



AGENDA
COMPLIANCE AND AUDIT COMMITTEE OF THE
EL CAMINO HEALTH BOARD OF DIRECTORS

Wednesday, April 23, 2025– 5:00 pm

El Camino Health | 2500 Grant Road, Mountain View, CA 94040 | Sobrato Boardroom 1

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: 988 8531 5051#. No participant code. Just press #.

To watch the meeting, please visit:

[Compliance and Audit Committee Link](#)

Please note that the livestream is for **meeting viewing only** and there is a slight delay; to provide public comment, please use the phone number listed above.

NOTE: In the event that there are technical problems or disruptions that prevent remote public participation, the Chair has the discretion to continue the meeting without remote public participation options, provided that no Board member is participating in the meeting via teleconference.

A copy of the agenda for the Regular 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) 988-3218** 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
1. CALL TO ORDER/ROLL CALL	Lica Hartman, Chair		5:00 pm
2. CONSIDER APPROVAL FOR AB 2449 REQUESTS	Lica Hartman, Chair	Possible Motion	5:00 pm
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Lica Hartman, Chair	Information	5:00 pm
4. PUBLIC COMMUNICATION a. Oral Comments <i>This opportunity is provided for persons to address the Board on any matter within the subject matter jurisdiction of the Board that is not on this agenda. Speakers are limited to three (3) minutes each.</i> b. Written Public Comments <i>Comments may be submitted by mail to the El Camino Hospital Board Quality Committee at 2500 Grant Avenue, Mountain View, CA 94040. Written comments will be distributed to the Board as quickly as possible. Please note it may take up to 24 hours for documents to be posted on the agenda.</i>	Lica Hartman, Chair	Information	5:00 pm
5. CONSENT CALENDAR ITEMS <i>Any Committee Member may pull an item for discussion before a motion is made.</i> a. Approve Minutes of the Open Session of the CAC meetings (2/26/2025) b. Receive FY 25 Committee Pacing Plan c. Receive FY 25 Committee Goals d. Reviewed Revised CAC Charter	Lica Hartman, Chair	Motion Required	5:00 – 5:05
6. REVIEW PROPOSED FY 2026 MEETING DATES AND COMMITTEE GOALS	Lica Hartman, Chair	Possible Motion Required	5:05 – 5:15

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AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
7. RECESS TO CLOSED SESSION	Lica Hartman, Chair	Motion Required	5:15 – 5:15
8. INTERNAL AUDIT REPORTS a) HR Process Review <i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation</i>	Alex Robison, Protiviti Theresa Fuentes, Chief Legal Officer	Discussion	5:15 – 5:30
9. REVIEW INTERNAL AUDIT RISK ASSESSMENT AND PROPOSED FY 2026 INTERNAL AUDIT WORK PLAN <i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation</i>	Alex Robison, Protiviti Theresa Fuentes, Chief Legal Officer	Motion Required	5:30 – 5:40
10. ENTERPRISE RISK MANAGEMENT REPORT <i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation</i>	Tracey Lewis Taylor, COO Theresa Fuentes, Chief Legal Officer	Discussion	5:40 – 6:00
11. RECEIVE COMPLIANCE PROGRAM REPORTS a) KPI Scorecard and Trends b) Activity Logs February – March 2025 c) Internal Audit Work Plan FY 2025 d) Internal Audit Follow-Up Table <i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation</i>	Diane Wigglesworth, VP of Compliance Theresa Fuentes, Chief Legal Officer	Discussion	6:00– 6:10
12. APPROVE MINUTES OF THE CLOSED SESSION OF THE COMPLIANCE & AUDIT COMMITTEE -Minutes of the Closed Session of the CAC Meeting (2/6/25) <i>Gov't Code Section 54957.2 for closed session minutes.</i>	Lica Hartman, Chair	Motion Required	6:10 – 6:10
13. EXECUTIVE SESSION <i>Gov't Code Section 54957(b) for discussion and report on personnel performance matters Senior Management</i>	Lica Hartman, Chair	Discussion	6:10 – 6:15
14. RECONVENE TO OPEN SESSION	Lica Hartman, Chair	Motion Required	6:15 – 6:15
15. CLOSED SESSION REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session.	Lica Hartman, Chair	Information	6:15 – 6:15
16. ADJOURNMENT	Lica Hartman, Chair	Motion Required	6:15 pm

