

AGENDA
COMPLIANCE AND AUDIT COMMITTEE OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS
Wednesday, September 27, 2023– 5:00 pm

El Camino Health | 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: 974 5553 0941#. 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 Cybersecurity. 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 auditors. 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	ACTION	ESTIMATED TIMES
1	CALL TO ORDER/ROLL CALL	Jack Po MD, Chair	Information	5:00 – 5:01 pm
2	CONSIDER AB 2449 REQUESTS	Jack Po MD, Chair	Possible Motion <i>public comment</i>	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 – 5:08
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 meetings (08/11/2023) Information b. Status of FY24 Committee Goals	Jack Po MD, Chair	Motion Required <i>public comment</i>	5:08 – 5:14
6	ADJOURN TO CLOSED SESSION	Jack Po MD, Chair	Motion Required <i>public comment</i>	5:14 – 5:15
7	POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Jack Po MD, Chair	Information	5:15 – 5:16

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	ACTION	ESTIMATED TIMES
8	<p>CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i></p> <p>Approval Gov't Code Section 54957.2:</p> <p>a. Minutes of the Closed Session of the Compliance and Audit Committee Meetings (08/11/2023)</p> <p>Information Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:</p> <p>b. KPI Scorecard and Trends c. Activity Logs July – August 2023 d. Internal Audit Work Plan FY24 e. Internal Audit Follow Up Table</p>	Jack Po MD, Chair	Motion Required	5:16 – 5:25
9	<p>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:</p> <p>- Review FY23 Consolidated Financial Statements, 403 (b) and Cash Balance Audit Results</p>	Joelle Pulver, Bertha Minnihan, Moss Adams, LLP; Mary Rotunno, General Counsel	Motion Required	5:25 – 5:50
10	<p>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:</p> <p>- Review FY23 Annual Patient Safety/Claims Report</p>	Sheetal Shah, Sr. Director Risk Management & Patient Safety; Mary Rotunno, General Counsel	Discussion	5:50 – 6:00
11	<p>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:</p> <p>- Report Internal Audit Activity</p>	Alex Robison, Protiviti; Mary Rotunno, General Counsel	Information	6:00 – 6:20
12	<p>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:</p> <p>- Review Risk Management Registry</p>	Deb Muro, CIO; Josh Spencer, Interim CISO; Mary Rotunno, General Counsel	Information	6:20 – 6:35
13	<p>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation:</p> <p>- Review FY23 Annual Enterprise Compliance Program Report</p>	Diane Wigglesworth, Sr. Director Corporate Compliance; Mary Rotunno, General Counsel	Discussion	6:35 – 6:50
14	<p>Gov't Code Sections 54957 for report an discussion on personnel matters- Senior Management: -Executive Session</p>	Jack Po MD, Chair	Motion Required	6:50 – 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 – 6:59
	To report any required disclosures regarding permissible actions taken during Closed Session.			
18	ADJOURNMENT	Jack Po MD, Chair	Motion Required	7:00pm



**Minutes of the Open Session of the
Compliance and Audit Committee
of the El Camino Hospital Board of Directors
Friday, August 11, 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

Lica Hartman, Vice-Chair
Jack Po, Chair
Julia Miller
Sharon Anolik Shakked**
Christine Sublett **

Members Absent

****via teleconference**

Others Present

Dan Woods, CEO
Carlos Bohorquez, CFO
Deb Muro, CIO
Mary Rotunno, General Counsel
Diane Wigglesworth, Sr. Director,
Corporate Compliance
Joseph Spencer, CISO
Tracy Fowler, Director of Governance
Services
Margaret Hambleton, Hambleton
Compliance LLC
Gabriel Fernandez, Governance
Services Coordinator
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 3:04 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 3:04 pm</i>
2. CONSIDER APPROVAL FOR AB 2449 REQUESTS	Chair Po announced in accordance with AB 2449 there were no requests received today for Just Cause. No motion is necessary.	
3. 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.	
4. PUBLIC COMMUNICATION	None.	
5. CONSENT CALENDAR	Chair Po asked if a Committee member would like to pull any consent items for discussion. Sharon Anolik-Shakked asked a question in regards to item 5C, the Mobile App Policy. Ms. Wigglesworth explained that it is a new policy that our outside counsel drafted and recommends that we add as a link to the mobile app for those individuals who access. Ms. Shakked also asked if this app would be in the app store. Mary Rotunno, General Counsel, answered that the outside council would have more information on this, as this is their area of expertise. Ms. Rotunno confirmed she will check into that. Motion: To approve all items in the consent calendar.	<i>Consent calendar approved</i>

	<p>Movant: Sublett Second: Anolik-Shakked Ayes: Hartman, Miller, Po, Anolik-Shakked, Sublett Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>6. AD HOC COMMITTEE UPDATE REGARDING COMPLIANCE COMMITTEE MEMBER RECRUITMENT</p>	<p>Tracy updated the committee on the recruitment efforts. A new posting was made with emphasis on being within the district. Ms. Fowler is already receiving resumes. Director Miller has a friend who is interested in the position as well. The deadline for applicants is August 30. Ms. Fowler will bring the final candidates to the committee when ready. Director Po asked if the committee can share the post when they see it, to spread the word.</p>	
<p>7. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 3:13 pm. Movant: Miller Second: Anolik-Shakked Ayes: Hartman, Miller, Po, Anolik-Shakked, Sublett Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>8. AGENDA ITEM 15: RECONVENE TO OPEN SESSION</p>	<p>The open session was reconvened at 4:51 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 02.22.23, 04.26.23 and the Internal Audit Assessment and FY24 Audit Work Plan.</p>	
<p>9. AGENDA ITEM 17: ADJOURNMENT</p>	<p>Motion: To adjourn at 4:53 pm. Movant: Miller Second: Sublett Ayes: Hartman, Miller, Po, Anolik-Shakked, Sublett Noes: None Abstentions: None Absent: None Recused: None</p>	<p>Meeting adjourned at 4:53 pm</p>

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

FY24 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 Audits, Financial Audit, Enterprise Risk Management, and Cybersecurity. The Committee will accomplish this by monitoring the compliance policies, controls, and processes of the organization and the engagement, independence, and performance of the external financial 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 revised Enterprise Risk Management (ERM) metrics based on Board feedback, identified actual risks, and/or new areas of strategic focus.	Q2 FY24	Committee reviews any updated metrics and provides feedback.
2. Review and provide feedback on compliance and risk strategies to support and align with “Vision 2027” plans	Q2 FY24	Committee provides recommendations if compliance assessments are needed for any new strategies the organization may undertake.
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