

VANDERBILT UNIVERSITY  
*Office of the General Counsel*

PARTNER PLAYBOOK

A P R I L 2 0 2 4





# OUR MISSION

---

The Office of the  
General Counsel  
provides **support**  
to **advance the**  
university  
mission.



# WHY THE OGC?

WHEN YOU INCLUDE US EARLY AND OFTEN, WE HELP

Achieve goals and priorities

Ensure legal compliance

Mitigate legal risk

Deliver mission-oriented business advice

Identify appropriate internal and external resources

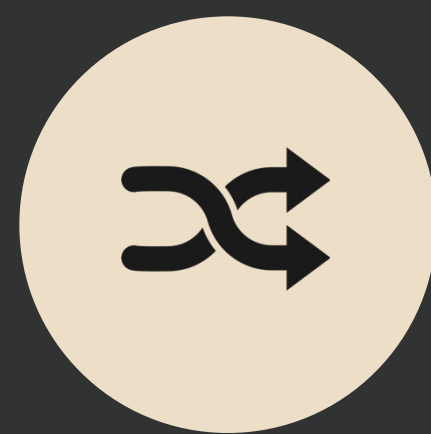
Provide a “broader lens”/global view

Manage risk and insurance coverage

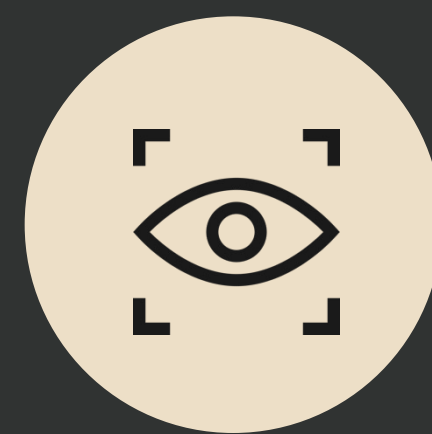
Resolve claims

Manage conflicts of interest and commitment

