



## Audit Committee Minutes

Friday, Dec. 2, 2022

317 College Street, Clarksville, TN 37040

### Call to Order

Trustee Mealer, committee chair, called the meeting to order at 8:45 a.m.

### Roll Call/Declaration of Quorum

Dr. Carol Clark, secretary to the board, called the roll. Trustee Mealer stated there was a quorum.

ATTENDANCE ROLL CALL		
Name	Present	Absent
Trustee Atkins		X
Trustee Cannata	X	
Trustee Jenkins, <i>ex officio</i>		X
Trustee Mealer (Chair)	X	
Trustee Roe	X	

#### University Personnel Present

Dr. Michael Licari, President

Dr. Carol Clark, Secretary to the Board

Mr. Blayne Clements, Chief Audit Officer

Mr. David Sanchez, Associate Vice President and Chief Information Officer

Ms. Dannelle Whiteside, Vice President for Legal Affairs & Organizational Strategy

### Approval of Minutes

Trustee Mealer presented the minutes of the Sept. 16, 2022, meeting of the Audit Committee, both the public and executive sessions, to the committee for approval. She asked if there were any corrections or additions to the minutes. There were none.

Trustee Cannata moved to approve the minutes of the Audit Committee, both the public and executive sessions, as written. Trustee Roe seconded the motion.

A voice vote was taken, and the motion carried unanimously with three trustees voting yes.

## **Information Items**

### **A. Internal Audit Reports issued between Aug. 17, 2022, and Nov. 4, 2022, and List of Outstanding Audit Recommendations**

Mealer recognized Blayne Clements, chief audit officer, for a report. Clements discussed three audits completed between Aug. 17, 2022, and Nov. 4, 2022. The internal audit report for the Review of Physical Plant was issued Aug. 31, 2022, the internal audit report for the Review of the Office of Emergency Management was issued Oct. 18, 2022, and the internal audit report for the Annual Review of the President's Office was issued Nov. 4, 2022.

Clements also explained that the Office of Internal Audit follows up on all recommendations included in internal audit reports, and a summary of outstanding audit recommendations was provided to the committee.

### **B. Discussion of the Institute of Internal Auditors principles of independence and objectivity**

Trustee Mealer recognized Clements for a report. Clements explained the Office of Internal Audit is required by state law to comply with the mandatory guidance of the Institute of Internal Auditors (IIA). This guidance requires the Audit Committee to periodically be advised of the underlying principles of independence and objectivity.

### **C. Information Technology Security Update**

Trustee Mealer recognized David Sanchez, associate vice president and chief information officer, for an overview of Information Technology Security.

## **Adjournment**

Trustee Cannata moved to adjourn the Audit Committee meeting. Trustee Roe seconded the motion. A voice vote was taken and carried unanimously with three trustees voting yes. The meeting adjourned at 9:13 a.m.