

AGENDA

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

Wednesday, June 25, 2025 – 5:00 pm

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

Sharon Anolik Shakked will be participating via teleconference from 330 East Strawberry Drive, Mill Valley, CA 94941

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: 985 0652 6736#. 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 (04/23/2025) b. Receive FY 25 Committee Pacing Plan c. Receive FY 25 Committee Goals d. Receive FY 26 Committee Pacing Plan | Lica Hartman, Chair | Motion Required | 5:00 – 5:05 |
| 6. REVIEW AND APPROVE REVISED FY26 COMMITTEE GOALS | Lica Hartman, Chair | Motion Required | 5:05 – 5:15 |
| 7. RECESS TO CLOSED SESSION | Lica Hartman, Chair | Motion Required | 5:15 – 5:15 |

| AGENDA ITEM | PRESENTED BY | ACTION | ESTIMATED TIMES |
|--|---|------------------------|--------------------|
| 8. CYBERSECURITY FY 2026 STRATEGY AND PROGRAM UPDATE <i>Gov't Code Section 54957(a) –discussion and report regarding cybersecurity threats to essential public services</i> | Deb Muro, CIO Josh Spencer, CISO | Discussion | 5:15 – 5:35 |
| 9. ENTERPRISE RISK MANAGEMENT <i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation</i> | Tracey Lewis Taylor, COO Diane Wigglesworth, VP Compliance Theresa Fuentes, Chief Legal Officer | Discussion | 5:35 – 5:50 |
| 10. INTERNAL AUDIT REPORTS a. ECHMN HR Process Review b. ECHMN Transaction Due Diligence Review <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 | 5:50 - 6:05 |
| 11. RECEIVE STATUS OF FY 25 COMPLIANCE WORK PLAN ACTIVITY COMPLETED AND FY 26 COMPLIANCE WORK PLAN <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 | 6:05 – 6:15 |
| 12. RECEIVE COMPLIANCE PROGRAM REPORTS a. KPI Scorecard and Trends b. Activity Logs April - May 2025 c. Internal Audit Work Plan FY 2025 d. Proposed Internal Audit Work FY 2026 e. 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 | 6:15– 6:25 |
| 13. APPROVE MINUTES OF THE CLOSED SESSION OF THE COMPLIANCE & AUDIT COMMITTEE a. Minutes of the Closed Session of the CAC Meeting (04/23/25) <i>Gov't Code Section 54957.2 for closed session minutes.</i> | Lica Hartman, Chair | Motion Required | 6:25 – 6:30 |
| 14. EXECUTIVE SESSION <i>Gov't Code Section 54957(b) for discussion and report on personnel performance matters Senior Management</i> | Lica Hartman, Chair | Discussion | 6:30 – 6:40 |
| 15. RECONVENE TO OPEN SESSION | Lica Hartman, Chair | Motion Required | 6:40 – 6:40 |
| 16. CLOSED SESSION REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session. | Lica Hartman, Chair | Information | 6:40 – 6:40 |
| 17. ADJOURNMENT | Lica Hartman, Chair | Motion Required | 6:40 pm |

**Minutes of the Open Session of the
Compliance and Audit Committee
of the El Camino Hospital Board of Directors
Wednesday, April 23, 2025**

Members Present

Lica Hartman, Chair
Julia Miller, Vice Chair
Sylvia Fong
Jack Po
Christine Sublett **

Members Absent

Sharon Anolik Shakked

Guests Present

Alex Robison, Protiviti **

Staff Present

Theresa Fuentes, CLO
Tracey Lewis Taylor, COO
Deb Muro, CIO
Diane Wigglesworth, VP, Compliance
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 5:05 p.m. A quorum was present. | <i>Called to order at 5:05 p.m.</i> |
| 2. CONSIDER APPROVAL FOR AB 2449 REQUESTS | <p>Ms. Sublett requested an Emergency AB-2449 exemption, citing an injury. She confirmed that no other adults were present in the room.</p> <p>Motion: To approve Chris Sublett's request for AB-2449 emergency circumstances exemption for remote participation.</p> <p>Movant: Po Second: Miller Ayes: Fong, Hartman, Miller, Po, Sublett Noes: None Abstentions: None Absent: Anolik-Shakked Recused: None</p> | <i>Emergency AB-2449 Request for Chris Sublett approved.</i> |
| 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 | There were no members of the public present in person or via teleconference. | |

