

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

**Thursday, September 30, 2021 – 5:00 pm**  
 El Camino Hospital, 2500 Grant Road, Mountain View, CA 94040

**PURSUANT TO STATE OF CALIFORNIA EXECUTIVE ORDER N-29-20 DATED MARCH 18, 2020, EL CAMINO HEALTH WILL NOT BE PROVIDING A PHYSICAL LOCATION FOR THIS MEETING. INSTEAD, THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION MEETING VIA TELECONFERENCE AT: 1-669-900-9128, MEETING CODE: 926-4796-7071#. 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. In addition, the Committee assists the Board in oversight of any regulatory audit and assuring the organizational integrity of ECH in a manner consistent with its mission and purpose.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
<b>1. CALL TO ORDER/ROLL CALL</b>	Jack Po MD, Chair		<b>5:00 – 5:01pm</b>
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Jack Po MD, Chair		<b>5:01 – 5:02</b>
<b>3. 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	Jack Po MD, Chair		<b>information</b> <b>5:02 – 5:05</b>
<b>4. CONSENT CALENDAR</b> <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> <b>Approval</b> a. <a href="#">Minutes of the Open Session of the CAC Meeting (8/19/2021)</a> <b>Information</b> b. <a href="#">Status of FY22 Committee Goals</a>	Jack Po MD, Chair	<i>public comment</i>	<b>motion required</b> <b>5:05 – 5:10</b>
<b>5. APPOINTMENT OF VICE-CHAIR AND ADDING COMMITTEE ADVISORS</b>	Jack Po MD, Chair		<b>information</b> <b>5:10 – 5:15</b>
<b>6. <a href="#">REPORT ON BOARD ACTIONS</a></b>	Board Members		<b>information</b> <b>5:15 – 5:20</b>
<b>7. ADJOURN TO CLOSED SESSION</b>	Jack Po MD, Chair		<b>motion required</b> <b>5:20– 5:21</b>
<b>8. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Jack Po MD, Chair		<b>5:21 – 5:22</b>
<b>9. CONSENT CALENDAR</b> <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> <b>Approval</b> <i>Gov’t Code Section 54957.2:</i>	Jack Po MD, Chair		<b>motion required</b> <b>5:22 – 5:40</b>

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
a. Minutes of the Closed Session of the CAC Meeting (8/19/2021)			
<p><b>Information</b>  <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"> <li>b. KPI Scorecard and Trends</li> <li>c. Activity Log July 2021</li> <li>d. Activity Log August 2021</li> <li>e. Internal Audit Work Plan</li> <li>f. Internal Audit Follow Up Table</li> <li>g. Committee Pacing Plan</li> </ul>			
<p><b>10.</b> <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"> <li>- Consolidated Financial Statements, 403(b) and Cash Balance Audit Results</li> </ul>	<p>Joelle Pulver,            Katherine Djiauw,            Bertha Minnihan,            Moss Adams LLP            Mary Rotunno, General Counsel</p>		<p><b>motion required</b>  <b>5:40 – 6:10</b></p>
<p><b>11.</b> <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"> <li>- Report Internal Audit Activity               <ul style="list-style-type: none"> <li>a. Behavioral Health Documentation and Coding Compliance Audit</li> <li>b. Physician Credentialing and Privileging Process Audit</li> </ul> </li> </ul>	<p>Alex Robison, Protiviti            Diane Wigglesworth,            Sr. Dir. Corporate Compliance;            Mary Rotunno, General Counsel</p>		<p><b>information</b>  <b>6:10 – 6:30</b></p>
<p><b>12.</b> <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"> <li>- Enterprise Risk Management</li> </ul>	<p>Jack Po MD, Chair            Jim Griffith, COO;            Mary Rotunno, General Counsel</p>		<p><b>discussion</b>  <b>6:30 – 6:50</b></p>
<p><b>13.</b> <i>Gov't Code Sections 54957</i> for report and discussion on personnel matters – Senior Management:</p> <ul style="list-style-type: none"> <li>- Executive Session</li> </ul>	<p>Jack Po MD, Chair</p>		<p><b>discussion</b>  <b>6:50 – 6:57</b></p>
<p><b>14. ADJOURN TO OPEN SESSION</b></p>	<p>Jack Po MD, Chair</p>		<p><b>motion required</b>  <b>6:57 – 6:57</b></p>
<p><b>15. RECONVENE OPEN SESSION/ REPORT OUT</b></p> <p>To report any required disclosures regarding permissible actions taken during Closed Session.</p>	<p>Jack Po MD, Chair</p>		<p><b>information</b>  <b>6:57 – 7:00</b></p>
<p><b>16. ADJOURNMENT</b></p>	<p>Jack Po MD, Chair</p>		<p><b>motion required</b>  <b>7:00pm</b></p>

