



University of North Texas System

Board of Regents

Schedule of Events for Audit Committee Meeting

February 16, 2026

University of North Texas
University Union, Room 385
1155 Union Circle
Denton, Texas

The Audit Committee of the University of North Texas System Board of Regents will meet on Monday, February 16, 2026, from 11:00 am until approximately 1:00 pm. Agenda items are scheduled to follow each other consecutively and may start earlier or later than the posted time depending on the length of the discussions and the reports of previous items. Please note that the estimated times given in the posting are only approximate and may be adjusted as required with no prior notice.

Any members of the Board may attend committee meetings. Because some Board members who are not committee members may attend committee meetings and thereby create a quorum of the full Board, committee meetings are also being posted as meetings of the full Board.

This meeting will take place at the University of North Texas, University Union. Please contact the Office of the Board Secretary with any questions at 214.752.5533.

10:00 am CONVENE AUDIT COMMITTEE

- Approval of minutes of the November 13, 2025, and December 11, 2025, Audit Committee meetings

Briefings:

Quarterly Report of Audit Activities

- Ninette Caruso, UNTS, Chief Audit Executive

UNTS Compliance Strategy

- Frank Bernard, UNTS, Chief Compliance Officer

ACTION ITEMS:

1. UNTS

Approval of Amendments to Audit Committee Charter

1:00 pm ADJOURNMENT



MINUTES

BOARD OF REGENTS Audit Committee November 13, 2025

The Audit Committee of the Board of Regents of the University of North Texas System convened on Thursday, November 13, 2025, at the University of North Texas at Dallas, Student Center, Campus Hall, located at 7300 University Hills Blvd., Dallas, Texas, with the following members in attendance: Regents Melisa Denis, Lindy Rydman, and John Scott.

There being a quorum present, the meeting was called to order by Committee Chair Terri West. As the first order of business, the Committee considered the minutes of the August 14, 2025, Audit Committee meeting. Pursuant to a motion by Regent John Scott, and seconded by Regent Lindy Rydman, the minutes of the May 15, 2025, Audit Committee meeting were approved on a 4-0 vote.

The Committee had one briefing. UNT System Chief Audit Executive, Ninette Caruso, presented the **Quarterly Report of Audit Activities**.

There being no further business, the Committee meeting adjourned.

Submitted By:

A handwritten signature in blue ink, reading "Rachel Barone", is written over a horizontal line.

Rachel Barone, Secretary
Board of Regents

Date: 1.06.2026



MINUTES

BOARD OF REGENTS Audit Committee December 11, 2025

The Audit Committee of the Board of Regents of the University of North Texas System convened by videoconference on Thursday, December 11, 2025, with the following members in attendance: Regents Terri West, Melisa Denis, and Laura Wright. The meeting was conducted by videoconference with no in-person attendance. The videoconference meeting was livestreamed for public viewing.

There being a quorum present, the meeting was called to order by Committee Chair Terri West at 9:01 a.m.

The Committee considered one action item.

1. UNTS Acceptance of the Externally Audited UNT System FY25 Annual Comprehensive Financial Report (ACFR)

Pursuant to a motion by Regent Melisa Denis, and seconded by Regent Laura Wright, the Committee Action passed on a 3-0 vote.

There being no further business, the Committee meeting adjourned at 9:20 a.m.

Submitted By:

A handwritten signature in blue ink, reading "Rachel Barone", is written over a horizontal line.

Rachel Barone
Board Secretary

Date: 1.06.2026

To: Audit Committee

From: Ninette Caruso, Chief Audit Executive and Enterprise Risk Officer
Donald Rickett, Sr. Director, Internal Audit

Subject: Audit Committee Update

Date: February 16, 2026

Audit Committee,

Internal Audit is pleased to provide the FY26Q2 Quarterly Report of Audit Activities to the Audit Committee. The quarterly report covers the following areas: Internal Audit plan progress, audit engagement results, and the status of management action plans.