Upcoming Meetings: 6/25/25



**Minutes of the Open Session of the
Compliance and Audit Committee
of the El Camino Hospital Board of Directors
Wednesday, February 26, 2025**

Members Present

Lica Hartman, Chair
Sylvia Fong
Jack Po
Sharon Anolik Shakked **
Christine Sublett

Members Absent

Julia Miller, Vice Chair

Guests Present

Joelle Pulver, Moss Adams

Staff Present

Dan Woods, CEO
Carlos Bohorquez, CFO
Theresa Fuentes, CLO
Tracey Lewis Taylor, COO
Deb Muro, CIO
Diane Wigglesworth, VP, Compliance
Andreu Reall, VP, Strategy
Anne J. Yang, Executive Director,
Governance Services
Gabriel Fernandez, Governance
Services Coordinator

**via teleconference

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	Chair Hartman called to order the open session meeting of the Compliance and Audit Committee of El Camino Hospital ("the Committee") at 5:01 p.m. A quorum was present.	<i>Called to order at 5:01 p.m.</i>
2. CONSIDER APPROVAL FOR AB 2449 REQUESTS	There were no AB 2449 requests.	
3. POTENTIAL CONFLICT OF INTEREST	Chair Hartman asked if any Committee member had a conflict of interest with any of the items on the agenda. None were reported.	
4. PUBLIC COMMUNICATION	No members of the public were on the line.	
5. CONSENT CALENDAR	Ms. Wigglesworth added clarification on item (b) FY25 Committee Pacing Plan. Item 2 documented an education date incorrectly listed as 11/13/24. The correct date is 12/4/24. Motion: To approve the consent calendar with the adjustments shared by Ms. Wigglesworth. Movant: Sublett Second: Fong Ayes: Fong, Hartman, Po, Anolik-Shakked, Sublett Noes: None Abstentions: None Absent: Miller Recused: None	<i>Consent calendar approved.</i>

<p>6. REVIEW PROPOSED FY 2025 FINANCIAL AUDIT PLAN AND APPROVE SCOPE OF PLAN AND ENGAGEMENT OF AUDITOR</p>	<p>Ms. Pulver presented the proposed FY 2025 Financial Audit Plan, outlining the scope of services provided and the auditor’s responsibilities. Ms. Pulver highlighted the significant risks identified based on initial risk assessment procedures, noting that these are not necessarily specific to El Camino but are inherent risks due to large management estimates, such as net patient accounts receivable, patient service revenue, and revenue recognition. She emphasized that these risks are preliminary.</p> <p>Motion: To approve the scope of FY2025 Financial Audit Plan and engagement of auditor.</p> <p>Movant: Po Second: Sublett Ayes: Fong, Hartman, Po, Anolik-Shakked, Sublett Noes: None Abstentions: None Absent: Miller Recused: None</p>	<p>Scope of FY 2025 Financial Plan and Engagement of Auditor Approved</p>
<p>7. REVIEW COMMITTEE SURVEY RESULTS AND PROPOSED ACTIONS</p>	<p>Ms. Wigglesworth presented the Committee Survey Results and proposed corrective actions. The Committee agreed to conduct annual reeducation on Committee roles and responsibilities for adequate governance and visibility of strategic plans.</p> <p>Ms. Shakked asked about a survey comment on respectful communication and how it would be addressed. Chair Hartman explained that the annual review of Committee goals and responsibilities would include a review of the Code of Conduct and reinforcement of engagement expectations among Committee members and any outliers would be addressed on a case-by-case basis. Ms. Wigglesworth referenced the procedure for the escalation process is contained in the Board of Directors policy.</p>	
<p>8. REVIEW PROPOSED FY 2026 MEETING DATES</p>	<p>Ms. Wigglesworth introduced Anne Yang, Executive Director of Governance Services, to the Committee.</p> <p>Ms. Fuentes discussed the proposed Committee meeting dates for FY 2026, noting the change from five annual meetings to four. Committee members identified scheduling conflicts with the proposed September 30th date and agreed that September 29th would ensure better attendance.</p>	<p>Actions: Staff to update proposed September meeting date to September 29th from September 30th.</p>

