

Villanova University

University Compliance and Ethics Program Advisory Committee Charter

University Compliance Office

26 March 2014

University Compliance and Ethics Program Advisory Committee Charter

I. Introduction

Beginning in January of 2014, Villanova University established an institutional compliance function which is responsible for the design, implementation and maintenance of an institutional compliance and ethics program. The compliance and ethics program is overseen by the University Compliance Officer, who reports directly to the University President and the Audit and Risk Committee of the Villanova University Board of Trustees. In her role, the University Compliance Officer assists in the day-to-day coordination of compliance efforts throughout the institution thus helping to ensure that the institution has in place the necessary controls to support its operation and regulated activities.

In its design and eventual full implementation, the Villanova University Compliance and Ethics Program will be patterned after the requirements for effective compliance and ethics programs established by the U.S. Sentencing Guidelines for Organizations. As such, the Program has two primary goals:

- To assist in the prevention and detection of conduct that is contrary to applicable law or established University policy; and
- To promote a culture within the institution that encourages ethical conduct and a commitment to compliance with laws.

II. Compliance and Ethics Program Elements

The essential elements of an effective compliance and ethics program are the following:

1. Establish and maintain compliance standards and procedures.
2. Governing body knowledgeable about the compliance and ethics program and high-level personnel designated as responsible.
3. Exercise due care in assignments with substantial discretionary authority.

4. Effectively communicate the standards and procedures (through dissemination of information; education and training tailored to respective roles and responsibilities).
5. Establish monitoring, auditing and reporting systems (complaints without fear of retaliation).
6. Consistently enforce standards through appropriate mechanisms.
7. Respond appropriately to the criminal conduct and to prevent further similar criminal conduct from taking place.
8. Periodically conduct risk assessments and take reasonable appropriate steps to modify each requirement based on these risk assessments.¹

In support of these elements, the University Compliance Office has developed its Mission Statement, which recognizes that its role is to support the University's Mission and strategic goals.

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¹ United States Sentencing Guidelines § 8 B2.1 (November 1, 2004).

III. Villanova University Compliance Office Mission Statement

The University Compliance Office is responsible for the creation and maintenance of a compliance and ethics program that supports the University's Mission and strategic goals and promotes the highest ethical standards by members of the University Community in the pursuit of the University's academic, administrative, athletic, engagement and research activities.

Through the Villanova University Compliance and Ethics Program, the University Compliance Office will:

- implement an enterprise risk management system to assess and monitor high risk compliance areas and the adequacy of internal controls;
- coordinate compliance-related policies and processes among existing compliance functions;
- develop education and training opportunities to address high risk compliance areas;
- encourage an environment where members of the University Community are recognized for doing the right thing;
- provide mechanisms for the University Community to raise compliance concerns including via confidential or anonymous means and address these concerns through consultation, investigation or referral;
- aid in the enforcement of compliance-related policies through established University processes; and
- report to senior leadership and the governing board on a regular basis on the status of compliance readiness, assessments and responsibilities.

IV. Creation of University Compliance and Ethics Program Advisory Committee

A part of the design of the institutional compliance and ethics program for Villanova University is the creation of the University Compliance and Ethics Program Advisory Committee that will serve to provide guidance and oversight to the program itself. Composed of diverse representation, the members of this Committee will lend their institutional knowledge, subject matter expertise, and dedicated efforts to the development of a program, tailored to meet the university's specific needs, which is proactive in its oversight of existing and emerging compliance risks.

A. Membership:

The members of the University Compliance and Ethics Program Advisory Committee were appointed by the University President and his senior leadership as of March 2014 and consist of representatives from the following areas:

Academic Affairs

Advancement

Athletics

Environmental Health & Safety

Faculty

Finance

Financial Aid

Human Resources

Information Technology

Mission/Ministry

Research/Sponsored Projects

Risk Management

Student Affairs

Chairperson:

University Compliance Office

Ex Officio Members:

General Counsel

University Communication

B. Mission and Charter:

The Villanova University Compliance and Ethics Program Advisory Committee is an advisory group that provides leadership, raises awareness, and assists in the identification of existing and emerging compliance risks, and in the prioritization of initiatives to address these risks.

The Committee will serve to strengthen the institutional compliance and ethics infrastructure by communicating its recommendations to the President and to senior leadership regarding how to promote ethics, compliance, integrity and accountability at all levels within the institution.

The efforts and recommendations of the University Compliance and Ethics Program Advisory Committee will be reported by the chair to the President, the President's Cabinet, the Enterprise Risk Management Council, and the Audit and Risk Committee of the Villanova University Board of Trustees.

The University Compliance and Ethics Program Advisory Committee will meet quarterly or more frequently as determined by the chair.

Members of the University Compliance Program Advisory Committee are appointed by the President and the President's Cabinet. The University Compliance Officer serves as the chair of the University Compliance and Ethics Program Advisory Committee.

