The MetroHealth System

Board of Trustees

Wednesday, March 26, 2025

11:30am - 1:00pm

The MetroHealth System Board Room K-107 or via YouTube Stream

Audit and Compliance Committee

Regular Meeting

The MetroHealth System Board of Trustees

AUDIT & COMPLIANCE COMMITTEE

DATE: Wednesday, March 26, 2025
TIME: 11:30am - 1:00pm
PLACE: MetroHealth Main Campus, Building K, Board Room (K107) or YouTube Stream https://www.youtube.com/@metrohealthCLE/streams

AGENDA

I. **Approval of Minutes**
Approval of Committee Meeting Minutes from November 20, 2024 (*5 minutes*)

II. **Information Items**
A. Presentation of Annual Audit of System Financial Statements – *Plante Moran (J. Pace, Co-engagement Partner / O. Jurkovic, Co-engagement Partner / M. Warren, Senior Manager)* (*15 minutes*)
B. Ethics and Compliance Update – *C. Briddell / S. Partington* (*5 minutes*)

III. **Executive Session**

Return to Open Meeting

IV. **Recommendation / Resolution Approvals**
A. Resolution for Acceptance of The MetroHealth System Annual Audit

The MetroHealth System Board of Trustees

AUDIT AND COMPLIANCE COMMITTEE

Wednesday, November 20, 2024
1:30 pm – 3:30 pm
MetroHealth Board Room K-107 and via Zoom

Meeting Minutes

Committee Members Present:	Maureen Dee-I, John Moss-I
Other Trustees Present:	Inajo Davis Chappell-I, John Corlett-I, Michael Summers-I, E. Harry Walker, M.D.-I
Staff Present:	Christine Alexander-Rager, M.D.-I, Robin Barre-I, Chris Briddell-I, Doug Bruce, M.D.-I, Nabil Chehade, M.D.-I, Kim Cunningham-R, David Fiser-I, Joe Frolik-I, Joseph Golob, M.D.-I, Derrick Hollings-I, William Lewis, M.D.-I, Christina Morales-I, Sarah Partington-I, Allison Poulios-I, Tamiyka Rose-I, Deborah Southerington-I, Ronald Walker-I, James Wellons-I, Darlene White-R, Nic Sukalac-R, Dalph Watson-R
Invited Guests:	Jordan Pace-I (Plante Moran), Megan Warren-I (Plante Moran)
Other Guests:	Guests not invited by the Board of Trustees are not listed as they are considered members of the audience, and some were not appropriately identified.

Ms. Dee called the meeting to order at 1:30 pm, in accordance with Section 339.02(K) of the Ohio Revised Code with a quorum present.

(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 September 25, 2024 Committee meeting were approved as submitted. Ms. Chappell abstained from voting as she did not attend the previous meeting.

II. Information Items

A. Annual Audit and Compliance Committee Charter Review – *C. Briddell*

Ms. Dee introduced Mr. Briddell to discuss the annual Audit and Compliance Committee Charter review. Mr. Briddell noted that the Committee performs an annual review of the Charter and minor grammatical revisions, and a few substantive revisions were recommended by management for the Committee's review and consideration. The annual review process included meeting with business owners to obtain feedback regarding recommended Charter revisions and there were no recommended changes pertaining to External Audit. However, management recommended to the Committee substantive revisions in the Charter within the Internal Audit section. The first revision highlights the Committee's responsibility to champion Internal Audit to enable the function to fulfill its purpose of internal auditing and to pursue its strategy and objectives. The second revision relates to the Committee making appropriate inquires of management and Internal Audit to determine whether any restrictions on the function's scope, access, authority, or resources limit the function from carrying out its responsibilities effectively. The third revision addresses the Committee's responsibility to authorize the appointment, removal, and change in scope of responsibilities of the Internal Audit leader(s). The last substantive recommended revision was within the Ethics & Compliance section addressing the Committee's responsibility to provide oversight of the Management Compliance Committee, by reviewing its activities and ensuring that its members collaborate with Ethics and Compliance leaders on the compliance program. Ms. Dee and Mr. Moss indicated their agreement with the recommended changes and Ms. Dee informed the Committee that the revised Charter will move forward to the Governance Committee for review, and then the revised Charter will go to the Board for approval.

