

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

Wednesday, September 28, 2022 – 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: 968 8256 6384#. 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 (5/19/2022) b. Minutes of the Open Session of the CAC Meeting (8/9/22) Information c. Report of Board Actions d. Status of FY23 Committee Goals | Jack Po MD, Chair | <i>public comment</i> | motion required 5:05 – 5:15 |
| 5. AD HOC COMMITTEE UPDATE REGARDING COMPLIANCE COMMITTEE MEMBER RECRUITMENT | Jack Po MD, Chair | <i>public comment</i> | information 5:15 – 5:20 |
| 6. ADJOURN TO CLOSED SESSION | Jack Po MD, Chair | | motion required 5:20– 5:20 |
| 7. POTENTIAL CONFLICT OF INTEREST DISCLOSURES | Jack Po MD, Chair | | 5:20 – 5:21 |
| 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 (5/19/2022) | Jack Po MD, Chair | | motion required 5:21 – 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) 988-7362 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 |
|--|--|--|--|
| b. Minutes of the Closed Session of the CAC Meeting (8/9/22) Information Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation: c. KPI Scorecard and Trends d. Activity Log May – August 2022 e. Internal Audit Work Plan f. Internal Audit Follow-Up Table g. Committee Pacing Plan | | | |
| 9. Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation: - Review FY 2022 Annual Patient Safety/Claims Report | Sheetal Shah, Director of Risk Management & Patient Safety; Priya Shah, Assistant General Counsel | | information 5:40 – 5:50 |
| 10. Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation: - Review FY 2022 Consolidated Financial Statements, 403 (b) and Cash Balance Audit Results | Joelle Pulver, Katherine Djiauw, Bertha Minnihan, Moss Adams, LLP; Priya Shah, Assistant General Counsel | | motion required 5:50 – 6:15 |
| 11. Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation: - Report Internal Audit Activity | Diane Wigglesworth, Sr. Director Corporate Compliance; Priya Shah, Assistant General Counsel | | information 6:15 – 6:25 |
| 12. Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation: - Review FY 2022 Annual Enterprise Compliance Program Report | Diane Wigglesworth, Sr. Director Corporate Compliance; Priya Shah, Assistant General Counsel | | information 6:25 – 6:45 |
| 13. Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation: - Review Compliance Work Plans for FY 2023 | Diane Wigglesworth, Sr. Director Corporate Compliance; Priya Shah, Assistant General Counsel | | discussion 6:45 – 6:50 |
| 14. Gov't Code Sections 54957 for report and discussion on personnel matters – Senior Management: - Executive Session | Jack Po MD, Chair | | discussion 6:50 – 6:59 |
| 15. ADJOURN TO OPEN SESSION | Jack Po MD, Chair | | motion required 6:59 – 6:59 |
| 16. RECONVENE OPEN SESSION/ REPORT OUT | Jack Po MD, Chair | | information 6:59 – 7:00 |
| To report any required disclosures regarding permissible actions taken during Closed Session. | | | |
| 17. ADJOURNMENT | Jack Po MD, Chair | | motion required 7:00pm |

Upcoming Meetings: November 30, 2022, February 22, 2023, April 26, 2023, June 28, 2023



**Minutes of the Open Session of the
Compliance and Audit Committee
of the El Camino Hospital Board of Directors
Thursday May 19, 2022**

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
Julia Miller
Sharon Anolik Shakked
Christine Sublett

Members Absent

Lanhee Chen

**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 5:02 pm. All Committee members participated via teleconference, and a quorum was present pursuant to Government Code Section 54953(e)(1). | <i>Called to order at 5:02 pm</i> |
| 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>Director Po asked if any member of the Committee would like to pull items from the open item consent calendar for discussion. Ms. Shakked pulled item 4c for discussion and Dan Woods, CEO, briefly described the Enterprise Strategy the Board approved in further detail.</p> <p>Motion: To approve the consent calendar to include:</p> <ul style="list-style-type: none"> a. Minutes of the Open Session of the CAC Meeting (3/30/2022) b. FY 2023 Committee Goals <p>Movant: Shakked Second: Miller Ayes: Hartman, Miller, Po, Anolik Shakked, and Sublett Noes: None Abstentions: None Absent: Chen Recused: None</p> | <i>Consent Calendar approved</i> |
| 5. AD HOC COMMITTEE UPDATE REGARDING COMPLIANCE COMMITTEE MEMBER RECRUITMENT | Ms. Wigglesworth informed the committee on the status of the interview process. It was decided the top two candidates will be decided upon by the ad-hoc committee before the next meeting date, which is in September. | |
| 6. ADJOURN TO CLOSED SESSION | Motion: To adjourn to closed session at 5:09 pm. | <i>Adjourned to closed</i> |