YOU CAN EXPECT **LEGAL, STRATEGIC AND BUSINESS** ADVICE THAT IS



Flexible



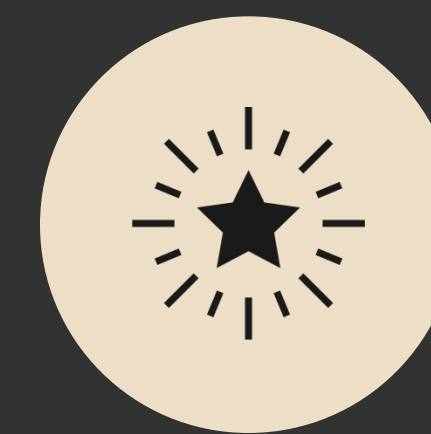
Clear/Concise



Timely



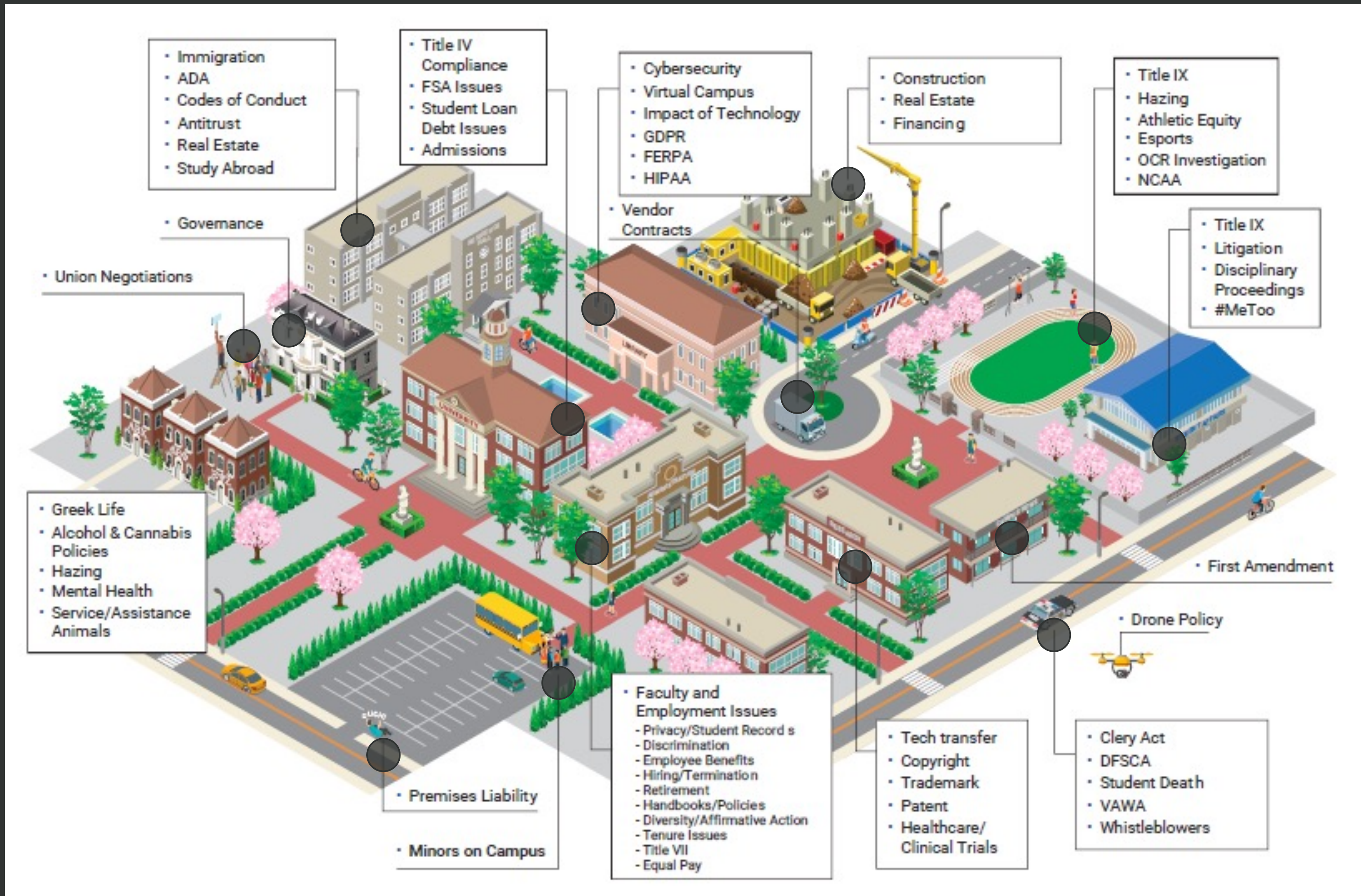
Responsive



Excellent



# THE OGC FUNCTIONS AS A COLLABORATOR WITH THE GREAT TEAMS ACROSS THE UNIVERSITY





# Office of the General Counsel

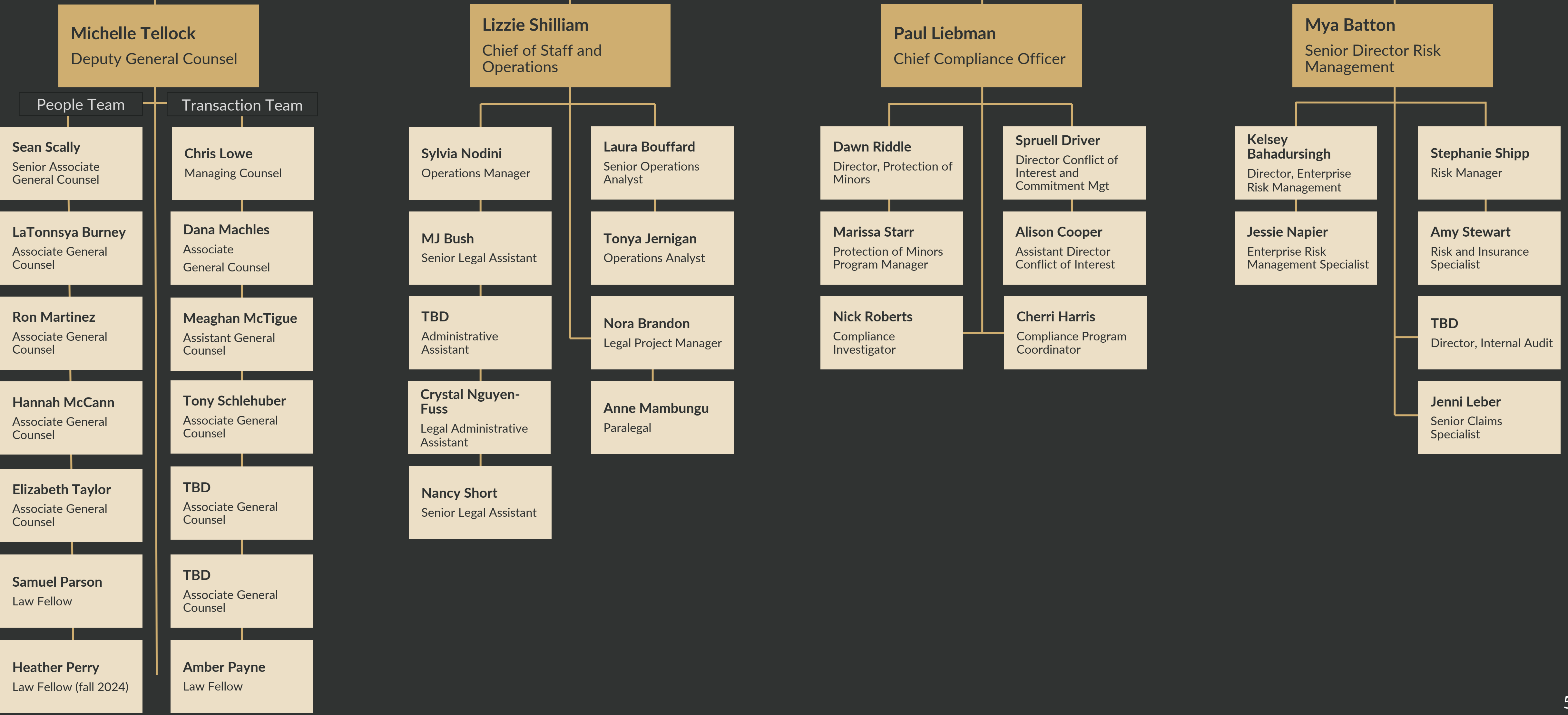
## STRUCTURE



**Ruza Shellaway**  
 Vice Chancellor, General Counsel  
 and University Secretary

**Darryl Lunon**  
 (July 2024)  
 Senior Counsel to  
 General Counsel

**Monica Chmiel**  
 Executive Coordinator





# THE FOUR TEAMS OF THE OGC



LEGAL



RISK and INSURANCE  
MANAGEMENT (RIM)



