

AUDIT, COMPLIANCE AND GOVERNANCE COMMITTEE
of Connecticut Innovations, Incorporated
Minutes – Regular Meeting
May 29, 2014

A meeting of the **Audit, Compliance and Governance Committee of Connecticut Innovations, Incorporated** (the "Audit Committee") was held on May 29, 2014, at the office of Connecticut Innovations, Inc., 865 Brook Street, Rocky Hill, CT.

1. **Call to Order:** There being a quorum present, the Audit Committee meeting was called to order at 9:05 a.m.

2. **Roll Call of Members and Guests Present:**

Audit Committee members present: Paul R. Pescatello, Chairperson of the Audit Committee; Michael Cantor, Chairperson of CI (by phone); Alan K. Greene (by phone).

Staff present: Claire Leonardi, Phil Siuta, Suzanne Kaswan, Glendowlyn Thames; and Carolyn Hawkins.

3. **Approval of Minutes:** The Audit Committee members were asked to consider the minutes of the October 28, 2013 meeting.

Upon a motion made by Mr. Cantor, seconded by Mr. Pescatello, the Audit Committee members voted in favor of adopting the minutes of the October 28, 2013 meeting as presented.

4. **Audit Planning – update members on the schedule and current audits**

Mr. Siuta updated the committee on the audit engagements that will take place at CI for FY 2014. Marcum LLP is in year two of three year engagement to audit the books of CI for FY 2014. The State Auditors are currently preparing a compliance audit. Mr. Siuta also noted that CI will have two new audits this year; one for the books of the CT Bioscience Innovation Fund and one for Regenerative Medicine.

5. Review and Discussion of Draft Audit, Compliance and Governance Committee Charter

Ms. Thames reviewed the draft Charter developed for the Audit, Compliance and Governance Committee noting that committee charters have been developed for all of CI's standing committees. In addition, Ms. Thames indicated that initial feedback was received from Paul Pescatello, Chair and Scott Murphy, CI's outside counsel.

Ms. Leonardi stated that the Charters will serve to better organize how each committee conducts its' business and clearly define each committees respective authority and responsibilities.

Upon a motion made by Mr. Pescatello, seconded by Mr. Greene, the Audit Committee members voted in favor of recommending the adoption of the Audit, Compliance and Governance Committee Charter.

6. Recommendation to Appoint Glendowlyn Thames as the New Ethics Liaison and Ethics Compliance Officer for CI

Ms. Leonardi recommended Glendowlyn Thames to the position of Ethics Liaison and Compliance Officer for CI.

Upon a motion made by Mr. Pescatello, seconded by Mr. Greene, the Audit, Compliance and Governance Committee members voted in favor of recommending the appointment of Glendowlyn Thames to the position of Ethics Liaison and Compliance Officer for CI.

7. Executive Session – Personnel Matters

Upon a motion made by Mr. Pescatello, seconded by Mr. Greene, the Audit, Compliance and Governance Committee voted unanimously in favor of going into executive session at 9:25 a.m. to discuss personnel matters.

The executive session ended at 9:30 a.m., and the regular meeting was immediately reconvened.

Motion to Approve Proposal to Grandfather Excess Vacation Time for Russ Tweeddale with the Following Conditions:

The CI Handbook was recently modified to cap vacation time at 120 days for employees hired prior to 1998. CI had one employee hired prior to 1998 whose vacation accruals exceeded 120 days (Mr. Russ Tweeddale who presently has about 150 days of accrued vacation time). Ms. Leonardi proposed that the Audit, Compliance and Governance Committee approve a plan to grandfather Mr. Tweeddale's use of his vacation time over his allowable accruals. We are requesting that Mr. Tweeddale have until July 1, 2016 to use any additional days over his current allowable accrual of 120 days. On July 1, 2016, any unused vacation accruals over 120 days will be forfeited.

Upon a motion made by Mr. Pescatello and seconded by Mr. Greene, the Audit, Compliance and Governance Committee voted in favor of approving the proposal to grandfather excess vacation time for Russ Tweeddale and allow Mr. Tweeddale until July 1, 2016 to utilize his current vacation accruals over 120 days. Any vacation time that is not used by that date will be forfeited.

8. **Adjournment:** Upon a motion made by Mr. Greene, seconded by Mr. Cantor, the Audit, Compliance and Governance Committee members voted in favor of adjourning the May 29, 2014 meeting at 9:33 a.m.

Respectfully submitted,



Paul Pescatello
Chairperson of the Audit, Compliance and Governance Committee