AGENDA
COMPLIANCE AND AUDIT COMMITTEE OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS
Wednesday, May 15, 2024 – 5:00 pm

El Camino Hospital | 2500 Grant Road Mountain View, CA 94040 | Sobrato Boardroom 2

THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION PORTION OF THE MEETING LIVE AT THE ADDRESS ABOVE OR VIA TELECONFERENCE AT:

1-669-900-9128, MEETING CODE: **946 2876 8556 #**. No participant code. Just press #.

Sharon Anolik Shakked will be participating via teleconference from 330 East Strawberry Drive, Mill Valley, CA 94941

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 Cybersecurity. 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 auditors. 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	ACTION	ESTIMATED TIMES
1	**CALL TO ORDER AND ROLL CALL**	Jack Po MD, Chair	Information	**5:00 – 5:01 pm**
2	**AB 2449 – REMOTE PARTICIPATION**	Jack Po MD, Chair	**Possible Motion**	**5:01 – 5:02**
3	**POTENTIAL CONFLICT OF INTEREST DISCLOSURES**	Jack Po MD, Chair	Information	**5:02 – 5:03**
4	**PUBLIC COMMUNICATION** a. Oral Comments *This opportunity is provided for persons to address the Board on any matter within the subject matter jurisdiction of the Board that is not on this agenda. Speakers are limited to three (3) minutes each.* b. Written Public Comments *Comments may be submitted by mail to the El Camino Hospital Board of Directors at 2500 Grant Avenue, Mountain View, CA 94040. Written comments will be distributed to the Board as quickly as possible. Please note it may take up to 24 hours for documents to be posted on the agenda.*	Jack Po MD, Chair	Information	**5:03 – 5:08**
5	**CONSENT CALENDAR ITEMS:** *Any Committee Member or member of the public may remove an item for discussion before a motion is made.* a. Approve Minutes of the Open Session of the CAC meetings (2/28/2024) b. Approve Minutes of the Closed Session of the CAC meetings (2/28/2024) c. Approve New Generative Artificial Intelligence Usage Policy d. Receive Status of FY 24 Committee Goals e. Receive FY 24 Committee Pacing Plan	Jack Po MD, Chair	**Motion Required**	**5:08 – 5:15**
6	**PROPOSED FY 2025 COMPLIANCE AND AUDIT COMMITTEE DATES AND COMMITTEE GOALS**	Diane Wigglesworth, Compliance/Privacy Officer	**Motion Required**	**5:15 – 5:25**

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) 988-7632** 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	ACTION	ESTIMATED TIMES
7	**RECESS TO CLOSED SESSION**	Jack Po MD, Chair	**Motion Required**	**5:25 – 5:26**

8	*Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:*
	  - Receive Compliance Program Reports
	  a. KPI Scorecard and Trends
	  b. Activity Logs February - March 2024
	  c. Internal Audit Work Plan FY 2024
	  d. Internal Audit Follow-Up Table
		Diane Wigglesworth, Compliance/Privacy Officer; Theresa Fuentes, Chief Legal Officer	Discussion	**5:26 – 5:45**

9	*Gov't Code Section 54957 (b) for discussion and report on personnel performance matters- Senior Management* - Discuss Personnel Matters Regarding Compliance Office Staff and Succession Plans	Deanna Dudley, CHRO; Diane Wigglesworth, Compliance/Privacy Officer; Theresa Fuentes, Chief Legal Officer	Discussion	**5:45 – 6:00**
10	*Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:* - Review Internal Audit Risk Assessment and FY: 2025 Audit Work Plan	Alex Robison, Protiviti; Theresa Fuentes, Chief Legal Officer	**Motion Required**	**6:00 – 6:15**
11	*Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:* - Receive Internal Audit Report	Alex Robison, Protiviti; Theresa Fuentes, Chief Legal Officer	Discussion	**6:15 – 6:30**
12	*Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:* - Receive Enterprise Risk Management Update	Carlos Bohorquez, CFO; Diane Wigglesworth, Compliance/Privacy Officer; Theresa Fuentes, Chief Legal Officer	Discussion	**6:30 – 6:45**
13	*Gov't Code Sections 54957 (b) for discussion and report on personnel performance matters- Senior Management:* - Executive Session	Jack Po MD, Chair	Discussion	**6:45 – 6:55**
14	**RECONVENE TO OPEN SESSION**	Jack Po MD, Chair	**Motion Required**	**6:56 – 6:57**
15	**CLOSED SESSION REPORT OUT** To report any required disclosures regarding permissible actions taken during Closed Session.	Jack Po MD, Chair	Information	**6:57 – 6:59**
16	**ADJOURNMENT**	Jack Po MD, Chair	**Motion Required**	**7:00 pm**

