

**AGENDA**  
**COMPLIANCE AND AUDIT COMMITTEE OF THE**  
**EL CAMINO HOSPITAL BOARD OF DIRECTORS**  
**Wednesday, November 29, 2023– 5:00 pm**

El Camino Health | 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: **974 5553 0941#**. No participant code. Just press #.

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

Christine Sublett will be participating via teleconference from 2389 Ticonderoga Drive San Mateo, CA 94402

**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.

	<b>AGENDA ITEM</b>	<b>PRESENTED BY</b>	<b>ACTION</b>	<b>ESTIMATED TIMES</b>
1	<b>CALL TO ORDER/ROLL CALL</b>	Jack Po MD, Chair	Information	<b>5:00 – 5:01 pm</b>
2	<b>CONSIDER AB 2449 REQUESTS</b>	Jack Po MD, Chair	<b>Possible Motion</b>	<b>5:01 – 5:02</b>
3	<b>POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Jack Po MD, Chair	Information	<b>5:02 – 5:03</b>
4	<b>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 <i>Comments may be submitted by mail to the El Camino Hospital Board Compliance and Audit Committee at 2500 Grant Road, Mountain View, CA 94040. Written comments will be distributed to the committee as quickly as possible. Please note it may take up to 35 hours for documents to be posted on the agenda.</i>	Jack Po MD, Chair	Information	<b>5:03 – 5:08</b>
5	<b>CONSENT CALENDAR ITEMS:</b> <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> a. <a href="#">Approve Minutes of the Open Session of the CAC meetings (09/27/2023)</a> b. Approve Minutes of the Closed Session of the CAC meetings (09/27/2023) c. <a href="#">Approve Physician Wellness Program Policy</a> d. <a href="#">Receive Status of FY 24 Committee Goals</a>	Jack Po MD, Chair	<b>Motion Required</b>	<b>5:08 – 5:14</b>

	<b>AGENDA ITEM</b>	<b>PRESENTED BY</b>	<b>ACTION</b>	<b>ESTIMATED TIMES</b>
<b>6</b>	<b>ADJOURN TO CLOSED SESSION</b>	Jack Po MD, Chair	<b>Motion Required</b>	<b>5:14 – 5:15</b>
<b>7</b>	<b>POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Jack Po MD, Chair	Information	<b>5:15 – 5:16</b>
<b>8</b>	<i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:</i> <ul style="list-style-type: none"> <li>- Receive Compliance Program Reports <ul style="list-style-type: none"> <li>a. KPI Scorecard and Trends</li> <li>b. Activity Logs Sept. - October 2023</li> <li>c. Internal Audit Work Plan FY 2024</li> <li>d. Internal Audit Follow Up Table</li> </ul> </li> </ul>	Diane Wigglesworth, Compliance/Privacy Officer; Theresa Fuentes, Chief Legal Officer	Discussion	<b>5:16 – 5:25</b>
<b>9</b>	<i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:</i> <ul style="list-style-type: none"> <li>- Review Enterprise Vision 2027 Strategies and Goals</li> </ul>	Dan Woods, CEO; Andreu Reall, VP of Strategy Theresa Fuentes, Chief Legal Officer	Discussion	<b>5:25 – 5:50</b>
<b>10</b>	<i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:</i> <ul style="list-style-type: none"> <li>- Review Enterprise Risk Management (ERM) Metrics and Board Feedback</li> </ul>	Dan Woods, CEO; Omar Chugtai, Chief Growth Officer; Andreu Reall, VP of Strategy Theresa Fuentes, Chief Legal Officer	Discussion	<b>5:50 – 6:10</b>
<b>11</b>	<i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:</i> <ul style="list-style-type: none"> <li>- Receive Cybersecurity Program Report</li> </ul>	Josh Spencer, Interim CISO; Theresa Fuentes, Chief Legal Officer	Discussion	<b>6:10 – 6:35</b>
<b>12</b>	<i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:</i> <ul style="list-style-type: none"> <li>- Receive Internal Audit Report</li> </ul>	Diane Wigglesworth, Compliance/Privacy Officer; Theresa Fuentes, Chief Legal Officer	Discussion	<b>6:35 – 6:45</b>
<b>13</b>	Gov't Code Sections 54957 Report regarding personnel performance – Chief Executive Officer -Executive Session	Jack Po MD, Chair	Discussion	<b>6:45 – 6:55</b>
<b>15</b>	<b>RECONVENE OPEN SESSION/ CLOSED SESSION REPORT OUT</b>	Jack Po MD, Chair	<b>Motion Required</b>	<b>6:56 – 6:59</b>
	To report any required disclosures regarding permissible actions taken during Closed Session.			
<b>16</b>	<b>ADJOURNMENT</b>	Jack Po MD, Chair	<b>Motion Required</b>	<b>7:00pm</b>