**Upcoming Meetings:** November 18, 2021; January 27, 2022; March 24, 2022; May 19, 2022

**Special Meetings:** October 27, 2021 (Joint Board and Committee Education)  
 April 27, 2022 (Joint Board and Committee Education)



**Minutes of the Open Session of the  
Compliance and Audit Committee  
of the El Camino Hospital Board of Directors  
Thursday, August 19, 2021**

**El Camino Hospital | 2500 Hospital Drive, Mountain View, CA 94040**

**Members Present\*\***

**Jack Po, MD, Chair  
Lanhee Chen  
Lica Hartman  
Julia Miller  
Christine Sublett  
Sharon Anolik Shakked**

**Members Absent**

**\*\*All via teleconference**

<b>Agenda Item</b>	<b>Comments/Discussion</b>	<b>Approvals/ Action</b>
<b>1. CALL TO ORDER/ ROLL CALL</b>	The open session meeting of the Compliance and Audit Committee of El Camino Hospital (“the Committee”) was called to order at 5:00 pm by Chair Jack Po, MD. 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.	<b><i>Called to order at 5:00 pm</i></b>
<b>2. POTENTIAL CONFLICT OF INTEREST</b>	Chair Jack Po, MD asked if any Committee members had a conflict of interest with any of the items on the agenda. No conflicts were reported.	
<b>3. PUBLIC COMMUNICATION</b>	None.	
<b>4. CONSENT CALENDAR</b>	<b>Motion:</b> To approve the consent calendar items a) Minutes of the Open Session of the Compliance and Audit Committee Meeting (5/20/2021) and for Information (b) Status of the FY 22 Committee Goals  <b>Movant:</b> Miller <b>Second:</b> Anolik Shakked <b>Ayes:</b> Anolik Shakked, Chen, Hartman, Miller, Po, Sublett <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None	<b><i>Consent Calendar approved.</i></b>
<b>5. REPORT ON BOARD ACTIONS</b>	Ms. Miller recommended considering having the Compliance and Audit Committee scheduled before the Board meetings when scheduling future meetings. Ms. Miller requested Mr. Ali to send her the FY 2022 calendar year meeting schedule.  Mr. Chen highlighted that the Board and Executive team is continuously working on the Strategic Plan and it is a priority. The Strategic Plan is coming along and it’s from a good standpoint. Also, Mr. Chen stated Bob Rebitzer has been elected as the Vice-Chair of the Board.  Ms. Miller provided an update regarding the District Board and highlighted the new District Board Elections: Julia Miller, Chair and Peter Fung, MD Vice Chair, and Carol Somersille, MD Secretary/ Treasurer.	
<b>6. ADJOURN TO CLOSED SESSION</b>	<b>Motion:</b> To adjourn to closed session at 5:07 pm.  <b>Movant:</b> Miller <b>Second:</b> Chen <b>Ayes:</b> Anolik Shakked, Chen, Hartman, Miller, Po, Sublett	<b><i>Adjourned to closed session at 5:07 pm</i></b>

