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, February 19, 2021 at the hour of 11:00 A.M. This meeting was held by remote means only, in compliance with the Illinois Open Meetings Act.

I. **Attendance/Call to Order**

Chair Koetting called the meeting to order.

Present: Chair Mike Koetting and Directors Hon. Dr. Dennis Deer, LCPC, CCFC; Ada Mary Gugenheim; and Robert G. Reiter, Jr. (4)

Board Chair M. Hill Hammock (ex-officio) and Directors Robert Currie, Mary Driscoll, RN, MPH; Joseph M. Gerald Bauman (Non-Director Member)

Absent: None (0)

Additional attendees and/or presenters were:

Cathy Bodnar – Chief Corporate Compliance and Privacy Officer
Jeff McCutchan – General Counsel
Israel Rocha, Jr. – Chief Executive Officer
Deborah Santana – Secretary to the Board
Tom Schroeder – Director of Internal Audit

The next regular meeting of the Audit and Compliance Committee is scheduled for Friday, May 21, 2021 at 11:00 A.M.

II. **Electronically Submitted Public Speaker Testimony**

There were no public testimonies submitted.

Note – action was taken on Agenda Items III(A), IV(A) and V(A) in one (1) combined motion.

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

A. Action Items – Receive and File the following reports:
   - CountyCare Compliance Program – FY2020 Annual Report
   - Cook County Health System (Provider) Compliance Program – FY2020 Annual Report

Cathy Bodnar, Chief Corporate Compliance and Privacy Officer, provided an overview of the information contained in the Report and two (2) Compliance Program Annual Reports. The Committee reviewed and discussed the information.

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 information on the proposed Internal Audit Charter.

V. **Action Items**
A. Accept Minutes of the Audit and Compliance Committee Special Meeting, October 14, 2020

Chair Koetting inquired whether any corrections were needed to be made to the Minutes.

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

Director Gugenheim, seconded by Director Deer, moved to receive and file the County Care and CCH (Provider) Compliance Program FY2020 Annual Reports; approve the proposed Internal Audit Charter; and accept the October 14, 2020 Special Meeting Minutes. On the motion, a roll call vote was taken, the votes of yeas and nays being as follows:

Yeas: Chair Koetting and Directors Deer, Gugenheim and Reiter (4)
Nays: None (0)
Absent: None (0)

THE MOTION CARRIED UNANIMOUSLY.

VI. Closed Meeting Items

A. Report from Director of Internal Audit
B. Discussion of Personnel Matters

Director Gugenheim, seconded by Director Deer, 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 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: Chair Koetting and Directors Deer and Gugenheim (3)
Nays: None (0)
Absent: Director Reiter* (1)

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

* Director Reiter was not present for the roll call vote to go into a closed meeting, but was present in the closed meeting.
Chair Koetting declared that the closed meeting was adjourned. The Committee reconvened into the open meeting.

VII. Adjourn

As the agenda was exhausted, Chair Koetting declared the meeting ADJOURNED.

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

XXXXXXXXXXXXXXXXXXXXXXXX
Mike Koetting, Chair

Attest:

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Deborah Santana, Secretary

Requests/Follow-up:

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