

AGENDA COMPLIANCE AND AUDIT COMMITTEE MEETING OF THE EL CAMINO HOSPITAL BOARD

Thursday, November 18, 2021 – 5:00 pm
El Camino Hospital, 2500 Grant Road, Mountain View, CA 94040

PURSUANT TO GOVERNMENT CODE SECTION 54953(e)(1), EI CAMINO HEALTH **WILL NOT BE PROVIDING A PHYSICAL LOCATION TO THE PUBLIC FOR THIS MEETING**. INSTEAD, THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION MEETING VIA TELECONFERENCE AT:

1-669-900-9128, MEETING CODE: 946 5795 3866#. No participant code. Just press #.

PURPOSE: To advise and assist the El Camino Hospital (ECH) Hospital Board of Directors (“Board”) in its exercise of oversight of Corporate Compliance, Privacy, Internal and External Audit, Enterprise Risk Management, and Information Technology (IT) Security. The Committee will accomplish this by monitoring the compliance policies, controls, and processes of the organization and the engagement, independence, and performance of the internal auditor and external auditor. The Committee assists the Board in oversight of any regulatory audit and in assuring the organizational integrity of ECH in a manner consistent with its mission and purpose.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
1. CALL TO ORDER/ROLL CALL	Jack Po MD, Chair		5:00 – 5:01pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Jack Po MD, Chair		5:01 – 5:02
3. PUBLIC COMMUNICATION a. Oral Comments <i>This opportunity is provided for persons in the audience to make a brief statement, not to exceed three (3) minutes on issues or concerns not covered by the agenda.</i> b. Written Correspondence	Jack Po MD, Chair		information 5:02 – 5:05
4. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval a. Minutes of the Open Session of the CAC Meeting (9/30/2021) Information b. Status of FY22 Committee Goals c. Report on Board Actions	Jack Po MD, Chair	<i>public comment</i>	motion required 5:05 – 5:10
5. APPOINTMENT OF AD HOC COMMITTEE FOR RECRUITMENT OF NEW MEMBER	Jack Po MD, Chair Shiraz Ali, Director office of CEO		information 5:10 – 5:15
6. ADJOURN TO CLOSED SESSION	Jack Po MD, Chair		motion required 5:15– 5:16
7. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Jack Po MD, Chair		5:16 – 5:17
8. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval <i>Gov’t Code Section 54957.2:</i> a. Minutes of the Closed Session of the CAC Meeting (9/30/2021)	Jack Po MD, Chair		motion required 5:17 – 5:40

A copy of the agenda for the Regular Committee Meeting will be posted and distributed at least seventy-two (72) hours prior to the meeting. In observance of the Americans with Disabilities Act, please notify us at (650) 988-7361 prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
<p>Information <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: b. KPI Scorecard and Trends c. Activity Log September 2021 d. Activity Log October 2021 e. Internal Audit Work Plan f. Internal Audit Follow Up Table g. Committee Pacing Plan</p>			
<p>9. <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: - Enterprise Risk Management Metrics and Guidance on Risk Tolerance</p>	Jim Griffith, COO; Diane Wigglesworth, Sr. Director Corporate Compliance; Mary Rotunno, General Counsel		<p>discussion 5:40 – 6:00</p>
<p>10. <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: - IT Security Discussion</p>	Joe Voje, CISO Mary Rotunno, General Counsel		<p>discussion 6:00 – 6:20</p>
<p>11. <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: - Report Internal Audit Activity</p>	Margarita Guizar, Privacy Manager; Mary Rotunno, General Counsel		<p>information 6:20 – 6:30</p>
<p>12. <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: - Report on Oversight of Physician Payments and Compliance with Stark Laws</p>	Diane Wigglesworth, Sr. Director Corporate Compliance; Mary Rotunno, General Counsel		<p>information 6:30 – 6:50</p>
<p>13. <i>Gov't Code Sections 54957</i> for report and discussion on personnel matters – Senior Management: - Executive Session</p>	Jack Po MD, Chair		<p>discussion 6:50 – 6:57</p>
<p>14. ADJOURN TO OPEN SESSION</p>	Jack Po MD, Chair		<p>motion required 6:57 – 6:57</p>
<p>15. RECONVENE OPEN SESSION/ REPORT OUT</p>	Jack Po MD, Chair		<p>information 6:57 – 7:00</p>
<p>To report any required disclosures regarding permissible actions taken during Closed Session.</p>			
<p>16. ADJOURNMENT</p>	Jack Po MD, Chair		<p>motion required 7:00pm</p>