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| <p>5. CONSENT CALENDAR</p> | <p>Chair Hartman asked if any members of the Committee would like to remove an item from the Consent Calendar for further discussion. No items were removed.</p> <p>Motion: To approve the consent calendar</p> <p>Movant: Fong Second: Po Ayes: Fong, Hartman, Po, Sublett Noes: None Abstentions: Miller Absent: Anolik-Shakked Recused: None</p> | <p><i>Consent calendar approved.</i></p> |
| <p>6. REVIEW PROPOSED FY 2026 MEETING DATES AND COMMITTEE GOALS</p> | <p>Chair Hartman asked if any members of the Committee would like to comment on the proposed FY2026 Meeting Dates or Committee Goals. Director Miller inquired as to if the dates were arbitrary or decided by staff. Ms. Wigglesworth confirmed that the dates were discussed and agreed upon at the last meeting to ensure quorum for FY 2026.</p> <p>Motion: To approve the FY2026 Meeting Dates and Committee Goals</p> <p>Movant: Po Second: Sublett Ayes: Fong, Hartman, Miller, Po, Sublett Noes: None Abstentions: None Absent: Anolik-Shakked Recused: None</p> | <p><i>FY 2026 Meeting Dates and Committee Goals approved</i></p> |
| <p>7. RECESS TO CLOSED SESSION</p> | <p>Motion: To recess to closed session at 5:10 p.m.</p> <p>Movant: Po Second: Miller Ayes: Fong, Hartman, Miller, Po, Sublett Noes: None Abstentions: None Absent: Anolik-Shakked Recused: None</p> | <p><i>Recess to closed session at 5:10 p.m.</i></p> |
| <p>8. AGENDA ITEM 19: RECONVENE OPEN SESSION/ REPORT OUT</p> | <p>Agenda items 8 – 14 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 February 26, 2025, meeting, the Internal Audit Risk Assessment, and the proposed FY 2026 Internal Audit Work Plan.</p> | <p><i>Reconvened to Open Session at 6:16 p.m.</i></p> |

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| 9. AGENDA ITEM 20: COMMITTEE ANNOUNCEMENTS | The Committee did not have any announcements. | |
| 10. AGENDA ITEM 21: ADJOURNMENT | Motion: To adjourn at 6:17 p.m. Movant: Miller Second: Po Ayes: Fong, Hartman, Miller, Po, Sublett Noes: None Abstentions: None Absent: Anolik-Shakke Recused: None | <i>Meeting Adjourned at 6:17 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

Compliance and Audit Committee FY26 Proposed Pacing Plan

| AGENDA ITEM | Q1 | | | Q2 | | | Q3 | | | Q4 | | |
|---|-----|-----|----------|-----|----------|-----|-----|-----|---------|-----|-----|---------|
| | JUL | AUG | SEP 9/29 | OCT | NOV 11/5 | DEC | JAN | FEB | MAR 3/4 | APR | MAY | JUN 6/3 |
| STANDING AGENDA ITEMS | | | | | | | | | | | | |
| Results of Internal Audits | | | ✓ | | ✓ | | | | ✓ | | | ✓ |
| Cybersecurity Program | | | ✓ | | ✓ | | | | ✓ | | | ✓ |
| Enterprise Risk Management (ERM) Metrics | | | | | ✓ | | | | ✓ | | | |
| Discussion Items/Committee Actions | | | | | | | | | | | | |
| Review FY 25 Annual Enterprise Compliance Program Report | | | ✓ | | | | | | | | | |
| Review FY 25 Annual Patient Safety/Claims Report | | | ✓ | | | | | | | | | |
| Review Status of Current FY Compliance Work Plan Activity Completed and next FY work plan | | | | | | | | | | | | ✓ |
| Receive FY 25 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 26 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 Reviews Self-Assessment Results | | | | | | | | | ✓ | | | |
| COMMITTEE GOALS | | | | | | | | | | | | |
| TBD | | | | | | | | | | | | |
| TBD | | | | | | | | | | | | |
| TBD | | | | | | | | | | | | |

**EL CAMINO HOSPITAL
COMPLIANCE AND AUDIT COMMITTEE MEMO**

To: El Camino Compliance and Audit Committee
From: Diane Wigglesworth, VP Compliance
Anne Yang, Executive Director, Governance Services
Date: June 25, 2025
Subject: Revised FY26 Compliance and Audit Committee Goals

Recommendation: Review, approve, and recommend for Board approval the revised FY26 Compliance and Audit Committee Goals.

Authority: The Board reviews and approves the FY26 Advisory Committee Goals and Pacing Plans at the June ECHB meeting, and prior to that, the Governance Committee provides review and recommendation for Board approval.

Summary: At the June 2, 2025 Governance Committee meeting, the Governance Committee did not approve the Compliance and Audit Committee Goals, and requested a revision before sending back to the Board for approval. The Governance Committee recognized that the Compliance and Audit Committee covers many significant topics throughout the fiscal year, and requested the Committee to rewrite their goals to align more closely with the pacing plan for FY26.

List of Attachments:

1. Revised Proposed FY26 Compliance & Audit Committee Goals

FY26 COMMITTEE GOALS

Compliance and Audit Committee

PURPOSE

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STAFF: **Diane Wigglesworth**, Compliance/Privacy Officer (Executive Sponsor)

The VP, 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 Enterprise Risk Management (ERM) metrics and assess if any modifications are needed to current domains monitored or individual metrics to align with enterprise risk tolerance. | Q2 FY26 | 0% | Committee reviews and provides feedback regarding ERM domains or metrics. |
| 2. Evaluate potential revisions to the Committee Charter and Code of Conduct to foster continuous improvement within the Compliance Committee. | Q3 FY26 | 0 % | Committee provides recommendations for revisions and monitors impact to committee self-assessment results. |
| 3. Review 2027 Strategic Plan, Goals and Joint Ventures/Business Affiliates for potential impact on Compliance Program. | Q3 FY26 | 0% | Committee provides recommendations if compliance assessments or modifications to Compliance Program are needed for strategies the organization is undertaking. |

SUBMITTED BY:

Chair: Lica Hartman

Executive Sponsor: Diane Wigglesworth