FY26Q2 Quarterly Report of Audit Activities

1. Internal Audit Plan Status

The FY26 Internal Audit Plan is underway, with nine projects (four are continuous throughout the year) currently in progress. Eleven projects have been completed this quarter, and background on these projects has been included in section two, "Audit Engagements Completed". There is one audit plan cancellation this quarter. The medium risk Animal Research audit is being cancelled to allow research management to focus on higher-risk matters raised in recent audits and the implementation of the Research Security controls.

2. Audit Engagements Completed - Background

11 projects are being reported this quarter:

Assurance:

- **UNT System Enterprise – Backup, Restoration & Data Recovery:** Backup, Restoration, and Data Recovery processes help ensure that UNT System Enterprise can quickly restore critical data and IT services after an unexpected loss or disruption, that can occur from outages, cyberattacks, human error, or system failures. The audit focused on whether clear standards, assigned responsibilities, and effective practices are in place to enable timely and reliable data recovery after a disruption, and that staff are trained, restoration procedures are tested, and backup data is protected from unauthorized access or tampering.
- **UNT Dallas - Health & Environmental Laboratory Safety:** The Health and Environmental Laboratory Safety audit at the University of North Texas Dallas assessed the effectiveness of safety protocols across various laboratories (e.g., biology, chemistry), with different risk profiles. The audit focused on compliance requirements (e.g., Occupational Safety and Health Administration requirements), evaluating key areas such as equipment maintenance, training, safety compliance, risk assessments, and resiliency planning. The audit was scheduled prior to the new STEM building opening and provided additional advisory comments to assist UNT Dallas in ensuring Laboratory health and safety when the new building becomes operational.

- **UNT System Enterprise - Electronic Payments:** Electronic payments are secure, automated transactions that replace cash and paper checks, enabling faster, more traceable, and efficient processing across the UNT System Enterprise. These methods, including ACH and wire transfers, purchasing cards, digital wallets, and direct deposits, support a wide range of institutional activities such as payroll, accounts payable, treasury operations, dining, library, and athletics. Given the volume and financial impact of these transactions, the audit focused on electronic payment authorization, security, and accuracy. Additionally, the audit assessed whether controls were in place to safeguard institutional funds and ensure compliant, reliable payment processing.
- **UNT - Joint Admission Medical Program:** The Joint Admission Medical Program (JAMP) is a special program created by the Texas Legislature to support and encourage highly qualified, economically disadvantaged students pursuing a medical education. JAMP is funded through the Texas Higher Education Coordinating Board. Students participating in JAMP can receive financial and academic support, mentoring, hands-on experience, and guaranteed admission into a participating Texas medical school for meeting certain criteria. JAMP is governed by the JAMP Council, which is composed of representatives from the state's participating medical schools. The audit focused on UNT's compliance with the JAMP Agreement and Expenditure Guidelines.
- **UNT - Patient Access, Coding, and Billing Review:** Patient Access, Coding, and Billing processes were reviewed at the following UNT healthcare clinics: Audiology & Speech-Language Pathology Clinic, the Kristin Farmer Autism Center and the Student Health and Wellness Center. In healthcare operations, patient access, coding, and billing serve as the foundation of revenue cycle management (RCM), ensuring that each patient encounter, from initial scheduling through final payment, results in accurate, timely, and compliant reimbursement. The audit focused on the three components of RCM. Front-end activities such as scheduling, preregistration, insurance verification, and early financial engagement establish the accuracy needed to prevent billing errors and reduce claim denials. Middle-cycle activities strengthen this foundation by helping ensure complete and accurate clinical documentation, compliant coding, and proper charge capture to minimize audit risks and missed reimbursement. Back-end RCM then completes the process through claims submission, payment posting, denial management, and collections, ensuring the organization receives full and accurate payment for services provided.
- **UNT - Student-Managed Investment Fund:** The Student Managed Investment Fund, established in 2002 through a gift from Colonel Guy M. Cloud, Jr., is managed by the Student Investment Group under the supervision of the G. Brint Ryan College of Business and serves as both an investment learning tool and a scholarship funding vehicle once the portfolio exceeds \$1 million. The Fund is audited by student auditors and periodically by UNT System Internal Audit. The investment- has grown from \$285,000 at inception to \$1.35 million as of September 2025, and the College of Business is reviewing scholarship distribution processes, with initial awards targeted for Spring 2026.
- **UNT - Tuition and Fees:** The objective of the audit was to assess whether tuition and fee charges were applied to student accounts accurately, completely, and timely. Repeatable monitoring procedures have been designed to evaluate an institution's processes, using data analytics to review large data sets of transactions. The review covered Tuition & Fees for the Fall 2025 semester.

