MINUTES UNIVERSITY OF HOUSTON SYSTEM BOARD OF REGENTS AUDIT AND COMPLIANCE COMMITTEE

<u>Wednesday, January 30, 2013</u> – The members of the Audit and Compliance Committee of the University of Houston System convened at 8:53 a.m. on Wednesday, January 30, 2013 at the Hilton University of Houston Hotel, Waldorf Astoria Ballroom, Second Floor, Houston, Texas, with the following members participating:

ATTENDANCE -

Present Nandita V. Berry, Chair Roger F. Welder, Vice Chair Nelda Luce Blair, Ex Officio Non-Member(s) Present Welcome W. Wilson, Jr., Regent Gage A. Raba, Student Regent

In accordance with a notice being timely posted with the Secretary of State and there being a quorum present, Chair of the Committee, Nandita V. Berry called the meeting to order and introduced the first agenda item, Item B, the approval of the minutes for consideration.

AGENDA ITEMS

Action Item:

1. Approval of Minutes – Item B

On motion of Regent Welder, seconded by Regent Blair, and by a unanimous vote of the members in attendance, the following minutes from the meeting listed below were approved:

August 15, 2012, Audit and Compliance Committee Meeting

Following the approval of the minutes, Regent Berry introduced Mr. Don Guyton, Chief Audit Executive, who presented the remaining items before the committee.

Information Items:

- 1. Mr. Guyton presented the first information item, Item C, which referred to four (4) External Audit Reports for FY2012 as follows:
 - UH Athletics Department Independent Accountants' Report on Application of Agreed-Upon Procedures for Year Ended August 31, 2012
 - Audit Report and Financial Statements for University of Houston Charter School for FY2012

- Report on UHS Public Broadcasting Basic Financial Statements and Independent Auditor's Report for FY2012 and FY2011
- UHS Endowment Fund, Financial Statements and Independent Auditor's Report for FY2012 and FY2011

Mr. Guyton stated the financial statements of the Charter School had been approved by a Special Called Board of Regents meeting held on January 23, 2013 in order to meet a Texas Education Association (TEA) filing deadline. The other supplemental information had been excluded from the Endowment Fund financial statements. This information included the schedule of noncurrent investments and the schedule of changes in net assets by the Endowment. These schedules have been filed in the Board of Regents' office with the complete set of financial statements.

Mr. Guyton introduced Mr. Matt Malinsky, the University of Houston's KPMG Engagement Partner, who presented these two reports to the committee. A powerpoint presentation was given and below is a summary of Mr. Malinsky's remarks.

Mr. Malinsky outlined KPMG's audit responsibility as follows:

- To conduct audits in accordance with the following professional auditing standards:
 - American Institute of Certified Public Accountants (AICPA) Endowment Fund, Houston Public Media, Charter School, and NCAA; and
 - Government Auditing Standards (Charter School)
- In carrying out this responsibility, KPMG planned and performed the audit to obtain reasonable not absolute assurance about whether the financial statements were free of material misstatements, whether caused by error or fraud; and
- KPMG had no responsibility to obtain reasonable assurance that misstatements that were not material had been detected.
- KPMG had established an integrated and comprehensive system of quality control over independence that included a framework of detailed policies and procedures supported by sophisticated, web-based, electronic systems and a dedicated group of experienced professionals who provided technical guidance and support.
- KPMG had been compliant with all guidelines established by the AICPA Independence Standards Board and, in the case of the Charter School, General Accounting Office including:
 - Restrictions on financial interests in the debt securities of the University of Houston
 - Restrictions on consulting and information technology services
 - Review of the impact of non-audit fees on auditor independence (at the State of Texas level); and
 - Annually, report to the Board of Regents on KPMG's independence. They were independent during 2012.

NCAA Athletic agreed upon procedures were addressed by Mr. Malinsky as follows:

- Agreed upon procedures was not an audit but procedures that the independent accountant performed at the direction of management or other specified parties.
- The engagement had been performed in accordance with standards set forth by the AICPA.
- KPMG's procedures were set forth by NCAA requirements and primarily included:

- Inquiry with management related to actual performance as compared to budget and to prior year; and
- Sampling of various revenue and expense account transactions and review of underlying supporting documentation
- KPMG's findings were presented next to the corresponding procedure in their report.

