

**MINUTES OF THE MEETING OF  
THE VIRGINIA COMMONWEALTH UNIVERSITY  
HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS  
AUDIT AND COMPLIANCE COMMITTEE  
June 23, 2021**

**Committee Members**

Mr. Keith Parker, Chair (virtual)  
Dr. Lisa Ellis  
Ms. Lisa Hicks-Thomas  
Dr. Michael Rao  
Dr. Shantaram Talegaonkar

**Board Member Guests**

Mr. Clyde Clark  
Mr. Donald Gehring  
Dr. Bruce Mathern  
Dr. Wilhelm Zuelzer

**Non-voting Committee Members**

Dr. Peter Buckley  
Dr. Ron Clark  
Dr. Harinder Dhindsa

Dr. Lydia Johnson  
Ms. Cindy Pecht  
Dr. Thomas Yackel

**Staff**

Mr. Scott Burnette  
Ms. Kim Erland  
Mr. Zeb Elliott  
Ms. Melinda Hancock  
Ms. Karen Helderman  
Ms. Nina Hobcroft  
Ms. Karah Gunther  
Mr. Taron James

Ms. Gwynne Jenkins  
Mr. Vladimir Lavrentyev  
Mr. David Litton  
Dr. Arthur Kellermann  
Ms. Pamela Lepley  
Mr. David Litton  
Ms. Jill McCormack  
Mr. Paul Neimeyer, Esq.

Ms. Susan Steagall  
Ms. Mary Tacconi

**Other Guests**

Mr. Tom Griffith  
Ms. Audra Shekleton

**I. Call to Order**

In accordance with Virginia Freedom of Information Act, Section 2.2-3708.2 “Meetings held through electronic means”, Subsection D., this meeting of the VCU Health System (“VCUHS”) Audit and Compliance Committee was held in person, electronically via Zoom and livestreamed. Mr. Parker called the meeting to order at 11:24 am.

**II. Minutes of the Meeting held on March 22, 2021**

On a motion made and seconded, the minutes of the meeting held March 22, 2021, were approved by roll call.

<b>III. <u>Roll Call Vote</u></b>	<b><u>Ayes</u></b>	<b><u>Nays</u></b>
Mr. Keith Parker, Chair	X	
Dr. Lisa Ellis	X	
Ms. Lisa Hicks-Thomas	X	
Dr. Michael Rao	Absent	
Dr. Shantaram Talegaonkar	X	
Dr. Michelle Whitehurst-Cook	Absent	

**Vote:**

Ayes	4
Nays	0

ABSENT DURING MEETING	1
ABSENT DURING VOTING	2

**IV. Proposed FY 2022 – 2024 Audit Work Plan**

Ms. Helderman outlined a proposed three-year Audit Work Plan and explained the plan is reviewed and revised annually to reflect newly identified risks. Ms. Helderman explained that the FY 2022 proposed plan would include engagements, annual audit projects, as well as other projects. Projected total hours to complete are estimated to be approximately 8100 hours.

**V. Proposed FY 2022 Compliance Work Plan**

Ms. Helderman then reviewed the FY 2022 Compliance Work Plan and initiatives, including items regarding effectiveness, policies, training and education and monitoring and auditing. On a motion made and seconded, the Proposed FY2022-2024 Audit Work Plan and Proposed FY2022 Compliance Work Plan were approved by roll call vote.

<b>VI. <u>Roll Call Vote</u></b>	<b><u>Ayes</u></b>	<b><u>Nays</u></b>
Mr. Keith Parker, Chair	X	
Dr. Lisa Ellis	X	

Ms. Lisa Hicks-Thomas	X
Dr. Michael Rao	Absent
Dr. Shantaram Talegaonkar	X
Dr. Michelle Whitehurst-Cook	Absent

**Vote:**

Ayes	4
Nays	0

ABSENT DURING MEETING	1
ABSENT DURING VOTING	2

**VII. EY – Planning for Annual Financial Statement Audit (FY 2021)**

Next, Ms. Shekleton from EY, explained the areas of emphasis for the FY2021 financial audit would include the following key items: net accounts receivables and patient revenue recognition; fraud risk, including contract risk and debt allowance; medical malpractice; investments and alternative investments; the acquisition of Tappahannock to include test accounting and activity; and Cares Act funding. Ms. Shekleton also spoke about a group audit strategy that would include FY20 and FY21 with varying scopes for each entity, as well as Tappahannock and Virginia Premier. Questions related to whether the loss of the CFO would impact or affect risk for the organization and whether there any compliance issues with Federal COVID monies were asked. Mr. Griffith from EY, explained that audit requirements include maintaining documents that would demonstrate support for potential future requests. Mr. Griffith also stated that other health systems had the same questions regarding impacts from COVID and related funding. A question and discussion regarding billing and collection processes followed.

**VIII. 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 into closed session to discuss operational strategies where disclosure of such strategies would adversely impact the competitive position of the Authority, including a Compliance & Privacy Update; Compliance Auditing and Monitoring; Executive Directors Update (Internal Audit Workplan Status and Status Report on FY20 Follow-ups); Audit Reports for Information (Gastroenterology and Non-Clinical Policies); and Audit Reports for Discussion (Clinical Research Billing and Clinical Imagine System).

<b>IX. <u>Roll Call Vote</u></b>	<b><u>Ayes</u></b>	<b><u>Nays</u></b>
Mr. Keith Parker, Chair	X	
Dr. Lisa Ellis	X	
Ms. Lisa Hicks-Thomas	X	
Dr. Michael Rao	X	
Dr. Shantaram Talegaonkar	X	
Dr. Michelle Whitehurst-Cook	Absent	

**Vote:**

Ayes	5
Nays	0

ABSENT DURING MEETING	1
ABSENT DURING VOTING	1

**X. Open Session**

Following closed session, on a motion made and seconded and approved by roll call vote the committee convened into open session.

<b>I. <u>Roll Call Vote</u></b>	<b><u>Ayes</u></b>	<b><u>Nays</u></b>
Mr. Keith Parker, Chair	X	
Dr. Lisa Ellis	X	
Ms. Lisa Hicks-Thomas	X	



The Chair reported that no action was taken in Closed Session.  
There being no further business the meeting was adjourned at 11:17 a.m.