

**MEETING OF THE
AUDIT COMMITTEE**
Connecticut State Colleges and Universities
Board of Regents for Higher Education
39 Woodland Street
Hartford, Connecticut

Wednesday, January 11, 2012, at 12:00 p.m.
Room 209

Minutes

REGENTS PRESENT

Craig Lappen, Chair
Michael Pollard

REGENTS ABSENT

Nick Donofrio

CONNSCU STAFF PRESENT

Vicky Greene, Chief Financial and Administrative Officer, CCCs, Elizabeth Squillace, Director of Accounting and Finance, CCCs; Cliff Williams, Chief Financial and Administrative Officer, COSC, Pamela J. Kedderis, Executive Director for Finance and Administration, ConnSCU/BOR; Mitch Knight, Director of Internal Audit, CSU; Rosalie Butler, Administrative Assistant for Finance, ConnSCU/BOR

PWC STAFF PRESENT

LeeAnn Leahy, Partner (for CSU); Carol Ruiz, Managing Director (for CSU); Shannon Smith, Managing Director, (for CCCs)

With a quorum present, the meeting was called to order at 12:00 p.m.

1. Review and Acceptance of 2011 Audited Financial Statements for CSU and CCC Systems
 - a. Review and Discussion of Related Management Letters from PwC

PricewaterhouseCoopers staff provided Regents with brief historical background and a detailed overview of FY2011 Financial Statements, Management Letters and other required communications for the Community Colleges and the Connecticut State University System. An unqualified opinion has been issued for all financial statements. There were no material weaknesses or significant deficiencies.

The FY2011 Financial Statements, Management Letters and Required Communications for CSU and CCC Systems were unanimously accepted.

b. Executive Session; Discussion with PwC

At 12:50 p.m., Chairman Lappen moved to Executive Session to discuss Management's performance during the audits with PricewaterhouseCoopers. ConnSCU staff left the meeting.

The Committee meeting returned to Open Session at 1:10 p.m. ConnSCU staff returned to the meeting. Chairman Lappen announced that the Committee discussion was limited to the audit process and Management's performance. No votes were taken in Executive Session.

2. Discussion of Audit Committee Charter

Ms. Kedderis provided some background on the draft Charter before the Committee, explaining it had been based on the document ratified by the predecessor CSU BOT Audit and Risk Management Committee. Discussion followed.

The Committee agreed to consider incorporating best practice language from Charter documents of other College and University Audit Committees as well as the AICPA. The draft Charter will be refined and discussed further at the next meeting.

3. Internal Audit Report for CSU System and Discussion of Expanding Internal Audit Function to CCC System

Committee members were given a broad overview of the elements involved in the CSU Internal Audit function from Mr. Knight. Discussion followed on potential expansion of that function to the CCCs and COSC to encompass all the enterprises under the BOR. Limited available resources and the need for further assessment were discussed.

4. Approval of Meeting Dates for Calendar Year 2012

The Committee revised the proposed calendar for 2012, eliminating the November 12 meeting and replacing it with a meeting to be held the week of December 10, with the exact date to be determined following a poll of Committee members to determine their availability.

With no other business to discuss, the meeting was adjourned at 1:45 p.m.