office has distributed. Ms. Drummond expressed her intent to perform additional outreach to faculty based on the survey results.

**National Collegiate Athletic Association (NCAA Compliance) Program Presentation**

Associate Vice President and Director of Athletics Bob Corran, Compliance Coordinator Tacy Lincoln, and Associate Directors Jeffrey Schulman and Joe Gervais provided the Committee with an overview of UVM’s NCAA Compliance Program. Mr. Corran began by explaining that the NCAA is the governing body of intercollegiate athletics. UVM sponsors eighteen varsity sports and is a Division I non-football school that must follow the rules promulgated by the NCAA.

Mr. Corran further explained that due to the large number of rules, it is very difficult not to have a violation at some level. Although the University has never had a major violation, it has had several lower tier violations. NCAA compliance requires a campus wide effort, which involves the Admissions Office, the Registrar’s Office, and Student Financial Services. Additionally, the University has a faculty representative to help with compliance and student/athlete welfare.

Compliance Coordinator Tacy Lincoln explained that the NCAA bylaws are broken down into two areas; 1) eligibility and 2) rules. Rules pertaining to eligibility are followed to ensure all incoming student-athletes meet NCAA amateurism and academic requirements. Furthermore, monitoring is conducted to ensure student-athlete eligibility requirements continue to be met.
The NCAA has rules that address the amount of time an athlete can be involved in playing and practice sessions or countable athletically related activities (CARA). They also regulate student-athletes recruitment. For compliance purposes, the University requires coaches to use the athletic recruiting software Front Rush to monitor all recruiting activities. NCAA rules also prohibit extra benefits to any student-athlete or their family.

Ms. Lincoln noted that the NCAA has just reconfigured their enforcement model moving from a two-tier model of major violations and secondary violations to a four-tier model. In the new model level one and two violations are considered egregious and level three and four violations are considered isolated or incidental. All violations will be reported directly to NCAA. In the past 4 years, the University has self-reported 20 lower tier violations. All were processed without any additional penalty beyond the self-imposed discipline. By reporting the violations, the University is able to show that it has a culture of compliance and is exhibiting institutional control.

Ms. Lincoln also offered the Committee an update on new legislation that oversees head coaches and their behaviors including oversight of their staff to ensure compliance.

Associate Director of Athletics Joe Gervais explained that the NCAA was going through a period of transition in terms of evaluation and oversight. They are moving away from a 10-year re-certification cycle and moving to an Institutional Performance Program (IPP) model which will require annual reporting. This reporting will include academic performance, student-athlete welfare, gender diversity, and fiscal management. The first set of data for review in the new IPP model will be available in August 2014. The NCAA should determine a timeline and benchmark requirements by 2015. Additionally, the NCAA no longer requires a four-year review cycle for compliance in athletics. The department is currently discussing an ongoing review of the compliance program.

Associate Director of Athletics Jeff Schulman concluded the NCAA compliance presentation with an overview of two required reports. First, the Equity in Athletics Disclosure Act (EADA) is a federally mandated report that every college and university that sponsors intercollegiate athletics is required to submit on an annual basis to the Department of Education. UVM has a history of doing very well in all of the report’s benchmarks. The second report is the Agreed-Upon Procedures. NCAA regulations contain specific minimum agreed upon procedures for revenues, expenses, and internal controls.

Chair Young and Controller Claire Burlingham noted that attachment 3 should be updated to state that the NCAA Financial Report is an agreed upon procedure and is not audited by KPMG.

Presentation of the FY2013 Annual Financial Report and Management Letter findings

Vice President for Finance and Treasurer Richard Cate apologized for the lack of timeliness associated with distribution of the materials and noted the complexity of certain transactions that delayed the distribution of the Financial Statements to the Committee.
Mr. Cate turned the presentation over to University Controller Claire Burlingham who referred to the FY 2013 draft Annual Financial Report previously distributed to the Committee. Ms. Burlingham explained that consistent with her discussions with KPMG and industry best practices, she changed our past procedure and was presenting the annual report in draft form for the Committee’s acceptance. Upon acceptance, the Report will be finalized.