Advisory/ Continuous Monitoring:

- **UNT System Enterprise - Deferred Maintenance:** The Deferred Maintenance Program helps Institutions manage and fund building and infrastructure repairs that have been postponed. UNT System Enterprise is strengthening its governance over its Deferred Maintenance Program through the development of a system-wide regulation which establishes a formal governance structure, a system of record to monitor asset conditions, a methodology for project prioritization as well as future funding approach. Internal Audit continued to monitor program developments and engage with management and are happy to report the closure of the last remaining open audit findings.
- **UNT - Institutional and Program Accreditation:** Institutional accreditation confirms that a university meets broad academic and organizational quality standards, while programmatic accreditation verifies that individual programs meet industry -specific standards necessary for professional licensure or certification. UNT must be accredited as an institution every 10 years with a mid-year review at the 5-year mark. Certain degrees must also be accredited. The objective of continuous monitoring is to review the UNT's tracking and review processes that help ensure both the Institutional and required degree accreditation programs are being monitored by the university, including any potential issues identified by the accreditor.
- **UNT System Enterprise - Third Party Risk Management Implementation:** The Third-party risk management (TPRM) program manages risks from external vendors to protect the institution's operations, data, reputation and compliance obligations. Internal Audit is conducting ongoing monitoring of the implementation of the Third-Party Risk Management (TPRM) Program and related software. The current workstream focuses on establishing governance methodology and a vendor evaluation framework in the Jaggaer software platform. The intended outcome is to enable the organization to assess the risk levels of contracts and engagements, allowing for targeted monitoring and oversight of the highest risk vendors. The next steps will be to develop and roll-out an approach for ongoing monitoring of high-risk vendors.
- **UNT System Enterprise - Continuity of Operations:** The Continuity of Operations (COOP) program enables institutions to maintain essential operations and recover quickly from disruptions, including natural disasters, cyber incidents, and other emergencies. UNT System Enterprise has been enhancing its COOP governance structures and programs. Internal Audit continues to collaborate with the area to monitor Continuity of Operations program enhancements and rollout.

The results of the above completed reviews have been included in the quarterly presentation.

3. Status of Management Action Plans

Management has made progress in closing 10 action plans that were validated by Internal Audit. With the addition of new action plans from recently issued audits, there was a net change of open actions from 50 to 95. The dramatic increase in management actions is the result of a granular, tactical management action plan for a limited number of completed reviews. Of the 95 open actions, 78 (82%) are on target to complete the management action(s) on the original due date, 14 (15%) have revised due dates, and three (3%) are pending Internal Audit validation.

Note: Some critical observations impact all institutions and are addressed at the governance committee level, while others are more targeted and addressed where applicable.

Closing

The change in the risk landscape at higher institutions is accelerating, and the Internal Audit Plan may adjust as required to meet this rapidly changing landscape. The interconnectivity of risks and therefore the need to partner with numerous functions to identify and mitigate these risks has also increased. As the complexity increases, the Internal Audit function will have to invest in future looking practices.

