

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

**Thursday, January 28, 2021 – 5:00 pm**  
 El Camino Hospital, 2500 Grant Road, Mountain View, CA 94040

**PURSUANT TO STATE OF CALIFORNIA EXECUTIVE ORDER N-29-20 DATED MARCH 18, 2020, EL CAMINO HEALTH WILL NOT BE PROVIDING A PHYSICAL LOCATION FOR THIS MEETING. INSTEAD, THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION MEETING VIA TELECONFERENCE AT:  
 1-669-900-9128, MEETING CODE: 760-083-0558#. 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
<b>1. CALL TO ORDER/ROLL CALL</b>	Sharon Anolik Shakked, Chair		<b>5:00 – 5:01pm</b>
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Sharon Anolik Shakked, Chair		<b>5:01 – 5:02</b>
<b>3. PUBLIC COMMUNICATION</b> 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	Sharon Anolik Shakked, Chair		<b>information</b> <b>5:02 – 5:05</b>
<b>4. CONSENT CALENDAR</b> <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> <b>Approval</b> a. <a href="#">Minutes of the Open Session of the CAC Meeting (11/19/2020)</a> <b>Information</b> b. <a href="#">Status of FY21 Committee Goals</a>	Sharon Anolik Shakked, Chair	<i>public comment</i>	<b>motion required</b> <b>5:05 – 5:10</b>
<b>5. REPORT ON BOARD ACTIONS</b> <b><a href="#">ATTACHMENT 5</a></b>	Board Members		<b>information</b> <b>5:10 – 5:15</b>
<b>6. ADJOURN TO CLOSED SESSION</b>	Sharon Anolik Shakked, Chair		<b>motion required</b> <b>5:15– 5:16</b>
<b>7. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Sharon Anolik Shakked, Chair		<b>5:16 – 5:17</b>
<b>8. CONSENT CALENDAR</b> <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> <b>Approval</b> <i>Gov’t Code Section 54957.2:</i> a. Minutes of the Closed Session of the CAC Meeting (11/19/2020)	Sharon Anolik Shakked, Chair		<b>motion required</b> <b>5:17 – 5:40</b>

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
<p><b>Information</b>                      Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:</p> <ul style="list-style-type: none"> <li>b. KPI Scorecard and Trends</li> <li>c. Activity Log November 2020</li> <li>d. Activity Log December 2020</li> <li>e. Internal Audit Work Plan</li> <li>f. Internal Audit Follow Up Table</li> <li>g. Committee Pacing Plan</li> <li>h. Internal Audit Report – Emergency Management</li> </ul>			
<p><b>9.</b> Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:                      - Business Continuity and Disaster Recovery Plan</p>	Jim Griffith, COO; Mary Rotunno, General Counsel		<p><b>information</b>  <b>5:40 – 5:55</b></p>
<p><b>10.</b> Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:                      - IT Security Discussion</p>	Deb Muro, CIO; Thomas August, Interim CISO; Mary Rotunno, General Counsel		<p><b>discussion</b>  <b>5:55 – 6:25</b></p>
<p><b>11.</b> Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:                      - Summary Physician Financial Arrangements</p>	Diane Wigglesworth, Sr. Director Corporate Compliance; Mary Rotunno, General Counsel		<p><b>discussion</b>  <b>6:25 – 6:40</b></p>
<p><b>12.</b> Gov't Code Sections 54957 for report and discussion on personnel matters – Senior Management:                      - Executive Session</p>	Sharon Anolik Shakked, Chair		<p><b>discussion</b>  <b>6:40 – 6:50</b></p>
<p><b>13. ADJOURN TO OPEN SESSION</b></p>	Sharon Anolik Shakked, Chair		<p><b>motion required</b>  <b>6:50 – 6:51</b></p>
<p><b>14. RECONVENE OPEN SESSION/ REPORT OUT</b>                      To report any required disclosures regarding permissible actions taken during Closed Session.</p>	Sharon Anolik Shakked, Chair		<p><b>information</b>  <b>6:51 – 6:55</b></p>
<p><b>15. ADJOURNMENT</b></p>	Sharon Anolik Shakked, Chair		<p><b>motion required</b>  <b>6:55 – 7:00pm</b></p>

