

**MIDDLE TENNESSEE STATE UNIVERSITY  
BOARD OF TRUSTEES**

**AUDIT AND COMPLIANCE COMMITTEE  
MINUTES**

The Audit and Compliance Committee met on Tuesday, May 23, 2023 in the MEC Meeting Room in the Miller Education Center at Middle Tennessee State University.

**Call to Order and Opening Remarks**

Committee Chair Tom Boyd called the meeting to order at 9:56 a.m. and welcomed everyone in attendance.

**Roll Call**

The following Committee members were in attendance: Trustees J.B. Baker, Tom Boyd, Pete DeLay, Bill Jones, Christine Karbowiak, Steve Smith, Pam Wright, and Drew Carpenter. Trustee Rick Cottle participated electronically and, pursuant to T.C.A. § 8-44-108(c)(3), he confirmed that he could hear clearly and no one was present in the room with him. A quorum was declared present.

President Sidney McPhee participated in the meeting electronically. Alan Thomas, Vice President for Business and Finance; Mark Byrnes, University Provost; Joe Bales, Vice President for University Advancement; Yvette Clark, Vice President for Information Technology and Chief Information Officer; Andrew Oppmann, Vice President for Marketing and Communications; James Floyd, University Counsel and Board Secretary; Kim Edgar, Assistant to the President and Chief of Staff; and Diane Snodgrass, Interim Chief Audit Executive were also in attendance.

**Approval of Minutes - Action**

The first agenda item was approval of the minutes from the March 14, 2023 Audit and Compliance Committee meeting. Trustee DeLay moved to approve the minutes from the March 14, 2023 meeting and Trustee Smith seconded the motion. A roll call vote was taken and, with all

Committee members voting “Aye,” the motion to approve the minutes from the March 14, 2023 meeting of the Audit and Compliance Committee carried unanimously.

#### **Report on Independence of Chief Audit Executive – Information**

The report on independence of the Chief Audit Executive was presented by Ms. Snodgrass. The Audit and Compliance Committee Charter, Section IV.D.1 requires the Audit and Compliance Committee to “ensure the Chief Audit Executive’s administrative reporting relationship to the President is independent.” There were no problems or issues with independence to report. The President does not limit the scope of audit work performed, is supportive, and encourages the independence of the Chief Audit Executive.

#### **Results of External Reviews – Information**

Ms. Snodgrass presented the results of one external review. The Tennessee Division of Claims and Risk Management issued a letter report regarding registered freezers for research materials April 11, 2023. The freezer registration program allows the university to identify the value of research materials in its freezers and ensure coverage of certain materials on the state property insurance policy. The review identified freezers that were not registered and made minor recommendations to ensure all freezers containing research materials are registered; to update registrations as needed in addition to the regular annual registration; and to update the current lab inspection form to include the presence of freezer registrations. The lab inspection form has been updated and training for faculty and staff related to critical freezers is planned to be included in the next cycle of annual training administered by the Office of Environmental Health and Safety.

#### **Quarterly Report – Results of Internal Audit Reports – Information**

Ms. Snodgrass reported the audit of Football Ticket Sales and Paid Attendance for Fall 2022 was completed with no reportable issues. Two anonymous hotline complaints were determined to be unsubstantiated with no control weaknesses identified and were administratively closed. The status of the 2023 audit plan was included in the meeting materials for the Committee’s review.

**Non-Public Executive Session**

The Committee adjourned the public session at 10:05 a.m. and entered non-public executive session at 10:07 a.m. to discuss audits and investigations. The non-public executive session adjourned at 10:25 a.m.

Respectfully submitted,

Audit and Compliance Committee