Upcoming Meetings: June 26, 2024

El Camino Health

**Minutes of the Open Session of the
Compliance and Audit Committee
of the El Camino Hospital Board of Directors
Wednesday, February 28, 2024**

Members Present	Members Absent	Others Present
Lica Hartman, Vice-Chair	**Jack Po**, Chair	**Carlos Bohorquez**, CFO
Julia Miller		**Deb Muro,** CIO
Christine Sublett		**Theresa Fuentes,** CLO
Sharon Anolik Shakked**		**Diane Wigglesworth**, Sr. Director, Corporate Compliance
Wayne Doiguchi		**Gabriel Fernandez,** Governance Services Coordinator
Sylvia Fong		**Tamara Stafford**, Director, Talent Development
		Joelle Pulver, Moss Adams

**via teleconference

Agenda Item	Comments/Discussion	Approvals/ Action
1. **CALL TO ORDER/ ROLL CALL**	Vice Chair Hartman called to order the open session meeting of the Compliance and Audit Committee of El Camino Hospital ("the Committee") at **5:01 pm**. Committee members Doiguchi, Fong, Hartman, Miller, and Sublett participated in person. Committee member Shakked was present via teleconference. A quorum was present pursuant to Government Code Section 54953(e)(1). Vice Chair Hartman also took a moment to welcome Committee Member Sylvia Fong. Ms. Fong's appointment to the Compliance Committee was approved by the El Camino Hospital Board on February 7th.	*Called to order at 5:01 pm*
2. **CONSIDER APPROVAL FOR AB 2449 REQUESTS**	Vice Chair Hartman announced in accordance with AB 2449 there were no requests received today. No motion is necessary.	
3. **POTENTIAL CONFLICT OF INTEREST**	Vice Chair Hartman asked if any Committee members had a conflict of interest with any of the items on the agenda. None were reported.	
4. **PUBLIC COMMUNICATION**	No members of the public were on the line.	

| 5. CONSENT CALENDAR | Committee Member Sublett removed agenda item 5c) Approve New Generative Artificial Intelligence Usage Policy, for further discussion. The discussion included the practices to evaluate if review for bias should be included in the policy. Recommended adding more details regarding process of AI tools evaluation and how this pertains to the governance of utilizing such technology. The committee also raised that, due to the evolving nature of AI technology, a default review cycle of three (3) years may be too long. Staff agreed to this change and will conduct annual review/s of the policy. Staff agreed to further revise the policy for approval at the next meeting.

Director Miller removed agenda item 5e) Receive Status of FY24 Committee Goals, for further discussion. The committee asked for clarification of the metrics and the data that will be presented for the Enterprise Risk Management metrics. Staff confirmed information will be provided at the May 15, 2024, meeting, in accordance with the FY24 Committee Pacing Plan.

Motion: To approve the consent calendar items except for items 5c and 5e.

Movant: Sublett
Second: Doiguchi
Ayes: Doiguchi, Fong**,** Hartman, Miller, Anolik-Shakked, Sublett
Noes: None
Abstentions: None
Absent: Po
Recused: None

Motion: To approve consent calendar item 5e) Receive Status of FY24 Committee Goals

Movant: Sublett
Second: Doiguchi
Ayes: Doiguchi, Fong**,** Hartman, Miller, Anolik-Shakked, Sublett
Noes: None
Abstentions: None
Absent: Po
Recused: None | *Consent calendar items 5a, 5b, 5d, and 5f approved* |