OPERATIONS



COMPLIANCE





LEGAL  
SERVICES



# LEGAL SERVICES



BUSINESS PARTNERS  
WITH LEGAL EXPERTISE



STRATEGIC ADVICE  
AND COUNSEL



UNIVERSITY-WIDE/CROSS  
FUNCTIONAL KNOWLEDGE



ANTICIPATION OF  
BUSINESS NEEDS



FOCUS ON SIMPLICITY  
AND SCALABILITY



ADVICE SUPPORTED  
BY TECHNOLOGY  
AND METRICS

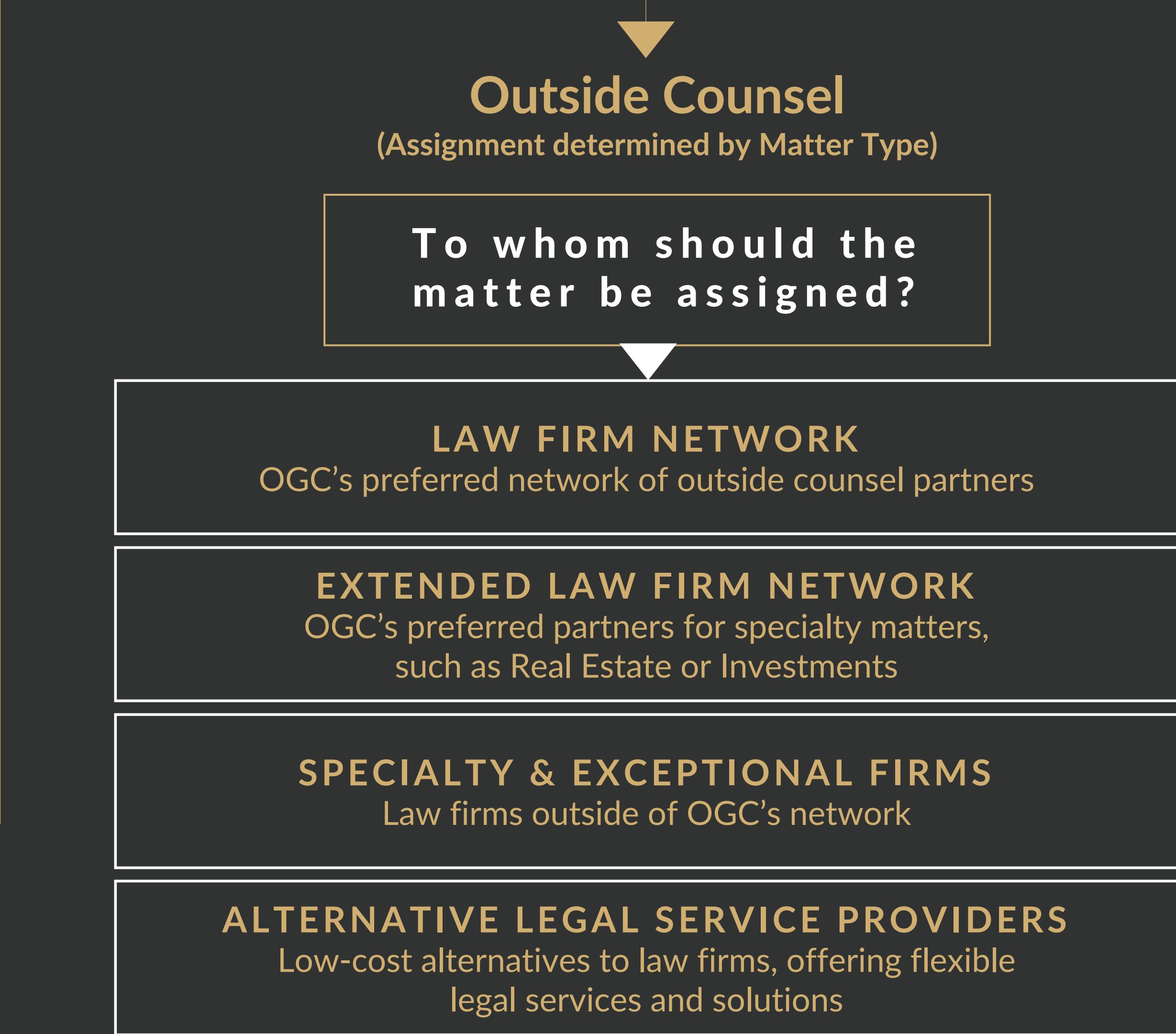
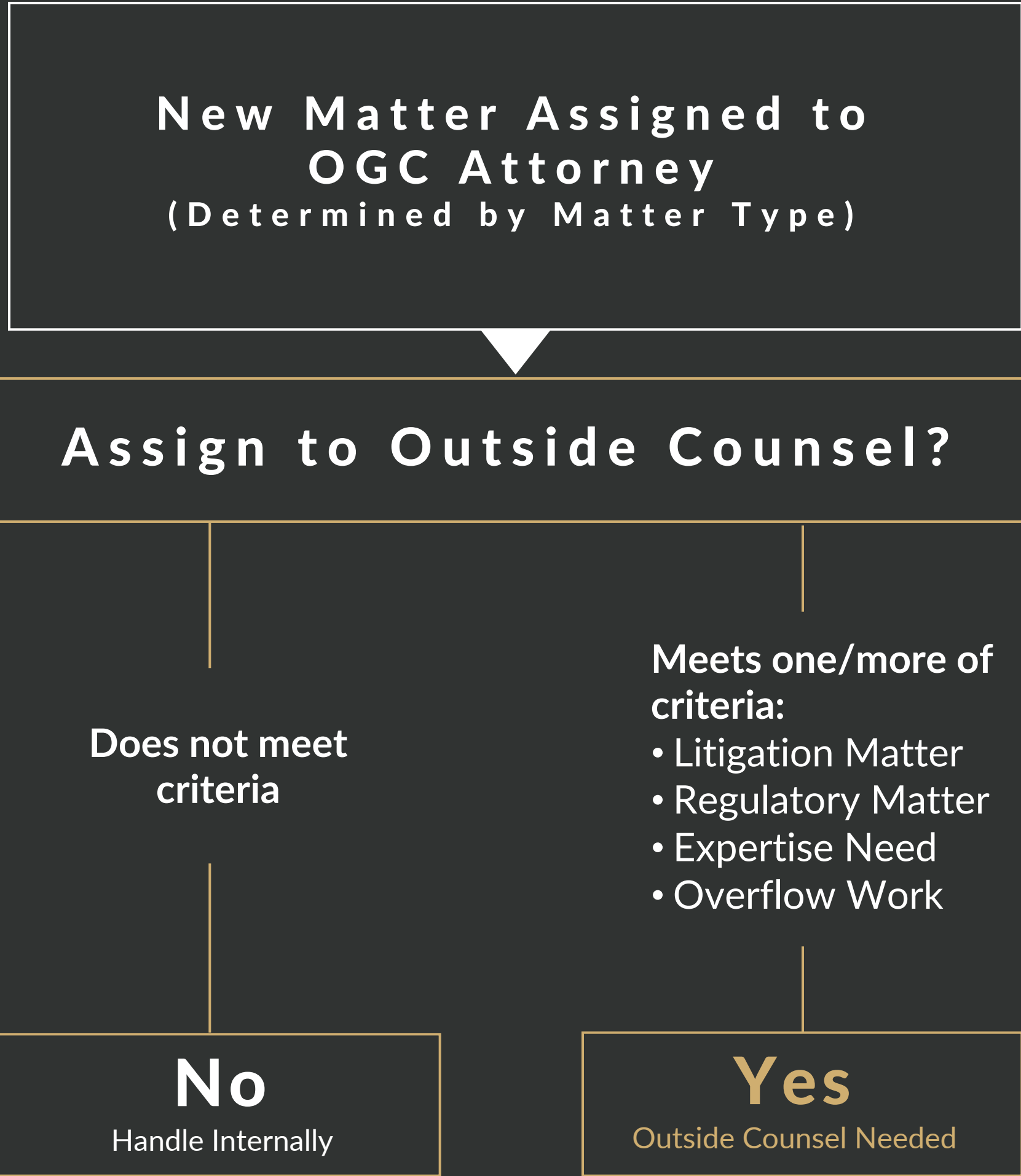


