

Minutes of the Audit and Compliance Committee

The Audit and Compliance Committee met on Tuesday, March 13, 2018 at Bridgestone Americas, Inc. in Nashville, Tennessee. Trustee Christine Karbowiak, Audit and Compliance Committee Chair, called the meeting to order at 1:41 p.m. A quorum was not present with the following Committee members in attendance: Chairwoman Christine Karbowiak and Board Chairman Steve Smith. Trustees J.B. Baker, Pete Delay, Darrell Freeman Sr., and Pam Wright were also present. Also present were President Sidney A. McPhee; Brenda Burkhart, Chief Audit Executive; Gené Stephens, Assistant Vice President for Compliance and Enterprise Risk Management; Alan Thomas, Vice President for Business and Finance; Mark Byrnes, University Provost; Joe Bales, Vice President for University Advancement; Andrew Oppmann, Vice President for Marketing and Communications; Bruce Petryshak, Vice President Information Technology; Deb Sells, Vice President for Student Affairs; Heidi Zimmerman, University Counsel and Board Secretary; and Kim Edgar, Chief of Staff.

The first item on the agenda for action was the approval of the minutes from the November 29, 2017 Audit and Compliance Committee meeting. Because a quorum was not present this item was deferred to the next Audit and Compliance Committee meeting.

The remaining items on the agenda were informational items. Ms. Burkhart presented the results of the State Audit Report issued by the Tennessee Comptroller of the Treasury for fiscal year 2017. The report included an unmodified opinion on the fairness of the presentation of the financial statements and did not contain any findings or recommendations. Ms. Stephens presented a summary of

the work performed by the Conflict of Interest Committee for calendar year 2017. Board Chairman Smith asked Ms. Stephens to provide the committee with a signed report of the activity of the Conflict of Interest committee. Committee Chairwoman Karbowski asked Ms. Burkhart to review the Audit and Consulting Services webpage to ensure reporting potential conflicts of interest is addressed. Next, Ms. Zimmerman and Ms. Burkhart presented the following reports required by policy or audit committee charter: compliance with the Public Records Policy; review of the Employee Code of Conduct Policy, Audit Office Charter, and Independence of Chief Audit Executive. Ms. Burkhart next presented the results of Internal Audit Reports and the current status of the Internal Audit Plan for the 2018 fiscal year.

The Committee adjourned its public session at 2:12 p.m. and entered non-public executive session at 2:14 p.m. to discuss audits and investigations. The non-public session adjourned at 2:29 p.m.

Respectfully submitted,

Audit and Compliance Committee