B. Ethics and Compliance Updates – *S. Partington*

Ms. Partington shared the Ethics and Compliance dashboard updates with the Committee. The MetroHealth Ethics Line (MEL) received 630 cases opened and 581 closed, with 193 inquiries and 390 allegations. Trainings have been conducted for 85 new hires and 136 specialized trainings were conducted. The policies have been updated by 78% YTD, and the Ethics and Compliance Work Plan, consisting of 56 focus areas, is 85% completed YTD. The Code of Conduct has been updated with a new President and CEO page, new Board Chairperson page, new images, revised policy links, and a revised reporting guide. The Speak Up Campaign has been launched, and compliance week activities are planned for early December. The 2025 compliance risk assessment and Work Plan has been developed, and the Work Plan will be prepared within the next few weeks and presented to the MHS Management

Compliance Committee in December. Upon receiving their input, the 2025 Compliance Work Plan will be finalized and presented to the Audit & Compliance Committee in early 2025.

C. **Introduction of New External Auditors, Plante Moran, and 2024 External Financial Statement Audit Plan – *R. Walker / C. Morales / Plante Moran***

Ms. Dee introduced Mr. Walker to the Committee who then introduced the Plante Moran team, Jordan Pace and Megan Warren, as the new external financial statement auditors for The MetroHealth System. The 2024 financial statement audit plan for The MetroHealth System was presented to the Committee. Mr. Pace explained that auditors are required to have an effective two-way communication with Committee members, discussing their engagement scope, independent approach, and required communications at the end of the audit. As auditors, they have a responsibility under generally accepted auditing standards and governmental auditing standards, as MetroHealth is a governmental entity to have a single audit performed. The audit approach is risk-based which includes year-end testing, retrospective/hindsight analysis, subsequent receipts/payment testing, substantive detail testing procedures, substantive analytical procedures, recalculation and independent determination of balances, independent valuation procedures, independent confirmation procedures, and evaluation of methodologies and assumptions. In response to identified risks, specific testing of estimates, targeted testing of certain transactions, and other tests are considered necessary to verify recorded balances. The audit plan for MetroHealth's financial statements includes identifying significant risk areas such as management override of controls, improper revenue recognition and net realizable value of patient accounts receivable, pension-related obligations, medical malpractice obligations, sources of funding received, estimated third-party payer settlements, valuation of investments, significant projects capitalized during the year, debt, classification, and related tests of compliance with covenants, leases, classification, and recorded balances, disposition of joint venture, new accounting pronouncements, and financial statement presentation. The comprehensive audit will be performed under the concept of materiality and audit procedures will be centered around the greatest risk for material misstatement.

The engagement timeline for the December 31, 2024, financial statement audit is as follows:

- November - December 2024, preliminary analysis begins, including providing internal control narratives to management and preliminary discussions with management and interim testing performed.

- January 2025 – March 2025, year-end testing will be performed. A meeting with management will be held to discuss the audit results with an issuance of final audited financial statements. The audit will be finalized and filed with the Federal Clearinghouse.

III. Executive Session

Ms. Dee asked for a motion to move into executive session to discuss hospital trade secrets as defined by ORC 1333.61. Mr. Moss made the motion and Dr. Walker seconded. Upon unanimous roll call vote, the Committee went into executive session to discuss such matters stated by Ms. Dee. Members of the public were excused, and the Committee went into executive session to discuss the identified matters at 1:59 pm.

Following the executive session, the meeting reconvened in open session at approximately 3:29 pm and welcomed back the public via Zoom and those members of the public who remained in-person.

Ms. Dee shared that the Committee received an update from Ms. Barre regarding the recommended 90-day plan to achieve a state of stability for Internal Audit, the 2025 Internal Audit budget and resource plan, and the Internal Audit Plan. Ms. Dee asked the Committee and other participating Board members for their approval of these matters, which was unanimously given.

IV. Recommendation / Resolution Approvals

A. Approval of the Engagement of a PBVC Plan Results and Goals Assessment

Ms. Dee called for a motion for the Approval of the Engagement of a PBVC Plan Results and Goals Assessment, which was given, seconded and the resolution was passed to be presented to the Board of Trustees for approval.

There being no other business to bring before the Committee, the meeting was adjourned at approximately 3:32 pm.