Quarterly Report of Audit Activities

Presented by Ninette Caruso
February 16, 2025

- FY26 2Q – Quarterly Report of Activities
 - Plan Status
 - Results
 - Status of Management Actions

FY26 INTERNAL AUDIT PLAN STATUS (AS OF 1/15/26)

2026 Risk Rating:
C – Critical M - Medium
H – High L - Low

Plan Status	Area	Audit	UNTS	UNT	UNT Health	UNTD
Cancelled	Research	Animal Research (M)		X	X	
Continuous	Academic Affairs	Institutional and Program Accreditation – Monitoring (M)		X		
	Facilities Management	Deferred Maintenance – Monitoring (H)	X	X	X	X
	Governance	Continuity of Operations – Advisory (C)	X	X	X	X
	Supply Chain	Third Party Risk Management Implementation – Monitoring (H)	X	X	X	X
Completed – 2Q26	Finance	Electronic Payments (M)	X	X	X	X
	Institutional Safety	Health and Environmental Laboratory Safety (M)				X
	Medical Patient Revenue	Patient Access, Coding, and Billing (H)		X		
	Research	Joint Admission Medical Program (JAMP) - Mandatory		X		
		Student-Managed Investment Fund (SMIF) - Mandatory		X		
	Student Enrollment and Financial Management	Tuition and Fees (M)		X		
	Technology	Backup, Restoration & Recovery (M)	X	X	X	X
In-Progress	Academic Affairs	Add: Limited Scope Review – College of Education		X		
	Finance	Asset Management (M)			X	
	Institutional Safety	Student Living Security, Minors on Campus (H)		X		X
	Strategic Planning & Auxiliary	Revenue Contract Governance and Accounting (H)		X		
	Student Services	Student and Employee Mental Health Management (H)	X	X	X	X

Entity	Engagement Name	Summary of Observations
Enterprise	Backup, Restoration & Data Recovery	<ul style="list-style-type: none"> • Recovery time and point objectives not consistently defined • Inconsistent restoration and contingency testing • Lack of standardized backup procedures and training • Backup security controls not consistently evidenced
Enterprise	Electronic Payments	<ul style="list-style-type: none"> • State vendor payment process fraud risk • Banking access and secure file transmission • Missing approvals and supporting documentation
UNT Dallas	Health and Environmental Laboratory Safety	<ul style="list-style-type: none"> • Gaps in laboratory safety policies and procedures • Health and safety governance practices • Physical access and laboratory security

Entity	Engagement Name	Summary of Observations
UNT	Joint Admission Medical Program (JAMP)	<ul style="list-style-type: none"> Secondary expenditure approvals not consistently obtained
UNT	Patient Access, Coding, and Billing	<ul style="list-style-type: none"> Billing Timeliness and Oversight Provider Credentialing and Revenue Cycle Coordination Transmission of Protected Health Information Charge Description Master (CDM) Maintenance Patient Intake and Required Forms Verification of Benefits
UNT	Student Managed Investment Fund (SMIF)	<ul style="list-style-type: none"> None
UNT	Tuition and Fees	<ul style="list-style-type: none"> None

