

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

Wednesday, November 30, 2022 – 5:00 pm
El Camino Hospital, 2500 Grant Road, Mountain View, CA 94040

PURSUANT TO GOVERNMENT CODE SECTION 54953(e)(1), EI CAMINO HEALTH **WILL NOT BE PROVIDING A PHYSICAL LOCATION TO THE PUBLIC FOR THIS MEETING**. INSTEAD, THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION MEETING VIA TELECONFERENCE AT:

1-669-900-9128, MEETING CODE: 923 7043 6553#. 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. 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	ESTIMATED TIMES
1. CALL TO ORDER/ROLL CALL	Jack Po MD, Chair	5:00 – 5:01pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Jack Po MD, Chair	5:01 – 5:02
3. PUBLIC COMMUNICATION 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	information 5:02 – 5:05
4. ADJOURN TO CLOSED SESSION	Jack Po MD, Chair	motion required 5:05– 5:06
5. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Jack Po MD, Chair	5:06 – 5:07
6. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval <i>Gov’t Code Section 54957.2:</i> a. Minutes of the Closed Session of the CAC Meeting (9/28/22) Information <i>Gov’t Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:</i> b. KPI Scorecard and Trends c. Activity Log Sept. – Oct. 2022 d. Internal Audit Work Plan e. Internal Audit Follow Up Table f. Committee Pacing Plan	Jack Po MD, Chair	motion required 5:07 – 5:20
7. Gov’t Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation: - Review Enterprise Compliance Program Risk Assessment	Michelle Horton, PWC Partner; Kay Kay Chan, PWC Director; Mary Rotunno, General Counsel	discussion 5:20 – 5:45

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
8. <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: - Review IT Cybersecurity Program	Joe Voje, CISO; Deb Muro, CIO; Mary Rotunno, General Counsel		information 5:45 – 6:10
9. <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: - Review Affiliate Covered Entity (ACE) Designation Resolution and Policy	Diane Wigglesworth, Sr. Director Corporate Compliance; Mary Rotunno, General Counsel		discussion 6:10 – 6:15
10. <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: - Review Proposed Modification to the Physician Financial Arrangement Policy	Diane Wigglesworth, Sr. Director Corporate Compliance; Mary Rotunno, General Counsel		discussion 6:15 – 6:25
11. <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: - Enterprise Risk Management Update	Dr. Meenesh Bhimani, COO Diane Wigglesworth, Sr. Director Corporate Compliance; Mary Rotunno, General Counsel		information 6:25 – 6:35
12. <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: - Report Internal Audit Activity	Diane Wigglesworth, Sr. Director Corporate Compliance; Mary Rotunno, General Counsel		information 6:35 – 6:45
13. <i>Gov't Code Sections 54957</i> for report and discussion on personnel matters – Senior Management: - Executive Session	Jack Po MD, Chair		discussion 6:45 – 6:55
14. ADJOURN TO OPEN SESSION	Jack Po MD, Chair		motion required 6:55 – 6:56
15. RECONVENE OPEN SESSION/ REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session.	Jack Po MD, Chair		information 6:56 – 6:57
16. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval a. Minutes of the Open Session of the CAC Meeting (9/28/2022) b. Affiliate Covered Entity (ACE) Designation and Policy c. Modification to Physician Financial Arrangement Review and Approval Policy Information d. Report of Board Actions e. Status of FY23 Committee Goals	Jack Po MD, Chair	<i>public comment</i>	motion required 6:57 – 7:00
17. ADJOURNMENT	Jack Po MD, Chair		motion required 7:00pm

Upcoming Meetings: February 22, 2023, April 26, 2023, June 28, 2023



**Minutes of the Open Session of the
Compliance and Audit Committee
of the El Camino Hospital Board of Directors
Wednesday, September 28, 2022**

Pursuant to Government Code Section 54953(e)(1), El Camino Health did not provide a physical location for this meeting. Instead, the public was invited to join the open session meeting via teleconference.

Members Present**

Jack Po, MD, Chair
Lanhee Chen
Lica Hartman, Vice-Chair
Julie Kliger
Julia Miller
Sharon Anolik Shakked
Christine Sublett

Members Absent

****All via teleconference**

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	Chair Po called to order the open session meeting of the Compliance and Audit Committee of El Camino Hospital ("the Committee") at 5:02 pm. All Committee members participated via teleconference, and a quorum was present pursuant to Government Code Section 54953(e)(1).	<i>Called to order at 5:02 pm</i>
2. POTENTIAL CONFLICT OF INTEREST	Chair Po asked if any Committee members had a conflict of interest with any of the items on the agenda. None were reported.	
3. PUBLIC COMMUNICATION	None.	
4. CONSENT CALENDAR	<p>Director Po asked if any member of the Committee would like to pull items from the open item consent calendar for discussion. Ms. Shakked pulled item 4d for discussion and Ms. Wigglesworth confirmed the committee goals are correct.</p> <p>Motion: To approve all items in the consent calendar.</p> <p>Movant: Sublett Second: Hartman Ayes: Chen, Hartman, Kliger, Po, Anolik Shakked, Sublett Noes: None Abstentions: None Absent: Miller Recused: None</p>	<i>Consent Calendar approved</i>
5. AD HOC COMMITTEE UPDATE REGARDING COMPLIANCE COMMITTEE MEMBER RECRUITMENT	Ms. Wigglesworth informed the committee on the status of the recruitment process. It was decided that the committee would continue recruitment and evaluate new candidates. Chair Po confirmed the search will continue and advised that the ad-hoc committee meet to discuss further.	
6. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 5:08 pm.</p> <p>Movant: Sublett Second: Shakked Ayes: Chen, Hartman, Miller, Po, Anolik Shakked, and Sublett</p>	<i>Adjourned to closed session at 5:08 pm</i>

