# The MetroHealth System Board of Trustees

**AUDIT AND COMPLIANCE COMMITTEE**

**Wednesday, September 10, 2025**
**11:00 am – 1:00 pm**
**MetroHealth Board Room K-107 and Virtual**

**Meeting Minutes**

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| **Committee Members Present:** | Sharon Dumas-I, Artis Arnold-I, Adam Jacobs, Ph.D.-I, John Moss-I |
| **Other Trustees Present:** | Ronald Dziedzicki-R, E. Harry Walker, M.D.-R |
| **Staff Present:** | Christine Alexander-Rager, M.D.-I, Robin Barre-R, Doug Bruce, MD-I, David Fiser-I, Joseph Golob, M.D.-I, Geoff Himes-I, Dr. Candy Mori-I, Sarah Partington-I, Allison Poulios-R, Amanda Roe-I, Jeff Rooney-I, Tamiyka Rose-I, Deborah Southerington-I, James Wellons-I, Patrick Woods-I |
| **Invited Guests:** | Hayley Oakes (Grant Thornton)-R |
| **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. Dumas called the meeting to order at 11:00 am, 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 June 11, 2025 Committee meeting were approved as submitted by unanimous vote.

## II. Information Items

**A. Annual Audit & Compliance Committee Charter Review – *J. Wellons***

Ms. Dumas introduced James Wellons, EVP Chief Legal Officer & Corporate Secretary, to discuss the Audit & Compliance Committee Charter. Mr. Wellons reminded the Committee that the Charter had undergone revisions previously approved in November 2024. The most significant of the latest changes involve clarifying the reporting structure, specifically designating the leaders of the Internal Audit and Ethics and Compliance functions as individuals who report directly to the Committee. Other proposed changes were described as minor. Mr. Wellons invited questions from the Committee, noting that a formal vote on the Charter would be held later in the meeting.

**B. Ethics and Compliance Update** – *S. Partington*
Ms. Dumas introduced Ms. Partington, Executive Director, Ethics and Compliance, to provide the Ethics and Compliance update. Ms. Partington provided an overview of ongoing engagement efforts across the organization to raise awareness of compliance topics among employees. One notable initiative was the "Conversations with Compliance" session held in July, featuring Dr. Chehade interviewing Ms. Partington on issues related to travel and conferences, particularly those involving potential conflicts of interest. Ms. Partington then presented the Ethics and Compliance dashboard, which showed that workplan completion percentages were consistent with historical year-over-year activity levels. Next, the Committee reviewed data from the MetroHealth Ethics Line (MEL). The MEL dashboard included quarterly statistics on cases opened and closed, as well as a breakdown of reports categorized as misconduct allegations versus general inquiries. Ms. Partington noted that the average number of open cases at any given time ranges from 30 to 40, not including Human Resources MEL data, as their data is separate. The average case closure time is 31 days, below the industry benchmark of 45 days. The Committee also examined data on anonymous follow-up activity, which tracks whether employees who report concerns anonymously return to check on the status of their cases. The team emphasized the importance of encouraging employees to engage in follow up, especially when submitting anonymous reports through the MEL system. Further, the Committee reviewed a chart outlining the department's four strategic goals and the corresponding activities completed in Quarter 2. Highlights included continuous monitoring of regulatory changes, such as the distribution of the annual CMS proposed rules to subject matter experts throughout the system, and participation in system-wide workgroups related to the opening of the new outpatient health center and the closure of existing locations. Last, Ms. Partington provided a high-level overview of the department's annual workplan, detailing activities planned through July and their current completion status.

**C. Internal Audit Update** – *R. Barre / H. Oakes (Grant Thornton)*
Ms. Dumas introduced Ms. Barre, Executive Director of Internal Audit Services, and Ms. Oakes, a contractor with Grant Thornton, to provide the Internal Audit update. Ms. Barre introduced a new initiative, a stakeholder feedback survey to be issued at the conclusion of each engagement. Launching this survey supports the department's goal of developing quantifiable key performance indicators to measure performance.

The department aims to achieve an average score of 4.0 or higher on each of the rated questions and will provide periodic updates on survey results at future meetings. Ms. Barre emphasized that this initiative aligns with the newly established Global Internal Audit Standards issued by the Institute of Internal Auditors (IIA).

**III. Executive Session**

Ms. Dumas asked for a motion to move into executive session to discuss hospital trade secrets as defined by ORC 1333.61; and to consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee, as defined by ORC 121.22(G). Mr. Moss made the motion and Mr. Arnold seconded. Upon unanimous roll call vote, the Committee went into executive session to discuss such matters stated by Ms. Dumas. Members of the public were excused, and the Committee went into executive session to discuss the identified matters at 11:11 am.

Following the executive session, the meeting reconvened in open session at approximately 1:06 pm and welcomed back the public virtually and those members of the public who remained in person.

**IV. Recommendations / Approvals**

**A. Approval of the Annual Audit & Compliance Committee Charter**
Based on the update from Mr. Wellons of the Committee Charter, Ms. Dumas called for a voice vote for the approval of the annual Audit & Compliance Committee Charter, which was given, seconded, and unanimously approved.

**B. Approval of the Proposed 2026 Internal Audit Department Budget and Resource Plan**
Based on update from Ms. Barre on the proposed 2026 Internal Audit department budget and resource plan, Ms. Dumas noted that while the

proposed budget would still go through the standard System budgeting process, the Committee's approval was necessary to move it forward. The budget includes a modest allocation for travel, and any necessary adjustments would be communicated to the Committee. Ms. Dumas called for a voice vote for the approval of the proposed 2026 Internal Audit department budget and resource plan, which was given, seconded, and unanimously approved.

There being no other business to bring before the Committee, the meeting was adjourned at approximately 1:07pm.

THE METROHEALTH SYSTEM

Sharon Dumas
Chairperson, Audit & Compliance Committee