



**Minutes of the Open Session of the
Compliance and Audit Committee
of the El Camino Hospital Board of Directors
Thursday, May 20, 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
<p>1. CALL TO ORDER/ ROLL CALL</p>	<p>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 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.</p>	<p><i>Called to order at 5:00 pm</i></p>
<p>2. POTENTIAL CONFLICT OF INTEREST</p>	<p>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.</p>	
<p>3. PUBLIC COMMUNICATION</p>	<p>None.</p>	
<p>4. CONSENT CALENDAR</p>	<p>Chair Anolik Shakked asked if any Committee members or the public wished to discuss any item from the consent calendar.</p> <p>Chair Anolik Shakked pulled the minutes of the open session of the CAC meeting (3/18/21), item 4a, from the consent calendar for discussion. She pointed out that the header needs to be added to the meeting minute’s template upon final approval.</p> <p>Chair Anolik Shakked pulled item 4b, the proposed FY 22 committee goals, from the consent calendar for discussion. She noted that the first goal listed was more of a pacing calendar item rather than a goal, and Ms. Wigglesworth agreed to move it to the pacing calendar.</p> <p>Ms. Miller inquired for item 4b whether the months could be included in the timeline column so that the Committee could benchmark the goals halfway through to conduct status updates; Ms. Wigglesworth confirmed that could occur.</p> <p>Chair Anolik Shakked asked Ms. Sublett whether she believed that the 3rd goal was drafted correctly to review the IT security plan and that it was mapped to critical business activities; Ms. Sublett confirmed that the goal is drafted appropriately.</p> <p>Chair Anolik Shakked inquired if review of ECH’s IT security strategic plan listed as a fourth committee goal, should remain a separate goal since the mapping of IT security plan would be included in the deliverable of the third goal. It was agreed a separate goal is not needed and that the third goal should include the CISO should be provided recommendations from the committee in addition to the CIO.</p> <p>Ms. Wigglesworth confirmed that these changes could be made.</p>	<p><i>Consent Calendar approved.</i></p>

	<p>Chair Anolik Shakked reminded the Committee that there was discussion at the previous Committee meeting about creating a Committee goal around risk tolerance. The Committee discussed and believe that the goal should be to provide guidance to the organization on risk tolerance. All Committee members agreed.</p> <p>Ms. Wiggsworth reiterated edits to the FY 22 Committee goals as follows: The first goal would be removed and replaced with providing guidance to the organization on risk tolerance related to enterprise risk management. The second and third committee goals remain the same, however, the third goal will include a review of IT's strategic plan and recommendations would be provided to the CIO and CISO. The timeline will also include the dates as to when these items will be presented to the Committee.</p> <p>Motion: To approve the consent calendar items a) Minutes of the Open Session of the Compliance and Audit Committee Meeting (3/18/2021); b) Proposed FY22 Committee Goals as modified; c) Status of FY21 Committee Goals; and d) Article of Interest.</p> <p>Movant: Miller Second: Hartman Ayes: Anolik Shakked, Hartman, Miller, Po, & Sublett Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>5. REVISION TO STARK LAW AND ANTI-KICKBACK STATUTE EDUCATION</p>	<p>Laura Martin, a partner from Katten Muchin Rosenman LLP, joined the meeting to provide education to the members of the committee on recent revisions to the Stark Law. She addressed the most significant changes under the law, which include new value-based care exceptions, new commercial reasonableness, and a new "bright-line" standard for unlawful compensation. She also went over how these new rules impact common physician arrangements and what the board members can do to promote compliance.</p> <p>Chair Anolik Shakked suggested that during the education session, any questions that need to be addressed be done so in a hypothetical format; questions containing sensitive information will be moved to closed session.</p> <p>Mr. Po addressed Jim Griffith, COO, and inquired if he thought the changes to the law would impact current physician arrangements with the hospital in any way.</p> <p>Mr. Griffith suggested that this question could potentially be discussed during the closed session and that Ms. Wiggsworth can provide more details regarding definitive practices as to how risk in this area could be mitigated.</p> <p>Mr. Po asked what cybersecurity meant with regards to these new rules.</p> <p>Ms. Martin explained that Stark currently covers electronic health records, donations of existing hardware, software, and even people where the purpose is to promote cybersecurity in regards to Stark Law exceptions and rules.</p> <p>Laura Martin left the meeting.</p>	
<p>6. REPORT ON BOARD ACTIONS</p>	<p>Mr. Po added more context to the Board leadership plan. He explained that the Board decided that it would be best have to some continuity of the</p>	

	<p>Board Chair, so Chair Lanhee Chen's term was extended for an additional year. Additionally, there was a new position created in which the vice chair would potentially be elected to the chair within a year based on an election. He added that Bob Rebitzer was elected to Vice-Chair, and Julia Miller was re-elected as the Secretary-Treasurer.</p> <p>Chair Anolik Shakked inquired about the resolution 2021-04, temporary suspension of El Camino Hospital Bylaws, Article VIII, section 8.3.</p> <p>Ms. Miller explained that the suspension of the bylaw concerned the extension of the Chairman of the Board for an additional year, as the term would have otherwise ended after two years. She explained the Board wanted Chair Lanhee Chen to continue his term for succession planning purposes.</p>	
7. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 5:45 pm.</p> <p>Movant: Miller</p> <p>Second: Po</p> <p>Ayes: Anolik Shakked, Hartman, Miller, Po, & Sublett</p> <p>Noes: None</p> <p>Abstentions: None</p> <p>Absent: None</p> <p>Recused: None</p>	<i>Adjourned to closed session at 5:45 pm</i>
8. AGENDA ITEM 17: RECONVENE OPEN SESSION/ REPORT OUT	Open session was reconvened at 7:19. Agenda items 8-15 were discussed in closed session. During the closed session, no items were approved	<i>Open session reconvened at 7:19 pm</i>
9. AGENDA ITEM 18: ADJOURNMENT	<p>Motion: To adjourn at 7:20pm.</p> <p>Movant: Miller</p> <p>Second: Po</p> <p>Ayes: Anolik Shakked, Hartman, Miller, Sublett, Po</p> <p>Noes: None</p> <p>Abstentions: None</p> <p>Absent: None</p> <p>Recused: None</p>	<i>Meeting adjourned at 7:20 pm</i>

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

Sharon Anolik Shakked

Sharon Anolik Shakked

Chair, Compliance and Audit Committee