Upcoming Meetings: December 2021 (Joint Board and Committee Education) TBD, January 27, 2022, March 24, 2022, April 27, 2022 (Joint Board and Committee Education), May 19, 2022



**Minutes of the Open Session of the
Compliance and Audit Committee
of the El Camino Hospital Board of Directors
Thursday, September 30, 2021**

Pursuant to Government Code Section 54953(e)(1), El Camino Health did not provide a physical location for this meeting. Instead, the public was invited to join the open session meeting via teleconference.

Members Present**

Jack Po, MD, Chair
Lica Hartman, Vice-Chair
Lanhee Chen
Julia Miller
Sharon Anolik Shakked
Christine Sublett

Members Absent

****All via teleconference**

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	Chair Po called to order the open session meeting of the Compliance and Audit Committee of El Camino Hospital ("the Committee") at 5:00 pm. All Committee members participated via teleconference, and a quorum was present pursuant to Government Code Section 54953(e)(1).	Called to order at 5:00 pm
2. POTENTIAL CONFLICT OF INTEREST	Chair Po asked if any Committee members had a conflict of interest with any of the items on the agenda. None were reported.	
3. PUBLIC COMMUNICATION	None.	
4. CONSENT CALENDAR	<p>Chair Po asked if any member of the Committee would like to pull items from the consent calendar for discussion. No items were removed.</p> <p>Motion: To approve the Minutes of the Open Session of the Compliance and Audit Committee Meeting (8/19/21)</p> <p>Movant: Miller Second: Anolik Shakked Ayes: Chen, Hartman, Miller, Po, Shakked, and Sublett Noes: None Abstentions: None Absent: None Recused: None</p>	Consent Calendar approved
5. APPOINTMENT OF VICE-CHAIR AND ADDING COMMITTEE ADVISORS	<p>Chair Po announced Ms. Lica Hartman as the newly appointed Compliance Committee Vice-Chair.</p> <p>A brief discussion ensued regarding the potential of appointing an AdHoc Committee to recruit an additional committee member. Chair Po will reach out to Director Zoglin regarding the Finance Committee recruitment process and report to the Compliance Committee at the next meeting.</p>	
6. REPORT ON BOARD ACTIONS	Chair Po asked if any Committee members had any questions regarding the Report on Board Actions, further detailed in the packet.	Ms. Rotunno to provide a list of ECH

	<p>Ms. Shakked requested elaboration on the new joint venture with Satellite.</p> <p>Mr. Bohorquez clarified that ECH's role is as investors only, but ECH will meet quarterly to review quality performance and the bottom-line perspective.</p> <p>Chair Po requested in the future a list of all ECH JV's to outline the risks and liabilities be shared with the committee.</p>	<p>Joint Ventures</p>
<p>7. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 5:20 pm.</p> <p>Movant: Miller Second: Chen Ayes: Chen, Hartman, Miller, Po, Shakked, and Sublett Noes: None Abstentions: None Absent: None Recused: None</p>	<p>Adjourned to closed session at 5:20 pm</p>
<p>8. AGENDA ITEM 14: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>The open session was reconvened at 7:06 pm. Agenda items 8-13 were discussed in the closed session. During the closed session, the Committee approved the Minutes of the Closed Session of the Compliance and Audit Committee Meeting (08/19/21), Consolidated Financial Statements, and 403(b) and Cash Balance Audit Results.</p> <p>Ms. Wigglesworth noted there was a need to reschedule the October 27th Board Education Session which was now tentatively scheduled for December 1, 2021. The Pacing calendar will be modified to reflect the corrected date.</p>	<p>Open session reconvened at 7:06 pm</p>
<p>9. AGENDA ITEM 15: ADJOURNMENT</p>	<p>Motion: To adjourn at 7:07 pm.</p> <p>Movant: Po Second: Sublett Ayes: Anolik Shakked, Hartman, Miller, Po, Chen, and Sublett Noes: None Abstentions: None Absent: None Recused: None</p>	<p>Meeting adjourned at 7:07 pm</p>