RISK ASSESSMENT





# RESOURCING





# TRAININGS OFFERED BY LEGAL



## GENERAL

---

- Attorney client privilege
- Email pitfalls
- How to better help us help you



## MANAGEMENT/SUPERVISOR-TARGETED

---

- Avoiding the top ten mistakes supervisors make



## SUBJECT-MATTER SPECIFIC

---

- New developments in areas of law
- Recent legislation or regulation
- Custom training upon request



## AUDIENCE-TARGETED FOR A SPECIFIC NEED

---

- Faculty disciplinary committees
- Research misconduct investigations
- Outside agency audits



# POLICY ON THE ALLOCATION OF OUTSIDE COUNSEL FEES



Inside counsel is not charged to a department.

## FY23



Operational or project outside counsel costs for a school or department will now be part of the project cost or operational budget.

## FY24



The first \$175,000 of litigation or pre-litigation costs are still paid by the OGC.

This is the average of the cost of single plaintiff cases over the past two years.

If the costs exceed \$175,000, then the school or department will pay the remaining amount until a deductible is reached if insured (\$500k - \$1M deductible).



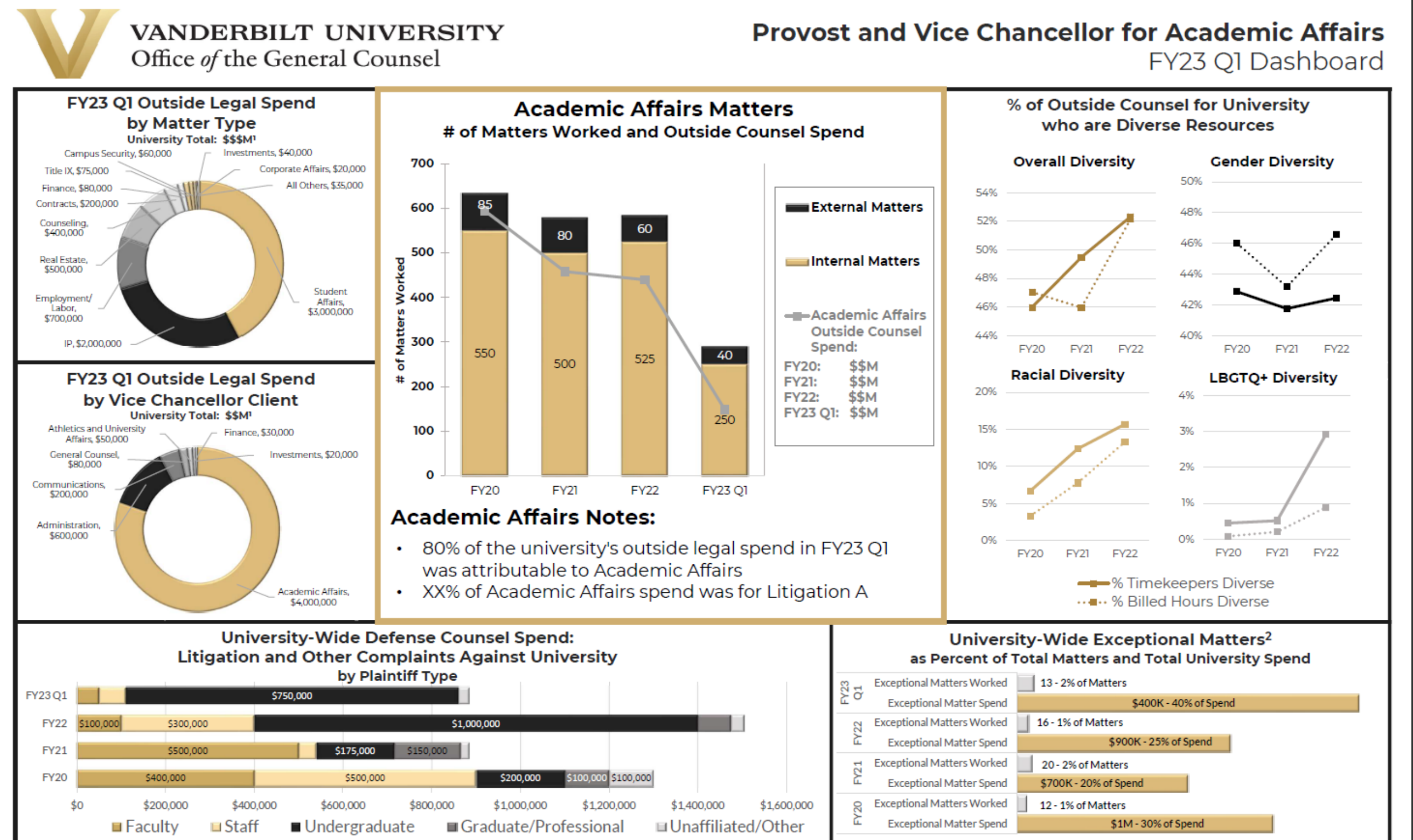
# METRICS & ANALYSIS



Quarterly metrics and analysis provided to the Chancellor and all Vice Chancellors



Tracking university spending, diversity data, matter types, and law firm spend



Dashboard is representation only and does not reflect actual data





INSURANCE

RISK

**RISK and  
INSURANCE  
MANAGEMENT  
(RIM)**



# RISK and INSURANCE MANAGEMENT SERVICES (RIM)



## CONTRACT NEGOTIATION

Insight/ support on  
contract terms

Help avoiding common  
pitfalls

Protect department/  
university from  
increased operational  
risk



## RISK IDENTIFICATION AND MITIGATION

Partner to identify  
areas that may pose  
risk to University

Provide strategic and  
practical ways to  
mitigate risks

Thoughtful and  
strategic thought  
leadership and project  
management



## INTERNAL AUDIT AND RISK ASSURANCE

Internal Audit and  
Advisory Services

Resources and  
Best Practice Advising

Risk Assurance  
Services



## CLAIM MANAGEMENT

Supportive resources  
when things go wrong

Defend and protect  
institution, its people,  
and our assets

Uninsured claims,  
subrogation recovery,  
non-litigated claims  
management



## INSURANCE PLACEMENT

22 policies

Protect institution, its  
people and assets from  
loss



## TRAINING

Risk transfer

Risk mitigation matters

Safe Driver

Origami  
Incident Reporting



# RIM TRAINING OFFERINGS

We want you to **get the most out of your time with us**, so our trainings are approachable, using layman's terms.

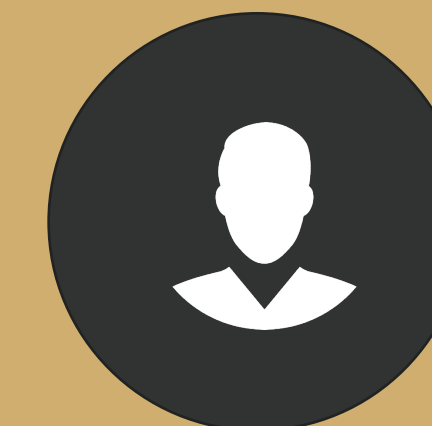
RIM provides a suite of training on insurance and risk related topics in...