**Upcoming Meetings:** February 28, 2024, May 15, 2024, June 26, 2024



**Minutes of the Open Session of the  
Compliance and Audit Committee  
of the El Camino Hospital Board of Directors  
Wednesday, September 27, 2023**

**Members Present**

**Lica Hartman**, Vice-Chair  
**Jack Po**, Chair  
**Julia Miller**  
**Christine Sublett**

**Members Absent**

**Sharon Anolik Shakked\*\***

**Others Present**

**Dan Woods**, CEO  
**Carlos Bohorquez**, CFO  
**Deb Muro**, CIO  
**Mary Rotunno**, General Counsel \*\*  
**Diane Wigglesworth**, Sr. Director,  
Corporate Compliance  
**Joseph Spencer**, Interim CISO  
**Gabriel Fernandez**, Governance Services  
Coordinator  
**Jennifer Bettendorf**, Executive Assistant  
II  
**Joelle Pulver**, Moss Adams LLP  
**Bertha Minnihan**, Moss Adams LLP  
**Sheetal Shah**, Sr. Director, Risk  
Management & Patient Safety  
**Alex Robison**, Protiviti \*\*

\*\*via teleconference

<b>Agenda Item</b>	<b>Comments/Discussion</b>	<b>Approvals/ Action</b>
<b>1. CALL TO ORDER/ ROLL CALL</b>	Chair Po called to order the open session meeting of the Compliance and Audit Committee of El Camino Hospital ("the Committee") at <b>5:02 pm</b> . All Committee members participated in person except for Ms. Shakked who was absent for the duration of the meeting. A quorum was present pursuant to Government Code Section 54953(e)(1).	<b><i>Called to order at 5:02 pm</i></b>
<b>2. CONSIDER APPROVAL FOR AB 2449 REQUESTS</b>	Chair Po announced in accordance with AB 2449 there were no requests received today for Just Cause. No motion necessary.	
<b>3. POTENTIAL CONFLICT OF INTEREST</b>	Chair Po asked if any Committee members had a conflict of interest with any of the items on the agenda. None were reported.	
<b>4. PUBLIC COMMUNICATION</b>	None.	