Attest as to the approval of the foregoing minutes by the Compliance and Audit Committee of El Camino Hospital:

 Jack Po, MD
 Chair, Compliance and Audit Committee

FY22 COMMITTEE GOALS

Compliance and Audit Committee

PURPOSE

The purpose of the Compliance and Audit Committee (the "Committee") is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors ("Board") in its exercise of oversight of Corporate Compliance, Privacy, Internal and External Audit, Enterprise Risk Management, and Information Technology (IT) Security. The Committee will accomplish this by monitoring the compliance policies, controls, and processes of the organization and the engagement, independence, and performance of the internal auditor and external auditor. The Committee assists the Board in oversight of any regulatory audit and in assuring the organizational integrity of ECH in a manner consistent with its mission and purpose.

STAFF: **Diane Wigglesworth**, Sr. Director, Corporate Compliance (Executive Sponsor)

The Sr. Director, Corporate Compliance shall serve as the primary staff to support the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair's consideration. Additional members of the Executive Team or outside consultants may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

GOALS	TIMELINE	METRICS
1. Provide guidance to the organization on risk tolerance related to Enterprise Risk Management.	Q1 FY22 (Presenting 9/30/21) Revised to present on 11/18/21	Committee reviews and provides recommendations to the Compliance Officer and recommends if any information should be presented to the Board. Reviewed on 11/18/21
2. Receive education on new OIG guidance regarding compliance programs and fraud alerts.	Q3 FY22 (Presenting 1/27/22)	Committee receives education and recommends information that should be presented to the Board.
3. Review identified cyber risks for the organization in the context of critical business functions and how the cybersecurity plan and initiatives are protecting critical business activities within the IT strategic plan.	Q4 FY22 (Presenting 5/19/22)	Committee reviews and provides recommendations to the CIO and CISO.

SUBMITTED BY:

Chair: Jack Po, MD

Executive Sponsor: Diane Wigglesworth

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING MEMO**

To: Compliance and Audit Committee
From: Samreen Salehi, Executive Assistant II
Date: November 08, 2021
Subject: Report on Board Actions

Purpose: To keep the Committee informed regarding actions taken by the El Camino Hospital and El Camino Healthcare District Boards.

Summary:

1. **Situation:** It is essential to keep the Committees informed about Board activity to provide context for Committee work. The list below is not meant to be exhaustive; still, it includes agenda items the Board voted on that are most likely to be of interest to or pertinent to the work of El Camino Hospital's Board Advisory Committees.
2. **Authority:** This is being brought to the Committees at the request of the Board and the Committees.
3. **Background:** Since the last time we provided this report to the Investment Committee, the Hospital Board has met four times and District Board has met once. In addition, since the Board has delegated specific authority to the Executive Compensation Committee, the Compliance and Audit Committee, and the Finance Committee, those approvals are also noted in this report.