6.	**REVIEW PROPOSED FY 2024 FINANCIAL AUDIT PLAN**	Ms. Pulver provided an overview of the Proposed FY24 Financial Audit Plan. Ms. Pulver reviewed Moss Adams' scope of services, identified significant risks, and projected audit timelines for the Financial Statement Audit for FY24. The committee inquired about the significant risks outlined in the report. Ms. Pulver addressed that the outlined risks are typical for healthcare organizations.	
7.	**REVIEW PROCESS AND TIMELINE FOR SUCCESSION PLAN FOR COMPLIANCE OFFICER ROLE**	Ms. Stafford described the process for succession planning within the organization. Ms. Stafford explained the steps being taken to address the succession planning for the compliance officer role and how the organization would identify candidates. The committee inquired about projected timelines, candidates, and proposed alternatives to direct succession for the compliance officer role. The committee asked for a more directly developed succession plan, specific to the role, to be reported on at the next meeting.	
8.	**RECESS TO CLOSED SESSION**	**Motion:** To recess to closed session at **5:41 pm**. **Movant:** Anolik-Shakked **Second:** Sublett **Ayes:** Doiguchi, Fong**,** Hartman, Miller, Anolik-Shakked, Sublett **Noes:** None **Abstentions:** None **Absent:** Po **Recused:** None	*Recess to closed session at 5:41 pm.*
9.	**AGENDA ITEM 15: RECONVENE OPEN SESSION/ REPORT OUT**	The Compliance and Audit Committee did not take any reportable actions during the closed session	*Reconvened to Open Session at 6:44 pm.*
10.	**AGENDA ITEM 16: ADJOURNMENT**	**Motion:** To adjourn at 6:45 pm. **Movant:** Miller **Second:** Sublett **Ayes:** Doiguchi, Fong**,** Hartman, Miller, Anolik-Shakked, Sublett **Noes:** None **Abstentions:** None **Absent:** Po **Recused:** None	*Meeting Adjourned at 6:45 pm.*

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

_____
Gabriel Fernandez
Governance Services Coordinator

Prepared by: Gabriel Fernandez, Governance Services Coordinator
Reviewed by: Tracy Fowler, Director of Governance Services

Origination	N/A	Owner: Melissa Flitsch: Cybersecurity Risk & Compliance Manager
Last Approved	N/A	
Effective	Upon Approval	
Last Revised	N/A	Area: Information Security
Next Review	3 years after approval	Document Types: Policy

El Camino Health

Generative Artificial Intelligence Policy

COVERAGE:

This policy applies to all workforce members, medical staff and affiliated parties working with or on behalf of El Camino Health. For purposes of this policy, workforce members include El Camino Health staff, contingent workers and contractors. It governs all interactions and communication with generative Artificial Intelligence (AI) technologies, including but not limited to ChatGPT and similar conversational AI systems.

PURPOSE:

With the increasing popularity and prevalence of generative Artificial Intelligence (AI) technologies, such as OpenAI's ChatGPT and Epic's drafting of clinical notes, it has become necessary to outline the proper use of such tools while working at El Camino Health. Generative AI refers to technology capable of generating human-like content, including text, images and audio.

While we remain committed to adopting new technologies to aid our mission, we also understand the risks and limitations of generative AI and must ensure its safe and responsible use.

There are, however, risks in using generative AI, including discriminatory bias, uncertainty about who owns the AI-created content, and security/privacy concerns with inputting proprietary organizational information or sensitive information about an employee, patient, vendor, etc. Additionally, the accuracy of AI-created content cannot be relied upon, as the information may be outdated, misleading or — in some cases — fabricated.

POLICY STATEMENT:

Generative AI technologies must be used safely and responsibly to protect patients, employees, vendors and El Camino Health from harm. This policy, as well as supporting practices and procedures, will align to the NIST Artificial Intelligence Risk Management Framework.

DEFINITIONS:

- **Artificial Intelligence (AI):** Computer systems able to perform tasks that normally require human intelligence.

- **Bias:** In the context of AI models, unwanted or unintended discrimination in predictions or recommendations.

- **Generative AI:** A subset of AI that involves models and algorithms capable of generating new, previously unseen outputs based on the data it has been trained on.

- **Protected Health Information (PHI):** Any individually identifiable personal health information created, stored, transmitted or received by El Camino Health or its business associates.

GUIDING PRINCIPLES

The use of generative AI technologies at El Camino Health will be guided by the following principles:

- **Ensure Safe Patient Interaction:** Generative AI systems shall not provide medical advice to patients unless the outputs are strictly controlled and thoroughly vetted by both industry experts and the relevant regulatory bodies. The distinct risk of AI hallucinations and biases in healthcare necessitates medical professionals, who are trained and experienced, to supervise interactions. Medical professionals are essential in ensuring the accuracy and reliability of the advice given, recognizing the limitations of AI, and preventing potential harm to patients.

- **Safeguard Privacy and Security:** The confidentiality and integrity of all personally identifiable information shall remain paramount. Given the emergence of potentially insecure AI services, adherence to established healthcare standards and regulatory guidelines is required. Implementing rigorous privacy protocols and security provisions is vital to uphold trust and protect the interests of our community.

