

**Minutes**  
University of Connecticut Board of Trustees  
University of Connecticut Health Center Board of Directors  
**Joint Audit & Compliance Committee**  
Minutes of the Virtual Meeting  
**December 19, 2024**

ATTENDEES	
Committee Members	<u>Board of Trustees</u> Mark Boxer, Andrea Dennis-LaVigne, Jeanine Gouin, Daniel Toscano  <u>UConn Health Board of Directors</u> Francis Archambault, Jr., Richard Carbray, Jr.
University Staff	Radenka Maric, Andrew Agwunobi, Donald Babcock, Anne D’Alleva, David Denuzzio, Michael Dwyer, Kimberly Fearney, Jeffrey Geoghegan, Haleh Ghaemolsabahi, Kim Hill, Andrea Keilty, Stacy Koehler, Alyse Lofman-Kwapien, Peggy McCarthy, Rick McCarthy, Claire Murray, Gregory Perrotti, Angelo Quaresima, Rachel Rubin, Janel Simpson, Scott Simpson, Joseph Thompson, David Wallace, and Michelle Williams
External Invitees	John Harrison, Darryn McGarvey, Shane Metzler, Taylor Puuri

Vice-Chair Boxer called the meeting to order at 10:00 a.m.

1. Executive Session

On a motion by Director Archambault, seconded by Director Carbray, the Committee voted unanimously to go into Executive Session to discuss:

- C.G.S. 1-210(b)(1) – Preliminary drafts or notes that the public agency has determined that the public’s interest in withholding such documents clearly outweighs the public interest in disclosure; and
- C.G.S. 1-200(6)(B) – Records or the information contained therein pertaining to strategy and negotiations with respect to pending claims; and
- C.G.S. 1-210(b)(10) – Records, reports and statements privileged by the attorney-client relationship; and
- C.G.S. 1-210(b)(20) – Records of standards, procedures, processes, software, and codes not otherwise available to the public, the disclosure of which would compromise the security and integrity of an information technology system.

The entire Executive Session was attended by the following:

Committee members: Boxer, Archambault, Carbray, Dennis-LaVigne, Gouin, and Toscano.

University Staff: Maric, Agwunobi, D’Alleva, Dwyer, Fearney, Geoghegan, Hill, Keilty, Koehler, P. McCarthy, Murray, Perrotti, Quaresima, Rubin, J. Simpson, S. Simpson, and Williams.

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The following University staff were in attendance for part of the Executive Session: Babcock, Ghaemolsabahi, R. McCarthy, and Wallace.

The Executive Session ended at 10:39 a.m., and the Committee returned to Open Session at 10:40 a.m.

**2. Public Participation**

No members of the public signed up to address the Committee.

**3. Minutes of September 26, 2024, Meeting**

On a motion by Director Archambault, seconded by Trustee Dennis-LaVigne, the Committee voted to unanimously approve the minutes of the September 26, 2024, meeting.

**4. External Audit Activities**

Associate Vice President and Chief Audit Executive Quaresima provided an update on the status of external audit engagements.

Darryn McGarvey and Taylor Puuri of Clifton Larson Allen, LLP (CLA) presented their audits of UConn Health's John Dempsey Hospital, UConn Medical Group & Finance Corporation Financial Statements for Fiscal Year Ended June 30, 2024.

Mr. Quaresima requested that the Committee approve the extension of the appointment of CLA for Fiscal Year 2025.

On a motion by Director Archambault, seconded by Trustee Dennis-LaVigne, the Committee voted to unanimously approve the extension of CLA's engagement for Fiscal Year 2025.

Shane Metzler of James Moore & Co (JMC)) presented their Independent Accountants' Report on the Application of Agreed-Upon Procedures performed on the Athletics Program as required by the NCAA for Fiscal Year Ended June 30, 2024.

John Harrison of the Auditors of Public Accounts presented the UConn and UConn Health Annual Comprehensive Financial Reports for Fiscal Year Ended June 30, 2024.

**5. Significant Internal Audit Activities**

Mr. Quaresima provided an update on the status of internal audits. The Committee reviewed and accepted two audit reports. The Committee was updated on the status of internal audit observations.

Mr. Quaresima provided the committee with revised charters for both the Office of Audit & Management Advisory Services as well as the Joint Audit & Compliance Committee.

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On a motion by Director Archambault, seconded by Trustee Dennis-LaVigne, the Committee voted to unanimously approve the revised Audit & Management Advisory Services charter.

On a motion by Director Archambault, seconded by Trustee Dennis-LaVigne, the Committee voted to unanimously approve the revised Joint Audit & Compliance Committee charter.

6. Compliance Activities

Associate Vice President and Chief Compliance Officer Fearney presented the Committee with an update on significant compliance activities, the University Compliance Data and Trends 2024 Annual Report, as well as several informational/educational items.

Interim Chief Healthcare Compliance & Privacy Officer, Scott Simpson provided an update on Healthcare Compliance & Privacy. Mr. Simpson introduced Michael Dwyer, who was recently hired as the new Chief Healthcare Compliance & Privacy Officer.

7. Information Technology Updates

Interim Associate Vice President and Chief Information Officer Ghaemolsabahi provided an update on the UConn information technology activities.

Chief Information Officer R. McCarthy provided an update on UConn Health information technology activities.

8. Other Business

The JACC meeting schedule for the calendar year 2025 was provided to the Committee.

9. Adjournment

On a motion by Trustee Gouin, seconded by Director Archambault, the Committee voted unanimously to adjourn the meeting. The Committee adjourned at 11:26 a.m.

Respectfully submitted,  
*Karen Violette*