

Minutes of the Meeting of the Audit and Compliance Committee of the Board of Directors of the Cook County Health and Hospitals System (CCHHS) held Friday, June 19, 2020 at the hour of 10:00 A.M. This meeting was held by remote means only, in compliance with the Governor's Executive Orders 2020-7 and 2020-39, and the Governor's Disaster Proclamation issued on May 29, 2020.

**I. Attendance/Call to Order**

Acting Chair Hammock called the meeting to order.

Present: Acting Chair M. Hill Hammock and Directors Ada Mary Gugenheim; Robert G. Reiter, Jr.; and Layla P. Suleiman Gonzalez, PhD, JD (4)

Directors Mary Driscoll, RN, MPH; Mary B. Richardson-Lowry; David Ernesto Munar; and Otis L. Story, Sr.

Gerald Bauman (Non-Director Member)

Absent: Chair Mike Koetting and Director Hon. Dr. Dennis Deer, LCPC, CCFC (2)

Additional attendees and/or presenters were:

Cathy Bodnar – Chief Corporate Compliance and Privacy Officer

Ryan Caldwell - RSM

Debra D. Carey – Interim Chief Executive Officer

Andrea M. Gibson – Interim Chief Business Officer

Pat Kitchen - RSM

Jeff McCutchan –General Counsel

Ammar Rizki – Chief Financial Officer of Cook County

Mary Sajdak – Chief Operating Officer of Integrated Care

Deborah Santana – Secretary to the Board

Tom Schroeder – Director of Internal Audit

Robert Sumter, PhD – Interim Deputy Chief Executive Officer, Operations and Chief Information Officer

The next regular meeting of the Audit and Compliance Committee is scheduled for Friday, September 18, 2020 at 8:30 A.M.

**II. Electronically Submitted Public Speaker Testimony**

There were no public testimonies submitted.

**III. Report from Chief Corporate Compliance and Privacy Officer (Attachment #1)**

**A. Action Item – approval of proposed CountyCare Compliance Plan**

Cathy Bodnar, Chief Corporate Compliance and Privacy Officer, provided an overview of the information contained in the Report. The Committee reviewed and discussed the information.

The Report included information on the following subjects:

**III. Report from Chief Corporate Compliance and Privacy Officer (continued)**

- Volume Indicators
- FYTD 2020 Metrics – Cook County Health as a Provider of Health Care Services and CountyCare Medicaid Health Plan
- CountyCare Compliance Plan – Request for Approval

Director Gugenheim, seconded by Director Reiter, moved to approve the proposed CountyCare Compliance Plan. THE MOTION CARRIED UNANIMOUSLY.

**IV. Report from Director of Internal Audit (Attachment #2)**

**A. Action Item – approval of proposed Internal Audit Charter**

Tom Schroeder, Director of Internal Audit, provided an overview of the proposed Internal Audit Charter. It is being presented for the Committee's approval with no proposed changes from last year. After further discussion, the Committee determined that they would approve it, subject to final approval by Chair Koetting, who is absent from today's meeting for medical reasons.

Director Suleiman Gonzalez, seconded by Director Reiter, moved to approve the proposed Internal Audit Charter, subject to final approval by Chair Koetting. THE MOTION CARRIED UNANIMOUSLY.

**V. Action Items**

**A. Accept Minutes of the Audit and Compliance Committee Meeting, February 21, 2020**

**B. Any items listed under Sections III, IV, V and VI**

**VI. Closed Meeting Items**

**A. Report from Director of Internal Audit**

**B. Discussion of Personnel Matters**

**C. Discussion of report relating to the audit of FY2019 CCH Financial Statements and Required Communications with External Auditors**

Director Suleiman Gonzalez, seconded by Director Reiter, moved to recess the open meeting and convene into a closed meeting, pursuant to the following exceptions to the Illinois Open Meetings Act: 5 ILCS 120/2(c)(1), regarding "the appointment, employment, compensation, discipline, performance, or dismissal of specific employees of the public body or legal counsel for the public body, including hearing testimony on a complaint lodged against an employee of the public body or against legal counsel for the public body to determine its validity," and 5 ILCS 120/2(c)(29), regarding "meetings between internal or external auditors and governmental audit committees, finance committees, and their equivalents, when the discussion involves

**VI. Closed Meeting Items (continued)**

internal control weaknesses, identification of potential fraud risk areas, known or suspected frauds, and fraud interviews conducted in accordance with generally accepted auditing standards of the United States of America.”

On the motion to recess the open meeting and convene into a closed meeting, a roll call was taken, the votes of yeas and nays being as follows:

Yeas: Acting Chair Hammock and Directors Gugenheim, Reiter and Suleiman Gonzalez (4)

Nays: None (0)

Absent: Chair Koetting and Director Deer (2)

THE MOTION CARRIED UNANIMOUSLY and the Committee convened into a closed meeting.

Acting Chair Hammock declared that the closed meeting was adjourned. The Committee reconvened into the open meeting.

**VII. Adjourn**

As the agenda was exhausted, Acting Chair Hammock declared the meeting ADJOURNED.

Respectfully submitted,  
Audit and Compliance Committee of the Board of Directors of the  
Cook County Health and Hospitals System

XXXXXXXXXXXXXXXXXXXXXXXXXXXX  
M. Hill Hammock, Acting Chair

Attest:

XXXXXXXXXXXXXXXXXXXXXXXXXXXX  
Deborah Santana, Secretary

**Requests/Follow-up:**

There were no requests for follow-up made at the meeting.