	Ms. Wigglesworth assured the Committee that the reduction of meetings would not reduce any reports that the Committee already receives.	
9. RECESS TO CLOSED SESSION	<p>Motion: To recess to closed session at 5:33 p.m.</p> <p>Movant: Po</p> <p>Second: Shakked</p> <p>Ayes: Fong, Hartman, Po, Anolik-Shakked, Sublett</p> <p>Noes: None</p> <p>Abstentions: None</p> <p>Absent: Miller</p> <p>Recused: None</p>	<i>Recess to closed session at 5:33 p.m.</i>
10. AGENDA ITEM 19: RECONVENE OPEN SESSION/ REPORT OUT	Agenda items 10 – 18 were covered in Closed Session. Mr. Fernandez reported that during the Closed Session, the Compliance and Audit Committee approved the closed session minutes of the December 4, 2024, meeting.	<i>Reconvened to Open Session at 7:02 p.m.</i>
11. AGENDA ITEM 20: COMMITTEE ANNOUNCEMENTS	The Committee did not have any announcements.	
12. AGENDA ITEM 21: ADJOURNMENT	<p>Motion: To adjourn at 7:03 p.m.</p> <p>Movant: Anolik-Shakked</p> <p>Second: Sublett</p> <p>Ayes: Fong, Hartman, Po, Anolik-Shakked, Sublett</p> <p>Noes: None</p> <p>Abstentions: None</p> <p>Absent: Miller</p> <p>Recused: None</p>	<i>Meeting Adjourned at 7:03 p.m.</i>

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

 Gabriel Fernandez
 Governance Services Coordinator

Prepared by: Gabriel Fernandez, Governance Services Coordinator
 Reviewed by: Diane Wigglesworth, VP of Compliance; Theresa Fuentes, Chief Legal Officer



Compliance and Audit Committee FY25 Pacing Plan

AGENDA ITEM	Q1			Q2			Q3			Q4		
	JUL	AUG	SEP 9/25	OCT	NOV 11/13	DEC	JAN	FEB 2/26	MAR	APR 4/23	MAY	JUN 6/25
STANDING AGENDA ITEMS												
Results of Internal Audits			✓		✓			✓		✓		✓
Cybersecurity Program					✓			✓				✓
Enterprise Risk Management (ERM) Metrics					✓					✓		
Discussion Items/Committee Actions												
Review FY 24 Annual Enterprise Compliance Program Report			✓									
Review FY 24 Annual Patient Safety/Claims Report			✓									
Review Status of Current FY Compliance Work Plan Activity Completed and next FY work plan												✓
Receive FY 24 Financial Auditors Consolidated Financial Statements, 403(b) and Cash Balance Audit results			✓									
Review Summary Report of Physician Financial Agreements								✓				
Approve next FY Committee Goals and Meeting Dates										✓		
Review FY 25 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										✓		
ADD: Review Business Continuity plan if Epic down for extended time.					✓							
COMMITTEE GOALS												
Review modifications to the Conflict of Interest policy, disclosure form, and process of reviews			✓									
Participate in education regarding the 2024 revised FTC enforcement actions or other compliance issues					✓							
Review ongoing progress on implementation of the Vision 2027 Strategic Plan								✓				



FY25 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**, Compliance/Privacy Officer (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	STATUS	METRICS
1. Review proposed modifications to the Conflict of Interest (COI) policy, disclosure form, and the recommended process of annual reviews.	Q1 FY25	100%	Committee reviews and provides feedback to the Compliance Officer. Committee provided recommendations on 9/25/24 meeting.
2. Participate in education regarding the 2024 revised FTC antitrust enforcement actions regarding proposed mergers and acquisitions or other compliance or regulatory issues around the ambulatory expansion of the health system.	Q2 FY25	100 %	Committee receives education and training regarding the changes and impact to organization. Education received on 12/4/24
3. Review ongoing progress on implementation of the 2027 Strategic Plan and provide feedback regarding any recommended compliance assessments.	Q3 FY25	100%	Committee provides recommendations if compliance assessments are needed for any new strategies the organization may undertake. Committee provided recommendations during 2/26/25 meeting.