	<b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None	
<b>7. AGENDA ITEM 17: RECONVENE OPEN SESSION/ REPORT OUT</b>	The Open session was reconvened at 7:07 pm. Agenda items 8-14 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 on 3/18/21 and 5/20/21.	<i>Open session reconvened at 7:07 pm</i>
<b>8. AGENDA ITEM 18: ADJOURNMENT</b>	<b>Motion:</b> To adjourn at 7:08 pm. <b>Movant:</b> Shakked <b>Second:</b> Miller <b>Ayes:</b> Anolik Shakked, Hartman, Miller, Sublett, Po <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None	<i>Meeting adjourned at 7:08 pm</i>

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

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Jack Po, MD  
Chair, Compliance and Audit Committee

## FY22 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 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. Provide guidance to the organization on risk tolerance related to Enterprise Risk Management.	Q1 FY22 ( <del>Presenting 9/30/21</del> ) 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.
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.
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.

#### 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, Supervisor of Executive Administration  
**Date:** September 30, 2021  
**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 the work of 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 Compensation Committee, the Hospital Board has met once, and District Board has met twice. 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.

<b>Board/Committee</b>	<b>Meeting Date</b>	<b>Actions (Approvals unless otherwise noted)</b>
<b>ECH Board</b>	Aug 18, 2021	<ul style="list-style-type: none"> <li>- Minutes of the Open &amp; Closed Sessions of the Hospital Board Meeting (06/23/2021)</li> <li>- Quality Improvement Patient Safety Plan (QAPI)</li> <li>- Medical Staff Credentials and Privileges Report</li> <li>- Pediatric FPPE Plan-Revised</li> <li>- Medical Staff Bylaws Amendment</li> <li>- FY 21 Period 11 Financials</li> <li>- MV Daytime Intensivist Professional Services Agreement</li> <li>- Investment in New Joint Venture with Satellite Healthcare</li> <li>- Amendment to CEO Employment Agreement</li> </ul>
<b>ECHD</b>	Sept 24, 2021	<ul style="list-style-type: none"> <li>- N/A/ Special Study Session</li> </ul>

Report on Board Actions  
September 27, 2021

Board/Committee	Meeting Date	Actions (Approvals unless otherwise noted)
	June 29, 2021	<ul style="list-style-type: none"> <li>- ECH FY 2022 Budget</li> <li>- ECHD FY 2022 Budget</li> <li>- ECHD FY 2022 Pacing Plan</li> <li>- District Capital Outlay Funds</li> <li>- Resolution 2021-08 FY 2022 Regular Meeting Dates</li> <li>- Resolution 2021-09 Granting Utility Easement for EV Charging Stations</li> <li>- Resolution 2021-10 Establishing Tax Appropriation Limit for FY 2022 (Gann Limit)</li> <li>- ECHD Covid-19 Community Testing Program</li> <li>- FY 2022 Community Benefits Plan</li> <li>- FY 2022 Community Benefits Advisory Liaison Appointment</li> <li>- District Board Officers Election:               <ul style="list-style-type: none"> <li>o Chair – Miller, Vice-Chair- Fung, Secretary/Treasurer - Somersille</li> </ul> </li> </ul>
<b>Executive Compensation Committee</b>		- N/A
<b>Compliance Committee</b>		- N/A
<b>Finance Committee</b>	Aug 9, 2021	<ul style="list-style-type: none"> <li>- Minutes of the Open &amp; Closed Sessions of the Finance Committee (05/24/2021)</li> <li>- Minutes of the Open Session of the Joint Hospital Board and Finance Committee (05/24/2021)</li> <li>- FY 21 Period 11 Financials</li> <li>- FY 21 Period 12 Financials</li> <li>- Medical Development Plan</li> <li>- Cath Lab Project</li> <li>- ECHMN Clinic Relocation</li> <li>- Pyxis Replacement Project</li> <li>- MV Daytime Intensivist Professional Services Renewal Agreement</li> <li>- Enterprise Quality and Physician Services Medical Director Renewal Agreement</li> <li>- MV Cardiothoracic Surgery Panel Renewal Agreement</li> <li>- Inpatient Rehabilitation Business Development</li> <li>- Service Line/ Business Affiliate Review: Investment in New JV Center with Satellite Healthcare</li> </ul>

**List of Attachments:** None.

**Suggested Committee Discussion Questions:** None.