The MetroHealth System Board of Trustees

AUDIT AND COMPLIANCE COMMITTEE

Wednesday, May 24, 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-I, Ms. Vanessa Whiting-I
Other Trustees Present:	Ms. Inajo Davis Chappell-I, Mr. John Corlett-R, Dr. JB Silvers-R, Dr. E. Harry Walker-I
Staff Present:	Dr. Airica Steed-I, Dr. Anise Ardelt-R, Ms. Robin Barre-I, Ms. Laura Black-I, Mr. David Fiser-I, Mr. Geoff Himes-I, Dr. Olusegun Ishmael-I, Dr. William Lewis-I, Ms. Laura McBride-I, Mr. Ryan Mezinger-I, Ms. Christina Morales-I, Mx. Nic Sukalac-I, Ms. Cheryl Wahl-I
Guests:	Ms. Veronica Despoth (KPMG)-I, Mr. Jerrod Holloway-R, Mr. Jim Mylen-I (KPMG)

I - In Person
R- Remote

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 March 22, 2023 Committee meeting were approved as submitted.

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II.   **Information Items**

A. **Ethics and Compliance Update – Cheryl Forino Wahl and Robin Barre**

Ms. Wahl and Ms. Barre provided an update on recent compliance program activities. The Compliance team completed 77% of the work plan planned through April 2023 and will finalize the July – December work plan in June. This enables the team to remain agile to respond to emerging issues.

Additionally, recent accomplishments include evaluating the impact of the March 2023 Department of Justice Compliance Guidance, refreshing annual training, and responding to the ending of the COVID-19 Public Health Emergency.

Ms. Wahl reviewed the hotline data for Q1 2023, identified recent trends, and provided comparisons to national benchmarks.

B. **Internal Audit Update – Jim Mylen, Jerod Holloway, and Veronica Despoth, KPMG**

Mr. Mylen provided an update on the 2022 internal audit plan. Internal Audit substantially completed the projects on the 2022 internal audit plan, which ended in March 2023, including the completion of the procedures to evaluate the design and effectiveness of financial reporting controls that help ensure financial statements are fairly presented in material respects.

Ms. Despoth reported that Internal Audit developed the risk-based audit plan for 2023, which will be reviewed in executive session.

Mr. Holloway highlighted the 2023 Internal Audit goals, which are being coordinated and assessed with Ethics and Compliance. Internal Audit reviewed the goals with the Committee. The goals are developed and aligned with leading practices from KPMG's national healthcare group with a focus on continuous improvement.

C. **Enterprise Risk Management (ERM) Update – Jim Mylen, Cheryl Forino Wahl, Robin Barre, Laura McBride**

Ms. Barre reviewed the 2023 goals of the ERM program, which continue to foster a risk-aware culture.

She reviewed the distinct scope and interrelationships of Ethics and Compliance, Legal, and Internal Audit risk management functions to collectively support the ERM program.

Ms. Dee stated that the matters to be considered next at this meeting included the discussion of hospital proprietary trade secrets. Ms. Dee asked for a motion to recess into executive session to discuss these matters. Ms. Chappell 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 12:39 PM.

Following the executive session, the meeting reconvened in open session at approximately 1:58 PM and welcomed back the public via Zoom and those members of the public who remained in-person.

There being no other business to bring before the Committee, the meeting was adjourned at approximately 1:59 PM.

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Geoff Himes, Interim Chief Financial Officer