



**Minutes of the Open Session of the
Compliance and Audit Committee
Thursday, May 16, 2019
El Camino Hospital | Conference Room C
2500 Grant Road, Mountain View, CA 94040**

Members Present

Sharon Anolik Shakked, Chair

Lica Hartman

Christine Sublett

Bob Rebitzer, Vice Chair

Arrived in time to vote on consent calendar

Members Absent

Julia Miller

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. A silent roll call was taken. Ms. Miller and Mr. Rebitzer were absent. All other Committee members were present at roll call.	<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 member of the Committee or the public wished to remove an item from the consent calendar. Item (c) Status of FY20 Committee Goals was pulled. Chair Anolik Shakked requested changes to the language of Goals #2 and 3 to map to the previously agreed upon language (as documented in the minutes from the last Committee meeting) by replacing "if necessary" with "if applicable."</p> <p>Motion: To approve the consent calendar: (a) Minutes of the Open Session of the Compliance and Audit Committee Meeting (March 21, 2019); and (b) Status of FY19 Committee Goals, and (c) Status of FY20 Committee Goals as amended.</p> <p>Movant: Sublett Second: Hartman Ayes: Anolik Shakked, Hartman, Sublett, Rebitzer Noes: None Abstentions: None Absent: Miller Recused: None <i>Bob Rebitzer arrived 5:04 pm</i></p>	<i>Consent Calendar approved as amended</i>
5. REPORT ON BOARD ACTIONS	Chair Anolik Shakked questioned whether the cover-memo summary, "Background," was supposed to read "Quality Committee Meeting" instead of "Compliance and Audit Committee Meeting". Ms. Wigglesworth confirmed reference to the Quality Committee was an error. There were no further questions about the Report on Board Actions.	
6. AMENDMENT OF COMMITTEE CHARTER	<p>Ms. Sublett proposed further amending the Charter to augment "Information Technology (IT) Security" to instead read "Information Technology (IT) and Cyber Security" throughout the document, in addition to the proposed language under "External Audit Function".</p> <p>Motion: To approve the Amendment of the Compliance and Audit Committee Charter as proposed, with the addition of replacing "Information Technology (IT) Security" with "Information Technology (IT) and Cyber Security" throughout the document.</p>	<i>Amendment of Committee Charter approved as amended</i>

	<p>Movant: Sublett Second: Hartman Ayes: Anolik Shakked, Hartman, Sublett, Rebitzer Noes: None Abstentions: None Absent: Miller Recused: None</p>	
<p>7. KPIs, SCORECARD, AND TRENDS</p>	<p>Diane Wigglesworth, Sr. Director, Corporate Compliance reviewed the KPIs, Scorecard, and Trends, noting a slight increase in investigations due to additional compliance activity with the opening of new SVMD clinics in April 2019.</p> <p>Ms. Wigglesworth told the Committee she plans to track and report KPIs separately for each of the affiliates starting in FY20 with the annual report. However, for now, the affiliates are included in the combined report which shows increases in billing, and Anti-Kickback/Stark issues that were discussed and reconciled.</p> <p>In response to a question from Mr. Rebitzer, Ms. Wigglesworth explained that the purpose of the KPI report is to track high-level activity for the Committee, with specific risks being discussed in closed session if there were areas of concern. In addition, the graphs were designed to provide a comparison from the same period last year versus this year, and show trends over a two-year period. She also commented that the cover memo always highlights changes and items of significance.</p> <p>Ms. Wigglesworth also explained that the KPIs tracked are based on the Department of Justice (DOJ) guidelines for a comprehensive compliance and audit program. That policy, procedure, education, reporting trends and audit findings demonstrate areas the Committee is expected to monitor.</p> <p>Alex Robison, Protiviti, commented that ECH is monitoring the seven elements required and that, as compared to other healthcare organizations, El Camino has a more robust and well-defined compliance program.</p> <p>Ms. Wigglesworth provided the Committee with two informational law firm memos for compliance committees on responsibilities and elements that should be tracked and reported, along with recent changes to the Federal registry guidelines.</p> <p>Mary Rotunno, General Counsel, explained that the memos summarized a new focus in DOJ guidance, as well as voluntary disclosure and retaining cooperation credits.</p>	
<p>8. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 5:29 pm. Movant: Sublett Second: Hartman Ayes: Anolik Shakked, Hartman, Sublett, Rebitzer Noes: None Abstentions: None Absent: Miller Recused: None</p>	<p><i>Adjourned to closed session at 5:29 pm</i></p>
<p>9. AGENDA ITEM 18: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>Open session was reconvened at 7:14pm. Agenda Items 10-15 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 (March 21, 2019) by a unanimous vote of all members present (Anolik Shakked, Hartman, Sublett, Rebitzer). Ms. Miller was</p>	<p><i>Open session reconvened at 7:14pm.</i></p>

	absent.	
10. AGENDA ITEM 20: ADJOURNMENT	Motion: To adjourn at 7:15pm. Movant: Sublett Second: Hartman Ayes: Anolik Shakked, Hartman, Sublett, Rebitzer Noes: None Abstentions: None Absent: Miller Recused: None	<i>Meeting adjourned at 7:15pm.</i>

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



Sharon Anolik Shakked
Chair, Compliance and Audit Committee