Referring to her Annual Financial Report Highlights Fiscal Year 2013 handout, Ms. Burlingham provided the Committee with an overview of the required financial statements and supplemental information, the University’s FY 2013 financial position, significant line items in the Statements of Net Position and Statements of Revenues, Expenses, and Changes in Net Position, and the breakdown of FY 2013 revenues, expenses, and operating expenses. Of note, Ms. Burlingham explained that the operating loss of $27 million listed in her report did not include non-operating revenue such as the state appropriation. She also pointed out the $25,756,529 transfer of funds to the State of Vermont for the Graduate Medical Education program and the $2,000,000 transfer related to Fletcher Allen Health Care agreement.

Chair Young commented that he was confused by the difference between the presentation of Post-Retirement Benefits in the Report and in KPMG’s presentation. Ms. Burlingham explained that although we must disclose the full actuarial accrued liability, the Government Accounting Standards Board (GASB) allows us to recognize only a portion of this amount on the financial statements. Ms. Bourget-Place and Ms. Burlingham also noted that the University has experienced a decrease in the actual accrued liability.

KPMG Report to the Audit Committee

Renee Bourget-Place of KPMG provided the Committee with a presentation of the audited FY 2013 financial statements. Ms. Bourget-Place noted that the audit opinion in the financial statement met the American Institute of CPA’s (AICPA) new clarity standards and looked different compared to past years. KPMG has completed most of their work and will issue their final opinion once the Committee reviews and accepts the draft Financial Statements.

Next, she outlined KPMG’s audit objectives. The first objective was to conduct an independent audit of the University’s financial statements in accordance with generally accepted auditing standards and Government Auditing Standards. The second objective was to provide the Board of Trustees with independent audit assurance as to whether the FY 2013 financial statements are presented fairly, in all material respects, in accordance with U.S. Generally Accepted Accounting Principles. The last was to provide the Board additional information regarding the audit and the University’s accounting and financial reporting processes as required under SAS 114. The audit resulted in no material weaknesses or significant deficiencies.

Ms. Bourget-Place next discussed the control environment. KPMG noted there were no matters involving the internal control structure and its operation that they consider to be material weaknesses or significant deficiencies. In general, KPMG looked at broad programs as well as certain areas. In looking at fraud, there are required elements as listed in the Statement of Auditing Standards No. 99. More importantly, KPMG brainstorms as a team and then works
with management. KPMG did not identify any areas particularly susceptible to material fraud during the audit.

Ms. Bourget-Place moved on to the areas of significant risk. She noted that there were no significant changes to the original audit plan. She turned the presentation over to Sara Timmerman, KPMG Senior Manager. Ms. Timmerman discussed areas of risk including: investments/endowments, revenue, expenses (including capital and debt), and personnel costs.

Representative Tanya Morehouse of the State Auditor’s Office informed the Committee that the State Department of Vermont Health Access intergovernmental transfer of $25.8 million was still being reviewed in the State of Vermont audit. Because this program is part of the Medicare program the State is looking into compliance with the Medicare program rules including the States’ Global Commitment Waiver. Specifically, they are looking at flow of funds between Fletcher Allen Health Care and the University.

Ms. Bourget-Place explained that this is a complicated transaction. She assured Chair Young that from the University and KPMG’s prospective, the issue was closed and there would be no major findings and she felt comfortable signing the opinion. Mr. Cate confirmed for Vice Chair Rocheleau that he would keep Chair Young informed of any updates so that he could bring them to that attention of the Committee.