THE METROHEALTH SYSTEM

Maureen Dee, Chairperson

MetroHealth
Devoted to Hope, Health, and Humanity

Ethics and Compliance Program Activities

Audit and Compliance Committee of the Board of Trustees

March 26, 2025

Ethics and Compliance – By The Numbers

KEY UPDATES

- 2024 Year in Review
- 2024 Compliance Week
- 2024 MEL Annual Review
- 2025 Ethics and Compliance goals
- MHS Management Compliance Committee

WORK PLAN*

74% YTD

METROHEALTH ETHICS LINE (MEL)

Cases opened	835 (206)
Cases closed	777 (189)
Inquiries	253 (60)
Allegations	524 (129)

POLICIES

MHS: 74% YTD
EC: 83% YTD

TRAININGS

Targeted New Hire	108 (23)
Specialized	142 (8)

* See Appendix for additional information

MetroHealth

By The Numbers - Legend

Workplan	
Data	% completion based on targets set for end of quarter (through Q4)
MetroHealth Ethics Line (MEL)	
All data	YTD (Q4)
Inquiries	MEL submission that does not allege wrongdoing; seeks guidance
Allegations	MEL report that involves an accusation of wrongdoing by an MHS workforce member (employee, vendor, etc.)
Policies	
Data	**MHS**: % MHS policies current with annual update through February 2025 **EC**: % EC policies current with annual update through February 2025
Training	
All data	YTD (Q#) (through Q4)
Targeted New Hire	Trainings by Ethics and Compliance team beyond general orientation
Specialized	Trainings on specific topics (new regulations, billing and coding issues, etc.)

2024 Year in Review

Hosted **Ethics and Compliance Week**

Implemented **FairWarning** patient privacy monitoring software

Improved address verification process to reduce risk of inaccurate updates

Collaboration with HR to streamline Hotline intake

Facilitated panel discussion on Leading with Integrity, with Board Members and senior leaders

Conducted over 150 individual provider audits and re-audits

Investigated **838 MEL reports** and addressed **441 inquiries**

Refined procedure for access to MyChart for deceased patients

Achieved a **99%** conflicts of interest form completion rate

Implemented new required **Ohio Auditor of State training**

Continued to engage with **Privacy Liaisons** monthly

Created and facilitated 90 education sessions

Developed in-person New Hire Orientation presentations, including **gamification**

Collaborated with IS, Legal, and related entities to implement the **Trusted Exchange Framework and Common Agreement (TEFCA)**

Collaborated with HIM and Correctional Medicine to operationalize HIPAA Privacy Rule to Support **Reproductive Health Care Privacy**

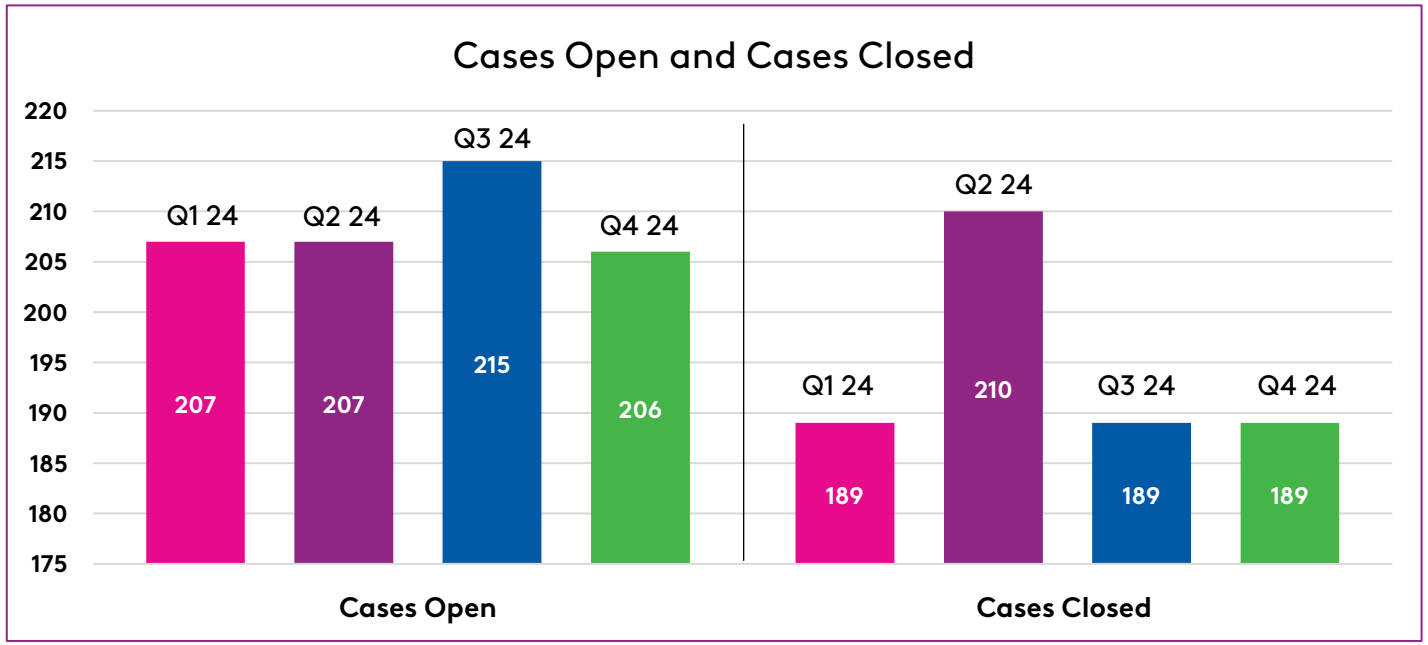
Improved address verification process to reduce risk of inaccurate updates