Mr. Malinsky presented a review of their 2012 audit results which is outlined below.

- Audit Reports
 - Auditors' report on the financial statements of the University of Houston Charter School (unqualified opinion)
 - Auditors' report on the financial statements of Houston Public Media (the System) (unqualified opinion)
 - Auditors' report on the financial statements of the Endowment Fund (unqualified opinion)
- Other deliverables
 - Letter regarding internal control (Charter School). No material weaknesses identified.
 - Attest reports on the Corporation for Public Broadcasting Schedule of Non-Federal Financial Support (unqualified opinion)

Significant accounting estimates – Valuation of Level 3 (non-readily marketable) alternative investments were addressed as follows.

- KPMG had performed the following test work in order to test the responsibilities of management's assessment of the valuation as follows:
 - Tested controls over investment valuation process;
 - Performed tests of details over all investment valuations;
 - For funds that were alternative investments, they tested critical information pertaining to the valuation and classification of the investments through confirmations with external fund managers or alternative procedures; and
 - Utilized a KPMG valuation specialist to assist in their procedures over alternative investments.

Other matters of interest were mentioned as follows:

- The departments of the University of Houston System, which KPMG audited, use accounting practices consistent with generally accepted principles and those used in the industry, as appropriate.
- Financial statement disclosers were appropriate.

Mr. Malinsky outlined their required communications to the University of Houston as noted below.

- KPMG's responsibility under generally accepted auditing standards and Government Auditing Standards.
 - Expressed their opinion on the financial statements based on their audits
 - Assessed risk that financial statements may contain a material misstatement
 - Considered internal controls structure/secure understanding of accounting systems.
- Accounting policies

- There were no significant changes in the accounting policies that were made during FY2012.

• Consideration of Internal Control Structure

- No material weaknesses in internal controls were noted during the 2012 audit.
- Scope of work performed on internal controls not sufficient to render an opinion on effectiveness of internal controls.
- Disagreements with Management
 - There were no disagreements with management on financial accounting and reporting matters that, if not satisfactorily resolved, would have caused a modification of their report on the University's financial statements.
- Consultation with Other Accountants
 - To the best of their knowledge, management had not consulted with or obtained opinions, written or oral, from other independent accountants during the year ended August 31, 2012.
- Corrected Audit Misstatements
 - For corrected misstatements for Houston Public Media, Mr. Malinsky referred to Appendix A. There were no corrected misstatements for the Endowment Fund or Charter School.
- Uncorrected Audit Misstatements
 - None noted
- Management Judgments and Accounting Estimates
 - Certain estimates were particularly sensitive because of their significance. Future events may change such assessments. Management estimates which require more extensive audit procedures primarily relate to valuation of private equity investments, alternative investments.
- Difficulties Encountered in Performing the Audit
 - KPMG encountered no difficulties in dealing with management and appreciated their cooperation while performing their audits.
- Significant Written Communications between KPMG and Management
 - In accordance with the auditing standards communications requirements, copies of the following material written communications between management and KPMG include:
 - (a) Independent Contractor Agreement
 - (b) Management Representation Letters
- Review of Other Information
 - KPMG's responsibility for other information in documents containing the University of Houston's financial statements and their report thereon does not extend beyond the financial information identified in their report, and they have no obligation to perform and procedures to corroborate other information contained in these documents.
 - KPMG has read the other information included in the University's financial statements.
 - KPMG applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during their audit of the basic financial statements. KPMG did not express an opinion or provide

- any assurance on the information because the limited procedures did not provide them with sufficient evidence to express an opinion or provide any assurance.
- No matters came to their attention that caused them to believe that such information, or its manner of presentation, was materially inconsistent with the information, or manner of its presentation, appearing in the consolidated financial statements.

Representatives of the Charter School, Athletics Department, Treasurer, and the Financial Reporting Department were available to answer any questions posed by the committee.

Mr. Guyton stated that all of the reports were received in a timely manner with the exception of the UHS Public Broadcasting Audit Report. Mr. Guyton reviewed the report and there had been very little change from the previous report. Ms. Lisa Shumate, Executive Director and General Manager of Public Media, is currently restructuring this area which should be completed in the next few months.

Mr. Mack Rhoades, Vice President for Intercollegiate Athletics, was asked to give brief remarks concerning the UH Athletics Department Report to the committee. Below is a brief summary of his comments.

- In terms of the variances, there were some fundamental issues:
 - In years past, Athletics had used the updated or realistic budget.
 - This year, due to the transition in the Athletics Department, they used a budget that had been submitted in May that was a placeholder and not a realistic budget; so when you began to compare actuals that had created some variances in some different areas.
 - All variances have been satisfied with Internal Audit.
- The question on the subsidy issue was raised in that the University had provided Athletics as it had been higher rate than the year prior. Three (3) primary reasons were given for this issue.
 - Athletics' current agreement with IMG (their marketing rights holder). Athletics has renegotiated this agreement but the final draft of the agreement has not been signed at this time. Because of this, they have not been able to book \$1.36 million in revenue. This agreement should be completed and signed within the next few weeks. The revenue shortfall of \$1.36 million is expected and should be booked this fiscal year. This issue will be resolved going forward once the agreement is in place.
 - An unbudgeted expense, which Athletics called a "life safety issue" that was approximately \$500,000 for the fire alarm. This should be a one-time expense.
 - The scholarship expense of approximately \$700,000 is more than in previous years. This expense is expected to continue moving forward. This expense consists of tuition, fees, books, room and board, and some athletes receive small living allowances.
- The FY2012 institutional budget for Athletics was \$21.3 million which equates to approximately 2.9% of the total university's budget. A discussion followed.

A copy of Mr. Malinsky's powerpoint has been filed in the Board office.

This item was presented for information only and required no committee action.

2. Report on Institutional Compliance Status Report for the Six Months Ended December 31, 2012 – University of Houston System, Item D – AUDIT-D2

Mr. Guyton introduced this item which referred to the Institutional Compliance Status Report for the Six Months ended December 31, 2012. This report listed activities which included risk assessments, compliance audits, compliance committee meetings, risk mitigation, and hot-line reports.

This report also contained a table which summarized the results of the system-wide mandatory training for all components.

The remainder of this report reviewed the information provided for each institution for their compliance functions.

This item was presented for information only and required no committee action.

3. Report on Internal Audit Report – Briefing Booklet – University of Houston System, Item E – AUDIT-E3

Mr. Guyton presented this report which referred to the Internal Audit Briefing Booklet. The activity outline was addressed and Internal Audit (IA) had prepared 14 Internal Audit Reports since the August 15, 2012, Audit and Compliance Committee meeting. The executive summaries of these reports addressed areas included in the Board-approved audit plan and included the following:

- (a) Departmental compliance reviews of the UH-Downtown Student Success and Enrollment Management and UH-Clear Lake President's Office;
- (b) Reviews of two (2) University of Houston Research Centers the Texas Center for Superconductivity and the Center for Advanced Materials;
- (c) Reviews of endowments managed by the UH Law Center, College of Architecture, and Graduate College of Social Work;
- (d) A review of a grant made to the University of Houston by the Joint Admissions Medical program;
- (e) Review of the Board of Regents and Chancellor/President's Office Travel;
- (f) Internal Audit's Annual Non-Compliance Report and Football Attendance Report; and
- (g) Internal Audit's Quarterly Reports on Construction Award and follow-up activity.

These reports will be submitted to the Governor's Office of Budget and Planning, the Legislative Budget Board, the Sunset Advisory Committee and the State Auditor, as required by the Texas Government Code. The reports containing a management action plan, as well as all of Internal Audit's recommendations were included in the Briefing Booklet. A brief discussion followed.

Audit Report No. 2013-01 was IA's follow-up report which addressed the status of 39 action items in 16 individual audit reports. IA had verified that 22 of the action items had been implemented, 15 partially implemented, and two (2) not implemented. Updated management responses had been obtained on the partially implemented and not implemented action items. There were eight (8) high risk items in the report of which two (2) had been implemented. One

(1) of these items was related to the monitoring system for completion of administrative tasks in the Student Affairs Division which should be implemented by the end of August 2013. The other open high risk items relate to the operation and governance of a specific research center and the overall governance of all centers and institutes.

