Meeting of the Tennessee State University Board of Trustees
Audit Committee Meeting
February 19, 2026
Tennessee State University – The Farrell Westbrook Complex (the "Barn")

MINUTES

Committee Members Present: Trustees Dimeta Smith Knight, Marquita Qualls (virtual) and Dakasha Winton. Other Trustees present: Trevia Chatman, Terica Smith, Leticia Towns, and Artenzia Young-Seigler

University Staff Present: President Dwayne Tucker; Ginette Garza Brown, Interim General Counsel and Board Secretary

I. CALL TO ORDER

Committee Chair Smith Knight called the meeting to order at 2:31 p.m.

II. ROLL CALL/DECLARATION OF A QUORUM

Secretary Board conducted the roll call. The following committee members were present: Trustees Dimeta Smith Knight, Marquita Qualls and Dakasha Winton. Following the roll call, Secretary Brown determined that a quorum was present.

III. ADOPTION OF AGENDA

Chair Winton moved to adopt the agenda as presented. The motion was seconded by Trustee Qualls. A roll call vote was taken, with all present Committee members voting in favor of the motion. The motion passed unanimously.

IV. APPROVAL OF NOVEMBER 20, 2025, AUDIT COMMITTEE MEETING MINUTES

The minutes from the November 20, 2025, meeting of the Audit Committee were approved as submitted, with Chair Winton making the motion and Trustee Qualls seconding the motion. A roll call vote was taken, with all present Committee members voting in favor of the motion. The motion passed unanimously.

V. APPROVAL OF THE INTERNAL AUDIT CHARTER

Committee Chair Smith Knight introduced the next agenda item, the approval of the Internal Audit Charter, noting that the proposed charter and supporting materials were included in the Board materials for the meeting. Committee Chair Smith Knight presented this agenda item.

Committee Chair Smith Knight explained that revisions to the Internal Audit Charter were made to align with new global internal audit standards and to strengthen the overall language of the document. The Committee Chair noted that the updated charter reflects enhancements to existing practices and provides a more streamlined and consistent approach.

The Committee Chair further explained that the revisions were intended to ensure consistency with peer, locally governed institutions within the State of Tennessee and to reinforce current internal audit processes already in place at Tennessee State University.

Following discussion, Chair Winton made a motion to recommend approval of the Internal Audit Charter to the full Board, which was seconded by Trustee Qualls. A roll call vote was taken, with all present Committee members voting in favor of the motion. The motion passed unanimously.

VI. REPORT ON INTERNAL AND EXTERNAL AUDIT ITEMS

Committee Chair Smith Knight introduced the next agenda item, the report on internal and external audit items, noting that the materials for this item were included in the Board materials for the meeting. She stated that Dr. Forbes Williams was not present but had provided a written report outlining the status of internal and external audits, which was included for the Committee's review.

The Committee Chair noted that this was an informational item and did not require a vote. Trustees were invited to ask questions or provide comments. There being no questions or further discussion, the item was concluded.

VII. AUDIT PLAN UPDATE

Committee Chair Smith Knight introduced the next agenda item, the audit plan update, noting that the materials for this item were included in the Board materials for the meeting.

The Committee Chair stated that the materials were provided by Dr. Forbes Williams and that the item was presented for informational purposes only and did not require a vote. Trustees were invited to ask questions or provide comments. There being no questions or further discussion, the item was concluded.

VIII. ADJOURNMENT

Chair Winton moved to adjourn the session to enter into executive session, with the motion seconded by Trustee Qualls. A roll call vote was taken, with all present Committee members voting in favor of the motion. The motion passed unanimously. The meeting was adjourned to enter into executive session.