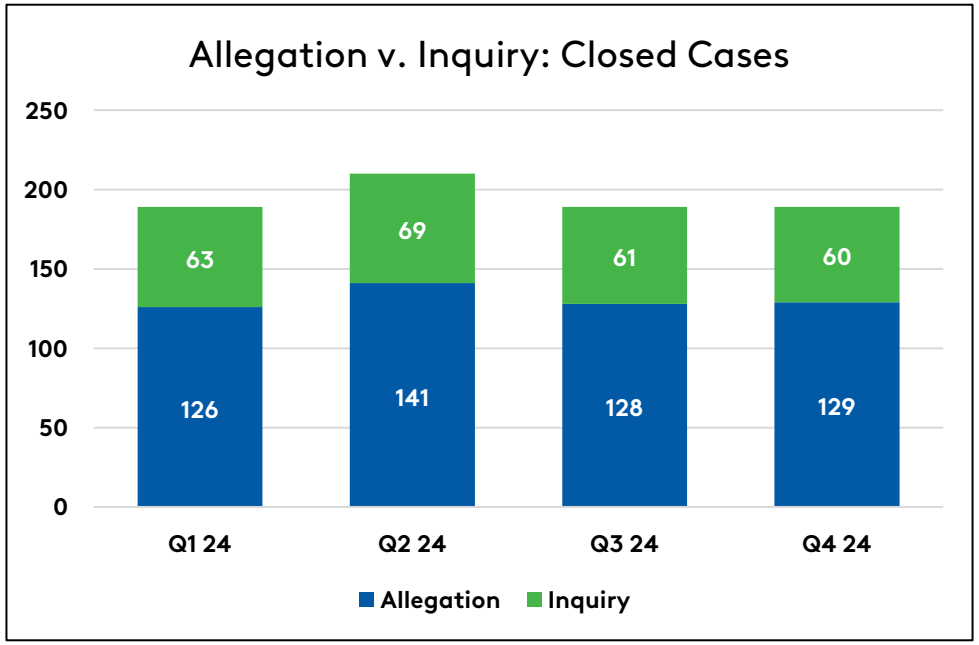
MetroHealth hosted an interactive Compliance Week 2024.

- Hosted panels on compliance topics:
  - Conversations with Compliance: Leading with Integrity (with Board of Trustees and senior leadership)
  - Conversations with Compliance: Reporting Concerns at MetroHealth
- Held pop-up events throughout the system
- Delivered 500+ thank you bags to all MetroHealth locations

MetroHealth

2024 MEL Annual Review

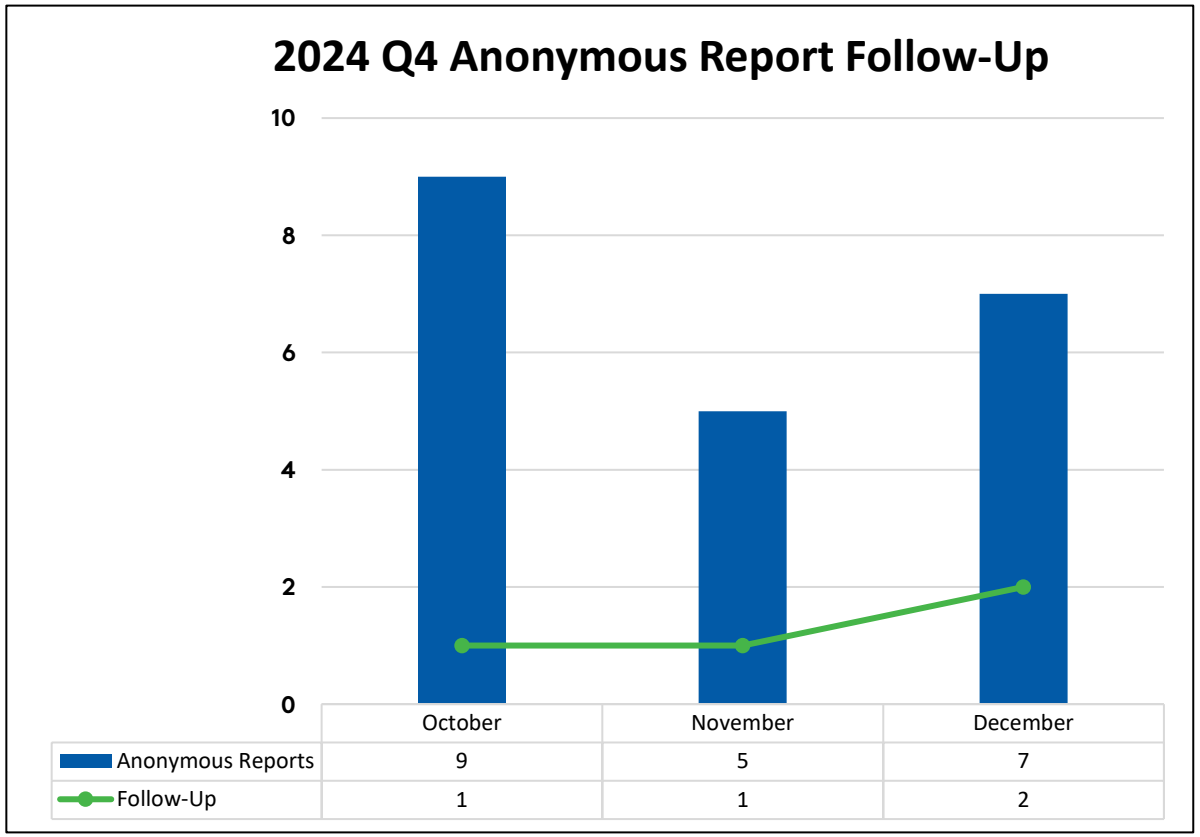




Key Takeaways

- Reported cases and inquiries remained consistent throughout the year
- Annual average open to close time was 22 days, compared to the national benchmark of 45 days

2024 MEL Annual Review, cont.



Key Takeaways

- Follow-up rate for anonymous reporters: 19%, consistent with prior quarters
- Non-Anonymous report avg case closure time: 18 days
- Anonymous report average case closure: 41 days

Ethics and Compliance 2025 Goals

Foster the integration of an ethical culture

Provide continuous monitoring of regulatory changes and assess their impact on MetroHealth