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| | Movant: Miller Second: Sublett Ayes: Hartman, Miller, Po, Anolik Shakked, and Sublett Noes: None Abstentions: None Absent: Chen Recused: None | session at 5:09 pm |
| 7. AGENDA ITEM 19: RECONVENE OPEN SESSION/ REPORT OUT | The open session was reconvened at 7:13 pm. Agenda items 7-14 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 (3/30/2022) and the FY 2023 Internal Audit Work Plan. | Open session reconvened at 7:13 pm |
| 8. AGENDA ITEM 20: ADJOURNMENT | Motion: To adjourn at 7:14 pm. Movant: Miller Second: Anolik Shakked Ayes: Hartman, Miller, Po, Anolik Shakked, and Sublett Noes: None Abstentions: None Absent: Chen Recused: None | Meeting adjourned at 7:14 pm |

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



**Minutes of the Open Session of the
Compliance and Audit Committee
of the El Camino Hospital Board of Directors
Tuesday, August 9, 2022- 4:00 pm**

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
Julie Kliger
Julia Miller
Sharon Anolik Shakked
Christine Sublett

Members Absent

Lanhee Chen

****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 4:10 pm. All Committee members participated via teleconference, and a quorum was present pursuant to Government Code Section 54953(e)(1). | <i>Called to order at 4:10 pm</i> |
| 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. Ms. Sublett disclosed that the candidate, Carole Klove, is a friend and a colleague she has previously worked with. | |
| 3. PUBLIC COMMUNICATION | There were no public communications | |
| 4. COMPLIANCE COMMITTEE MEMBER RECRUITMENT INTERVIEW SESSION | The committee interviewed potential committee member Carole Klove. Carole went into detail regarding her experience in clinical, legal, and regulatory issues in healthcare. Other topics touched upon are as follows: why the interest in joining the committee, if she would be able to meet in person, her role in Elemeno Health, advising on risk tolerance, and what she would consider as the top high-risk areas of the organization, common missteps in physician contracts, and noticing sub-optimal trends in data and outcomes. | |
| 5. ADJOURN TO CLOSED SESSION | Motion: To adjourn to closed session at 4:44 pm. Movant: Miller Second: Sublett Ayes: Hartman, Kliger, Miller, Po, Anolik Shakked, Sublett Noes: None Abstentions: None Absent: Chen Recused: None | <i>Adjourned to closed session at 4:44 pm</i> |
| 6. AGENDA ITEM 9: RECONVENE OPEN SESSION/ REPORT OUT | The open session was reconvened at 5:27 pm. Agenda item 7 was discussed in the closed session. | <i>The open session reconvened at 5:27 pm</i> |
| 7. AGENDA ITEM 10: | No changes to the charter were proposed. | |

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| PROPOSED COMMITTEE CHARTER REVISIONS | | |
| 8. AGENDA ITEM 20: ADJOURNMENT | Motion: To adjourn at 5:28 pm. Movant: Miller Second: Kliger Ayes: Hartman, Kliger, Miller, Po, Anolik Shakked, Sublett Noes: None Abstentions: None Absent: Chen Recused: None | <i>Meeting adjourned at 5:28 pm</i> |

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

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

To: Compliance and Audit Committee
From: Stephanie Iljin, Manager of Administration
Date: September 28, 2022
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 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 Compliance and Audit Committee, the Hospital Board has met four times, and the District Board has met twice. 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 | May 11, 2022 | <ul style="list-style-type: none"> - Resolution 2022-05: Recognizing retired auxiliary member Judy Van Dyck - Board Officer Elections Procedure - Credentialing and Privileges Report - FY 22 Period 9 Financials - Resolution 2022-06: Approving OB/GYN Call Panel Agreement for Carol A. Somersille, MD |
| | June 8, 2022 | <ul style="list-style-type: none"> - MV General Surgery Call Panel Renewal - Enterprise Pathology Medical Director Renewal - Enterprise Cancer Program Medical Director Renewal - MV Cath Lab Medical Director Renewal - MV Respiratory Care Services Medical Director Renewal - MV Cardiac Rehab Medical Director Renewal - 2022 ECH CHNA and FY23 ECH Implementation Strategy Report and Community Benefit Plan - FY23 Master Calendar Meeting Dates - Progress against FY22 Committee Goals - FY23 Committee Planning: Meeting Dates, Goals, Pacing Plans, Committee and Liaisons Appointments, and Charter Updates - FY23 Organizational Goals |