	Noes: None Abstentions: None Absent: None Recused: None	
7. AGENDA ITEM 19: RECONVENE OPEN SESSION/ REPORT OUT	The open session was reconvened at 7:00 pm. Agenda items 7-15 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 05.19.22, Minutes of the Closed Session of the Compliance and Audit Committee Meeting 08.09.22, and the FY22 Consolidated Financial Statements and Cash Balance Audit Results.	<i>Open session reconvened at 7:00 pm</i>
8. AGENDA ITEM 20: ADJOURNMENT	Motion: To adjourn at 7:01 pm. Movant: Hartman Second: Sublett Ayes: Hartman, Po, Anolik Shakked, and Sublett Noes: None Abstentions: None Absent: Chen, Kliger, Miller Recused: None	<i>Meeting adjourned at 7:01 pm</i>

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

Jack Po, MD
Chair, Compliance and Audit Committee

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING MEMO**

To: Compliance and Audit Committee
From: Stephanie Iljin, Manager of Administration
Date: November 30, 2022
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 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 Finance Committee, the Hospital Board has met twice and the District Board has met. 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.

Board/Committee	Meeting Date	Actions (Approvals unless otherwise noted)
ECH Board	October 12, 2022	<ul style="list-style-type: none"> - Continuation of Resolution 2021-10 of the Board of Directors Making Findings and Determinations Under AB 361 for Teleconference Meetings - Credentialing and Privileges Report - Exception to Physician Financial Arrangements Policy - MV Otolaryngology ED and Inpatient Panel Review - Enterprise Neurology, Neurodiagnostic, and Neurohospitalist Coverage - Continuation of Resolution 2021-10 of the Board of Directors Making Findings and Determinations Under AB 361 for Teleconference Meetings - FY2023 Period 2 Financial Report - FY2022 Audited Financial Report - FY2022 CEO Performance Incentive Plan Payout - FY2023 CEO Base Salary - FY2022 Organization Performance Incentive Plan Score

Report on Board Actions
November 30, 2022

Board/Committee	Meeting Date	Actions (Approvals unless otherwise noted)
	November 9, 2022	<ul style="list-style-type: none"> - Continuation of Resolution 2021-10 of the Board of Directors Making Findings and Determinations Under AB 361 for Teleconference Meetings - Credentialing and Privileges Report - Physician Services Agreement - Capital Project Request – MV Imaging Equipment Replacement and Expansion
ECHD Board	October 18, 2022	<ul style="list-style-type: none"> - Community Benefits Spotlight Resolution 2022-11: Day worker center of mountain view - Continuation of Resolution 2021-10; AB361 - Resolution 2022-08: Appointment of FY23 El Camino Hospital Board Member Ad Hoc Committee Advisory Members - FY22 Year-End Community Benefit Report - Community Benefit Sponsorship Report - Report on Covid-19 Community Program - FY23 Pacing Plan - Board Educational Activity Report – Director Zoglin - Board Educational Activity Report – Director Somersille - ECHD FY2022 Financials - Annual Adoption of Community Benefit Grants Policy - FY24 Community Benefit Board Policy Guidance and FY23 Update - FY2022 Audited Financial Report
Executive Compensation Committee	November 3, 2022	<ul style="list-style-type: none"> - FY2022 CEO Performance Review Process and FY2023 Recommendations - Proposed FY23 Individual Executive Strategic Pick Goals (CHRO)
Compliance and Audit Committee	September 28, 2022	<ul style="list-style-type: none"> - KPI Scorecard and Trends - Activity Log May – August 2022 - Internal Audit Work Plan - Internal Audit Follow-Up Table - Committee Pacing Plan - Review FY 2022 Consolidated Financial Statements, 403 (b) and Cash Balance Audit Results
Finance Committee	- N/A	

List of Attachments: None.

Suggested Committee Discussion Questions: None.

FY23 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. Review the results of an enterprise Compliance Program Effectiveness Review for the hospital and all affiliated entities conducted by a third party.	Q2 FY23	Committee reviews report and gap analysis and provides recommendations to the Compliance Officer. Report presented to the committee on 11/30/22 meeting.
2. Review and evaluate the enterprise's standardized due diligence pre-acquisition process for physician mergers, acquisitions, or individual recruitment into affiliated medical groups.	Q3 FY22	Committee reviews and provides recommendations to the Compliance Officer and CEO.

SUBMITTED BY:

Chair: Jack Po, MD

Executive Sponsor: Diane Wigglesworth

Approved by the Board on 6-8-2022