INCIDENT  
MANAGEMENT



INSURANCE  
COVERAGE  
REVIEWS



RISK ASSURANCE  
ADVISORY



CONTRACT  
MANAGEMENT



RISK  
IDENTIFICATION



HAZARD  
MITIGATION



# ENTERPRISE RISK MANAGEMENT (ERM)

**To communicate thoughts on existing or emerging enterprise-level risks, or if you have questions, please contact the ERM team!**

---

## **Kelsey Bahadursingh**

*Director, Enterprise Risk Management*  
[kelsey.bahadursingh@vanderbilt.edu](mailto:kelsey.bahadursingh@vanderbilt.edu)

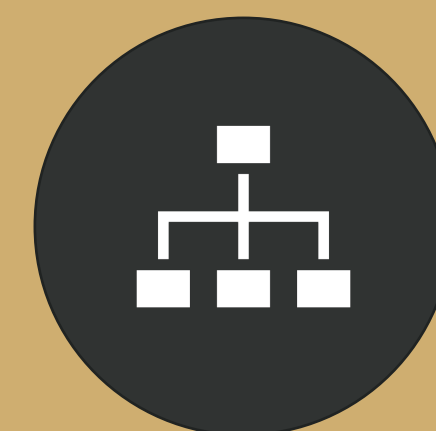
## **Jessie Napier**

*Specialist, Enterprise Risk Management*  
[jessie.d.napier@vanderbilt.edu](mailto:jessie.d.napier@vanderbilt.edu)

Survey distributed as part of the **Annual Risk Assessment** to gain insight on risks and ongoing initiatives from university leaders and stakeholders. This provides a benchmark for ongoing assessment and response throughout the year.



ERM Program goal is to add value through supporting university leadership, rather than duplicating existing operational efforts.



Support management to identify and proactively manage enterprise-level risks.



Maintain a proactive approach by tracking and addressing areas of emerging risk.



# INTERNAL AUDIT

## Risk Based Approach

VU engages a global accounting firm to conduct internal audit services

- Core team comprises of individuals with varying backgrounds and experience levels
- Global network of resources and subject matter professionals available with expertise on an array of topics

**Annual Risk Assessment** provides insight on risks and focus areas to support the annual audit plan

Ad hoc requests and projects are **added throughout the year** to be responsive to the needs of the university

IA adds value by maintaining a focus on **process optimization, operational and compliance risks** as well as areas of **emerging risks** to support overall risk reduction

*Services available: Advisory Services | Consulting Projects | Operational and Foundational Audits & Reviews*

*To request a review, share input regarding risks in your area, or submit questions, please send email to:*

**INTERNALAUDIT@VANDERBILT.EDU**



COMPLIANCE





# UNIVERSITY COMPLIANCE SERVICES

## Mission

Create an effective service-focused compliance program which is aligned with the university's strategic vision to prevent illegal and unethical behavior and reasonably respond to adverse events.

## CORE ACTIVITIES



**NO GAPS. NO WASTE. NO SURPRISES.**



# UNIVERSITY COMPLIANCE SERVICES

---

## Mission

Create an effective service-focused compliance program which is aligned with the university's strategic vision to prevent illegal and unethical behavior and reasonably respond to adverse events.

## PERFORMANCE EXPECTATIONS

- ✓ Have ongoing conversations with campuswide compliance risk leaders to ensure that all significant compliance risks are identified
- ✓ Communicate compliance risks and mitigation activities to Vanderbilt's leaders truthfully, accurately, and completely in a timely, appropriate manner
- ✓ Ensure that all significant compliance risks are identified, prioritized, mitigated, tracked, and documented
- ✓ Maintain focus on Vanderbilt's mission and align compliance program activities with the Chancellor's vision, strategy, and action plans
- ✓ Live and encourage Vanderbilt's values

**NO GAPS. NO WASTE. NO SURPRISES.**



# COMPLIANCE HOTLINE

---

## Background

The Compliance Hotline was established to provide individuals with an avenue to voice ethical, integrity, safety, security, and compliance concerns anonymously.

## FUNCTIONS

- ✓ May be used by anyone including, but not limited to, students, faculty, researchers, staff, patients, alumni, suppliers and contractors
- ✓ Operated 24 hours a day, seven days a week by an independent, third-party provider
- ✓ May be used via toll-free telephone call or by submitting a report online
- ✓ University Compliance Services facilitates the case management process to its conclusion, engaging other University parties with a legitimate need to know

[www.vanderbiltcompliancehotline.ethicspoint.com](http://www.vanderbiltcompliancehotline.ethicspoint.com)  
(844) 814-5935



# COMPLIANCE HOTLINE

---

## Background

The Compliance Hotline was established to provide individuals with an avenue to voice ethical, integrity, safety, security, and compliance concerns anonymously.

## BENEFITS

- ✓ Signals Vanderbilt's commitment to ethical conduct and cultivates a culture of integrity
- ✓ Protecting the identity of the reporter increases reporting by lowering the barriers for reporting violations or concerns
- ✓ Gathers valuable information about potential risks that can be used when engaging in enterprise risk management
- ✓ Leads to earlier detection of issues as it provides an avenue to raise potential issues before they escalate into a serious problem.

