

**MIDDLE TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES**

**AUDIT AND COMPLIANCE COMMITTEE
MINUTES**

The Audit and Compliance Committee met on Tuesday, August 16, 2022 in the MEC Meeting Room in the Miller Education Center at Middle Tennessee State University.

Call to Order and Opening Remarks

Committee Chair Pete DeLay called the meeting to order at 10:15 a.m. and welcomed everyone in attendance.

Roll Call

The following Committee members were in attendance: Trustees J.B. Baker, Rick Cottle, Pete DeLay, Christine Karbowskiak, Steve Smith, Pam Wright, and Drew Carpenter. A quorum was declared present.

President Sidney A. McPhee; Mark Byrnes, University Provost; Joe Bales, Vice President for University Advancement; Andrew Oppmann, Vice President for Marketing and Communications; Yvette Clark, Interim Vice President for Information Technology and Chief Information Officer; Deb Sells, Vice President for Student Affairs and Vice Provost for Enrollment and Academic Services; Diane Snodgrass, Interim Chief Audit Executive; James Floyd, University Counsel and Board Secretary; and, Kim Edgar, Assistant to the President and Chief of Staff were also in attendance. Kathy Thurman, Associate Vice President for Business and Finance, was in attendance for Alan Thomas, Vice President for Business and Finance.

Approval of Minutes - Action

The first agenda item was approval of the minutes from the May 24, 2022 Audit and Compliance Committee meeting. Trustee Smith moved to approve the minutes from the May 24, 2022 meeting and Trustee Wright seconded the motion. A voice vote was taken and, with all

Committee members voting “Aye,” the motion to approve the minutes from the May 24, 2022 meeting of the Audit and Compliance Committee carried unanimously.

Annual Report for Audit and Consulting Services - Action

The 2022 Annual Report for Audit and Consulting Services which includes the audit plan for fiscal year 2023 was presented by Ms. Snodgrass for approval. Trustee Pam Wright moved to approve the Annual Audit Plan for 2023 and Trustee Karbowski seconded the motion. A voice vote was taken and, with all Committee members voting “Aye,” the motion to approve the Annual Audit Plan for 2023 carried unanimously.

Quarterly Report – Results of Internal Audit Reports – Information

Ms. Snodgrass presented the results of three internal audit reports issued since the May 24, 2022 report of audit results to the Audit and Compliance Committee. 1) The special review of the Geosciences Department for the period August 1, 2018 to December 31, 2021 has been issued. Management has implemented corrective action to address the observations and recommendations noted in the audit report. 2) Audit of Inventories for Fiscal Year Ended June 30, 2022, which concluded the inventory counts were accurate with no reportable issues. 3) Cash Counts for Fiscal Year Ended June 30, 2022 were completed with no reportable issues.

Non-Public Executive Session

The Committee adjourned the public session at 10:20 a.m. and entered non-public executive session at 10:22 a.m. to discuss risk assessment reports, audits and investigations. The non-public executive session adjourned at 10:39 a.m. The public session reconvened at 10:42 a.m. for the final agenda item.

Risk Assessment Reporting - Action

Mr. Drew Harpool, Assistant Vice President Office of Compliance and Enterprise Risk Management stated that annually the university must present risk assessments and also report the risk assessments to State Audit. The risk assessments are presented to the Committee for review and approval prior to submission to State Audit. Trustee Baker moved to approve the

2022 Risk Assessment Reports and Trustee Karbowski seconded the motion. A voice vote was taken and, with all committee members voting "Aye", the motion to approve the 2022 Risk Assessment Reports carried unanimously.

Adjournment

With no further business, the Committee adjourned at 10:42 a.m.

Respectfully submitted,
Audit and Compliance Committee