

SUMMARY MINUTES
RISK MANAGEMENT COMMITTEE
MEETING OF NOVEMBER 14, 2018

Mr. Griffin chaired the November 14 Risk Management Committee Meeting, calling it to order at 9:25 a.m. A quorum was present during the Meeting: Mr. Uncapher, Co-Chair, Mr. Lazaro, Mr. Pozen, Mr. Speck, Mr. Sudow, Mr. Tejada, and Mr. Session (*ex officio*). Mr. Adams, Mr. Dwoskin, Ms. Hanley, and Mr. Mims were also present.

Recently-Completed Audit Report – 2012 Department of Transportation Audit Follow-up Review. Alan Davis, Vice President for Audit, presented the background, objective and scope, and the results of the recently-issued audit. Mr. Davis reported that in 2012, the Department of Transportation’s Office of Inspector General (DOT OIG) conducted an audit of the Airports Authority’s management policies and procedures. The audit reported 12 issues related to board oversight and transparency, business expenses, procurement, ethics, and human resources. In 2015, the Federal Transit Administration (FTA) issued an agreed-upon procedures report that contained five recommendations related to the Airports Authority’s Dulles Corridor Metrorail Project. Subsequently, the Airports Authority made changes to its policies and procedures to address the DOT OIG’s and FTA’s findings and to strengthen its practices. Mr. Davis stated that the audit objective was to determine if the processes and internal controls implemented in response to the 2012 DOT OIG Audit, and the 2015 FTA Agreed-Upon Procedures Report remain efficient and effective. The scope for the audit follow-up addressed the processes and procedures in place from January 1, 2017 to December 31, 2017. Mr. Davis reported that the audit team conducted interviews with personnel from Human Resources, General Counsel, Supply Chain Management, and Finance. Additionally, staff requested and reviewed documentation to support that the revised processes were implemented and that their design continues to be effective. Mr. Davis reported that the overall audit opinion was that controls are adequate. He stated that management has developed action plans that will remediate two findings that were identified during the audit.

Mr. Griffin stated that staff would discuss the Audit Follow-Up in greater detail later that day in executive session. He recessed the meeting at 9:28 a.m. so that the Board of Directors Meeting could begin at its scheduled time, as required by the Airports Authority Bylaws.

Mr. Griffin reconvened the Risk Management Committee Meeting at 12:15 p.m.; a quorum was present. He stated that staff had presented Tab 22 earlier that day and that the day's public meetings had concluded. Mr. Griffin reported that the Committee would meet in executive session to further discuss the Recently-Completed Audit Report (Tab 23) pursuant to Article IX, Section 3(c) of the Airports Authority Bylaws which permits the Board and its Committees to move into executive session to discuss existing or prospective contracts, business or legal relationships in order to protect proprietary or confidential information of the Airports Authority, any person or company; the financial interest of the Airports Authority; or the negotiating position of the Airports Authority.

Additionally, upon completion of the Risk Management Committee Meeting, Mr. Griffin stated that the Executive and Governance Committee would meet in executive session immediately thereafter to discuss personnel matters (Tab 24) pursuant to Article IX, Section 3(a) of the Airports Authority Bylaws which permits the Board and its Committees to move into executive session for personnel matters such as employment, appointment, assignment, promotion, demotion, performance appraisal, discipline, resignation, salaries and benefits, and interviews of Directors, officers, and employees of the Airports Authority, and applicants for the same.

Upon the conclusion of the executive session at 12:25 p.m., the Risk Management Committee meeting was thereupon adjourned.