Report on Board Actions
September 28, 2022

| Board/Committee | Meeting Date | Actions (Approvals unless otherwise noted) |
|-------------------|--------------------|--|
| | August 17, 2022 | <ul style="list-style-type: none"> - Enterprise EKG Reading Panel Renewal Agreements - Enterprise Vascular Surgery ED and Inpatient On-Call Panel Renewal - MV & LG Gastroenterology ED and Inpatient Call Panel Renewal - MV NICU Medical Director Renewal - LG General Surgery ED and Inpatient On-Call Panel Renewal - Real Estate Acquisition/ APN: 264-09-57 - Executive Compensation Approvals - CHRO Base Salary - Silicon Valley Medical Development Board Appointments - Third Amended and Restated Limited Liability Company Operating Agreement of Silicon Valley Medical Development, LLC - FY2023 Capital Budget |
| | September 14, 2022 | <ul style="list-style-type: none"> - Exception to Physician Financial Arrangements Policy - Neuro-Interventional Call Panel (MV) - FY2023 Period 1 Financials |
| ECHD Board | May 17, 2022 | <ul style="list-style-type: none"> - Resolution 2022-04: El Camino Health District Mission Statement Review Ad Hoc Committee Formation, Appointment of Director John Zoglin - Resolution 2022-06: Community Benefit Spotlight: Women SV - Community Benefits Mid-Year Update - Report on COVID-19 Community Program - FY 23 El Camino Healthcare District Policy Bylaw Review Ad-Hoc Committee Recommendation: <ul style="list-style-type: none"> • P.2 Compliance Review Process • P.3 Director Compensation Policy • P.6 Appointment of Board Members to El Camino Hospital Board |

Report on Board Actions
September 28, 2022

| Board/Committee | Meeting Date | Actions (Approvals unless otherwise noted) |
|---|--------------------|---|
| | June 14, 2022 | <ul style="list-style-type: none"> - FY23 Regular Meeting Dates: Resolution 2022-07 - FY23 Operating Budget – ECHD and ECH & Affiliates - Appointment of Liaison to the Community Benefit Advisory Council - Appointment of FY23 Hospital Board Member Reappointment AD Hoc Committee: <i>Resolution 2022-08</i> - El Camino Health District Mission Statement Review AD Hoc Committee Recommendation - Requesting for and Consenting to Consolidate for Election: <i>Resolution 2022-09</i> - FY22 YTD District Financial Report - Establishing Tax Appropriation Limit for FY23 (Gann Limit): <i>Resolution 2022-10</i> - District Capital Outlay Funds - FY22 Community Benefit Plan |
| Executive Compensation Committee | May 18, 2022 | <ul style="list-style-type: none"> - FY 23 Committee Planning (goals, pacing plan, meetings dates, charter) - Proposed FY23 Organizational Performance Incentive Goals - Proposed FY 23 Individual Executive Strategic Pick Goals - Proposed Salary Range Change & Base Salary Change for VP Payor Relations - Executive Performance Incentive Plan |
| | June 24, 2022 | <ul style="list-style-type: none"> - Proposed Salary Range Change and Base Salary Change for Chief Operating Officer - Proposed Salary Range Change and Base Salary Change for Chief Growth Officer |
| | September 13, 2022 | <ul style="list-style-type: none"> - Proposed FY2022 Individual Performance Incentive Plan Scores - Proposed FY2022 Performance Incentive Plan Payouts - Proposed FY2023 Individual Executive Strategic Pick Goals (COO & CGO) - Executive Market Analysis - Proposed FY2023 Executive Salary Ranges - Proposed FY2023 Executive Base Salaries - Proposed FY2023 CEO Base Salary Range |
| Compliance and Audit Committee | - N/A | |
| Finance Committee | August 15, 2022 | <ul style="list-style-type: none"> - FY 2022 Period 11 Financial Report - FY 2022 Period 12 Financial Report - Real Estate Acquisition / APN: 264-09-57 - MV NICU Medical Director Agreement - LG General Surgery Panel - Enterprise Vascular Surgery Panel |

Report on Board Actions
September 28, 2022

| Board/Committee | Meeting Date | Actions (Approvals unless otherwise noted) |
|-----------------|--------------|--|
| | | <ul style="list-style-type: none">- Enterprise GI Call Panel- Enterprise EKG Reading Panel- FY 2023 Capital Budget |

List of Attachments: None.

Suggested Committee Discussion Questions: None.

FY23 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. Review the results of an enterprise Compliance Program Effectiveness Review for the hospital and all affiliated entities conducted by a third party. | Q2 FY23 | Committee reviews report and gap analysis and provides recommendations to the Compliance Officer. |
| 2. Review and evaluate the enterprise's standardized due diligence pre-acquisition process for physician mergers, acquisitions, or individual recruitment into affiliated medical groups. | Q3 FY22 | Committee reviews and provides recommendations to the Compliance Officer and CEO. |

SUBMITTED BY:

Chair: Jack Po, MD

Executive Sponsor: Diane Wigglesworth

Approved by the Board on 6-8-2022