SUBMITTED BY:

Chair: Lica Hartman

Executive Sponsor: Diane Wigglesworth



El Camino Hospital Board of Directors Compliance and Audit Committee Charter

Purpose

The purpose of the Compliance and Audit Committee (the "Committee") is to advise and assist the El Camino Hospital ("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 for El Camino Hospital per the Hospital Bylaws and the Hospital's affiliated entities where ECH is the sole corporate member pursuant to the operating agreements and governance documents of those entities ("the Organization"). 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 in a manner consistent with the Organization's mission and purpose.

Authority

The Committee is an Advisory Committee of the Board pursuant to Article VII of the Hospital Bylaws. All governing authority for the Hospital resides with the Hospital Board except that which may be lawfully delegated to a specific Board committee. All governing authority for the Hospital's affiliated entities resides with the boards of those entities except that which may be lawfully delegated. Any reporting by affiliated entities to the Committee shall be consistent with the operating and governing documents of those affiliated entities.

The Committee will report to the full Board at the next scheduled meeting any action or recommendation taken within the Committee's authority. The Committee has the authority to select, recommend engagement, and supervise any consultant hired by the Board to advise the Board or Committee on compliance, privacy, Information Technology (IT) and Cyber Security, including physical security (safeguards and access control), enterprise risk management, or audit related issues. In addition, the Committee, by resolution, may adopt a temporary advisory committee (ad hoc) of less than a quorum of the members of the Committee. The resolution shall state the total number of members, the number of board members to be appointed, and the specific task or assignment to be considered by the advisory committee.

Voting members of the Committee shall include the directors assigned to the Committee and external (non-director) members appointed to the Committee.

Membership

- The Committee shall be comprised of two (2) or more Hospital Board members who shall be appointed and removed pursuant to the El Camino Hospital Board Committee Governance Policy.



- The Committee may also include two to four (2-4) Community members¹ with expertise in compliance, privacy, enterprise risk, Information Technology (IT) and Cyber Security, audit, and/or financial management expertise.
- All Committee members, Chairs and Vice Chairs shall be appointed and removed in accordance with the El Camino Hospital Board Committee Governance Policy.

Conflict of Interest

Members of the Committee shall be independent (as defined in Appendix) as to conflicts of interest with the Organization pursuant to the Conflict of Interest Policy. Should there be a potential conflict, the determination regarding independence shall follow the criteria approved by the Board (see appendix).

Any member of a Board or Board committee who has a conflict of interest with respect to a proposed contract, transaction, relationship, arrangement, or activity shall refrain from the deliberations and vote on any matter related to the contract, transaction, or arrangement. Such members, however, may be present to answer questions and provide information needed by the Board or Board Committee for its deliberations. The Board Chair may appoint one or more qualified individuals to take the place of any affected member of a Board or Board Committee with regard to the matter or interest being considered. Any such reconstituted Committee shall be considered to have all rights, authority, and obligations of the Committee.

Staff Support and Participation

The Sr. Director of Corporate Compliance (“Corporate Compliance Officer”) shall serve as the primary staff support to the Committee and is responsible for drafting the committee meeting agenda for the Committee Chair’s consideration. Additional members of the executive team may participate in the Committee meetings upon the recommendation of the Corporate Compliance Officer and subsequent approval from both the CEO and Committee Chair.

General Responsibilities

The Committee’s primary role is to provide oversight and to advise the management team and the Board on matters pertaining to this Committee. With input from the Committee, the management team shall develop dashboard metrics that will be used to measure and track corporate compliance, privacy, audit, Information Technology (IT) and Cyber Security, and enterprise risk management for the Committee’s review and subsequent approval by the Board. It is the management team’s responsibility to develop and provide the Committee with reports, plans, assessments, and other pertinent materials to inform, educate, and update the Committee, thereby allowing Committee members to engage in meaningful, data-driven discussions. Upon careful review and discussion and with input from management, the Committee shall then make recommendations to the Board. The Committee is responsible for monitoring that performance metrics are being met to the Board’s expectations and requiring explanation of any deficiencies and reporting to the Board such deficiencies.