Audit Report No. 2013-02 was the Construction Award Status Report. This is a standing report in the IA's Briefing Booklet, similar to their follow-up status report. The objective of the IA's Construction Award Review was to determine whether the major construction contract awards complied with institutional policies and state statutes, particularly the Texas Education Code. This report covered the activity from July 1, 2012 through December 31, 2012. Appendix 1 of this report indicated the scope of the Internal Audit Review. There had not been much activity during this timeframe.

Audit Report No. 2013-03 and No. 2013-04 addressed compliance and operations in the UH Texas Center for Superconductivity and the UH Center for Advanced Materials. Audit Report No. 2013-05, No. 2013-06 and No. 2013-11 addressed endowments in the UH Law Center, College of Architecture, and Graduate School of Social Work. Internal Audit noted no major issues with these reviews.

Audit Report No. 2013-12 was IA's Departmental Review of the UH-Downtown Student Success and Enrollment Management Division. IA had a significant observation in this report related to business management in the Vice President's office. IA viewed this to be a high risk item since this office was responsible for helping ensure all departments within the division were performing their financial and administrative tasks. Mr. Guyton stated UH-President Bill Flores had indicated to him the actions he has taken to address this to include restructuring of personnel changes. President Flores provided some additional comments on this matter.

Audit Report No. AR2013-10 was a compilation of areas of non-compliance for Y2012 for all of IA's Departmental Reviews. This report will help management take action to address repetitive instances of non-compliance. These actions may include modifying its current online training programs or provide additional training.

Audit Report No. 2013-13 was IA's Annual Football Attendance Audit which was required by the NCAA. Included in the report was a table listing the paid attendance for each home game. This year's average attendance was 19,316.

Internal Audit has various scheduled audits in the reporting, fieldwork in progress or in the planning phase. These audits were included in the Board-approved Internal Audit Plan for FY2012 and FY2013.

Internal Audit has various Special Projects in Progress. One (1) of the items is the State Auditor's Annual Statewide Audit. The State Auditor's Office has completed its fieldwork for the UH Federal Financial Assistance Programs and UH Research and Development Programs. The State Auditor has drafted findings and recommendations related to UH for their report which should be issued during the February-March timeframe.

Mr. Guyton stated that behind the activity outline was the Audit Plan Status. This is the plan for the year and where we currently are in the plan. The shaded areas were completed and the footnotes indicated the status on the other areas in the report.

This item was for information only and required no committee action.

4. Report on Ethics and Conflict of Interest Policies of the Board of Regents and each of the Universities – University of Houston System, Item F – AUDIT-F4.

Mr. Guyton referred to Item F, the Ethics and Conflict of Interest Policies of the Board of Regents and each of the Universities. Item No. 23 in the Audit Committee Charter and Checklist requires an annual review of these policies. Not only are these policies very important for all institutions, they are also required in order to have effective compliance programs and some federal agencies such as NSF, NIH, Department of Agriculture and the Department of Energy require conflicts of interest policies as part of the terms and conditions of awards. IA had included a one (1) page summary of the policies and the changes to the policies since they were last reviewed by the Audit and Compliance Committee in November 2011. Most of the changes were very minor. There were significant changes to the requirements of the National Institutes of Health. These changes required investigators to disclose all remuneration or equity interest in a publicly traded company greater than \$5,000 and the disclosure of any interest in a nonpublicly traded company. Institutions were also required to have training programs for all investigators receiving NIH funding. In addition, the Audit and Compliance Committee Charter and Checklist require the Audit Committee to annually review the ethics and conflicts of interest policies of the Board and each of the universities to ensure that these policies are in place at all levels.

This item was for information only and required no committee action.

5. Report on Annual Fraud Prevention and Awareness Report – University of Houston System, Item G – AUDIT-G5

Mr. Guyton presented this item which referred to the Annual Fraud Prevention and Awareness Report. The Audit Committee Planner, Item 5.05, requires the committee to evaluate management's identification of fraud risks, the implementation of anti-fraud prevention and detection measures, and the creation of the appropriate "tone at the top" by reviewing an annual report which summarizes the fraud risk analyses and related risk mitigation strategies. This report also satisfies one (1) of the requirements of Governor Perry's Executive Order RP-36 relating to preventing, detecting and eliminating fraud, waste and abuse. This report was a compilation of each university's comments on the status of their fraud prevention and awareness programs.

This item was for information only and required no committee action.

6. Report on Identity Theft Prevention Program – Executive Summary – University of Houston System, Item H – AUDIT-H6

Mr. Guyton referred to the Executive Summary of the UH System's Identity Theft Prevention Program. The Audit Committee Planner, Item 5.06, requires the system-wide compliance officer annually to prepare an executive summary of all activities of the Identity Theft Prevention Programs of the component institutions. During December 2008, the Board of Regents implemented a policy on the Identify Theft Prevention Program in order to comply with the Fair and Accurate Credit Act and the implementing rules promulgated by the Federal Trade Commission. This executive summary was prepared in response to the Board of Regents' policy and it describes the progress that each institution has made in establishing and implementing their programs.

This item was for information only and required no committee action.

7. Report on Annual Procurement FY2012 – University of Houston System, Item I – AUDIT-I7

This report presented by Mr. Guyton referred to the Annual Procurement Report of the University of Houston System. At the August 17, 2011 meeting, the Board of Regents approved modifications to its contract policy. One (1) of these changes required that an annual report be submitted to the Board listing all professional services and consulting contracts to a single entity greater than \$250,000 and for all other procurement (except investment agreements) where total compensation from system-wide sources to a single entity is expected to exceed \$1,000,000. This was the second report presented to the Board in response to this modified policy. The Internal Auditing Department reviewed the methodology for compiling the report, including the procedures and criteria used to create the report. IA determined that one (1) series of agreements with National Public Radio totaling just over \$1,000,000 for UH Houston Public Media purchases did not receive the required Board of Regents' approval. Similar purchases for FY2012 have already received Board approval. In IA's opinion, the report preparation methodology appeared to be reasonable and the report satisfies the annual reporting requirement for procurement activity per Mr. Guyton.

This item was for information only and required no committee action.

8. Report on UHS Financial Statements/Certifications – University of Houston System, Item K – AUDIT-K8

Mr. Guyton presented Item K, the Certification of Annual Financial Statements. The Audit Committee Planner, Item No. 3.13, requires that the UH System Chancellor and UH System Chief Financial Officer certify the annual financial statements for the University of Houston System as a whole, and that each component President and Chief Financial Officer certify the annual financial statements for their respective component institution. The agenda contains these certifications. Prior to the Chancellor and Vice Chancellor for Administration and Finance signing the certifications, the following steps were taken:

- (a) UH-Clear Lake, UH-Downtown, and UH-Victoria Chief Accounting Officers, Chief Financial Officers, and Presidents certified that the financial reports for their campuses were true and correct to the best of their knowledge;
- (b) UH and UHSA administrators and unit heads representing 125 departments completed the FY2012 Department Fraud Risk Survey, which included questions about verifying

cost center transactions, reporting instances of fraud and non-compliance, and other internal controls. According to the survey results, internal controls were adequate to ensure that the financial transactions created for FY2012 by UH and UHSA departments were true and correct; and

- (c) Mike Glisson, David Ellis, Tom Ehardt, Dr. Carlucci and Dr. Khator signed the Certification Letter for UH, UHSA, and UH System Consolidated based on:
 - Department Surveys, which indicated internal controls were adequate within UH and UHSA departments to ensure correct financial transactions;
 - Certifications signed by UH-Clear Lake, UH-Downtown, and UH-Victoria representatives; and
 - Their knowledge and review of the FY2012 Annual Financial Report for UH, UHSA, and UH System Consolidated.

This item was for information only and required no committee action.

9. Report on University of Houston System Internal Auditing Department Annual Report, Fiscal Year 2012 – University of Houston System, Item L – AUDIT-L9

Mr. Guyton stated this item referred to the University of Houston System Internal Auditing Department Annual Report for FY2012. This report was required by the Texas Government Code. The State Auditor's Office prescribes the format of this report which is required to be distributed to the Governor's Office, State Auditor's Office, Legislative Budget Board, Sunset Advisory Commission, members of the Board of Regents and the Chancellor. This is a comprehensive report on the activities of the Internal Auditing Department including an executive summary, a comparison of budget to actual, a report on the peer review of the Internal Audit Department which is conducted every three (3) years and various other information items.

This item was for information only and required no committee action.

10. Report on Anonymous Reporting Mechanism Summary Report, FY2012 – University of Houston System, Item M – AUDIT-M10

Mr. Guyton presented this item which referred to the Report on Anonymous Reporting Mechanism, Summary Report – University of Houston System. This is a new report which summarized the receipt of anonymous reports and their disposition for FY2012. Internal Audit received 58 reports through the MySafeCampus reporting system; and in addition, they received approximately 40 additional reports through other mechanisms, including the State Auditor's Office. Of the 64 MySafeCampus reports resolved during fiscal year 2012, 18 resulted in disciplinary action, to include additional training, counseling, reprimands and demotions.

Mr. Guyton outlined the various types (numbers) of the 58 reports received during FY2012 which were as follows:

- (a) Fraud -2;
- (b) Non-compliance with Human Resources Policies 20;
- (c) Sexual harassment and discrimination 10;
- (d) Inappropriate behavior of faculty / staff / students 10;

- (e) Non-compliance with Information Technology Policies 3; and
- (f) Miscellaneous reports 13

Mr. Guyton stated that in addition to the anonymous reports received through the MySafeCampus system, the Internal Auditing Department received 12 referrals from the State Auditor's Office (SAO) of anonymous reports made through their fraud, waste, and abuse hotline. The University of Houston also received 19 miscellaneous reports through anonymous letters or direct reports from employees. All of these reports were similar in nature to the reports received through the MySafeCampus system and were investigated using the same protocol as MySafeCampus reports.

The Vice Chancellor for Legal Affairs and General Counsel, Dona Cornell and the Chief Audit Executive, Don Guyton meet on a weekly basis to review these reports. A brief discussion followed.

This item was for information only and required no committee action.

11. Report on Multihazard Emergency Operations Plan – Safety and Security Audit – University of Houston System, Item N – AUDIT-N12

Mr. Guyton presented this item which referred to the report on the Emergency Management System Audits for the University of Houston System. This report is required every three (3) years by the Texas Education Code §51.217; and each institution's audit had been conducted by a team of peers. This was the first time this report had been presented to the Board of Regents and it will be transmitted to the Governor's Office of Emergency Management.

When the UH Chief of Police gives his annual security report to the board, Regent Berry asked Dr. Carlucci that an update on the emergency planning for the system institutions also be included in the report.

Regent Berry introduced Mr. David Bradley, Vice President for Administration, UH-Downtown who gave remarks concerning their audit report. Below is a brief summary of his comments.

- UHD is moving aggressively to hire a Director of Emergency Management.
- This individual, once hired, will have a single focus getting UHD into compliance in all regards with emergency planning/disaster recovery.
- It is anticipated that this position will be filled shortly and UHD expects that they will be able to fully address the recommendations of Internal Audit by August 30, 2013 which are as follows:
 - (a) Create, approve and promulgate a new and comprehensive UHD Emergency Management Plan by August 30, 2013;
 - (b) Complete the requirements under Texas Education Code §51.217 by August 30, 2013; and
 - (c) Proper designation and delegation of emergency response, recovery and prevention responsibilities are completed by August 30, 2013.

A brief discussion followed. This item was for information only and required no committee action.

There being no further business to come before the committee the meeting adjourned at 9:54 a.m.

All documentation submitted to the Committee in support of the foregoing action items, including but not limited to "Passed" agenda items and supporting documentation presented to the Committee, is incorporated herein and made a part of these minutes for all purposes; however, this does not constitute a waiver of any privileges contained herein.

Others Present:

Renu Khator Don Guyton Russ Hoskens Ed Hugetz Carl Carlucci Joe Mendez Paula Myrick Short Sandra Dahlke Pam Oliver Dona Cornell Caesar Moore Mack Rhoades William Flores David Bradley Lauren Francis Rathindra Bose Ira Colby Turner Harris Eloise Dunn Stuhr Matt Malinsky (KPMG) Malcolm Davis David Ellis Richard Walker Mike Glisson Raymond Bartlett Jeff Collier Valerie Coleman Craig Ness Debra Fraser Lisa Berry Bobby Kegresse Dan Maxwell Maria Solinas Tom Ehardt Tim Davis Mary Dahdouh Troy Golden Jon Aldrich Brenda Robles **Ed Jones** Marquette Hobbs Gerry Mathisen