

The MetroHealth System Board of Trustees

AUDIT AND COMPLIANCE COMMITTEE

May 11, 2022

Meeting held at MetroHealth & Via Zoom

Meeting Minutes

Committee Members Present:	Ms. Dee, Mr. Moss, Ms. Whiting
Other Trustees Present:	Ms. Chappell, Dr. Silvers, Dr. Walker
Staff Present:	Dr. Boutros, Mr. Fiser, Mr. Himes, Ms. McBride, Ms. Morales, Ms. Partington, Mr. Richmond, Mr. Schwartz, Ms. Wahl
Guests:	Mr. Despoth, Mr. Mylen (KPMG), Mr. Luker (RSM)

Ms. Dee called the meeting to order at 2:00 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 February 9, 2022 Committee meeting were approved as submitted.

II. **Information Items**

Transformation Project Construction Cost Review – David Luker, RSM

Mr. Luker provided an update on the Transformation, Apex, Behavioral Health and Ambulatory Enabling Project construction projects. Mr. Luker stated RSM continues to conduct monthly reviews through e-Builder (construction



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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, including the resolution of the Transformation Amendment 24 review. Mr. Luker provided a summary of process improvements and invoice review findings noted during the period. Mr. Luker highlighted the interim audit for the Behavioral Health Project is underway and the next interim audit for the Transformation and Apex projects is planned for the third quarter of 2022.

2022 Internal Audit Update and 2022 Integrated Risk Planning – Jim Mylen and Veronica Despoth, KPMG

Mr. Mylen (MetroHealth's Internal Audit Director) provided an update on the Internal Audit (IA) team structure for 2022, and the 2022 IA adaptive audit plan and an overview of the accomplishments and goals for the quarter. Mr. Mylen and Ms. Despoth stated the plan is agile in nature and updated as needed based on emerging risks, discussions with functional leadership, industry trends and outcomes of audit procedures and the Enterprise Risk Management program. Mr. Mylen and Ms. Despoth stated the committee received an update of the completed audits over the last quarter stating the 2022 internal audit plan begin in April and will run through March, 2023.

Mr. Mylen stated the Internal Audit departmental IA charter was provided to the committee for review and approval. Mr. Mylen mentioned the charter provides guidelines for the IA department to follow throughout the 2022 audit period.

2022 Ethics and Compliance Update – Cheryl Forino Wahl and Sarah Partington

Ms. Wahl and Ms. Partington provided a report on recent compliance program activities. Ms. Wahl provided an update on the 2022 work plan for the first six months noting the workplan is 64 percent complete and on track to be completed by the end of June 2022. Ms. Wahl reviewed the four 2022 departmental goals including strengthening our culture of ethics and



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compliance, identifying and mitigating risk, responding to rapid change and measuring program effectiveness.

Ms. Partington and Ms. Wahl reviewed the related activities and recent accomplishments which include enhancing our corrective action plan process, refreshing the Code of Conduct and conducting physical security walk throughs to identify privacy issues.

Ms. Wahl shared the Ethisphere scorecard MetroHealth received as an applicant to the World's Most Ethical Company award. Ms. Wahl mentioned scorecard provides a detailed comparison of MetroHealth to the other honorees. Ms. Wahl stated the overall score for MetroHealth has increased 37 percent in three years.

Lastly, Ms. Wahl reviewed the 2022 first quarter hotline data, identified recent trends and provided comparisons to national benchmarks.

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 upgrades for the network and phone system infrastructure at Parma Medical Center are underway with completion planned for the second quarter of 2022. Mr. Fiser stated installation was initiated of a third data center for disaster recovery in Boise, Idaho scheduled for the end of the second quarter of 2022.

Mr. Fiser stated that MetroHealth has engaged a consulting partner to assist in the Enterprise Resource Planning (ERP) solution due diligence. Mr. Fiser stated implementation of enhanced phishing branding and communications to identify and report phishing emails has been established. Mr. Fiser mentioned additional security tools have been implemented to monitor network account changes, monitoring of the Darkweb and centralizing of access logs for patient data applications to help with investigations and reporting.



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Mr. Fiser stated they have initiated the fourth year of a multi-year disaster recovery program including application test plans and testing. Mr. Fiser also mentioned installations are in process for additional circuit redundancy for Data and Voice over IP (Internet Based) carriers for all locations, including centralization of AT&T Voice over IP (Internet Based) circuits connected Involta Data Centers located in Independence and Akron.

Mr. Fiser stated MetroHealth has achieved Epic Connect accreditation again for 2022 certification by Epic. This certification allows for MetroHealth to provide Epic Hosting services for other organizations if it chose to do so.

III. Recommendation/Resolutions Approvals

A. No items at this time

Ms. Dee indicated that all further matters to be considered at this meeting involved discussions of trade secrets, matters required to be kept confidential by law, personnel matters, as well as information subject to the attorney-client privilege. Upon unanimous roll call vote, the Committee went into Executive Session to discuss such matters at 3:17 pm.

Following Executive Session, the meeting reconvened in open session at 3:51 pm.

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

Craig Richmond
Executive Vice President, Chief Financial &
System Services Officer

