



**Minutes of the Open Session of the
Compliance and Audit Committee
of the El Camino Hospital Board of Directors
Thursday, March 18, 2021**

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
1. CALL TO ORDER/ ROLL CALL	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.	<i>Called to order at 5:00pm</i>
2. POTENTIAL CONFLICT OF INTEREST	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.	
3. PUBLIC COMMUNICATION	None.	
4. CONSENT CALENDAR	<p>Chair Anolik Shakked asked if any Committee members or the public wished to discuss any item from the consent calendar. No requests were reported.</p> <p>Motion: To approve the consent calendar a) Minutes of the Open Session of the Compliance and Audit Committee Meeting (1/28/2021); and for information: b) Status of FY21 Committee Goals.</p> <p>Movant: Sublett Second: Miller Ayes: Anolik Shakked, Hartman, Miller, Po, & Sublett Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Consent Calendar approved.</i>
5. REVIEW PROPOSED FY 21 FINANCIAL AUDIT PLAN	<p>Joelle Pulver and Katherine Djiauw from Moss Adams LLP joined the meeting. They reported that they will perform the financial audit for the fiscal year ending June 30, 2021. Their role is to express an opinion about whether the financial statements prepared by El Camino Health’s management are fairly presented in accordance with the GAAP (generally accepting audit principles) and government auditing standards.</p> <p>Ms. Djiauw mentioned that they will look into the internal controls of the organization as it relates to designing their audit procedure. She discussed what their responsibilities would be under the auditing standards related to the financial statements, as well as the plan, scope, and timeline in regards to the plan. At the conclusion of the audit, they will communicate their findings to the Committee and the Board with a focus on significant deficiencies or material weaknesses present within the organization.</p>	

	<p>In response to a committee member's question, Ms. Pulver clarified that a majority of the audit will be conducted remotely given the pandemic at least until June of this year. No decisions have been made past June. She also mentioned that a majority of the decision depends on the ability to get vaccinations and, that she would likely not ask her team to be onsite if they are not comfortable doing so.</p> <p>In response to Dan Woods', CEO, question, Ms. Pulver explained that they have not found any inherent risks of conducting a remote audit on their end, but have discussed inherent risks on their client's end where their workforce has gone to remote working, which is not the case at El Camino Hospital. They have more concerns in these situations due to changes in internal controls which may at times create weaknesses. She also discussed the lack of face to face connection to do interviews which helps them read body language to assess how a person is feeling. She mentioned that they have addressed this to the best of their abilities by conducting video interviews as opposed to phone interviews.</p> <p>Ms. Pulver and Ms. Djiauw left the meeting.</p>	
<p>6. REVIEW PROPOSED FY 22 COMPLIANCE COMMITTEE DATES</p>	<p>Chair Anolik Shakked asked if any Committee members had any questions or concerns in regards to the dates proposed.</p> <p>In response to a committee member's question, Ms. Wigglesworth confirmed that the proposed meeting dates for the Compliance and Audit Committee do not conflict with the El Camino Hospital Board meetings.</p> <p>Motion: To approve the dates for FY22 Compliance and Audit Committee meetings for the master calendar.</p> <p>Movant: Po Second: Hartman Ayes: Anolik Shakked, Hartman, Miller, Po, & Sublett Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Proposed FY 22 Compliance and Audit Committee dates approved.</i></p>
<p>7. REVIEW PROPOSED FY 22 COMPLIANCE COMMITTEE GOALS</p>	<p>Ms. Wigglesworth explained that she drafted some proposed goals and also sent an email to the Committee members requesting they think about any additional goals that the committee would like to include.</p> <p>Ms. Miller shared concerns related to the security of each member's device, especially as committee meetings are conducted online. She explained that there should be an enhanced layer of security for closed sessions. Deb Muro, CIO, agreed with Chair Anolik Shakked that this should be included on a list of security items to address, rather than a committee goal item.</p> <p>Ms. Wigglesworth suggested the Committee consider adding a goal related to receiving education regarding new guidance provided by the OIG regarding compliance programs and related fraud alerts. Chair Anolik Shakked agreed and added that education is something that should be included as a goal given that the OIG released new guidelines this year.</p> <p>In response to a committee member's question regarding compliance committee charters and committee oversight, Ms. Wigglesworth affirmed that she could reach out to similarly structured healthcare organizations and compare other organization charters to benchmark this compliance committee focus areas.</p>	

	<p>In response to a committee members' question, Ms. Wigglesworth indicated that the current compliance committee charter allows for two or more board members and two to four advisors on the committee. Jack Po, MD added that the committee should consider expanding to look for someone that can bring in diversity. Ms. Wigglesworth confirmed that there is bandwidth to expand the Committee membership, however, the request should ultimately be taken up with the Board Chair Lanhee Chen.</p> <p>Ms. Sublett shared that it would be helpful for Information Security to identify cyber risks for the organization in the context of critical business functions. She suggested that the committee should understand how the Cybersecurity plan and initiatives are protecting critical business activities.</p> <p>Ms. Wigglesworth stated that she would take these into consideration to draft some revised FY 2022 goals for the Compliance and Audit Committee, and present these goals at the next meeting for a vote.</p>	
8. REPORT ON BOARD ACTIONS	<p>Jack Po, MD, reported on the board actions and discussed the materials as presented in the packet. He then directed the discussion to Ms. Miller who shared that the District Board made the decision to reappoint Don Watters to an empty seat until June 30, 2021 in addition to another three year term from July 1st, 2021 to June 30, 2024.</p> <p>Chair Anolik Shakked asked if any Committee members had any questions about the Report on Board Actions. No questions were reported.</p>	
9. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 5:45pm. Movant: Miller Second: Po Ayes: Anolik Shakked, Hartman, Miller, Po, & Sublett Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Adjourned to closed session at 5:45pm</i>
10. AGENDA ITEM 19: RECONVENE OPEN SESSION/ REPORT OUT	<p>Open session was reconvened at 7:31. Agenda items 10-18 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 (01/28/2021).</p>	<i>Open session reconvened at 7:31pm</i>
11. AGENDA ITEM 20: ADJOURNMENT	<p>Motion: To adjourn at 7:32pm. Movant: Sublett Second: Miller Ayes: Anolik Shakked, Hartman, Miller, & Sublett Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Meeting adjourned at 7:32pm</i>

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

Sharon Anolik Shakked

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Chair, Compliance and Audit Committee