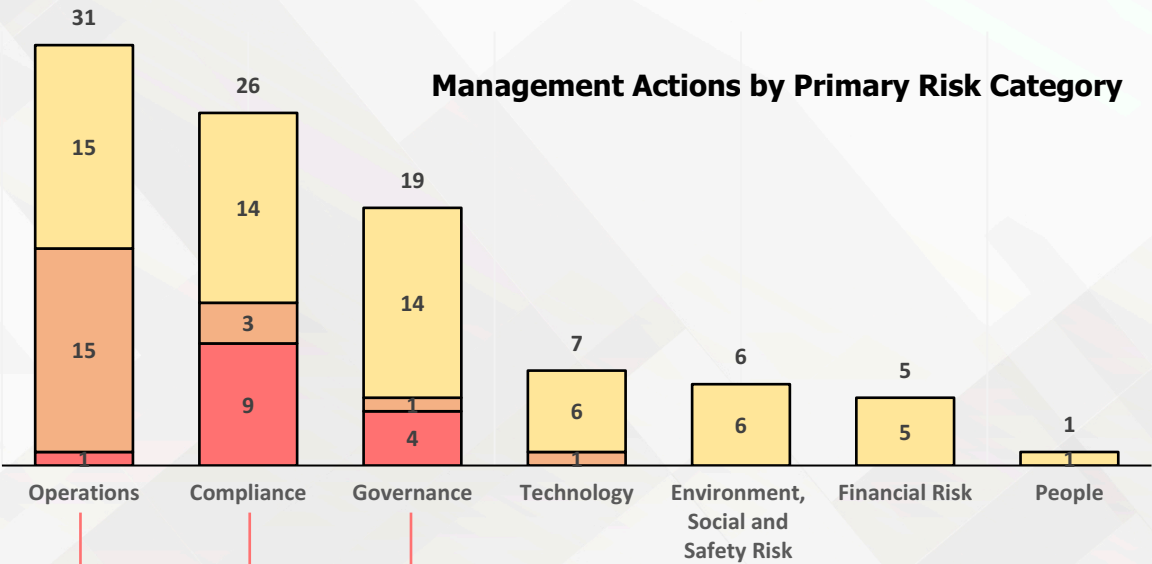
FY26 Q2 ADVISORY AND CONTINUOUS MONITORING REVIEWS COMPLETED (AS OF 1/15/26)

Entity	Engagement Name	Comment
UNT	Institutional and Program Accreditation	Reviewed tracking of accreditation due dates for accuracy and completeness of degree programs included
System	Deferred Maintenance	Reviewed progress in the development and implementation of a Deferred Maintenance governance framework
System	Third Party Risk Management	Reviewed progress of risk scoring of vendors and identification of vendors requiring enhanced monitoring
System	Continuity of Operations	Continued collaboration with the area to monitor Continuity of Operations program enhancements and rollout

Assurance action plans are monitored and validated by Internal Audit as agreed. One observation may have action plans with multiple steps for remediation. 34% YTD (39% FY25) of reported audit observations were self-identified by management.

	On-Target	Revised Due Dates	Pending IA Validation	Total	Closed (Validated)
26Q2	78 (82%)	14 (15%)	3 (3%)	95	10
	11	3	0	14	1
	14	4	2	20	2
	53	7	1	61	7
26Q1	44 (88%)	6 (12%)	0	50	21
25Q4	35 (78%)	8 (18%)	2 (4%)	45	13
25Q3	26 (64%)	14 (34%)	1 (2%)	41	27

Mitigation actions with Due Dates > 12 Months	
26 Q2	2 (2%)
26 Q1	7 (14%)
25 Q4	5 (11%)
25 Q3	2 (5%)



Third Party Risk Monitoring

UNT / UNT Health - Conflict of Interest
UNT Health - Time and Effort Reporting

Crisis Communication Plan
(UNT/ UNT Health) International Compliance;
Travel, Training, Technology
UNT Oversight of Research and Grants

Strategic Risk Governance & Compliance Maturity

The Way Forward 2025 - 2026

From Reactive Oversight to Proactive Risk Governance:
Strengthening Trust, Foresight, and Institutional Compliance

Feb 2026, Frank Bernard, V1, System Compliance,

Agenda

Compliance's Purpose & Boundaries

Compliance Program Assessment

24 Months Strategic Vision

Closing

Q & A

Compliance is a strategic partner that protects the university's mission, people, and public trust. Its core role is *guidance, governance, and oversight* — not policing, ownership of operations, or decision-making authority.



Compliance Program Assessment

Independent Compliance Assessment (Protiviti 2022)

- Compliance program assessed as **"Defined"**

Continuity Review

- Leveraged Protiviti assessment
- Reviewed current compliance program
- Interviewed key stakeholders
- Evaluated current regulatory and enforcement environment

Current Assessment

- The program is operating as three separate siloed units versus a systemwide compliance model
- The program requires standardization to continue to qualify as "effective"
- The program must expand to use data and technology to scale new risks

Strategy Rationale

- Respects and builds on prior independent findings
- Updates the program for today's risk environment
- Improves coordination across the institution
- Ensures the program can scale as risks evolve

24 Months Strategic Vision





Goal: Move from fragmented oversight to structured control, informed prioritization, and focused action.

