

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

Thursday, May 19, 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: 972 2206 8123#. 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		information 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 (3/30/2022) b. FY 2023 Committee Goals Information c. Report of Board Actions and Education Session d. Status of FY 2022 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 Shiraz Ali, Director of CEO		information 5:15 – 5:20
6. ADJOURN TO CLOSED SESSION	Jack Po MD, Chair		motion required 5:20– 5:21
7. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Jack Po MD, Chair		5:21 – 5:22
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 (3/30/2022)	Jack Po MD, Chair		motion required 5:22 – 5:35

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:</p> <ul style="list-style-type: none"> b. KPI Scorecard and Trends c. Activity Log March 2022 d. Activity Log April 2022 e. Internal Audit Work Plan f. Internal Audit Follow Up Table g. Committee Pacing Plan 			
<p>9. <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation:</p> <ul style="list-style-type: none"> - Report on Enterprise Compliance Reporting Structure 	Diane Wigglesworth, Sr. Director Corporate Compliance; Mary Rotunno, General Counsel		information 5:35 – 5:45
<p>10. <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation:</p> <ul style="list-style-type: none"> - Review IT Cybersecurity Strategic Plan and Identified Enterprise Cyber Risks 	Joe Voje, CISO; Deb Muro, CIO; Mary Rotunno, General Counsel		discussion 5:45 – 6:10
<p>11. <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation:</p> <ul style="list-style-type: none"> - Report Internal Audit Activity 	Alex Robison, Steve Cabello and Dugan Krwawicz, Protiviti; Mary Rotunno, General Counsel		information 6:10 – 6:30
<p>12. <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation:</p> <ul style="list-style-type: none"> - Review Internal Audit Assessment and Proposed FY 2023 Internal Audit Work Plan 	Alex Robison, Protiviti; Mary Rotunno, General Counsel		motion required 6:30 – 6:45
<p>13. <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation:</p> <ul style="list-style-type: none"> - Compliance Work Plan Updates for FY 2022 	Diane Wigglesworth, Sr. Director Corporate Compliance; Mary Rotunno, General Counsel		information 6:45 – 6:50
<p>14. <i>Gov't Code Sections 54957</i> for report and discussion on personnel matters – Senior Management:</p> <ul style="list-style-type: none"> - Executive Session 	Jack Po MD, Chair		discussion 6:50 – 6:59
<p>15. ADJOURN TO OPEN SESSION</p>	Jack Po MD, Chair		motion required 6:59 – 7:00
<p>16. RECONVENE OPEN SESSION/ REPORT OUT</p> <p>To report any required disclosures regarding permissible actions taken during Closed Session.</p>	Jack Po MD, Chair		information 7:00 – 7:01
<p>17. ADJOURNMENT</p>	Jack Po MD, Chair	<i>public comment</i>	motion required 7:01pm

Upcoming Meetings: September 2022, November 2022, February 2023, April 2023, June 2023



**Minutes of the Open Session of the
Compliance and Audit Committee
of the El Camino Hospital Board of Directors
Wednesday, March 30, 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 5:01 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 5:01 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	A member of the public called into the meeting with a personal HIPAA concern. Ms. Wigglesworth referred them to the compliance hotline at 1-650-988-7733 for further follow up.	
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 4b 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> <p style="padding-left: 40px;">a. Minutes of the Open Session of the CAC Meeting (1/27/2022)</p> <p>Movant: Miller Second: Sublett Ayes: Hartman, Miller, Po, Anolik Shakked, and Sublett Noes: None Abstentions: None Absent: Chen Recused: None</p>	<i>Consent Calendar approved</i>
5. REVIEW PROPOSED FY2022 FINANCIAL AUDIT PLAN	Carlos Bohorquez, CFO, introduced Joelle Pulver and Chris Pritchard of Moss Adams, who will be conducting the annual financial audit for FY2022. Joelle and Chris explained the objective, process, and the standards the audit will follow. They also identified the areas of significant financial risks the auditors will test. A short discussion regarding risk areas ensued.	
6. DISCUSS PROPOSED FY2023	Shiraz Ali, Director of the CEO, proposed the pacing plan for FY2023 that was recommended to the Governance committee. Spencer Stuart completed a board assessment, which suggested a slight	

