

**THE METROHEALTH SYSTEM  
BOARD OF TRUSTEES  
AUDIT AND COMPLIANCE COMMITTEE  
REGULAR MEETING MINUTES**

**DATE:** Wednesday, June 10, 2020

**TIME:** 2:00 to 4:00 p.m.

**PLACE:** MetroHealth Medical Center  
K107, Business Services Building

**COMMITTEE TRUSTEES:** Mr. McDonald, Mr. Moss (via telephone), Dr. Silvers (via telephone)

**ADDITIONAL TRUSTEES:** Ms. Dee (via telephone), Ms. Whiting (via telephone)

**STAFF:** D. Fiser, G. Himes, M. Phillips, C. Richmond, C. Forino Wahl

**GUESTS:** J. Croy (via telephone), J. Mylen, V. Despoth (KPMG), (via telephone)

Mr. McDonald called the meeting of the Audit and Compliance Committee to order at 2:00 p.m. Please note that minutes are written to conform to the printed agenda and are not necessarily in the order of discussion.

- I. The minutes of the regular Audit and Compliance Committee meeting held on March 18, 2020 were approved as presented.

**II. INFORMATION ITEMS**

Mr. McDonald introduced Jim Mylen, Partner with KPMG Advisory Services, who serves as MetroHealth's Director of Internal Audit. Mr. Mylen introduced Veronica Despoth, new Internal Audit Lead and Director, IT Advisory Services.

Mr. Mylen provided a report on the second quarter Internal Audit (IA) activities stating the IA plan is 20 percent complete and on-track for the year. Mr. Mylen stated a rapid risk assessment was performed to evaluate the COVID-19 response and impact on the key business functions. Mr. Mylen mentioned the scope for twelve internal audits has been updated to reflect changes in the risk profile and control environment. Mr. Mylen stated the Financial Reporting Governance procedures continue to be performed on a quarterly basis. Mr. Mylen mentioned Recovery Resources and Lumina Imaging will be added to the Financial Disclosure Committee and control certification process starting in the second quarter of 2020.

Mr. Mylen provided an update of the Enterprise Risk Management (ERM) and Risk Assessment program. Mr. Mylen stated a working group consisting of Ethics and Compliance, Internal Audit and Legal was established earlier this year to formalize the ERM framework and enhance existing risk management activities.

Cheryl Forino Wahl, Senior Vice President, Chief Ethics and Compliance Officer provided an update on the second quarter compliance program stating seventy percent of the 2020 work plan is completed for January through May projects. Ms. Wahl stated the response to COVID-19 caused priorities to shift and impacted nearly 20 percent of the work plan. Ms. Wahl proceeded

with a review of the four departmental goals which are designed to improve the effectiveness of the program and which remain on track. Ms. Wahl stated that highlights include making significant improvements in our “Ethics Quotient” scores as determined by Ethisphere through the World’s Most Ethical Company application; launching an electronic system for reporting and managing conflicts of interest; expanding the engagement of the Compliance Professionals of Greater Cleveland, a group founded by MetroHealth; and improving oversight of data loss prevention tools. Ms. Wahl mentioned the speak up campaign launched in late 2019 continues to positively impact the number of reports to the MetroHealth Ethics Line (MEL). Ms. Wahl stated the Department of Justice issued revised guidelines, *Evaluation of Corporate Compliance Programs*, describing the areas they consider in evaluating the effectiveness of corporate compliance programs.

John Croy, RSM Senior Director and National Leader of Construction Advisory Services, provided an update on the Transformation Project construction cost review services. Mr. Croy stated they continue to receive notification through the e-builder operating system including monthly invoices for major consultants and the contractor making sure there is adequate supporting documents and that invoicing is accurate and in accordance with agreements. Mr. Croy provided a review of the procedures they perform for each of the major consultants, the contractor and the sub-contractors which includes labor and equipment rental rates. Mr. Croy also reviewed the control environment to make sure they are all operating as intended. Mr. Croy mentioned they continue to conduct monthly reviews of the major vendors and contractors participating in the project as well as participating in the pencil draw process (draw invoice review).

Geoff Himes, VP Finance provided a review regarding the terms and conditions that are connected to the CARES Act funding. Mr. Himes stated MetroHealth has received distributions from the Provider Relief Fund and must attest to the terms and conditions connected to that funding. Mr. Himes stated MetroHealth will be responsible for maintaining appropriate documentation to support expenses and lost revenue connected to the Coronavirus and for quarterly reporting to Health and Human Services (HHS) beginning the second quarter of 2020. These funds will also be subject to a year-end audit by RSM as they are considered a Federal Award.

David Fiser, Vice President, Chief Information Officer, provided a Cyber Security Program update stating MetroHealth continues to conduct monthly Phishing Simulations based on real phishing attacks which are used to test all workforce members on a monthly basis. Mr. Fiser stated the remote Security Operations Center (SOC) hosted and managed by MCPc provides 24/7/365 cyber security monitoring.

Mr. Fiser stated Information Technology (IT) continue to expand recovery plan development and build the application recovery servers at the Akron Involta Disaster Recovery Center. Mr. Fiser mentioned production server migrations are scheduled from August through November 2020 for the System’s production data center move to Involta Data Center located in Independence. Mr. Fiser stated the IT environment was further enhanced during COVID-19 to support approximately 1,000 employees to securely Work-From-Home, including additional equipment and circuit expansions. Mr. Fiser mentioned VitalTech/AT&T, Hospital at Home solution for remotely monitoring patients’ vital signs to support COVID-19 patients was implemented and that patient to family and provider to family video chat capabilities on many nursing units was expanded.

**III. NON-CONSENT /ACTION ITEMS**

A. No items at this time

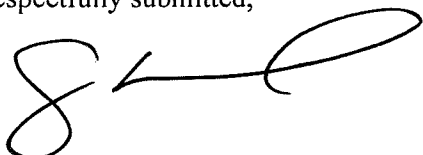
**IV. CONSENT ITEMS**

A. No items at this time

At this point in the meeting a motion was made, seconded and passed to move the Committee into Executive Session to discuss trade secrets and litigation matters. The Committee returned to regular session at 3:51 pm.

There being no further business to bring before the Committee, the meeting was adjourned at 3:52 p.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Craig Richmond', with a large, stylized flourish extending to the right.

Craig Richmond  
Executive Vice President and  
Chief Financial Officer