Ms. Bourget-Place moved on to discuss the required communications with the Audit Committee. She reviewed changes in accounting policies, significant or unusual transactions and qualitative review of the University’s accounting practices. The University implemented GASB 63, financial reporting of deferred outflows of resources, deferred inflows of resources, and net position. Under significant or unusual transactions, she noted the Vermont Department of Health Access transaction. She also noted two corrected differences; the intergovernmental transfer to the State of Vermont and a transposition error in the fund balance transfer related to the Fletcher Allen Health Care amended affiliation agreement. Finally, KPMG proposed two additional disclosures found in the FY 2013 financial statements. These included the University’s affiliation arrangement with Fletcher Allen Health Care and the intergovernmental transfer to the State of Vermont.

To conclude her presentation, Ms. Bourget-Place reviewed emerging issues. She noted that the University’s option to use amortized post-retirement figures on the balance sheet is likely to go away. She also referred the Committee to the Evolving Higher Education Audit Committee Agenda and the 2013 Higher Education Industry Outlook Survey included in the materials.

Chair Young commented that the University’s indicators would change significantly if it were required to list all post-retirement benefits obligations on the balance sheet.

Concerning the Higher Education Industry Outlook Survey, Vice Chair Rocheleau asked Ms. Bourget-Place if she thought the Audit Committee and Board of Trustees was focusing on the right issues. She responded that certainly as a Committee and that she assumed that the Budget, Finance and Investment Committee (BFI) was focusing from a budget perspective on net tuition
growth, availability, access, and student financial aid. Additionally, she commented on Moody’s opinions about the sequestration’s impact on research institutions ratings.

**Recommendation of the FY 2013 Audited Financial Statements to the Board of Trustees for Acceptance**

Chair Young presented a resolution recommending the FY 2013 Audited Financial Statements to the Board of Trustees for acceptance. Ms. Bourget-Place requested a correction to the resolution that clarifies that KPMG audits the financial statements, not the books and accounts.

The following resolution was presented for approval reflecting the proposed amendment:

**Acceptance of Fiscal Year 2013 Audited Financial Statements**

WHEREAS, the books and accounts financial statements of the University of Vermont and State Agricultural College for the Fiscal Year ended June 30, 2013, have been audited by KPMG LLP, Certified Public Accountants, and the report of the audit has been published in detail in accordance with 16 V.S.A. Section 2281(a);

BE IT RESOLVED, that the Audit Committee hereby accepts and recommends to the Board of Trustees for acceptance the FY 2013 Audited Financial Statements.

A motion was made, seconded and it was unanimously voted to approve the resolution as revised.

Although the Committee did not have much time to review the materials for the financial statements, Vice Chair Rocheleau commented that he felt comfortable approving the resolution after hearing the presentations from Ms. Burlingham and Ms. Bourget-Place.

**Enterprise Risk Management (ERM) Update**

Chief Risk Officer Al Turgeon provided the Committee with a status update on the ERM program. He began by referring to the ERM Guidelines recently approved by the President. The Guidelines incorporate the risk philosophy and risk appetite statements and provide the University with guidance on how UVM will identify, assess, manage, monitor and report on its key institutional risks and opportunities. Additionally, Mr. Turgeon noted that the ERM Users Guide, which includes information about the risk assessment process, is now available on the ERM website.

Mr. Turgeon moved on to review the risk philosophy and risk appetite statements. The risk philosophy statement has not changed significantly since it was first introduced to the Committee in May of 2011. Regarding risk appetite, Mr. Turgeon noted that the University is one of only a few U.S. institutions who have a risk appetite statement. He explained that UVM has defined risk appetite as “the amount of risk the University is willing to take or accept in pursuit of its mission, vision and strategic goals”. Mr. Turgeon commented that important guiding principles have been added to the statement to help the community understand how to apply it.
Vice Chair Rocheleau requested clarification on what was meant by a traditional residential business model in Mr. Turgeon’s report under low appetite for risk taking. Mr. Turgeon explained that this is how we envision ourselves as an institution and how we want to operate. The University has been a traditional residential campus for quite some time and therefore, when considering future changes it is important to think about the residential model that has developed over many years.