Board/Committee	Meeting Date	Actions (Approvals unless otherwise noted)
ECH Board	August 18, 2021	<ul style="list-style-type: none"> - Quality Improvement Patient Safety Plan (QAPI) - Minutes of the Open & Closed Session of the Hospital Board Meeting (06/23/2021) - Medical Staff Credentials and Privileges Report - Medical Staff Report - Pediatric FPPE Plan- Revised - Medical Staff Bylaws Amendments - FY 21 Period 11 Financials - MV Daytime Intensivist Professional Services Renewal Agreement - Investment in New Joint Venture with Satellite Healthcare - Amendment to CEO Employment Agreement

Report on Board Actions
November 08, 2021

Board/Committee	Meeting Date	Actions (Approvals unless otherwise noted)
	September 22, 2021	<ul style="list-style-type: none"> - Minutes of the Open & Closed Session of the Hospital Board Meeting (08/18/2021) - Minutes of the Open Session of the Joint Hospital & Finance Committee Meeting (05/24/2021) - Hospital Policy Approvals - Finance Committee Finalists - FY 21 Period 12 Financials - MV Cathlab Replacement Project - Pyxis MedStation Replacement Project - Medical Staff Development Plan - Medical Staff Report - Inpatient Rehabilitation Joint Venture
	October 13, 2021	<ul style="list-style-type: none"> - AB 361 Resolution Adopting Findings to Continue Virtual Public Meetings During State of Emergency - Minutes of the Open & Closed Session of the Hospital Board Meeting (09/22/2021) - Credentialing and Privileges Report - FY 21 Individual Performance Incentive Scores and Payouts - Real Estate Strategy Update - Policy Revisions - NICU Professional Agreement - FY 21 Annual Organizational Goal Results - Radiation Oncology Recruitment Loan Agreement - Medical Staff Report - FY 21 Audited Financial Report - FY 21 CEO Incentive Compensation Payment
	October 27, 2021 Study Session	<ul style="list-style-type: none"> - N/A
ECHD Board	October 19, 2021	<ul style="list-style-type: none"> - AB 361 Resolution Adopting Findings to Continue Virtual Public Meetings During State of Emergency - Minutes of the Open Special Study Session of the District Board Meeting (06/17/21) - Minutes of the Open & Closed Session of the District Board Meeting (06/29/21) - Minutes of the Open Special Study Session of the District Board Meeting (09/14/21) - FY21 Year-End Consolidated Financials - FY21 Year-End Community Benefit Report - Annual Adoption of Community Benefit Grants Policy - FY 21 Year-End ECHD Standalone Financials - ECHD FY 22 YTD Financials (Period 2) - FY 22 Community Benefit Board Policy Guidance

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: Compliance and Audit Committee
From: Jack Po MD, Chair
Date: November 18, 2021
Subject: Appointment of Ad Hoc Search Committee

Recommendation(s): (Possible Motion)

To approve the creation on an ad-hoc Committee/Team to facilitate the search for a new community member of the Compliance and Audit Committee.

Summary:

1. **Situation:** Due to the desire to expand the community advisors and skill set a committee position vacancy has been created. Per the Board's Charter, the Compliance and Audit Committee shall be comprised of two (2) or more Hospital Board members. The Committee may also include 2-4 Community¹ members with knowledge of Compliance and Audit committee practices, executive leadership and/or Compliance Management.
2. **Authority:** Per the Charter, new Community members shall be appointed by the Committee, subject to approval of the Board. All Committee appointments shall be for a term of one year expiring on June 30 renewable annually.
3. **Background:** The Ad-hoc committee will partner with leadership to post the opening and search for qualified candidates.
4. **Assessment:** Per past practice, all qualified applicants will be interviewed by the Committee
5. **Other Reviews:** N/A
6. **Outcomes:** After the Committee selects the new member, the Committee will recommend the candidate for Board approval

List of Attachments:

N/A

Suggested Committee Discussion Questions:

- 1) What are the most important considerations in recruiting prospective candidates?
- 2) What are the Committee's expectations of the sub-committee?

¹ Community Members are defined as Members of the Committee who are not El Camino Hospital Board Directors.