**Upcoming Meetings:**

Regular Meetings:

March 18, 2021

April 28, 2021 (Joint Board and Committee Educational Session)

May 20, 2021



**Minutes of the Open Session of the  
Compliance and Audit Committee  
of the El Camino Hospital Board of Directors  
Thursday, November 19, 2020**

**El Camino Hospital | 2500 Hospital Drive, Mountain View, CA 94040**

**Members Present\*\***

**Sharon Anolik Shakked, Chair**  
**Lica Hartman**  
**Jack Po, MD, Vice Chair**  
**Christine Sublett**  
**Julia Miller**

**Members Absent**

**\*\*All via teleconference**

Agenda Item	Comments/Discussion	Approvals/ Action
<b>1. CALL TO ORDER/ ROLL CALL</b>	The open session meeting of the Compliance and Audit Committee of El Camino Hospital (“the Committee”) was called to order at 5:00pm by Chair Anolik Shakked. All Committee members participated via teleconference and were present at roll call. A quorum was present pursuant to State of California Executive Orders N-25-20 dated March 12, 2020 and N-29-20 dated March 18, 2020.	<b><i>Called to order at 5:00pm</i></b>
<b>2. POTENTIAL CONFLICT OF INTEREST</b>	Chair Anolik Shakked asked if any Committee members had a conflict of interest with any of the items on the agenda. No conflicts were reported.	
<b>3. PUBLIC COMMUNICATION</b>	None.	
<b>4. CONSENT CALENDAR</b>	<p>Chair Anolik Shakked asked if any member of the Committee or the public wished to remove any agenda items from the consent calendar.</p> <p>Chair Anolik Shakked pulled Item 4c “Articles of Interest” for discussion. Ms. Sublett stated that ransoms for ransomware attacks are typically paid by the companies themselves or by cyber insurance. Nevertheless, law enforcement advises against paying any ransoms because it encourages continued criminal behavior and doesn’t necessarily guarantee that the hackers won’t release the data being held.</p> <p>In response to committee members’ questions, Mary Rotunno, General Counsel, stated that ECH has a cyber insurance policy with Beasley, and if that situation occurred, management would report it to the carrier as well as contact the FBI for recommendations and guidance. Ms. Rotunno stated that ECH has a response team who would also help during those discussions. Deb Muro, Chief Information Officer, stated the ECH Incident Response Plan provides guidance during security related events including communication and notification to the Committee and Board. Diane Wigglesworth, Director, Corporate Compliance, stated that no two cyber situations are the same and ECH has never paid any ransom to date.</p> <p><b>Motion:</b> To approve the consent calendar a) Minutes of the Open Session of the Compliance and Audit Committee Meeting (10/01/2020); and for information: b) Status of FY21 Committee Goals, and (c) Articles of Interest.</p> <p><b>Movant:</b> Miller <b>Second:</b> Sublett <b>Ayes:</b> Anolik Shakked, Hartman, Miller, Po, &amp; Sublett <b>Noes:</b> None <b>Abstentions:</b> None</p>	<b><i>Consent Calendar approved</i></b>

	<p><b>Absent:</b> None <b>Recused:</b> None</p>	
<p><b>5. REPORT ON BOARD ACTIONS</b></p>	<p>Jack Po, MD, reported on the board actions and discussed the materials as presented in the packet. In regards to the election, the El Camino Hospital Board will have one new elected member, Carol Sommersille, MD, joining in December 2020. Dan Woods, Chief Executive Officer, also reported that COVID cases have increased and that ECH has a process in place to manage a surge.</p> <p>Chair Anolik Shakked asked if any Committee members had any questions about the Report on Board Actions. No questions were reported.</p>	
<p><b>6. ADJOURN TO CLOSED SESSION</b></p>	<p><b>Motion:</b> To adjourn to closed session at 5:28pm. <b>Movant:</b> Sublett <b>Second:</b> Miller <b>Ayes:</b> Anolik Shakked, Hartman, Miller, Po, &amp; Sublett <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None</p>	<p><i>Adjourned to closed session at 5:28pm</i></p>
<p><b>7. AGENDA ITEM 15: RECONVENE OPEN SESSION/ REPORT OUT</b></p>	<p>Open session was reconvened at 6:57pm. Agenda items 7-14 were discussed in closed session. During the closed session, the Committee approved the Minutes of the Closed Session of the Compliance and Audit Committee Meeting (10/01/20).</p>	<p><i>Open session reconvened at 6:57pm</i></p>
<p><b>8. AGENDA ITEM 16: ADJOURNMENT</b></p>	<p><b>Motion:</b> To adjourn at 6:59pm. <b>Movant:</b> Sublett <b>Second:</b> Po <b>Ayes:</b> Anolik Shakked, Hartman, Miller, Po, &amp; Sublett <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None</p>	<p><i>Meeting adjourned at 6:59pm</i></p>

