

**MIDDLE TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES**

**AUDIT AND COMPLIANCE COMMITTEE
MINUTES**

The Audit and Compliance Committee met on Tuesday, February 24, 2026 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 10:15 a.m. and welcomed everyone in attendance. Dr. McPhee announced Brenda Burkart as the Interim Chief Audit Executive.

Roll Call

The following Committee members were in attendance: Trustees J.B. Baker, Tom Boyd, Pete DeLay, Bill Jones, Kari Neely, Steve Smith, Christine Karbowiak Vanek, Michael Wade, Chad White, and Michai Mobsy. Trustees John Floyd and Jimmy Granbery were unable to attend the meeting. A quorum was declared present.

President Sidney A. McPhee; Drew Harpool, Interim Vice President for Business and Finance; Amy Aldridge, Vice Provost for Academic Support Services; Yvette Clark, Vice President for Information Technology and Chief Information Officer; Andrew Oppmann, Vice President for Marketing and Communications; Danny Kelley, Interim Vice President for Student Affairs; Brenda Burkart, 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.

Approval of Minutes – Action

The first agenda item was approval of the minutes from the November 11, 2025 Audit and Compliance Committee meeting. Trustee DeLay moved to approve the minutes from the November 11, 2025 meeting and Trustee Vanek seconded the motion. A voice vote was taken and, with all Committee members voting “Aye,” the motion to approve the minutes from the November 11, 2025 meeting of the Audit and Compliance Committee carried unanimously.

Report of Conflict of Interest Disclosures in 2025 – Information

Mr. Drew Harpool, Interim Vice President for Business and Finance presented the 2025 report of the conflict of interest disclosures reviewed by the Conflict of Interest Committee. For 2025, there were 12 conflicts of interest, compared to nine in 2024. Chair Smith inquired who determines whether the potential conflict can continue or must be modified. Mr. Harpool explained that the university has a Conflict of Interest Committee that meets as needed to review each disclosure and determine appropriate action. Mr. Harpool noted an increase in reports of potential conflicts due to enhanced communications regarding conflict of interest disclosures. Many of these reports are ultimately determined not to constitute actual conflicts. There is usually an influx of reports around March following the annual campus notification. Chair Smith asked for an example of a conflict that must be eliminated. Mr. Harpool responded that any conflict that violates state law. For example, he stated that MTSU cannot conduct business with a state employee.

Review of President's Statement of Disclosure of Interests for 2026 – Information

Brenda Burkhart presented the President's Statement of Disclosure of Interests for 2026 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 2025 was provided for the Committee's review. Mr. Floyd reported the university received 184 total requests which constituted an increase of 84 requests compared to 2024. Chair Smith asked who determines whether a request is approved. Mr. Floyd explained that a request is evaluated for consistency with state law and then forwarded to the appropriate department. Trustee Boyd asked whether an increase in requests was concentrated on a particular area. Mr. Floyd stated that higher numbers were observed for employment records and miscellaneous categories. Dr. Neely noted that employment records accounted for the highest number of requests and asked what kind of employment records are being requested. Mr. Floyd responded that requests may include

employment contracts for certain employees, and records contained within personnel files. He also stated that private information is redacted prior to release. He further noted that while the reason for the employment record request cannot always be determined but offered an example of such a request stating that at times competitors seek out access to winning proposals following a Request for Proposal. Dr. Neely asked if certain parts of the personnel records are accessible. Mr. Floyd confirmed that private information, such as social security numbers, is redacted.

Results of External Reviews – Information

Brenda Burkhart reported the results of two external reviews. The Tennessee Comptroller of the Treasury issued the financial compliance audit report for the year end June 30, 2025, on January 22, 2026. The independent auditor's report included unmodified opinions on the fairness of the presentation of financial statements. The audit report contained no findings. The Tennessee Comptroller of the Treasury also released the results of the Agreed-Upon Procedures Applied to the Athletic Programs Statement of Revenues and Expenses for the year end June 30, 2025. The report was submitted to the NCAA by the required deadline of January 15, 2025. Trustee Boyd thanked management and the staff for their great work that resulted in no audit findings.

Quarterly Report – Results of Internal Audit Reports – Information

Brenda Burkhart reported there have been two investigations completed. There were no deficiencies noted with the grant expenditure review. The other review resulted in recommendations for the school reviewed to improve internal controls of non-state funding for an organization. The status of the audit plan was included in the meeting materials.

Non-Public Executive Session

The Committee adjourned the public session at 10:29 a.m. and entered the non-public executive session at 10:35 a.m. to discuss topics permissible by appropriate law. The Audit and Compliance portion of the non-public executive session adjourned at approximately 11.05 a.m.

Respectfully submitted,
Audit and Compliance Committee