<p>COMPLIANCE AND AUDIT COMMITTEE MEETING DATES AND PACING PLAN</p>	<p>decrease in meetings. Ms. Wigglesworth and Mr. Ali asked for feedback that will be taken back to the governance committee regarding the proposed frequency of meetings and pacing plan. The committee expressed some concerns and a brief discussion followed. Ms. Wigglesworth added that if there are any additional concerns, please send them to her via email.</p>	
<p>7. DISCUSS DEVELOPMENT OF FY2023 ANNUAL COMMITTEE GOALS</p>	<p>Ms. Wigglesworth requested that the committee send her any areas of focus or goals they would like to accomplish the next fiscal year. Ms. Wigglesworth will email proposed goals to the committee for review before the next meeting. Director Miller spoke about concerns she had regarding the dates of the goals slipping. Ms. Wigglesworth explained that while dates may have changed due to unforeseen circumstances, the committee has historically met every committee goal.</p>	
<p>8. AD HOC COMMITTEE UPDATE REGARDING COMPLIANCE COMMITTEE MEMBER RECRUITMENT</p>	<p>Mr. Ali and Ms. Wigglesworth explained that the ad-hoc committee has been sourcing local candidates with a relevant background to interview. The ad-hoc committee stated they are comfortable with taking more time than allotted in order to expand their search and find candidates that are more suitable to bring to the Board of Directors for approval.</p>	
<p>9. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 5:59 pm. Movant: Miller Second: Hartman Ayes: Hartman, Miller, Po, Anolik Shakked, and Sublett Noes: None Abstentions: None Absent: Chen Recused: None</p>	<p><i>Adjourned to closed session at 5:59 pm</i></p>
<p>10. AGENDA ITEM 19: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>The open session was reconvened at 7:13 pm. Agenda items 10-17 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 (01/27/2022).</p>	<p><i>Open session reconvened at 7:13 pm</i></p>
<p>11. AGENDA ITEM 20: ADJOURNMENT</p>	<p>Motion: To adjourn at 7:14 pm. Movant: Anolik Shakked Second: Hartman Ayes: Hartman, Miller, Po, Anolik Shakked, and Sublett Noes: None Abstentions: None Absent: Chen Recused: None</p>	<p><i>Meeting adjourned at 7:14 pm</i></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

FY23 COMMITTEE GOALS - *DRAFT*

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 enterprises 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

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

To: Compliance and Audit Committee
From: Stephanie Iljin, Manager of Administration
Date: May 19, 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 two times, and the District Board has met once (5/17, will detail on Sept Report). 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	April 13, 2022	<ul style="list-style-type: none"> - FY23 El Camino Hospital Board Pacing Plan - FY22 Period 08 Financials - FY21 Annual Report on Physician Financial Arrangements - Urology Call Panel Renewals for the Mountain View and Los Gatos Campuses - Renewal of Enterprise Radiology Professional Services Agreement
	April 27, 2022	<ul style="list-style-type: none"> - Education Session to discuss the Enterprise Strategy with the Board and Advisory Committee Members <ul style="list-style-type: none"> • Strategic Framework focused on the three major areas (ACE) <ul style="list-style-type: none"> ○ Alignment with Physicians ○ Leadership in Clinical Program ○ Expanding our Reach
ECHD Board	N/A	
Executive Compensation Committee	N/A	

Report on Board Actions
May 19, 2022

Board/Committee	Meeting Date	Actions (Approvals unless otherwise noted)
Compliance and Audit Committee	N/A	
Finance Committee	March 28, 2022	<ul style="list-style-type: none">- Radiology Professional Services Renewal Agreement- Annual Report on Physician Financial Arrangement Expenses (FY21)
	April 25, 2022	<ul style="list-style-type: none">- FY22 Period 9 Financials- MV & LG Gastroenterology Call Panel Renewal Agreements

List of Attachments: None.

Suggested Committee Discussion Questions: None.

FY22 COMMITTEE GOALS

Compliance and Audit Committee

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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. Education presented on 1/27/22
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. Reviewed on 5/19/22

SUBMITTED BY:

Chair: Jack Po, MD

Executive Sponsor: Diane Wigglesworth