CONNECTICUT
Port Authority

NOTICE OF
REGULAR MEETING OF
CONNECTICUT PORT AUTHORITY
AUDIT, COMPLIANCE AND GOVERNANCE COMMITTEE

Date: Tuesday, November 17, 2026
Time: 11:00 AM

Location: Connecticut Port Authority
455 Boston Post Rd., Suite 204
Old Saybrook, CT 06475

Zoom link was provided.

**Please Note: In addition to the minutes below, an audio recording of this meeting can be found on the Authority's website at https://ctportauthority.com/governance/*

Committee Attendance

Audit, Compliance & Governance Committee and Board members present: Committee Co-Chair Paul Hinsch; Committee Co-Chair Thomas Gill; Doug Dalena; Paul Whitescarver

Absent: Grant Westerson

Staff/Other: Michael O'Connor; Fayola Haynes; Jill Dowling-Moreno; David Flint (CLA)

DRAFT MINUTES

1. **Call to Order**

   Co-Chair Paul Hinsch called the meeting to order at 11:01am.

2. **Approval of the March 17, 2026 Meeting Minutes from the Regular Meeting of the Audit, Compliance and Governance Committee**

   Motion by Paul Whitescarver, seconded by Doug Dalena. So, VOTED with NO opposed and an abstention by Thomas Gill.

3. **Public Comment**

   None

4. **Executive Session pursuant to Section 1-210(b)(1) of the General Statutes of Connecticut, for the purpose of discussing draft audit reports.**

   (Begins at 1:53 of the audio recording)

   Motion to enter into executive session made by Thomas Gill, seconded by Paul Whitescarver.

DRAFT

Paul Hinsch invited Michael O'Connor, Fayola Haynes, Jill Dowling-Moreno and the auditor into executive session. So, VOTED with NO opposed. The committee entered into executive session at 11:04am.

The committee returned from executive session at 11:38am. Paul Hinsch noted that no action or votes were taken in executive session.

5. **Recommendation by the committee that the Board of Directors accept the FY2026 independent audit report, pending OPEB closeout.**

(Begins at 3:33 of the audio recording)

Paul Hinsch noted that because the committee is awaiting information from state and federal, the reports cannot be completed and that the committee will not be moving forward with a recommendation to the board for either report until such time as the reports are 100% complete.

6. **Recommendation by the committee that the Board of Directors accept the FY2026 federal single audit report, pending federal compliance supplement.**

Paul Hinsch noted that Items #5 and 6 will be held for a future date.

7. **Policies and Procedures**

(Begins at 4:15 of the audio recording)

(a) Artificial Intelligence (AI) Acceptable Use Policy

Michael O'Connor provided an overview of the proposed policy that was provided to the committee. He noted that the policy outlines responsibilities towards the use of AI at the Authority and lists a governance structure that would include establishment of an AI Oversight Committee to be comprised of the Executive Director, Finance Director, Office Manager, IT vendor, a member of the Authority's Board of Directors and others as deemed appropriate. Jill Dowling-Moreno noted that this is a new policy. Michael O'Connor noted that it includes an AI Risk Assessment process.

Paul Whitescarver asked why this is being brought before the committee and Michael O'Connor noted the proposal to the Audit, Compliance and Governance Committee and the timing of the meeting.

Motion to recommend the AI Acceptable Use Policy made by Paul Whitescarver, seconded by Thomas Gill.

Paul Whitescarver noted that he wants to make sure that there is additional periodic review of this policy given the newness of AI compliance. Michael O'Connor noted the timing and items included in the policy including security incident response, training, records retention and compliance, meetings and process to review potential AI tools. Paul Whitescarver asked if the state has an AI policy and Jill Dowling-Moreno noted that a link to the State of Connecticut Policy AI-01 Responsible Use Framework is included in the policy and that the framework was taken into account when coordinating with the Authority's IT vendor, Apex Technology Group, and HR partner, CT Innovations during the creation of this policy. Paul Whitescarver asked if any of the other quasi-public agencies have an AI policy. There was additional discussion regarding this question. Thomas Gill noted that the City of Bridgeport has put together a similar policy. Paul Whitescarver asked Michael O'Connor to share this policy with the other quasi-public agencies once approved and find out what feedback they have.

So, VOTED with NO opposed.

(b) Employee Performance Management and Evaluation Policies and Procedures

(Begins at 12:53 of the audio recording)

Michael O’Connor provided an overview of the proposed changes to the policy and noted an updated evaluation form for use with the updated policy. He noted that the policy clarifies that the employee’s performance evaluation can be used to support any changes to salary when reviewed annually. Jill Dowling-Moreno noted the additional changes that note that employee performance evaluations be completed before the end of each calendar year and changes to match the wording in the Employee Manual that was approved by the Board in April. Michael O’Connor noted the alignment of completion of performance evaluations by year's end so that they could be factored into the budget and pay raise evaluations that occur in January.

Motion to recommend this for approval to the Board made by Doug Dalena, seconded by Thomas Gill. So, VOTED with NO opposed.

8. **Adjournment**

(Begins at 15:15 of the audio recording)

Motion to adjourn made by Thomas Gill, seconded by Doug Dalena. Meeting adjourned at 11:50am.