Specific Duties

¹ Community Members are defined as Members of the Committee who are not El Camino Hospital Board Directors.



The specific duties of the Committee include the following:

A. Corporate Compliance, Privacy, Information Technology (IT) and Cyber Security, and Enterprise Risk Management Functions

- Oversee the activities of the Corporate Compliance program and all subcommittees providing support relative to corporate compliance.
- Oversee the activities of the Privacy program, including, but not limited to HIPAA/patient privacy, administrative, technical, and physical security safeguards.
- Oversee the Information Technology (IT) and Cyber Security risk assessment process and review the mitigation plan to reduce vulnerabilities. Review at least annually the overall status of the Information Technology (IT) and Cyber Security program.
- Oversee efforts to develop, implement, and maintain an effective Information Technology (IT) and Cyber Security program and advise the Board on risk tolerance levels.
- Advise the Organization on Enterprise Risk Management structure and provide oversight of Enterprise Risk reporting metrics and measurements to help monitor the Organization's risks.
- Advise the Organization on corporate compliance implementation strategies. Review strategies for improving the corporate compliance program(s) and recommend for approval by the Board.
- Review with management the assessment of physician relationship risk as it relates to Stark laws, anti-kickback statutes, and other compliance rules and regulations.
- Encourage continuous improvement of policies and procedures for corporate accountability, integrity, and privacy. Review the Organization's policy oversight guidelines and oversee the process being systematic and robust.

B. Internal Audit Functions

- Provide direction related to findings and recommendations of internal audits performed.
- Provide direction for issues relating to internal audit responses by management.
- Review [and approve](#) the annual internal audit priorities for the Organization.
- Serve as the ad hoc governance team regarding non-routine investigations or action taken by external agencies and authorities against the Organization.
- Recommend policies and processes for approval by the Board relating to systems of internal controls for finance.
- Oversee the work of independent compliance, audit, and privacy staff.
- Provide escalation vehicle from any source to identify and address relevant issues.



C. External Audit Functions

- Make recommendations ~~to the for~~ Board approval regarding any changes in the external financial audit firm selection, retention, and, when necessary, replacement as recommended by management.
- ~~Review the expected fee for the audit and assure that the fee is fair to the Organization and is compatible with a full, complete, and professional audit. Make recommendations to the Board.~~
- Review the scope and approach of the annual audit, including the identification of business and financial risks and exposures, ~~with the external auditor~~.
- Meet with the auditor and management, as needed, to resolve issues regarding financial reporting, and make recommendations ~~to the Board~~ for discussion and action.
- Any services provided by the external auditors, outside the scope of the annual audit of financial statements must be presented to the Committee for review and discussion of the proposed scope of work in advance of executing an agreement with the auditors.
- Review the annual external auditor reports and financial statements before presentation to the Board. Make recommendations ~~to the for~~ Board approval.
- At the completion of the annual audit examination, review the following with management and the external auditors:
 - The Organization's annual financial statements and related footnotes.
 - The external auditor's audit of the financial statements and the auditor's report thereon.
 - Judgments about the quality, not just the acceptability of accounting principles and the clarity of the financial disclosure practices used or proposed to be used, and particularly the degree of aggressiveness or conservatism of accounting principles and underlying estimates.
 - Any significant changes in scope are required in the external auditor's plan.
 - Any serious difficulties or disputes with management encountered during the course of the audit.
- Conduct an executive session if necessary to allow the Committee to meet privately with the auditor.
- Review all significant financial communications to external parties (e.g., public, press, lenders, creditors and regulators), ensuring they are prepared in accordance with generally accepted accounting principles and fairly represent the financial condition of the Organization.
- Review and recommend for approval by the Board the audit firm's annual engagement proposal and review the independent auditor's performance.

Independence of the External Auditor



It is the Committee's responsibility to confirm the independence of the external auditor on an annual basis through a written statement. The statement shall confirm their independence and address services or relationships that may impact independence. The lead and concurring partner on the audit engagement team may not serve for more than five years unless special circumstances exist and with the approval of the Board. Members of the external audit team are prohibited from employment with the Organization in a financial role within one year of leaving the external audit firm.

