

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 Tuesday, July 19, 2022 at the hour of 12:00 P.M. This meeting was held by remote means only, due to the determination that a public health emergency exists.

**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 Lyndon Taylor and Directors Joseph M. Harrington; Karen E. Kim, MD, MS; and Otis L. Story, Sr.

Absent: None (0)

Additional attendees and/or presenters were:

Nicole Almiro - Chief Corporate Compliance and Privacy Officer

Deborah Santana – Secretary to the Board  
Tom Schroeder – Director of Internal Audit

Jeff McCutchan – General Counsel

Israel Rocha, Jr. – Chief Executive Officer

The next regular meeting of the Audit and Compliance Committee is scheduled for Monday, October 24, 2022 at 9:00 A.M.

**II. Electronically Submitted Public Speaker Testimony**

There was no public testimony submitted.

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

**2022 Board Compliance Education**

Nicole Almiro, Chief Corporate Compliance and Privacy Officer, conducted the first part of required Board training by reviewing requirements for Board performance generally and, specifically, how those meshed with its role in promoting institutional compliance.

Director Gugenheim inquired regarding how the Board knows if we have sufficient resources for our Compliance program. Ms. Almiro suggested that there were comparative metrics that had been reviewed with the Board in the past and, particularly, from the comments regarding resource needs that were made as part of the external review of our Compliance program last year and had been previously reviewed with the Board. She offered to share that assessment report to consider in light of the discussion.

**IV. Action Items**

**A. Accept Minutes of the Audit and Compliance Committee Meeting, June 17, 2022**

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

**B. Any items listed under Sections IV and V**

Director Gugenheim, seconded by Director Reiter, moved to accept the June 17, 2022 Audit and Compliance Committee 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.

**V. Closed Meeting Items**

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

**B. Report from Chief Corporate Compliance and Privacy Officer**

**C. 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, Gugenheim and Reiter (4)

Nays: None (0)

Absent: None (0)

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

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

**VI. 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

XXXXXXXXXXXXXXXXXXXXXXXXXXXX  
Mike Koetting, Chair

Attest:

XXXXXXXXXXXXXXXXXXXXXXXXXXXX  
Deborah Santana, Secretary

Requests/Follow-up:

Follow-up: In response to a question regarding how resources are assessed to ensure they are sufficiently covering the compliance program needs, Ms. Almiro indicated that she can share a recent external assessment report that addressed that subject. Page 1