- **Adhere to Evidence-Based Medicine:** Misinformation and biases are prevalent, even in reputable sources across the internet. Generative AI in healthcare must be anchored in evidence-based medicine, relying on trusted, scientific sources to inform its knowledge base. A stringent, proactive approach is essential to mitigate the risk of circulating harmful and inaccurate data points, improving the accuracy, reliability and safety of the AI-generated outputs.

- **Commit to Transparency and Prudence:** Generative AI systems have a potential for errors — even when utilized by trained medical professionals. Given the inherent intricacies of generative AI, it is essential to provide clarity regarding its limitations. Medical professionals must monitor AI outputs with a critical eye and exercise due diligence to discern potential inaccuracies, avoid biases and safeguard patient well-being.

PROCEDURE:

A. **Governance of Generative AI Technologies**

1. The Generative AI Steering Committee will maintain an Approved Application Roster, listing approved generative AI technologies along with the limitations and requirements for their use.

2. Approval is required for all new generative AI technologies, even those that are not cloud-based.

   a. Any workforce member seeking to use a new generative AI technology must complete the Generative AI Intake Form in ServiceNow. The Generative AI Intake Form assists the Generative AI Taskforce in reviewing the proposed use case, including the establishment of any requirements and restrictions. It also helps identify productive follow-up questions.

   b. The Generative AI Application Review Taskforce will review the submitted Generative AI Intake Form. The Taskforce may send clarifying and/or follow-up questions to the requester via email. Alternatively, the Taskforce may schedule a meeting with the requester to discuss clarifying and/or follow-up questions.

   c. The Generative AI Application Review Taskforce will strive to provide its recommendation to the Generative AI Steering Committee within five (5) business days of receiving the Generative AI Intake Form.

   d. The Generative AI Steering Committee will review the recommendation of the Generative AI Application Review Taskforce. Following its review, the Generative AI Steering Committee will deliver its decision to the requester:

      i. Approval. If the request is approved, the requester will receive an email with the approval and any restrictions or necessary accommodations.

      ii. Denial. If the request is denied, the requester will receive an email with reasons for the denial.

      iii. Deferment. If the request is deferred, the requester will receive an email with additional steps required for approval. This could include additional requirements such as submitting the request through Conga or completing a Security Risk Assessment (SRA).

3. Confidential, PHI or proprietary information must not be entered into generative AI technologies unless that application and information type is permitted in the Approved Application Roster.

4. All third parties that provide generative AI chatbot services to El Camino Health must have a HIPAA Business Associate Agreement (BAA) in effect before use. This includes all use, even if PHI is not intended to be entered into the service.

B. **Use of Approved Generative AI Technologies**

1. Users of approved applications must receive sufficient training to understand the capabilities and limitations of generative AI in the healthcare context, as well as

being made aware of resources to report biases, inaccuracies or anomalies.

2. Users of approved applications must review AI-generated content for biases, inaccuracies or anomalies before relying on it for work purposes, including clinical care. If a reliable source cannot verify factual information generated by the AI, that information must not be used for work purposes. The ultimate responsibility for AI-generated content and decisions regarding its use rests with the user.

3. As generative AI may produce content that could be considered plagiarized from its knowledge base, including copyrighted works, no text generated or partially generated from generative AI will be eligible to have an El Camino Health copyright, trademark or patent at this time.

4. Users of approved applications must adhere to applicable standards and requirements. For example, use of the El Camino Health AI Copilot must follow Microsoft's Responsible AI Principles.

5. When creating documentation, users of approved applications must be aware of, and comply with, the latest conventions and standards for citing and disclosing the use of generative AI in the creation of that documentation.

6. Use of approved applications must comply with all relevant El Camino Health policies, including but not limited to those related to conduct and anti-discrimination, intellectual property and acceptable use. For instance, generative AI must not be used to create content that is inappropriate, discriminatory or otherwise harmful to others or the organization.

COMPLIANCE:

Violations of this policy must be reported to the Chief Information Security Officer or the Compliance Officer. Alternatively, violations may be reported anonymously as outlined in *Compliance Hotline* procedure, available in PolicyStat.

AUDITING:

At any time, the Chief Information Security Officer or the Compliance Officer may authorize the audit of the ECH environment, including its systems and services, for compliance with this policy.

REFERENCES:

National Institute of Standards and Technology (2023) *Artificial Intelligence Risk Management Framework (AI RMF 1.0).* https://doi.org/10.6028/NIST.AI.100-1

NOTE: Printed copies of this document are uncontrolled. In the case of a conflict between printed and electronic versions of this document, the electronic version prevails.

Approval Signatures

Step Description	Approver	Date
ePolicy Committee	Patrick Santos: Policy and Procedure Coordinator	Pending
InfoSec - CISO, Technical Services Director, CIO	Joshua Spencer: Interim Asst VP – Chief Information Security	04/2024
	Melissa Flitsch: Cybersecurity Risk & Compliance Manager	04/2024

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El Camino Health

FY24 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 Audits, Financial Audit, Enterprise Risk Management, and Cybersecurity. The Committee will accomplish this by monitoring the compliance policies, controls, and processes of the organization and the engagement, independence, and performance of the external financial 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 revised Enterprise Risk Management (ERM) metrics based on Board feedback, identified actual risks, and/or new areas of strategic focus.	Q2 FY24	Committee reviews any updated metrics and provides feedback. ERM updates presented for discussion at the 11/29/23 meeting.
2. Review and provide feedback on compliance and risk strategies to support and align with "Vision 2027" plans	Q2 FY24	Committee provides recommendations if compliance assessments are needed for any new strategies the organization may undertake. Strategic plan presented at the 11/29/23 meeting.
3. Review the process and timeline for succession plans for the Compliance/Privacy Officer role.	Q3 FY24	Committee reviews the plan and provides recommendations to the Compliance Officer and CEO. Succession plans being presented at the 2/28/24 meeting and again on 5/15/24.

SUBMITTED BY:

Chair: Jack Po, MD
Executive Sponsor: Diane Wigglesworth

Compliance and Audit Committee
FY24 Pacing Plan

AGENDA ITEM	Q1			Q2			Q3			Q4		
	JUL	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MAR	MAY		JUN
STANDING AGENDA ITEMS												
Results of Internal Audits			✓		✓			✓		✓		✓
Cybersecurity Program					✓			✓				✓
Enterprise Risk Management Metrics					✓					✓		
Discussion Items/Committee Actions												
Review FY 23 Annual Enterprise Compliance Program Report			✓									
Review FY 23 Annual Patient Safety/Claims Report			✓									
Review next FY Enterprise Compliance Work Plan												✓
Review Status of Current FY Compliance Work Plan Activity Completed												✓
Receive FY 23 Financial Auditors Consolidated Financial Statements, 403(b) and Cash Balance Audit results			✓									
Review Management's Summary Report of Physician Financial Agreements								✓				
Approve next FY Committee Goals and Meeting Dates										✓		
Review FY 24 Annual Financial Audit Plan with Financial Auditors								✓				
Review OIG Work Plan and Management's Response								✓				
Review Internal Audit Risk Assessment and next FY Internal Audit Work Plan										✓		
COMMITTEE GOALS												
Review revised ERM Metrics based on feedback from Hospital Board or new areas of strategic focus					✓							
Review Vision 2027 Strategic Plans					✓							
Review process and timeline for succession plan for Compliance/ Privacy Officer Role								✓		✓		

![El Camino Health]

Compliance and Audit Committee Meetings
FY2025 Dates

COMMITTEE MEETING DATES
Wednesday, September 25, 2024
Wednesday, November 20, 2024
Wednesday, February 26, 2025
Wednesday, April 23, 2025
Wednesday, June 25, 2025

El Camino Health

FY25 COMMITTEE GOALS
Compliance and Audit Committee

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STAFF: **Diane Wigglesworth**, Compliance/Privacy Officer (Executive Sponsor)

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GOALS	TIMELINE	METRICS
1. Review proposed modifications to the Conflict of Interest (COI) policy, disclosure form, and the recommended process of annual reviews.	Q1 FY25	Committee reviews and provides feedback to the Compliance Officer.
2. Participate in education regarding the 2024 revised FTC antitrust enforcement actions regarding proposed mergers and acquisitions.	Q2 FY24	Committee receives education and training regarding the changes and impact to organization.
3. Review ongoing progress on implementation of the 2027 Strategic Plan and provide feedback regarding any recommended compliance assessments.	Q3 FY24	Committee provides recommendations if compliance assessments are needed for any new strategies the organization may undertake.

SUBMITTED BY:

Chair: Jack Po, MD
Executive Sponsor: Diane Wigglesworth