

**MIDDLE TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES**

**AUDIT AND COMPLIANCE COMMITTEE
MINUTES**

The Audit and Compliance Committee met on Tuesday, February 25, 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 9:55 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, Mary Martin, Steve Smith, Michael Wade, and Pam Wright. Trustees Christine Karbowski Vanek and Shaylaine Roker were unable to attend the meeting. A quorum was declared present.

President Sidney A. McPhee; Alan Thomas, Vice President for Business and Finance; Joe Bales, Vice President for University Advancement; Mark Byrnes, University Provost; Yvette Clark, Vice President for Information Technology and Chief Information Officer; Andrew Oppmann, Vice President for Marketing and Communications; Khalilah Doss, Vice President for Student Affairs; Leah Ladley, 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.

Approval of Minutes – Action

The first agenda item was approval of the minutes from the November 12, 2024 Audit and Compliance Committee meeting. Trustee DeLay moved to approve the minutes from the November 12, 2024 meeting and Trustee Wade seconded the motion. A voice vote was taken and, with all Committee members voting “Aye,” the motion to approve the minutes from the November 12, 2024 meeting of the Audit and Compliance Committee carried unanimously.

Report of Conflict of Interest Disclosures in 2024 – Information

Mr. Drew Harpool, Associate Vice President for Business and Finance presented the 2024 report of the conflict-of-interest disclosures reviewed by the Conflict of Interest Committee. For 2024, there were nine conflicts of interest, up from eight in 2023.

Review of President's Statement of Disclosure of Interests for 2025 – Information

Mrs. Ladley presented the President's Statement of Disclosure of Interests for 2025 for information and the Committee's review, noting the disclosures are consistent with prior disclosures.

Report on Compliance with Public Records Policy - Information

Mr. Floyd presented the Report on Compliance with Public Records Policy, Policy 120. A summary of the number of records requests received in the calendar year 2024 was provided for the Committee's review. Mr. Floyd noted the university received 100 total requests which constituted an increase of 15 requests compared to 2023. Of the 100 requests, 60 were approved. Trustee Wade asked for an example of a records request from the "miscellaneous" category. Mr. Floyd stated an example would be "graduation rates" as that does not fall into the other categories.

Results of External Reviews – Information

Mrs. Ladley reported the results of three external reviews. 1) Tennessee Department of Transportation (TDOT), Division of Finance, Fiscal Monitoring Group conducted a desk monitoring review regarding Tennessee Teachers Aerospace Education Workshop contract. There were no findings of noncompliance during the desk review. 2) The Tennessee Comptroller of the Treasury completed the financial and compliance audit report for fiscal year 2024. The independent auditor's report included unmodified opinions on the fairness of the presentation of financial statements. 3) The Tennessee Comptroller of the Treasury completed an audit on the NCAA Agreed-Upon Procedures Applied to the Athletic Programs Statement of Revenues and Expenses

for the fiscal year 2024. The report was submitted to the NCAA by the required deadline of January 15, 2025.

Quarterly Report – Results of Internal Audit Reports – Information

Mrs. Ladley reported there have been three audit projects completed since the last committee meeting. The Audit of the Office of the President for Fiscal Year 2024 was completed with no reportable issues. The Review of the Use of MTSU Purchasing Card and Compliance with Purchasing Card Program was completed. No evidence of fraudulent activity in the transactions reviewed was identified, however, non-compliance with the P-Card Program Policy and Record Retention & Disposal of Records policy was confirmed. The review of the allegation received from the Tennessee Comptroller of the Treasury related to the misuse of state funds in two particular areas of the university was completed. There was no inappropriate use of funds detected. The status of the 2025 audit plan was included in the meeting materials for the Committee to review.

Non-Public Executive Session

The Committee adjourned the public session at 10:11 a.m. and entered the non-public executive session at 10:13 a.m. to discuss cybersecurity, audits, and investigations. The non-public executive session adjourned at 10:59 a.m. The public session was reconvened at 11:02 a.m. for the remaining agenda items.

Respectfully submitted,

Audit and Compliance Committee