Ensure safeguarding of information during campus transformation 2.0

Maximize the effective use of data, technology, and external resources

MHS Management Compliance Committee

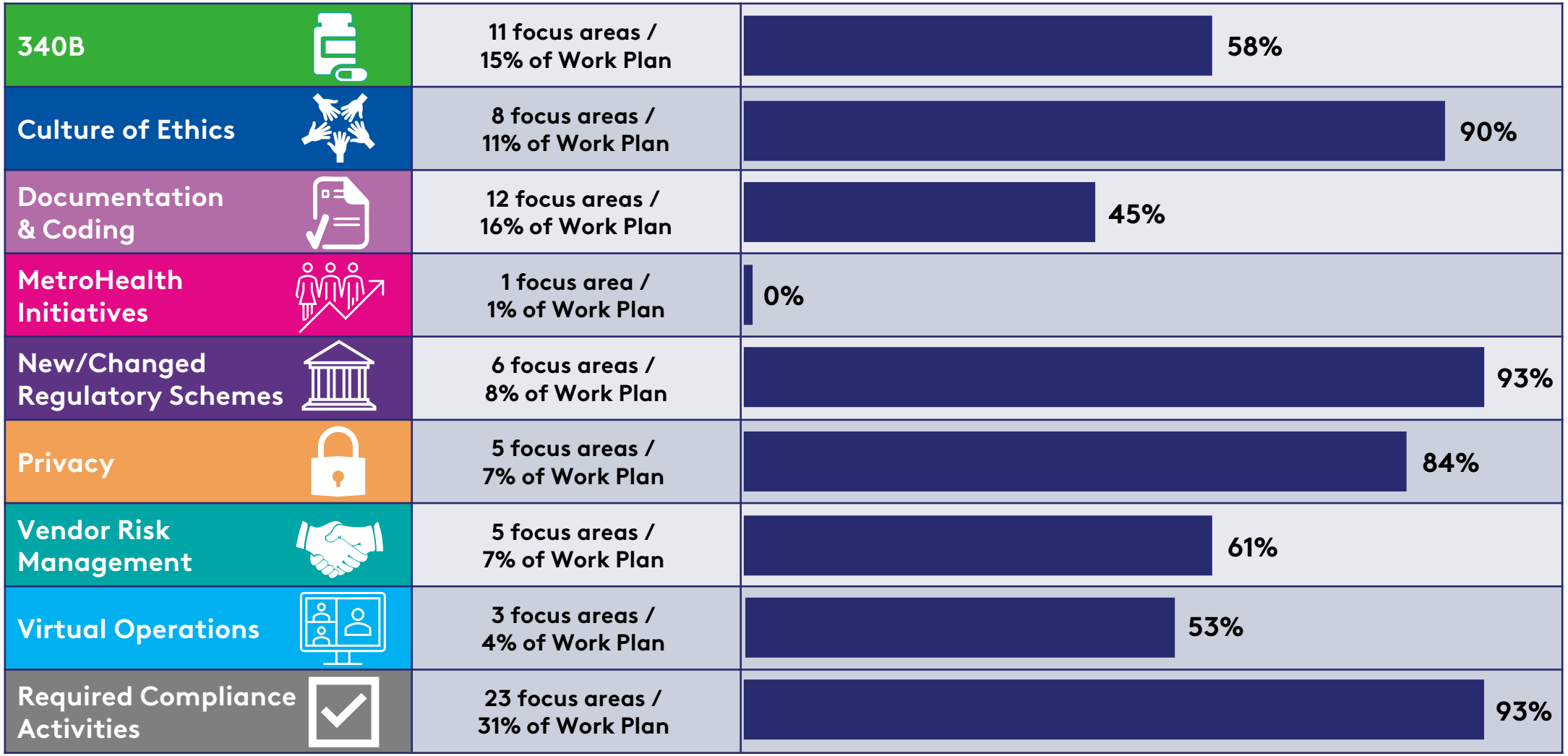
The Compliance Committee's purpose is to aid and support the compliance officer in implementing, operating, and monitoring the Compliance Program. – OIG, General Compliance Program Guidance (November 2023)

- **Compliance Committee activities**
  - Quarterly meetings
  - Representatives from 25 departments
  - Revised the charter
  - Identify and assess compliance risks for each department
  - Provide leaders with a summary of quarterly compliance activities

- **2025 Updates**
  - Involvement in the 2025 compliance risk assessment
  - Regulators will report regulatory activity to the Compliance Committee

Appendix

The 2024 Ethics and Compliance Work Plan consisted of 74 total focus areas and is 74% complete.



MetroHealth

RECOMMENDATION TO THE BOARD OF TRUSTEES OF
THE METROHEALTH SYSTEM TO ACCEPT THE
2024 AUDIT REPORT FOR THE SYSTEM'S ANNUAL FINANCIAL STATEMENTS

Recommendation

The Audit and Compliance Committee and Chief Financial Officer recommend that the Board of Trustees ("Board") of The MetroHealth System ("System") accept the audit report for the System's annual financial statements for the year ended December 31, 2024, as prepared and presented by Plante & Moran, PLLC ("Plante Moran").

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 Plante Moran to conduct such an audit. Plante Moran's audit is conducted in accordance with Generally Accepted Auditing Standards (GAAS), Government Auditing Standards (GAS), the Uniform Guidance, 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 Plante Moran audit team conducted an audit conference with members of the Board of Trustees including members of the Audit and Compliance Committee and discussed Plante Moran's independence, the scope of services performed in connection with the audit, and any findings resulting from the audit.

Acceptance of the 2024 Audit Report for the System's Annual Financial Statements

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RESOLUTION _____

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System")'s independent auditors, Plante & Moran, PLLC ("Plante Moran") have prepared a report detailing the findings of their annual audit of the System's annual financial statements for the year ended December 31, 2024 (the "2024 Audit Report");

WHEREAS, Plante Moran conducted an audit conference with the members of the Board, including members of the Audit and Compliance Committee, regarding the 2024 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 and Chief Financial Officer recommend that the Board accept the 2024 Audit Report for the System's annual financial statements as prepared and presented by Plante Moran.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby accepts Plante Moran's 2024 Audit Report for the System's annual financial statements for the year ended December 31, 2024.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE: