



The MetroHealth System

Board of Trustees

Wednesday, March 22, 2023

2:30 - 3:00 pm

The MetroHealth System K-107 or via Zoom

Audit and Compliance Committee

Regular Meeting

The MetroHealth System Board of Trustees

AUDIT AND COMPLIANCE COMMITTEE Annual External Audit Meeting

DATE: Wednesday, March 22, 2023
TIME: 2:30-3:00 pm
PLACE: MetroHealth Board Room (K-107) / Via Zoom
<https://us02web.zoom.us/j/81614927575>

AGENDA

- I. **Approval of Minutes**
 - Minutes of the February 22, 2022 Committee meeting

- II. **Information Items**
 - A. 2022 Audit Report for the System's Annual Financial Statements – Lori Kalic, RSM

- III. **Recommendation/Resolution Approvals**
 - A. Recommendation to Accept the 2022 Audit Report for the System's Annual Financial Statements

The MetroHealth System Board of Trustees

AUDIT AND COMPLIANCE COMMITTEE

Wednesday, February 22, 2023

12:00 – 2:00 pm

Meeting held at MetroHealth Board Room K-107 and via Zoom

Meeting Minutes

Committee Members Present: Ms. Maureen Dee-I, Mr. John Moss-R, Ms. Vanessa Whiting-R

Other Trustees Present: Mr. John Hairston-R, Dr. E. Harry Walker-I

Staff Present: Dr. Airica Steed-R, Dr. Jennifer Bailit-R, Mr. David Fiser-I, Mr. Jacob Gall-R, Dr. Olusegun Ishmael-R, Ms. Dorsena Koonce-I, Dr. William Lewis-I, Ms. Laura McBride-I, Ms. Christina Morales-I, Ms. Sarah Partington-I, Mr. Nicholas Sukalac-R, Ms. Cheryl Wahl-I

Guests: Ms. Shannon Boutros-R, Ms. Veronica Despoth (KPMG)-I, Mr. Jerod Holloway (KPMG)-I, Mr. David Luker (RSM)-R, Mr. Jim Mylen (KPMG)-I, Julie Washington-I

Ms. Dee called the meeting to order at 12:00 pm.

(The minutes are written in a format conforming to the printed meeting agenda for the convenience of correlation, recognizing that some of the items were discussed out of sequence.)

I. **Approval of Minutes**

The minutes of the November 9, 2022 Committee meeting were approved as submitted.

II. **Information Items**

A. **Transformation Projects Construction Cost Review – David Luker, RSM**

Mr. Luker provided an update on the construction cost review executive summary for Transformation, Behavioral Health, Apex and Ambulatory Enabling projects.

Mr. Luker stated RSM continues to conduct monthly reviews through e-Builder



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(construction management software) of the invoices submitted by consultants and contractors, making sure there is adequate supporting documents, and that invoicing is in accordance with agreements. Mr. Luker provided the number and dollar amounts of invoices reviewed during the period, including the amount paid to date to each construction contractor and consultant. Mr. Luker provided an update on the status of interim audit findings, and provided a summary of process improvements and invoice review findings noted during the period.

B. 2022 Internal Audit Update and 2023 Enterprise Risk Assessment Planning - Jim Mylen, KPMG

Mr. Mylen (MetroHealth's Internal Audit Director) provided an update on the Internal Audit plan status, which is progressing well and on track. Ms. Despoth reviewed the status of the financial reporting control testing and quarterly certifications and the 2023 Enterprise Risk Assessment Overview.

C. Enterprise Risk Management Update – Jim Mylen, Jerod Holloway, Cheryl Forino Wahl, Laura McBride

Mr. Jerod Holloway (KPMG) gave a report updating the Enterprise Risk Management Governance Framework, which includes oversight by the Board of Trustees and receipt of ERM program updates on a quarterly basis. The recent activity and next steps include ERM Working Group collaborated with ERM Committee to re-rank top risks based on inherent risk, commence 2023 ERM risk deep-dive analysis and develop ongoing monitoring and reporting procedures.

D. Ethics and Compliance Update – Cheryl Forino Wahl and Sarah Partington

Ms. Wahl provided the results of the overall data on the January – December 2022 Work Plan Status which consists of 388 items/150 projects. Ms. Wahl gave the 2023 Theme: Focus on Fundamentals and listed seven elements of an effective compliance program. Evaluating performances using the DOJ guidance helped develop the 2023 Ethics and Compliance Goals. Ms. Wahl highlighted recent program activities including adding a new risk domain to the work plan for regulatory compliance, completing physical security walkthroughs of the legacy hospital to ensure no PHI was left behind and



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enhancing our privacy protections by capturing and adding patient photos to the medical record. Ms. Partington described how we celebrated our employees' dedication to our ethical culture during Compliance Week and how we will provide oversight as management prepares to unwind from the COVID-19 PHE.

Lastly, Ms. Wahl reviewed the quarterly data from the MetroHealth Ethics Line.

E. Cyber Security and IT Update – David Fiser

Mr. Fiser provided an update on Information Services (IS) cyber security and IT activities stating that MetroHealth continues to conduct monthly Phishing Simulations focused on helping employees recognize, avoid, and report potential threats. These simulations are based on real phishing attacks, which are used to test all workforce members with additional Phishing training provided as needed.

Mr. Fiser mentioned the Disaster Recovery/Continuity of Operations and the recent activities of continuous program testing. The 2023 IS Initiatives key projects include: Campus Transformation, Epic Electronic Medical Record, Infrastructure/Security, Enterprise Resource Planning System (ERP) and Clinical Applications.

Mr. Fiser stated that MetroHealth has been awarded: the Epic Honor Roll for the 5th consecutive year of reaching Epic's Honor Roll which places MetroHealth in the top 5% for all Epic Customers. Cleveland Crain's Business named MetroHealth's David Fiser and David Kaelber, MD, PhD, to its 2022 Notables in Technology list along with over 20 other honorees representing almost every aspect of the tech work world in Northeast Ohio.

Ms. Dee stated that the matters to be considered next at this meeting involve discussions of hospital trade secrets as defined in ORC 1333.61.

Ms. Dee asked for a motion to recess into executive session to discuss these matters. Dr. Walker made the motion, and Ms. Whiting seconded. The Board held a roll call vote with all Trustees voting to approve the motion to go into executive session for the purpose stated by Ms. Dee.

Members of the public were excused. The Board went into executive session to discuss the identified matters at 12:44 pm.



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III. Executive Session

Following Executive Session, the meeting reconvened in open session at 1:28 pm.

IV. Recommendation/Resolutions Approvals

A. No items at this time.

There being no further business to bring before the Committee, the meeting was adjourned at approximately 1:30 pm.

Cheryl Forino Wahl
Senior Vice President, Chief Ethics and Compliance
Officer / Chief Employee Engagement Officer

**RECOMMENDATION TO THE BOARD OF TRUSTEES OF
THE METROHEALTH SYSTEM TO ACCEPT THE
2022 AUDIT REPORT FOR THE SYSTEM'S ANNUAL FINANCIAL STATEMENTS**

Recommendation

The Interim Chief Financial Officer recommends that the Board of Trustees of The MetroHealth System accept the audit report for the System's annual financial statements for the year ended December 31, 2022, as prepared and presented by RSM US, LLP.

Background

Pursuant to Chapter 339 of the Ohio Revised Code, the Board is required to provide for an annual audit of the System's financial statements. Pursuant to Chapter 117 of the Ohio Revised Code, the System and the Auditor of State have engaged RSM US, LLP to conduct such an audit. RSM's audit is conducted in accordance with Generally Accepted Auditing Standards (GAAS), Government Auditing Standards (GAS), the Uniform Guidance, and the U.S. Office of Management and Budget's (OMB) Compliance Supplement and guidance provided in the audit guide titled State and Local Governments issued by American Institute of Certified Public Accountants. The RSM audit team conducted an audit conference with members of the Board of Trustees including members of the Audit and Compliance Committee and discussed RSM's independence, the scope of services performed in connection with the audit, and any findings resulting from the audit.

Acceptance of the 2022 Audit Report for the System's Annual Financial Statements

RESOLUTION XXXXX

WHEREAS, the System's independent auditors, RSM US, LLP, have prepared a report detailing the findings of their annual audit of the System's annual financial statements for the year ended December 31, 2022 (the "2022 Audit Report");

WHEREAS, RSM conducted an audit conference with the members of the Board of Trustees including members of the Audit and Compliance Committee regarding the 2022 Audit Report and discussed the conduct and scope of the audit, including the work with the System's management team; and

WHEREAS, the Audit and Compliance Committee recommends that the Board of Trustees accept the 2022 Audit Report for the System's annual financial statements as prepared and presented by RSM.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby accepts RSM US LLP's 2022 Audit Report for the System's annual financial statements for the year ended December 31, 2022.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE: