

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

Wednesday, April 26, 2023 – 5:00 pm

El Camino Hospital, 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: 914 2904 6395#. 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 5221 Rambler Way, Sacramento, CA 95841

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		information 5:00 – 5:01pm
2. CONSIDER APPROVAL FOR AB 2449 REQUESTS	Jack Po MD, Chair		possible motion 5:01 – 5:02
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Jack Po MD, Chair		information 5:02 – 5:03
4. 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 5:03 – 5:05
5. 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 (2/22/2023) Information b. Report of Board Actions c. Status of FY 23 Committee Goals	Jack Po MD, Chair	<i>public comment</i>	motion required 5:05 – 5:10
6. REVIEW AND APPROVE FY: 24 COMMITTEE PLANNING a. FY24 Committee Goals b. FY24 Pacing Plan c. FY24 Meeting Dates	Jack Po MD, Chair; Diane Wigglesworth, Sr. Director Corporate Compliance	<i>public comment</i>	motion required 5:10 – 5:20
7. ADJOURN TO CLOSED SESSION	Jack Po MD, Chair		motion required 5:20– 5:21

A copy of the agenda for the Regular Committee Meeting will be posted and distributed at least seventy-two (72) hours prior to the meeting. In observance of the Americans with Disabilities Act, please notify us at (650) 988-7632 prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
8. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Jack Po MD, Chair		information 5:21 – 5:25
9. 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 (02/22/23)	Jack Po MD, Chair		motion required 5:25 – 5:45
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 February – March 2023 d. Internal Audit Work Plan e. Internal Audit Follow Up Table f. Committee Pacing Plan			
10. <i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:</i> - Review Cybersecurity Incident Response	Joe Voje, CISO; Deb Muro, CIO; Mary Rotunno, General Counsel		information 5:45 – 6:05
11. <i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:</i> - Review Internal Audit Assessment and FY: 2024 Audit Work Plan	Alex Robison, Protiviti; Mary Rotunno, General Counsel		motion required 6:05 – 6:20
12. <i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:</i> - Report Internal Audit Activity	Diane Wigglesworth, Sr. Director Corporate Compliance; Mary Rotunno, General Counsel		information 6:20 – 6:30
13. <i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:</i> - Enterprise Risk Management Update	Dr. Meenesh Bhimani, COO Diane Wigglesworth, Sr. Director Corporate Compliance; Mary Rotunno, General Counsel		discussion 6:30 – 6:45
14. <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
15. ADJOURN TO OPEN SESSION	Jack Po MD, Chair		motion required 6:55 – 6:56
16. RECONVENE OPEN SESSION/ REPORT OUT	Jack Po MD, Chair		information 6:56 – 7:00
To report any required disclosures regarding permissible actions taken during Closed Session.			
17. ADJOURNMENT	Jack Po MD, Chair	<i>public comment</i>	motion required 7:00pm

Upcoming Meetings: June 28, 2023



**Minutes of the Open Session of the
Compliance and Audit Committee
of the El Camino Hospital Board of Directors
Wednesday, February 22, 2023**

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
Julia Miller
Sharon Anolik Shakked
Christine Sublett

Members Absent

Julie Kliger

****All via teleconference**

Others Present

Dan Woods, CEO
Meenesh Bhimani, COO
Carlos Bohorquez, CFO
Deb Muro, CIO

Mary Rotunno, General Counsel
Diane Wigglesworth, Sr. Director,
Corporate Compliance
Joe Voje, CISO
Tracy Fowler, Director of Governance
Services
Joelle Pulver, Moss Adams
Alex Robison, Protiviti
Jennifer Bettendorf, Executive
Assistant II

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 5:03 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 5:03 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. None were noted.</p> <p>Motion: To approve all items in the consent calendar.</p> <p>Movant: Anolik-Shakked Second: Sublett Ayes: Hartman, Miller, Po, Anolik-Shakked, Sublett Noes: None Abstentions: None Absent: Chen, Kliger Recused: None</p> <p>Director Chen joined at 5:05 pm.</p>	<i>Consent calendar approved</i>
5. REVIEW PROPOSED FY23	Carlos Bohorquez, Chief Financial Officer, introduced Joelle Pulver of Moss Adams who shared the FY23 Financial Audit Plan. Director Po, asked who hires the services that Moss Adams provides, and	

<p>FINANCIAL AUDIT PLAN</p>	<p>Mr. Bohorquez answered that he signs the letter of engagement on behalf of the district. Ms. Pulver continued her presentation, sharing what her responsibilities are, which is forming and expressing an opinion if the financial statements are prepared within accepted accounting principles. Ms. Pulver identified areas of significant risks they will focus on for the audit, which are: valuation of patient accounts receivable, revenue recognition, and calculation of investments, and related financial statement disclosures. Director Miller asked if this was the process of oversight when financial reports are presented and approved. Mr. Bohorquez confirmed that is correct, and added that Moss Adams double-checks during their audit. Ms. Pulver continued her presentation, reviewing timelines, deliverables, and recent accounting developments. The presentation concluded and there were no questions or comments.</p>	
<p>6. DISCUSS PROPOSED FY24 COMPLIANCE AND AUDIT COMMITTEE MEETING DATES AND PACING PLAN</p>	<p>Diane Wigglesworth, Senior Director of Corporate Compliance, presented the proposed FY24 Compliance and Audit Committee meeting dates and pacing plan to the Committee. Director Miller asked what day of the week, and Ms. Wigglesworth answered that the meeting dates are the last Wednesday of the month. Sharon Anolik-Shakked asked if anything changed on the pacing plan, and Ms. Wigglesworth confirmed that nothing has changed and the planned items represent the various areas of oversight of the committee. Ms. Wigglesworth noted that the pacing plan and meeting dates will presented to the Governance Committee and then to the Hospital Board for approval.</p>	
<p>7. DISCUSS DEVELOPMENT OF FY24 ANNUAL COMMITTEE GOALS</p>	<p>Ms. Wigglesworth initiated discussion with the Committee in regards to developing goals and getting a sense of areas of interest for the next year. Ms. Shakked responded that succession planning be a goal of discussion. Dan Woods, Chief Executive Officer, stated that succession planning is being worked on and will be presented to the Chair of the Board and then to the Governance Committee. Mr. Woods asked for clarification if the Committee is wanting succession planning in general or specific roles, and Ms. Shakked responded roles that directly relate to the Compliance and Audit Committee, such as Ms. Wigglesworth’s role as Compliance/Privacy Officer. Director Po brought up topics that he would like the Committee to focus on. First transitioning from a primarily hospital-centric point of view to more system-focused. Secondly, Director Po asked for the Enterprise Risk Management Dashboard be updated, as it does not reflect our institution’s actual risks, ideally being updated quarterly. Ms. Shakked helped clarify the ask, by stating a goal could be to revisit the dashboard and update the metrics as well as the areas of focus. Chris Sublett asked Ms. Wigglesworth if she had any ideas for the Committee, and Ms. Wigglesworth responded the suggestions made covered areas she had considered and she will draft the goals and share with the committee before it goes to the governing body.</p>	
<p>8. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 5:28 pm. Movant: Miller Second: Sublett Ayes: Chen, Hartman, Miller, Po, Anolik Shakked, and Sublett Noes: None Abstentions: None</p>	

	Absent: Kliger Recused: None	
9. AGENDA ITEM 19: RECONVENE TO OPEN SESSION	The open session was reconvened at 06:58 pm. Agenda items 9-18 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 11.30.22 and Summary of Physician Financial Arrangements.	
10. AGENDA ITEM 20: ADJOURNMENT	Motion: To adjourn at 6:58 pm. Movant: Miller Second: Hartman Ayes: Chen, Hartman, Miller, Po, Anolik-Shakked, and Sublett Noes: None Abstentions: None Absent: Kliger Recused: None	Meeting adjourned at 6:58 pm

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

Jennifer Bettendorf
Executive Assistant II

Prepared by: Jennifer Bettendorf, Executive Assistant II
Reviewed by: Tracy Fowler, Director of Governance Services



**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMPLIANCE AND AUDIT COMMITTEE MEETING MEMO**

To: Compliance and Audit Committee
From: Tracy Fowler, Director Governance Services
Date: April 26, 2023
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:

Since the last time we provided this report to the Compliance Committee, the Hospital Board met twice and the District met once. 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 for any meetings since the last Compliance and Audit Committee

Board/Committee	Meeting Date	Actions (Approvals unless otherwise noted)
ECH Board	March 8, 2023	- Investment Committee Member Appointments
	April 17, 2023	- Renewal of MV & LG Urology Panel Agreements - Medical Staff Bylaw Revisions - Credentialing and Privileges Report - Policies, Plans and Scopes of Services: <ul style="list-style-type: none"> • Physician Financial Arrangements – Review and Approval • Scope of Service: Endoscopy Department – Los Gatos
ECHD Board	March 28, 2023	- No approvals to report
Compliance and Audit Committee	N/A	- N/A
Executive Compensation Committee	March 16, 2023	- No approvals to report
Finance Committee	March 27, 2023	- FY2023 Period 7 Financials

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
<p>1. Review the results of an enterprise Compliance Program Effectiveness Review for the hospital and all affiliated entities conducted by a third party.</p>	<p>Q2 FY23</p>	<p>Committee reviews report and gap analysis and provides recommendations to the Compliance Officer. Report presented to the committee on 11/30/22.</p>
<p>2. Review and evaluate the enterprise’s standardized due diligence pre-acquisition process for physician mergers, acquisitions, or individual recruitment into affiliated medical groups.</p>	<p>Q3 FY22</p>	<p>Committee reviews and provides recommendations to the Compliance Officer and CEO. Report presented to the committee 2/22/23.</p>

SUBMITTED BY:

Chair: Jack Po, MD

Executive Sponsor: Diane Wigglesworth

Approved by the Board on 6-8-2022

(DRAFT)

FY24 COMMITTEE GOALS
Compliance and Audit Committee

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GOALS	TIMELINE	METRICS
1. Review updated Enterprise Risk Management (ERM) metrics based on Board feedback, identified actual risks, or new areas of strategic focus.	Q1 FY24	Committee reviews any updated metrics and provides recommendations.
2. Inform the committee of the enterprise system focused Strategy and Goals to help assess compliance or enterprise risks.	Q2 FY24	Committee reviews and provides recommendations.
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

Compliance and Audit Committee FY24 Pacing Plan

AGENDA ITEM	Q1			Q2			Q3			Q4		
	JUL	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUN
STANDING AGENDA ITEMS												
Results of Internal Audits			✓		✓			✓		✓		✓
Cybersecurity Program					✓			✓				✓
Enterprise Risk Management Metrics					✓					✓		
Discussion Items/Committee Actions												
Review FY 23 Annual Enterprise Compliance Program Report			✓									
Review FY 23 Annual Patient Safety/Claims Report			✓									
Review next FY Enterprise Compliance Work Plan												✓
Review Status of Current FY Compliance Work Plan Activity Completed												✓
Receive FY 23 Financial Auditors Consolidated Financial Statements, 403(b) and Cash Balance Audit results			✓									
Review Management's Summary Report of Physician Financial Agreements								✓				
Approve next FY Committee Goals and Meeting Dates										✓		
Review FY 24 Annual Financial Audit Plan with Financial Auditors								✓				
Review OIG Work Plan and Management's Response								✓				
Review Internal Audit Risk Assessment and next FY Internal Audit Work Plan										✓		
COMMITTEE GOALS												
Review Updated ERM Metrics based on feedback from Hospital Board and new risks			✓									
Review Enterprise Strategy and Goals					✓							
Review process and timeline for succession plan for Compliance/ Privacy Officer Role								✓				

Compliance and Audit Committee Meetings
FY2024 Dates

COMMITTEE MEETING DATES
Wednesday, September 27, 2023
Wednesday, November 29, 2023
Wednesday, February 28, 2024
Wednesday, April 24, 2024
Wednesday, June 26, 2024