

**Meeting of the Tennessee State University Board of Trustees
Audit Committee Meeting
September 15, 2022
Tennessee State University – Electronic**

MINUTES

Committee Members Present: Trustee Deborah Cole, Obie McKenzie and Van Pinnock.

Other Board Members Present: Pam Martin, Andre Johnson, Richard Lewis, Bill Johnson, and Shaun Wimberly.

University Staff Present: President Glenda Glover; Laurence Pendleton, General Counsel and Board Secretary; Dr. Robbie Melton, Acting Interim Provost & Vice President for Academic Affairs; Douglas Allen, Vice President of Finance and Budget; Dr. Curtis Johnson, Chief of Staff; Dean Frank Stevenson, Assoc. Vice President of Student Affairs; Dr. Quincy Quick, Assoc. Vice President of Research & Sponsored Programs; Terrence Izzard, Assoc. Vice President of Enrollment Management; Adrian Davis, Auditor and Dr. Arlene Nicholas-Phillips, Liaison to the Board of Trustees.

I. CALL TO ORDER

Trustee Cole called the meeting to order at 10:50 a.m. CDT on September 15, 2022. Trustee Cole moved to make certain findings on the record regarding the necessity for conducting the meeting electronically without a physical quorum present due to the coronavirus pandemic. The Committee found that there were various important matters that required immediate action by the Committee. Participation by electronic means was necessitated by the COVID-19 pandemic and accompanying guidance from the Center for Disease Control (“CDC”) and the State of Tennessee to enforce social distancing guidelines, including limiting face-to-face contact whenever possible. Electronic participation for the Committee meeting was necessary for the safety of Board members, staff, and guests. Trustee Pinnock seconded and the motion carried.

II. ROLL CALL/DECLARATION OF A QUORUM

Trustee Cole asked the Secretary to the Board to call the roll. Board Secretary Pendleton called the roll. Present: Trustees Deborah Cole, McKenzie and Van Pinnock. A quorum was established.

III. APPROVAL OF THE JUNE 16, 2022, AUDIT COMMITTEE MEETING MINUTES

Trustee Cole moved to recommend to the full Board the approval of the minutes from the June 16, 2022, Audit committee meeting, as contained in the September 15, 2022, Board materials. Trustee McKenzie seconded the motion, which carried by roll call vote unanimously.

IV. REVIEW OF THE COMPLETED INTERNAL AUDITS

Trustee Cole introduced the next item on the agenda, the review of the completed internal audits. She then asked President Glover and Director of Internal Audit, Ms. Adrian Davis, to provide

pertinent information related to this agenda item. The material is included in the September 15, 2022, Board Meeting packet. This was an informational and discussion item, so no vote was required.

President Glover called on Ms. Davis to report on this agenda item. Ms. Davis stated that the procurement card review included procurement card purchases during the period July 1, 2021, through April 30, 2022, and that the audit was performed according to the International Standards for the Professional Practice of Internal Auditing. The objective of the audit was to determine if P-Card purchases were made in compliance with university policy and procedures.

According to Director Davis, the audit of the procurement card purchases revealed three findings but concluded that the university did have the appropriate controls in place to ensure compliance with policies and procedures. She stated that although there was room for improvement in certain areas of the procurement card program, the objective of the audit was met. Details of the review are outlined in the Board materials on pages #33 to #37.

Director Davis also shared that a review of the National Collegiate Athletic Association (NCAA) Student Assistance Fund for the fiscal year ending June 30, 2022, was completed. There were no findings and the review indicated that the university had the relevant procedures in place to ensure that student-athletes were eligible to receive SAF funds. The review also determined that the expenditure of these funds complies with NCAA guidelines. An outline of the review is found in the Board materials on page #40.

V. REVIEW OF OUTSTANDING AUDIT ISSUES

Trustee Cole announced the next item on the agenda, the review of outstanding audit issues and asked President Glover to provide pertinent information related to this agenda item. This was an informational and discussion item, so no vote was required.

President Glover again asked Director Davis to discuss this item as included in the Board Meeting packet. She pointed out that her office prepares a review of all outstanding audit issues which resulted from internal audits. She shared that the audit committee requests quarterly updates on management's progress towards correcting issues cited. The detailed status of the progress is outlined on pages #43 to #45 in the Board materials. Director Davis stated that the purpose of preparing this review was to meet the requirement of the Audit Committee. Chair Cole then thanked Director Davis for her report on this agenda item.

VI. EXECUTIVE SESSION FOR DISCUSSION OF ITEMS DEEMED CONFIDENTIAL UNDER STATE LAW

Chair Cole moved for the Audit Committee to go into Executive Session to discuss items deemed confidential under State law. Trustee Pinnock seconded the motion, which carried unanimously by roll call vote. The committee then transitioned into the Executive Session.

VII. ADJOURNMENT

There was no further discussion. Trustee Cole moved to adjourn the meeting and the motion was seconded by Trustee Pinnock. The motion carried unanimously by roll call vote. The meeting was adjourned at 12:06 p.m. CDT.