Systemwide Governance Model	Clarify accountability, decision rights, and authority across the UNT System.
Compliance Charter	Formally define the mandate, authority, and independence of the compliance function.
Essential Functions Matrix	Define the core, non-negotiable functions of the compliance program and delineate oversight responsibilities from operational execution.
Compliance Risk Prioritization Framework	Define how compliance risks are assessed, ranked, and elevated for Board visibility.



Goal: Embed consistency and transparency across the system—ensuring that governance does not rely on individual discretion, but on standardized, defensible processes.

KPI Framework	Establishes a standardized set of risk-based performance indicators to monitor the effectiveness, maturity, and trajectory of the compliance program.
High Risk Maturity Plan	Outlines a phased, time-bound roadmap to stabilize, standardize, and mature compliance controls in the institution’s highest-risk areas.
Investigation Protocol	Defines how ethics and compliance matters are assessed, investigated, and resolved across the system.
Compliance Quarterly Reporting	Provides a structured, repeatable mechanism for communicating compliance risk, performance, and emerging issues to the Board.



Goal: Embeds compliance into leadership behavior, operational performance, and Board oversight—ensuring maturity is sustained, measured, and visible.

Compliance Training Plan	Defines a risk-based, role-appropriate training strategy aligned to regulatory requirements and institutional risk exposure.
“Tone at the Top” Communication Strategy	Defines a deliberate, coordinated approach for leadership and Board messaging that reinforces ethical expectations, accountability, and compliance culture.
Compliance AI Dashboard Proposal	Proposes an analytics-enabled dashboard to provide real-time, risk-focused visibility into compliance performance, trends, and emerging issues.



Goal: Ensure compliance maturity is sustained, measured, and continuously strengthened - preventing regression and supporting long-term institutional resilience.

Corrective Actions Framework	Defines how compliance issues move from identification to sustained resolution.
Mandatory Audits Management Plan	Establishes disciplined oversight of mandatory audits and examinations.
Annual Compliance Report	Delivers a comprehensive, enterprise-level assessment of compliance risk, program effectiveness, and maturity over the reporting year.





Question & Answer



Board Briefing

Committee: Audit

Submission Date: 1/28/2026

Title: Amendments to Audit Committee Charter

BACKGROUND SUMMARY:

The charter for the Audit Committee of the UNT System Board of Regents outlines the committee's responsibility for oversight of the quality and integrity of the accounting and financial reporting practices and financial statements of the UNT System. The enclosed amendments are intended to enhance governance by clarifying the committee's role in the selection, appointment, and evaluation of the External Auditor (an independent firm responsible for reviewing financial statements).

PURPOSE:

The Audit Committee charter seeks to define the Committee's purpose, primary goals, and objectives and clarify how members will work together to fulfill the goals and objectives of the Committee as a whole.

ASSESSMENT:

Per Regents Rule 03.408, it is the responsibility of the Audit Committee to establish a charter that outlines the scope of the Committee's responsibilities. The charter language will be evaluated on an annual basis to ensure it remains relevant and effective to the System and its institutions. Committee action must receive authorization and approval from the Board prior to implementation.

FINANCIAL IMPLICATIONS/TIMELINE:

There is no financial impact.

PROPOSED BOARD ACTION:

Approval of Amendments to the Audit Committee Charter.