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

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Sharon Anolik Shakked  
Chair, Compliance and Audit Committee

## FY21 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 Hospital and SVMD Compliance Work Plan for FY 2021.	Q1 FY21	Committee reviews and provides recommendations to the Compliance Officer.
2. Review Business Continuity and Disaster Recovery Plan with focus on effectiveness and appropriateness of COVID – 19 pandemic response and recovery.	Q3 FY21	Committee reviews and provides a report to the Board and recommendations to the COO that include assessment of COVID-19 response and recovery as well as a look back at preparedness had the anticipated "surge" occurred in FY 20 Q3 and Q4.
3. Participate in education session presented by Legal Counsel regarding revisions to Stark Law and Anti-Kickback Statute	Q3 FY21	Committee receives education and recommends information to be presented to the Board. ( Issuing of final rules is delayed until August 2021)
4. Review ECH's IT Security Strategic Plan.	Q4 FY21	Committee reviews and provides recommendations to CIO.

#### SUBMITTED BY:

**Chair:** Sharon Anolik Shakked

**Executive Sponsor:** Diane Wigglesworth



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

**To:** Compliance and Audit Committee  
**From:** Cindy Murphy, Director of Governance Services  
**Date:** January 28, 2021  
**Subject:** Report on Board Actions

**Purpose:** To keep the Committee informed with regards to actions taken by the El Camino Hospital and El Camino Healthcare District Boards.

**Summary:**

1. **Situation:** It is important to keep the Committees informed about Board activity to provide context for Committee work. The list below is not meant to be exhaustive, but 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 Compliance and Audit Committee, the Hospital Board has met once and the District Board has met twice. In addition, since the Board has delegated certain authority to the Executive Compensation Committee, the Compliance and Audit Committee and the Finance Committee, those approvals are also noted in this report.

<b>Board/Committee</b>	<b>Meeting Date</b>	<b>Actions (Approvals unless otherwise noted)</b>
<b>ECH Board</b>	December 9, 2020	<ul style="list-style-type: none"> <li>- FY21 Period 3 and 4 Financials</li> <li>- FY20 CEO Incentive Compensation Payment</li> <li>- Quality Committee Report Including Credentials and Privileges Report</li> </ul>
<b>ECHD Board</b>	December 4, 2020	<ul style="list-style-type: none"> <li>- Accepted the November 3, 2020 Election Results (John Zoglin, Julia E. Miller and Carol A. Somersille, MD elected)</li> <li>- Elected Carol A. Somersille, MD to the El Camino Hospital Board of Directors</li> <li>- Appointed Julia E. Miller as Vice Chair of the ECHD Board</li> </ul>
	December 29, 2020	<ul style="list-style-type: none"> <li>- Endorsed John Zoglin as Candidate for Alternate Independent Special District Member of Santa Clara County LAFCo</li> <li>- Approved \$100,000 in funding for Community COVID-19 Vaccination Program</li> </ul>
<b>Executive Compensation Committee</b>	N/A	
<b>Compliance and Audit Committee</b>	N/A	

Report on Board Actions  
January 28, 2021

Board/Committee	Meeting Date	Actions (Approvals unless otherwise noted)
Finance Committee	N/A	

**List of Attachments:** None.

**Suggested Committee Discussion Questions:** None.