[www.vanderbiltcompliancehotline.ethicspoint.com](http://www.vanderbiltcompliancehotline.ethicspoint.com)  
(844) 814-5935



# CONFLICT OF INTEREST AND COMMITMENT MANAGEMENT



## Help

Executive Administrators,  
Faculty, and Staff



## Manage

Conflicts of Interest and  
Conflicts of Commitment



## Protect

Nonprofit Status,  
Accreditation, Research  
Funding, and Reputation

## PRIMARY AREAS OF RESPONSIBILITY

Board of Trust and  
Executive  
Administration  
annual disclosure  
campaign

Faculty, staff, and  
postdoc annual  
disclosure  
campaigns

Board of Trust  
Audit Committee  
biannual reports

University Conflicts  
Committee  
meetings

Sponsored research  
COI review and  
management

Training on federal  
COI regulations and  
related topics

Audit request and  
investigations

Questions? Email [coi@vanderbilt.edu](mailto:coi@vanderbilt.edu)



# CLERY

---

## Background

The federally mandated Clery Act is named for Jeanne Clery who was raped and murdered while a student at Lehigh University. It requires information regarding crime incidents, resources for victims of crimes, crime statistics, and the safety and security policies of VU to be disclosed to current and prospective students, faculty, and staff.

## Responsibilities

- ✓ Collection and classification of crime reports from police and other Vanderbilt Campus Security Authorities (CSAs).
- ✓ Training of Campus Security Authorities
- ✓ Issuing Security Notices to the campus community to raise awareness of safety and security concerns.
- ✓ Annual Security Report which includes three years of crime statistics, University safety and security policies, and victim resources and support.

[View the 2023 Annual Security Report](#)

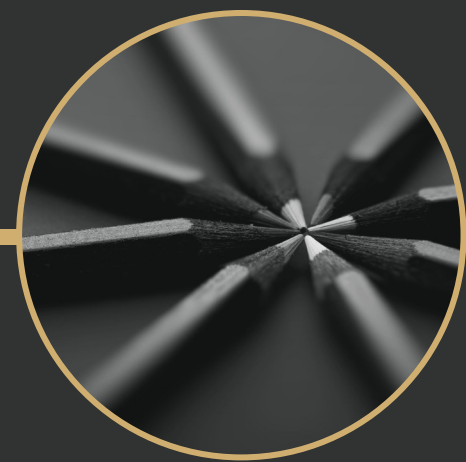


# YOUTH PROTECTION

## Background

The Protection of Minors culture of safety starts with compliance, best practices and reporting concerns when engaging with youth in any VU operation.

To achieve the culture of youth safety, we collectively:



Follow our policies



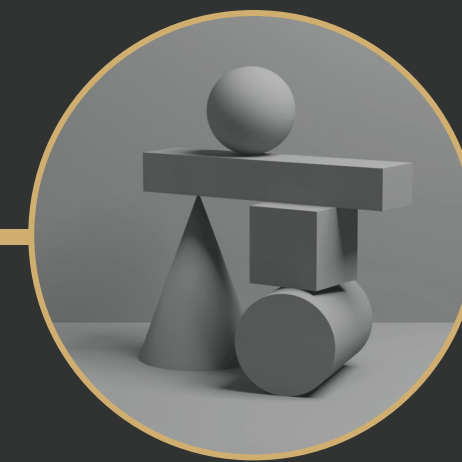
Are child protectors



Report occurrences and concerns



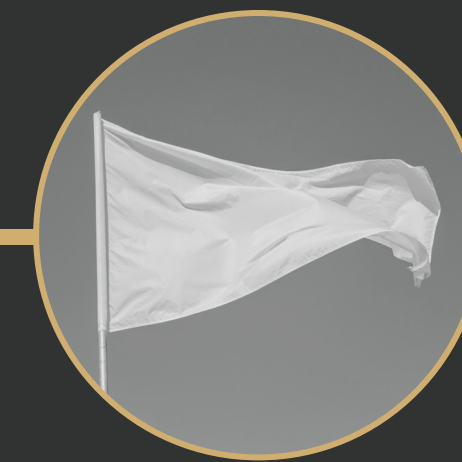
Understand 90% of perpetrators are individuals known to the child



Routinely talk about safety and prevention



Hold each other accountable



Understand and address behavior red flags

Contact Us

[protectionofminors@vanderbilt.edu](mailto:protectionofminors@vanderbilt.edu)



# YOUTH PROTECTION

---

## Background

The Protection of Minors culture of safety starts with compliance, best practices and reporting concerns when engaging with youth in any VU operation.

## OUR PRESENT

- ✓ One of the first institutions to institute a Protection of Minors policy in 2013 and allocate a dedicated position to implement the policy oversight. Added a second position in 2023 to focus on increased program monitoring and direct operations.
- ✓ Operates an in-house integrated compliance Web Application tracking tool for required youth program registration and individual compliance.
- ✓ Active compliance management and consultation to over 150 university and student organization programs serving youth, estimating engagement with over 50,000 youth annually.
- ✓ Incident management for reported child abuse and any safety concern to a child.