Attachments Filed Electronically:

1. Amended Audit Committee Charter-redlined
-

Legal Approval:

Alan Stucky

Alan Stucky
General Counsel

Recommendation for Approval:

Gregory R. Anderson
Gregory R. Anderson (Feb 5, 2026 07:51:40 CST)

Gregory R. Anderson
Deputy Chancellor,
Finance and Operations

Michael R. Williams

Michael R. Williams
Chancellor



Board Order 2026-

Title: Amendments to the Audit Committee Charter

At an official meeting of the Board of Regents of the University of North Texas System properly posted and held on February 19, 2025, pursuant to a motion made by Regent _____ and seconded by Regent _____, the Board approved the motion presented below:

Whereas, it is the responsibility of the Audit Committee to establish a charter that outlines the scope of the Committee's responsibilities; and,

Whereas, the charter for the Audit Committee of the UNT System Board of Regents assigns the committee responsibility for oversight of the quality and integrity of the accounting and financial reporting practices and financial statements of the UNT System; and,

Whereas, the proposed amendments are intended to strengthen the Committee's oversight by clarifying its responsibility for the selection, appointment, and evaluation of the External Auditor,

Now, Therefore, The Board of Regents authorizes and approves the following:

1. Amendments to the Audit Committee Charter.
-

Board Action:

VOTE: _____ ayes _____ nays _____ abstentions

Attested By:

Approved By:

Rachel Barone, Secretary
Board of Regents

Laura Wright, Chair
Board of Regents

UNIVERSITY OF NORTH TEXAS SYSTEM BOARD OF REGENTS

AUDIT COMMITTEE CHARTER

INTRODUCTION

The Audit Committee (“Committee”) of the Board of Regents (the “Board”) is established pursuant to Section 03.401 of the University of North Texas System’s (the “System”) *Regents Rules*. The purpose of this Charter is to provide guidelines for the operation of the Committee to further define its role, duties, and responsibilities. This charter broadly defines the Committee’s responsibilities.

Membership

Committee members are appointed by the Chair of the Board. The Committee shall be composed of not less than four members of the Board. One Committee member shall be appointed by the Board Chair to be Chair of the Committee. The Committee will meet at least quarterly or more frequently as the Committee Chair dictates or as circumstances require.

General Purpose and Scope

The purpose of the Committee is to assist the Board in its oversight of the integrity of the System’s financial statements, performance of the System’s internal audit function and independent auditors, independent auditor’s qualifications and independence, and compliance with applicable legal and regulatory requirements. The Committee also oversees compliance and enterprise risk management.

While the Committee has the responsibilities set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the System’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles, applicable rules, and regulations. These are the responsibilities of management and the independent auditor.

Committee Responsibilities

The responsibilities of the Committee are as follows:

Review and approve and recommend to the Board:

- The Annual Comprehensive Financial Report (ACFR) and Independent Auditor’s Report
- The appointment and selection of Chief Audit Executive who reports directly to the Committee
- The selection of the External Auditor
- Annual review and approval of the Internal Audit risk-based audit plan, budget, staffing, and organizational structure
- The Internal Audit Charter
- The Audit Committee Charter

Provide governance and oversight in the following areas:

- Quality and integrity of System's financial statements, accounting principles and policies, and its systems of internal controls
- Legal and regulatory matters that may have a material impact on the financial statements, the System's compliance with policies and any material reports or inquiries received from government agencies
- Annual risk assessment process for the System and component institutions
- Recommend specific topics appropriate for review related to risk management programs and activities
- Quarterly compliance reports on the effectiveness of compliance programs
- Annual review of *Compliance and Ethics Program* and *Compliance and Integrity Program*
- Monitor, evaluate, and if necessary, recommend the replacement of the External Auditor
- Annual review of the External Auditor's proposed audit scope and approach
- Annual evaluation of performance of External Auditor and approval of audit engagement fees and terms of audit services to be provided by the External Auditor
- Annual review of External Auditor's independence
- Annual review of External Auditor's internal quality-control program and results
- Select, monitor, evaluate, compensate, and if necessary, replace the Chief Audit Executive
- Review internal audit reports and findings, and monitor implementation of recommendations from findings
- Other responsibilities specifically assigned to the Committee.

Adopted: 05.19.22

Effective: 05.19.22

Revised: