

<b>Committee Name:</b>	Audit Committee	
<b>Committee Chair:</b>	Elyce Dilworth	<b>Vice Chair:</b> Laura Winslow
<b>Minutes recorded by:</b>	Elyce Dilworth	<b>Date/time of meeting:</b> July 12, 2021/8:00 p.m. ET

## Motions Passed:

1.

<b>Number of committee members present:</b> 7	<b>Absent:</b> 0	<b>Number of others present:</b> 1
<b>Committee members present:</b> Elyce Dilworth (Chair), Laura Winslow (Vice Chair), Jeanne Ensign, Brandon Franklin, Jill Gellatly, Teddy Decker (Treasurer, ex-officio), Susan Kuhlman (Chief Financial Officer, ex-officio)		
<b>Others present:</b> Adrienne McKee (USMS Staff Accountant)		

## Minutes

The meeting was called to order at 8:00 p.m. ET.

The Audit Committee (the “Committee”) met via Zoom with Rob Lane, Samantha Phillips and Samantha Rudolph of Kerkering, Barberio & Co. (“KB”), auditors of USMS. The purpose of the meeting was to discuss the 2020 audit results. Ms. Phillips reviewed the required communications with the Committee and noted KB would be issuing an unmodified opinion. She indicated no material weaknesses or significant deficiencies were detected in the internal control system, no illegal acts or irregularities were noted and there were no management recommendations. Ms. Phillips also discussed the reclassification entries to the financial statements, noting they were similar to prior years. She also stated there were no proposed audit adjustments or uncorrected misstatements. Ms. Phillips and Mr. Lane responded to the Committee’s questions.

Ms. Phillips reviewed upcoming accounting standards including accounting for leases and enhanced disclosure requirements for not-for-profit entities related to contributed (in-kind) non-financial assets.

Next, Ms. Phillips reviewed KB’s PowerPoint presentation to the Committee and Board of Directors. With respect to the allocation of expenses, Mr. Lane noted that general and administrative expenses generally increased across not-for-profit entities in 2020. The Committee suggested revisions and clarifications to some charts in the slide deck before the final document is delivered to the Board of Directors for their mid-year meeting to be held in August. The Committee also agreed there should be a brief presentation of the slide deck at the August Board meeting with time for the Board to ask questions.

Mr. Lane noted the audit went very well and no difficulties were encountered. Ms. Phillips indicated KB was very pleased with the quality of the audit materials and financial statements and the assistance provided by Ms. Kuhlman and Mr. Hughes during the audit. Ms. Kuhlman and Ms. McKee were excused from the meeting so that the Committee could meet in executive session with KB. At the conclusion of the executive session, the Committee thanked KB for their presentation.

There being no further business, the meeting was adjourned at 9:00 p.m. ET.