Accountability for compliance throughout the University remains the ultimate responsibility of those operational or functional managers who oversee the specific area.

C. Purpose/Objectives:

The objectives of the University Compliance Program Advisory Committee are, as follows:

1. Utilizing an enterprise risk management system, assist in the identification of the institution's compliance risk areas by creating a risk map and other tools that can be used to better understand and address high risk areas²;

²Enterprise Risk Management (ERM) is defined as "the commitment to managing risk as an integral component of an entity's operations in order to maximize opportunities and minimize setbacks to the entity's mission, strategies, and objectives." International Standards Organization 31000 sample Risk Management Policy, as cited in Arthur J. Gallagher Risk Management Services, Road to Implementation Enterprise Risk Management for Colleges and Universities, at p. 4.

2. Select no less than five of the identified risk areas each fiscal year and assist in the review and assessment of the level and adequacy of internal controls to manage these risks;
3. Recommend compliance initiatives to be prioritized;
4. Assist in the resolution of any challenges or hurdles to the effective implementation of compliance initiatives;
5. Provide institutional knowledge and expertise;
6. Facilitate the communication and dissemination of knowledge regarding the compliance area/initiative including, without limitation, any new or existing University policy or procedure;
7. Provide feedback on compliance education and training tools for the University community based on areas of expertise;
8. Aid in the creation of additional cultural/workforce benefits, such as:
 - o Future leaders are more knowledgeable about overall enterprise;
 - o University-wide vision as opposed to unit specific approach; and
 - o Increased level of engagement/accountability in compliance-related responsibilities.

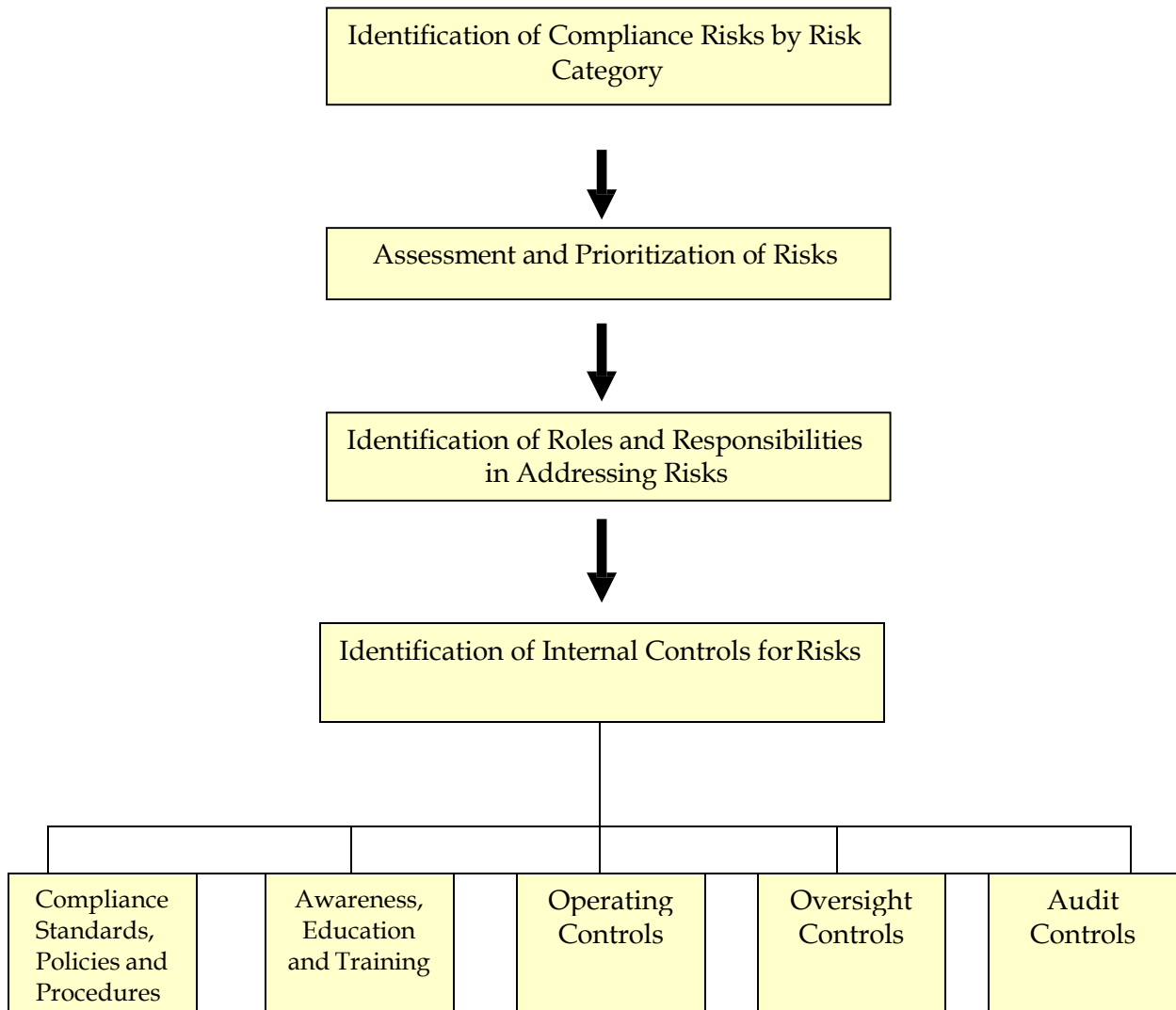
V. Review of High Risk Compliance Areas-Initial Considerations

