

**MIDDLE TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES**

**AUDIT AND COMPLIANCE COMMITTEE
MINUTES**

The Audit and Compliance Committee met on Tuesday, August 19, 2025, 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 10:07 a.m. and welcomed everyone in attendance.

Roll Call

The following Committee members were in attendance: Trustees J.B. Baker, Tom Boyd, Bill Jones, Christine Karbowski Vanek, Michael Wade, Jimmy Granberry, John Floyd, Chad White, Kari Neely, and Michai Mosby. Trustee DeLay attended virtually. Chair Steve Smith was unable to attend. 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, Vice President for Information Technology and Chief Information Officer; Danny Kelly, Interim Vice President for Student Affairs; Drew Harpool, Interim Vice President for Business and Finance; James Floyd, University Counsel and Board Secretary; and Leah Ladley, Chief Audit Executive were also in attendance.

Approval of Minutes - Action

The first agenda item was approval of the minutes from the May 20, 2025 Audit and Compliance Committee meeting. Vice Chair Vanek moved to approve the minutes from the May 20, 2025 meeting, and Trustee Baker seconded the motion. A roll call vote was taken and, with all Committee members voting "Aye," the motion to approve the minutes from the May 20, 2025 meeting of the Audit and Compliance Committee carried unanimously.

Annual Report for Audit and Consulting Services - Action

The 2025 Annual Report for Audit and Consulting Services, which includes the audit plan for fiscal year 2026, was presented by Leah Ladley for approval. Vice Chair Vanek asked about the timeline regarding changing the name of the department, as discussed in the prior committee meeting. Mrs. Ladley's response was that the name change would occur by the end of the calendar year. Vice Chair Vanek moved to approve the Annual Audit Plan for 2026, and Trustee Wade seconded the motion. A roll call vote was taken and, with all Committee members voting "Aye," the motion to approve the Annual Audit Plan for 2026 was carried unanimously.

Quarterly Report – Results from Internal Audit Projects – Information

Mrs. Ladley reported an investigation that was completed with improvements made to the system of internal controls. She also reported the Fiscal Year 2025 Cash Count was completed with no internal control concerns noted. Also, the Fiscal Year 2025 Internal Assessment of the department was completed on July 31, 2025.

Results of External Reviews – Information

Mrs. Ladley presented four external reviews that were completed since the last Audit and Compliance Committee meeting. 1) TN Department of Safety and Homeland Security Internal Audit Division completed a desk review of MTSU's Police Department. The desk review revealed no findings or observations. 2) The State of Tennessee Department of Health Compliance and Ethics conducted a monitoring review of MTSU's contracts compliance. The monitoring review revealed no findings of a material nature. 3) The TN Bureau of Investigation, Office of Internal Audit conducted a desk review of two MTSU Criminal Justice grants. The desk review revealed no findings, observations, or recommendations. 4) The Tennessee Department of Environment and Conservation, Division of Water Resources conducted an audit of the City of Murfreesboro and MTSU Co-Permittee Municipal Separate Storm Sewer System program. There were two required actions noted that were administrative only, and those actions have been addressed.

Non-Public Executive Session

The Committee adjourned the public session at 10:17 a.m. and entered the non-public executive session at 10:19 a.m. to discuss topics permissible by appropriate law. The non-public executive session adjourned at 11:25 a.m. The public session was reconvened at 11:26 a.m. for the final agenda item.

Risk Assessment Reporting - Action

Mr. Drew Harpool, Interim Vice President for Business and Finance, stated that annually the university must present risk assessment results and report the results to TN State Audit. The risk assessments are presented to the Committee for review and approval prior to submission to State Audit. Vice Chair Vanek moved to approve the 2025 Risk Assessment Reports and Trustee Baker seconded the motion. A roll call vote was taken and, with all committee members voting "Aye", the motion to approve the 2025 Risk Assessment Reports was carried unanimously.

Adjournment

With no further business, the Committee adjourned at 11:28 a.m.

Respectfully submitted,

Audit and Compliance Committee