<p><b>5. CONSENT CALENDAR</b></p>	<p>Director Miller removed agenda item 5a. Minutes of the Open Session of the CAC meeting (08/11/2023) for discussion. Director Miller made requests for revision to the minutes as well as follow up on the previous inquiry regarding the mobile app policy.</p> <p><b>Motion:</b> To approve all items in the consent calendar with the requested revisions/ actions.</p> <p><b>Movant:</b> Miller  <b>Second:</b> Hartman  <b>Ayes:</b> Hartman, Miller, Po, Sublett  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Anolik-Shakked  <b>Recused:</b> None</p>	<p><b>Consent calendar approved</b></p> <p><b>Actions:</b> Staff to revise Minutes of the Open Session of the CAC meeting (08/11/2023) to reflect Director Miller's clarification of <b>not</b> having a friend interested in applying for CAC.</p> <p>General Counsel to follow up on the Mobile App privacy policy and return to the committee with the requested information.</p>
<p><b>6. ADJOURN TO CLOSED SESSION</b></p>	<p><b>Motion:</b> To adjourn to closed session at <b>5:07 pm.</b></p> <p><b>Movant:</b> Miller  <b>Second:</b> Sublett  <b>Ayes:</b> Hartman, Miller, Po, Sublett  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Anolik-Shakked  <b>Recused:</b> None</p>	<p><b>Adjourned to closed session at 5:07 pm.</b></p>
<p><b>7. AGENDA ITEM 16: RECONVENE OPEN SESSION/ REPORT OUT</b></p>	<p>The Committee reconvened to the Open Session at <b>7:09 pm.</b></p> <p>During the closed session the Compliance and Audit Committee approved the closed session minutes of the August 11<sup>th</sup>, 2023 Compliance and Audit Committee Meeting and the FY23 Consolidated Financial Statements, 403 (b) and Cash Balance Audit Results</p>	
<p><b>8. AGENDA ITEM 18: ADJOURNMENT</b></p>	<p><b>Motion:</b> To adjourn at 7:10 pm.</p> <p><b>Movant:</b> Miller  <b>Second:</b> Po  <b>Ayes:</b> Hartman, Miller, Po, Sublett  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Anolik-Shakked  <b>Recused:</b> None</p>	<p><b>Meeting Adjourned at 7:10 pm.</b></p>

**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  
Last Approved N/A  
Effective N/A  
Last Revised N/A  
Next Review N/A

Owner **Melissa Guerrero:**  
Manager  
Corporate Compliance  
Area Corporate Compliance

## Physician Wellness Program Policy

### COVERAGE:

El Camino Hospital referred to as "ECH".

### PURPOSE:

To establish a Physician Wellness Program as permitted under the Stark Law exception and federal anti-kickback safe harbor included in the Consolidated Appropriations Act, 2023 (CAA), which is available to all physicians and clinicians who practice within the geographic service area served by ECH.

### POLICY STATEMENT:

El Camino Health will offer and provide, without regard to the volume or value of referrals, or the value of other business generated, an annual mental and behavioral health improvement or maintenance program to Medical Professionals practicing within the community for the primary purpose of preventing suicide and improving mental health and resiliency of providers ("Program").

### DEFINITIONS:

**Physician:** A Doctor of Medicine or osteopathy, a Doctor of Dental Surgery or dental medicine, a Doctor of Podiatric Medicine, a Doctor of Optometry, or a chiropractor.

**Clinician:** A healthcare professional qualified in the clinical practice of medicine, including advanced practice providers (APP), such as a nurse practitioner or a physician assistant. Clinicians are those who provide principal care for a patient where there is no planned endpoint of the relationship; expertise needed for the ongoing management of a chronic disease or condition; care during a defined period and circumstance, such as hospitalization; or care as ordered by another clinician.

**Medical Professionals:** Includes Physicians and Clinicians.

**Geographic Service Area:** The hospital's geographic area is defined as the lowest number of contiguous zip codes from which the hospital draws at least 75% of its inpatients.

## REFERENCES:

Physician Wellness Exception Under the Stark Law (42 U.S.C. § 1395nn(e)(9))

Physician Wellness Safe Harbor Under the Anti-Kickback Statute (42 U.S.C. § 1320a-7b(b)(3)(L))

The Consolidated Appropriations Act (CAA) of 2023- Physician Wellness Program Exception (CAA, §4126)

## PROCEDURE:

ECH will offer the Program through its affiliate, Concern: Employee Assistance Program (EAP) referred to as "Concern". Program services will be provided by qualified counselors and other behavioral health professionals who demonstrate an understanding of the unique stressors associated with being a Medical Professional in today's challenging healthcare environment, and will consider the Medical Professional's values, beliefs, and norms when providing care. The Program services that will be offered include:

- **Confidential Counseling-** Up to 10 sessions (in-person, virtual) per person, per issue, per 12-month period. Counseling provided by Concern's Provider Network and the BetterHelp Provider Network with experienced, licensed, culturally competent providers.
- **Coaching-** Up to four 30-minute phone sessions with a certified coach. Coaching is ideally suited for work-life balance. Through a collaborative process, the coach helps individuals establish a plan to address competing demands and find resources to support them. Examples include setting boundaries to reduce overload, or commitment to healthy habits, like eating well and taking breaks when possible.
- **In-the-Moment Support-** Clinicians who work with Medical Professionals and understand their unique work demands help them manage the stress of their personal and professional lives. Clinicians provide immediate emotional support and help them plan a positive next step.
- **Crisis Support-** A clinician helps address stress and other outcomes associated with a traumatic event. Events can include unanticipated death of a patient, aggression, and violence towards Medical Professionals, or death of a colleague. Concern will connect the Medical Professional to a clinician for ongoing care as needed.
- **Peer Support-** Concern will help develop a peer support team and train medical professional team members. Peer teams support colleagues when they are feeling over-extended, overwhelmed, or have had an upsetting patient interaction, and ensure they are emotionally supported after exposure to traumatic events. Because team members themselves often deal with feelings of exhaustion, overwhelm, and other emotional reactions, an experienced clinician will be available to offer empathy, guidance, and help set boundaries.

Medical Professionals will also have access to all other Concern services including: 24/7 access (clinical first intake center or self-service digital platform), parent coaching, work-life resources, round the clock crisis support, live and on-demand guided mindfulness options, curated self-help library, and an assigned Account Executive.

### **Description of Evidence-Based Support Program Design**

Concern's 2023 Physician Burnout and Well-Being Report was sourced from valid, highly reliable sources, organizations, and research studies.

Overview revealed that physicians are acculturated to take care of others first and are reluctant to seek help for themselves. The stigma that still exists around mental health issues also makes them less likely to seek counseling and emotional support. Without intervention, they are more likely to suffer from mental and emotional problems associated with their work environment and their unique work demands, including staffing shortages, operational inefficiencies, and work overload. This can lead to high levels of stress and burnout, including increased incidence of depression. More than half of US physicians report at least one symptom of burnout – nearly twice the rate of the general population.

In addition to organization-level resources that address operational inefficiencies, and access to peer support, studies in this review also suggest that physicians who proactively address their mental health are better equipped to care for patients and sustain their own resilience in the face of distress. Physicians are encouraged to combine healthy self-care strategies with effective professional treatment for mental health conditions, such as depression, anxiety, and suicidal ideation.

### **Personnel Conducting the Program**

The Program will be facilitated and conducted by Concern EAP's staff and contracted providers meeting the following qualifications:

- Licensed Marriage and Family Therapists (LMFT)
- Clinical Social Workers
- Counselors – Concern's Provider Network and the BetterHelp Provider Network with experienced, licensed, culturally competent providers
- Certified Coaches
- Behavioral Health Professionals

### **Participant Privacy and Confidentiality**

All Program services provided are confidential and designed to safeguard the participant's privacy and rights. Medical information and treatment records are maintained by the individual counselor or other behavioral health professional providing services and may only be released by such provider to other individuals if authorized by the participant in writing. All counselors are guided by a professional code of ethics and applicable state and federal privacy laws. Limited individual participant information is maintained by Concern in a confidential manner and does not include treatment records.

**Program Cost and Evaluation**

The estimated total cost of the Program is \$49k annually and is limited to max amount of sessions for each participant based on the type of Program service provided. The Program costs, utilization and client satisfaction data will be evaluated annually to measure the success of the Program. Substantial changes to the Program shall require an amendment to this policy and Board approval.

*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**

DRAFT



## 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. <i>ERM updates to be presented for discussion at the 11/29/23 meeting.</i>
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. <i>Strategic plan to be presented at the 11/29/23 meeting.</i>
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.

#### SUBMITTED BY:

**Chair:** Jack Po, MD

**Executive Sponsor:** Diane Wigglesworth