

**MINUTES OF THE MEETING OF
THE VIRGINIA COMMONWEALTH UNIVERSITY
HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS
AUDIT AND COMPLIANCE COMMITTEE
March 22, 2022**

Committee Members

Mr. Keith Parker, Chair
Mr. Joel Bieber
Dr. Lisa Ellis
Ms. Lisa Hicks-Thomas
Ms. Fay Manolios
Dr. Michael Rao
Dr. Michelle Whitehurst-Cook

Board Member Guests

Dr. Hem Bhardwaj
The Honorable Lamont Bagby
Mr. Clyde Clark
Dr. Alice Coombs
Mr. Donald C.J. Gehring

Non-voting Committee Members

Dr. Michael Idowu

Staff

Mr. Scott Burnette
Dr. David Chelmow
Ms. Kim Erland
Mr. Zeb Elliott
Ms. Karen Helderman
Mr. Taron James
Mr. Vladimir Lavrentyev

Dr. Arthur Kellermann
Ms. Pamela Lepley
Mr. David Litton
Ms. Anne Scher, Esq.
Mr. Andrew Schutte, Esq.
Mr. James Siegel
Ms. Mary Tacconi

I. Call to Order

Mr. Parker called the meeting to order at 3:00 pm.

II. Minutes of the Meeting held on December 8, 2021

On a motion made and seconded, the minutes of the meeting held December 8, 2021, were approved.

III. Internal Audit Workplan Revisions

Ms. Helderman outlined revisions to the Internal Audit Workplan, explaining there had been a shift in priorities due to the implementation of Epic. Ms. Helderman noted

that Epic was a high dollar implementation process that included Tappahannock hospital financial controls. She explained that the Epic evaluation required re-documenting and re-auditing. She continued by discussing the medical records disclosure process that included process controls and evaluation. On a motion made and seconded, the committee approved the Internal Audit Workplan revisions as presented.

IV. Closed Session

On motion made and seconded, and as authorized by Section 2.2-3711(A)(23) of the Virginia Freedom of Information Act, the committee convened into closed session to discuss operational strategies where disclosure of such strategies would adversely impact the competitive position of the Authority, including, Internal Audit Updates (Audit Workplan Status and VCUHS Aries-Related Processes Review); Compliance Updates (Compliance and Privacy Summary and Compliance Auditing and Monitoring).

V. Resolution of Certification

Following closed session, on a motion made and seconded, the following resolution was approved by roll call vote:

The Audit and Compliance Committee of the Board of Directors of the Virginia Commonwealth University Health System Authority hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in this motion convening the closed session were heard, discussed or considered by the Audit and Compliance Committee of the Board of Directors of the Virginia Commonwealth University Health System Authority.

VI. Roll Call Vote

	<u>Ayes</u>	<u>Nays</u>
Mr. Keith Parker, Chair	X	
Mr. Joel Bieber	X	
Dr. Lisa Ellis	X	
Ms. Lisa Hicks-Thomas	X	

Ms. Fay Manolios	X
Dr. Michael Rao	X
Dr. Shantaram Talegaonkar	Absent
Dr. Michelle Whitehurst-Cook	X

Vote:

Ayes	7
Nays	0

ABSENT DURING MEETING	1
ABSENT DURING VOTING	1

VII. Motion to Accept

The Chair reported that no action was taken in Closed Session.

There being no further business the meeting was adjourned at 3:17 p.m.