Contact Us

[protectionofminors@vanderbilt.edu](mailto:protectionofminors@vanderbilt.edu)



# YOUTH PROTECTION

---

## Background

The Protection of Minors culture of safety starts with compliance, best practices and reporting concerns when engaging with youth in any VU operation.

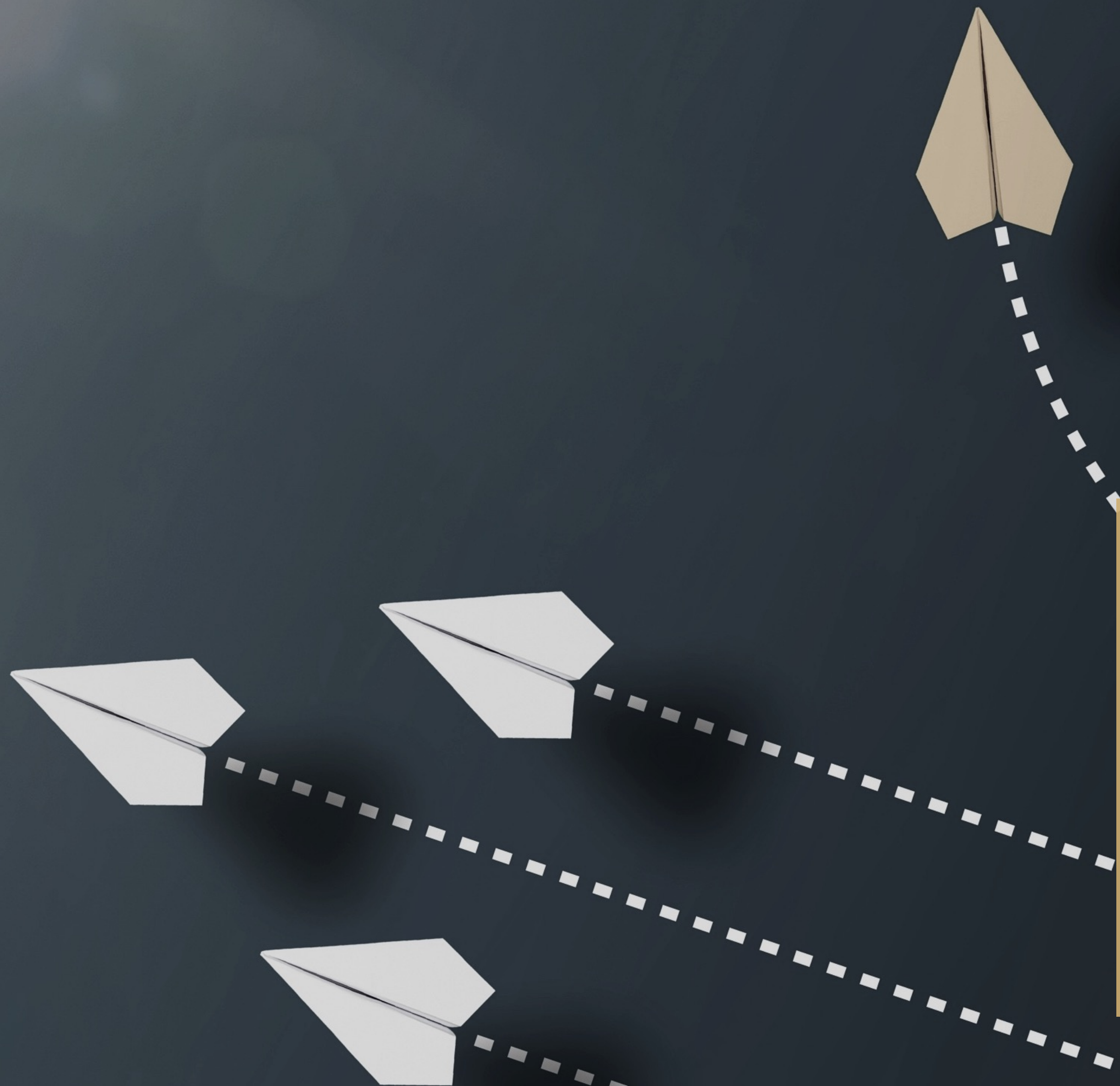
## OUR PRESENT

- ✓ In partnership with the Office of Health and Wellness, Summer 2024 roll out of a standardized medication management and oversight policy for day and residential youth programs.
- ✓ FY25 enhancement in specialized training available to program personnel in youth mental health, effective supervision, and EDI.
- ✓ Annual Program Renewal project to forecast and support planning for programs.
- ✓ Improvement in youth-program focused campus emergency planning.
- ✓ Identify and empower leadership at the School and department level for POM Liaisons.

Contact Us

[protectionofminors@vanderbilt.edu](mailto:protectionofminors@vanderbilt.edu)





OPERATIONS



# OPERATIONS

## PEOPLE

support a productive and happy team environment

## PROCESS

document and continuous review for improvements

## TECHNOLOGY

drive collaboration and efficiencies across the teams

## DIVERSITY, INCLUSION AND BELONGING

drive diversity within the team, with outside counsel and in the OGC intern/clerk program



**WE ARE HERE  
TO HELP!**

WE LOOK FORWARD TO  
**HEARING FROM YOU**  
EARLY AND OFTEN



[OGC@vanderbilt.edu](mailto:OGC@vanderbilt.edu)



615.322.5155