As the high risk compliance areas are prioritized, it is critical that individuals who have both oversight and operational responsibility for these areas actively participate in these assessments. For each compliance risk reviewed, the assessment process would lead to a review of the internal controls-operational, oversight and audit-that the institution has in place to address this risk.

The University Compliance Office will assist each area identified in the conduct of its risk assessment, and in the development of next steps to address any compliance gap that is identified as a result of such assessment.

The diagram that follows describes how the compliance risk will be identified, prioritized, and analyzed.

Review of High Risk Compliance Areas³



³ Chart adapted from Crawford, David, Charles G. Chaffin, and Scott Scarborough. *Effective Compliance Systems: A Practical Guide for Educational Institutions*. The Institute of Internal Auditors Research Foundation, November 2001.

VI. Conclusion

The creation of the Villanova University Compliance and Ethics Program Advisory Committee will provide foundational support to the institution's compliance and ethics function. The efforts of the Committee, as communicated by the University Compliance Officer to senior leadership, will ensure that the University is proactive in its compliance readiness, both as it relates to existing compliance risks, as well as emerging risks brought about as a result of new strategic initiatives, or new laws and regulations that must be understood and implemented.

It is envisioned that this document will receive input from the University President, senior leadership and the Committee. It is further understood that this document will necessarily continue to be in the nature of a living document that will be reviewed and revised, as necessary and appropriate, to best suit the compliance and ethics needs of Villanova University.

MEMBERSHIP AND AREAS REPRESENTED EFFECTIVE AUGUST 15, 2016

AREA(S)	REPRESENTATIVE(S)	PHONE	E-MAIL
Academic Affairs/ Office of the Provost	Lauren Kleckner, Director, Provost Relations and Special Projects	(610) 519-7449	lauren.kleckner@villanova.edu
Advancement	Heather P. Brown, Assoc. Vice President for Development	(610) 519-4583	heather.p.brown@villanova.edu
Athletics	Robert Hagan, O.S.A., Associate Athletics Director	(610) 519-6485	robert.hagan@villanova.edu
Environmental Health & Safety	Alice Lenthe, Director	(610) 519-4238	alice.lenthe@villanova.edu
Faculty Representative	Brett T. Wilmot, Ph.D., Associate Director, Ethics Program	(610) 519-7197	brett.wilmot@villanova.edu
Finance	Neil J. Horgan, M.T., Vice President, Finance	(610) 519-4535	neil.horgan@villanova.edu
Financial Aid	Bonnie Lee Behm, Director of Financial Assistance	(610) 519-4024	bonnie.behm@villanova.edu
Human Resources	Ellen Krutz, M.S., CEBS, Associate Vice President	(610) 519-4237	ellen.krutz@villanova.edu
Information Technology	Patricia Downey, MS, CPA, Assistant Vice President, Office of the CIO	(610) 519-6625	patricia.downey@villanova.edu
Mission/Ministry	Kathryn Getek Soltis, S.T.L., Ph.D., Director of the Center for Peace and Justice Education	(610) 519-4498	kathryn.geteksoltis@villanova.edu
Research/Sponsored Projects	Amanda Grannas Ph.D., Associate Vice Provost of Research Administration	(610) 519-4881	amanda.grannas@villanova.edu
Risk Management	Ashlie Feick, Director of Insurance and Risk Management	(610) 519-6603	ashlie.docktor@villanova.edu
Student Affairs	Kathleen J. Byrnes, Associate Vice President for Student Life	(610) 519-4550	kathleen.byrnes@villanova.edu
University Compliance Office	Silas Thomas, Assistant University Compliance Officer	(610) 519-3967	silas.thomas@villanova.edu
Chairperson:			
University Compliance Office	Leyda L. Benitez, J.D., University Compliance Officer	(610) 519-3976	leyda.benitez@villanova.edu
Ex Officio Members:			
General Counsel	E. Michael Zubey, Jr., Associate General Counsel	(610) 519-4206	michael.zubey@villanova.edu
University Communication	Katie Fischer, Director of Strategic Communication	(610) 519-4616	katie.fischer@villanova.edu