Committee Effectiveness

The Committee is responsible for establishing its annual goals, objectives and work plan in alignment with the Board and the Organization's strategic goals. The Committee shall be focused on continuous improvement with regard to its processes, procedures, materials, and meetings, and other functions to enhance its contribution to the full Board.

Meetings and Minutes

The Committee shall meet at least once per quarter. The Committee Chair shall determine the frequency of meetings based on the Committee's annual goals and work plan. Minutes shall be kept by the assigned staff and shall be delivered to all members of the Committee when the agenda for the subsequent meeting is delivered. The approved minutes shall be forwarded to the Board for information.

Meetings and actions of all committees of the Board shall be governed by, and held and taken in accordance with, the provisions of Article VI of the Bylaws, concerning meetings and actions of directors. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the Committee. Notice of any special meetings of the Committee requires a 24-hour notice.



Appendix

Definition of Independent Director – Compliance and Audit Committee

1. An independent director is a more limited and narrow classification of director than otherwise required by law and is not meant to expand or limit the definition of interested director for purposes of the El Camino Hospital Conflict of Interest Policy or to expand or reduce the scope of any legal duty or otherwise applicable legal obligation of a director. The Board of Directors, by separate resolution, may determine to limit membership on committees to independent directors to avoid even the appearance of a conflict of interest.
2. A member of the Board of Directors of El Camino Hospital shall be deemed to be an independent director so long as such director (and any spouse, sibling, parent, son or daughter, son- or daughter-in-law or grandparent or descendant of the director):
 - i. has not, within the preceding twelve (12) months, received payments from El Camino Hospital, a subsidiary or affiliate of El Camino Hospital in excess of Ten Thousand Dollars (\$10,000), excluding reimbursement of expenses or other permitted payments to a director related to service as a director.
 - ii. does not own an interest in an entity or serve as a Board member or executive of an entity, that is a direct competitor of El Camino Hospital (or an entity controlling, controlled by or under common control with El Camino Hospital) for patients or services, located within ten (10) miles of El Camino Hospital (or an entity controlling, controlled by or under common control with El Camino Hospital). An entity is not a direct competitor if it provides competing services in the above area that do not exceed ten percent (10%) of such entity's revenues.
3. If a director is an owner of an entity, then the amount received from El Camino Hospital during any period shall be determined by multiplying the percentage ownership interest of the director in such entity by the total amount paid by El Camino Hospital to such entity during such period.
4. Each director appointed to the Compensation Committee and the Compliance and Internal Audit Committee shall be, at the time of appointment and while a member of such Committee, an independent director as defined above.
5. **Note:** Other laws may prohibit certain contracts or interests in their entirety and this definition is not intended to narrow or otherwise limit the application of any such law.



**Compliance and Audit Committee
Proposed FY2026 Meeting Dates**

RECOMMENDED CAC DATES	CORRESPONDING HOSPITAL BOARD DATE
Monday, September 29, 2025	Wednesday, October 8, 2025
Wednesday, November 5, 2025	Wednesday, November 12, 2025
Wednesday, March 4, 2026	Wednesday, March 18, 2026
Wednesday, June 3, 2026	Wednesday, June 17, 2026



FY26 COMMITTEE GOALS

Compliance and Audit Committee

PURPOSE

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STAFF: **Diane Wigglesworth**, Compliance/Privacy Officer (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	STATUS	METRICS
1. The Compliance and Audit Committee Members understand their oversight roles and governance responsibilities and how they are different from that of Management.	Q2 FY26	0%	Committee reviews the Compliance and Audit Committee Charter and Directors Code of Conduct and provides any recommendations to the CEO and Compliance Officer.
2. The Compliance and Audit Committee understands ECH’s near-term and long-term Strategic Plans and the associated risks.	Q3 FY26	0%	At least annually, VP of Strategy presents the near-term and long-term Strategic Plans to the Committee, which provides effective challenge of related activities that may impact strategic, compliance, or enterprise risk to the CEO and Compliance Officer.

SUBMITTED BY:

Chair: Lica Hartman

Executive Sponsor: Diane Wigglesworth