Again referring to Mr. Turgeon’s report, Vice Chair Rocheleau asked how Mr. Turgeon thought the University would reconcile its low risk appetite for reputation, brand, and image with its high appetite for enhancing its reputation. Mr. Turgeon responded that the risks and rewards for each situation need to be looked at for its own merit.

The President’s Official Residence University Operating Procedure (UOP)

Vice President for University Relations and Administration Tom Gustafson presented the changes to the President’s Official Residence UOP as discussed by the Committee at the September 9, 2013 Audit Committee meeting. Mr. Gustafson provided the Committee with the most current version of the operating procedure noting that the document included in the meeting materials was not the correct version.

Vice President Gustafson explained that the document includes two revisions. The Chief Internal Auditor will continue to provide a report to the Committee on Englesby maintenance and operations expenses included in Section A. Food services and events planning were moved to Section C to continue to indicate that these services would not be provided to the President unless they were related to an official university event.

Chair Young thanked Vice President Gustafson for revising the operating procedure because he did not consider Food Services and Events Planning expenses part of the cost of operating the Englesby House.

Compliance Program Document

Chief Internal Auditor William Harrison began by referring the Committee to the revised Compliance Program Document, attachment 7 in the meeting materials. He reviewed the timeline and background that led to the revisions. In November 2012, via a resolution and motion, the Audit Committee requested that the Chief Internal Auditor provide a plan about the restructuring of the Compliance program at the University. In response to that request, in May 2013, the Office provided President Sullivan with a draft revised program description for his review. In July, Mr. Harrison and Ms. Drummond met with the President to discuss his comments and concerns. Based on that meeting, on July 26, 2013, Mr. Harrison provided the President with a revised draft program description for his consideration. Mr. Harrison then turned the presentation over to President Sullivan to offer his comments on the revised program description.

President Sullivan noted for the Committee that this action should be viewed within the larger context of his University-wide reorganization and that he fully endorsed the July 26, 2013,
document as consistent with the reorganization and his discussions with Chair Young and Mr. Harrison. With regard to the services provided by the Office, President Sullivan has decided that Vice President for Executive Operations Gary Derr will be the responsible officer for all University policy related processes. With regard to Privacy, Chief Information Officer Mara Saule will assume oversight of the Privacy program under the privacy and data security procedures. Finally, regarding ethics, he concluded that the distributing of the stewardship of ethical issues is a more effective way of generating awareness of ethics throughout the University. Rather than having one office or individual in-charge, he believes the better practice is to have responsibility distributed across principle officers who have individual policy responsibilities. Consistent with this conclusion, the President has posted on the President’s webpage an ethics statement with links to relevant University policies. The President ended his comments by restating his endorsement of Mr. Harrison’s July 26, 2013, memorandum with his additional comments.

Chair Young entertained a motion to accept the revised Compliance Program description. A motion was made, and seconded, to ratify the motion as presented. Chair Young then opened the meeting up for discussion.

Noting the restructuring approved last November, Representative Tanya Morehouse expressed concern that the Compliance Office will be viewed by the University as an assessment function rather than as a helpful outreach tool because it is now part of Audit Services. She also commented that she thought the Committee has not been presented with all the information about best practices for organizing the compliance function.

Vice Chair Rocheleau commented that the President had explained that there is no clear best practice based on the research that has been done and there is an element of judgment as to how the University will organize the Compliance function. The President added that the two dominant practices are for compliance to report to the General Council, or the Auditor. The Compliance Office has already transitioned so that it now reports to the Chief Internal Auditor. This move was made to ensure that the University does not have any built-in conflicts of interest.

President Sullivan also noted that the University has a large number of policies and a distributed system of principal officers in charge of those policies as delegated by the Board to the President for managerial oversight and review. In this case, principal officers with specific subject matter expertise provide a better model for areas such as privacy and ethics because there are more officials responsible for looking at these issues in greater depth across the University. Vice President for Legal Affairs and General Counsel Francine Bazluke noted that the Committee already approved the original restructuring. She suggested Mr. Harrison could provide the Committee with periodic updates on future developments surrounding compliance program best practices.

Representative Tanya Morehouse also commented on the discontinuation of compliance exit interviews when the Compliance Office transitioned into Audit Services as an example of compliance losing access to information and individuals. President Sullivan responded that in keeping with his model of distributing responsibility to primary officers that have subject matter expertise and policy responsibility, the Human Resources Services Office has the responsibility
for conducting exit interviews. Chair Young agreed that Human Resources seemed to be the office best suited to conduct broad-based exit interviews. Vice President for Legal Affairs and General Counsel Francine Bazluke noted the exit interview issue has been referred by the President to the Provost’s Office and Human Resources.

Vice Chair Rocheleau commented that the proposal seemed to be consistent with what the President was doing in other areas such as incentive based budgeting with accountability placed at the unit level of the University. The President agreed and in this case, encouraging and incenting a more cooperative collaborative team effort among all the responsible officials.

Having already made and seconded the motion, the Committee unanimously voted to ratify the motion as presented.

Information Security Assessment

Information Security Officer Dean Williams provided an overview of the results of the recent IT security assessment. Mr. Williams first introduced Nathan Sweeney from Secure Ideas, one of the principal members of the security assessment team. Mr. Williams provided a brief overview of the security assessment and penetration test of a nonproduction instance of the PeopleSoft system that included the human resource, financial, and budgeting modules. The assessment was done to ensure University data was secure. Finally, Mr. Sweeney briefly described how the engagement proceeded and the assessment strategies used by his firm to conduct its work.

Other Business

At 12:00 p.m., a motion was made, seconded and approved to go into executive session for the purpose of discussing contracts and security procedures and similar information the disclosure of which would threaten the safety of persons or the security of public property and civil actions. For the first item, all in attendance were excused from the meeting with the exception of Trustees, President Thomas Sullivan, Vice President for Finance and Treasurer Richard Cate, Chief Internal Auditor William Harrison, Chief Information Officer and Dean of Libraries and Learning Recourses Mara Saule, University Controller Claire Burlingham, Associate Chief Information Officer Julia Russell, Information Security Officer Dean Williams, and Representatives Albert Joy, Bill Cimonetti, Wendy Coy, Joshua Barry, Jason Fuchs, Nathan Sweeney from Secure Ideas, and Tanya Morehouse of the State Auditor’s Office. For the second item, Chief Information Officer and Dean of Libraries and Learning Recourses Mara Saule, Associate Chief Information Officer Julia Russell, Information Security Officer Dean Williams, Nathan Sweeney from Secure Ideas, and Representatives Albert Joy, Bill Cimonetti, Wendy Coy, Joshua Barry, and Jason Fuchs were excused. Assistant Controller Lindsey Donovan, and Interim Associate Vice President for Research Administration Jennifer Gagnon joined the meeting. Vice President for Finance and Treasurer Richard Cate, University Controller Claire Burlingham, Assistant Controller Lindsey Donovan, and Interim Associate Vice President for Research Administration Jennifer Gagnon were excused after the second item.

The meeting was reopened to the public at 12:44 p.m.
Following a brief discussion, the following resolution was presented for approval:

**Resolution Authorizing the Audit Committee Chair to Make a Recommendation Concerning the Selection of the Independent Auditor**

RESOLVED, that the Committee authorizes the Committee Chair to make a recommendation to the Board of Trustees Executive Committee regarding the selection of the independent auditor to conduct the annual financial statement audit of the University and other related audits for the five-year period beginning with the fiscal year ending June 30, 2014, subject to annual review by the Audit Committee.

A motion was made, seconded and it was unanimously voted to approve the resolution.

**Adjournment**

There being no further business, the meeting was adjourned at 12:45 p.m.

Respectfully submitted,

Mark Young, Chair