El Camino Health

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

Wednesday, November 5, 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: 935 8933 1381 #. 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 Committee member is participating in the meeting via teleconference.

TIME ESTIMATES: Except where noted as TIME CERTAIN, listed times are estimates only and are subject to change at any time, including while the meeting is in progress. The Committee reserves the right to use more or less time on any item, to change the order of items and/or to continue items to another meeting. Particular items may be heard before or after the time estimated on the agenda. This may occur in order to best manage the time at a meeting.

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 *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.* b. Written Public Comments *Comments may be submitted by mail to the El Camino Hospital Board Compliance and Audit Committee at 2500 Grant Avenue, Mountain View, CA 94040. Written comments will be distributed to the Committee as quickly as possible. Please note it may take up to 24 hours for documents to be posted on the agenda.*	Lica Hartman, Chair	Information	**5:00 pm**
5.	**CONSENT CALENDAR ITEMS** *Any Committee Member may pull an item for discussion before a motion is made.* a. Approve Minutes of the Open Session of the CAC meetings (09/29/2025) b. Receive FY 2026 Committee Pacing Plan c. Receive FY 2026 Committee Goals Status d. Receive Revised Committee Governance Policy e. Receive Committee Member Assignments	Lica Hartman, Chair	**Motion Required**	**5:00 – 5:15**

	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
6.	**REVIEW 2025 COMMITTEE ASSESSMENT RESULTS**	Lica Hartman, Chair	Information	**5:15 – 5:25**
7.	**RECESS TO CLOSED SESSION**	Lica Hartman, Chair	**Motion Required**	**5:25**
8.	**CYBERSECURITY PROGRAM UPDATE** *Gov't Code Section 54957(a) –discussion and report regarding cybersecurity threats to essential public services*	Deb Muro, CIO Josh Spencer, CISO Theresa Fuentes, Chief Legal Officer	Discussion	**5:25 – 5:45**
9.	**ENTERPRISE RISK MANAGEMENT UPDATE AND REFRESH PROPOSAL** *Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation*	Tracey Lewis Taylor, COO Diane Wigglesworth, VP Compliance Theresa Fuentes, Chief Legal Officer	Discussion	**5:45 – 6:05**
10.	**RECEIVE COMPLIANCE PROGRAM REPORTS** a. KPI Scorecard and Trends b. Activity Logs - Sept - Oct 2025 c. Internal Audit Work Plan FY 2026 d. Internal Audit Follow-Up Table *Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation*	Diane Wigglesworth, VP Compliance Theresa Fuentes, Chief Legal Officer	Discussion	**6:05– 6:10**
11.	**APPROVE MINUTES OF THE CLOSED SESSION OF THE COMPLIANCE & AUDIT COMMITTEE** a. Minutes of the Closed Session of the CAC Meeting (09/29/25) *Gov't Code Section 54957.2 for closed session minutes.*	Lica Hartman, Chair	**Motion Required**	**6:10 – 6:15**
12.	**EXECUTIVE SESSION** *Gov't Code Section 54957(b) for discussion and report on personnel performance matters: Senior Management*	Lica Hartman, Chair	Discussion	**6:15 – 6:30**
13.	**RECONVENE TO OPEN SESSION**	Lica Hartman, Chair	**Motion Required**	**6:30**
14.	**CLOSED SESSION REPORT OUT** *To report any required disclosures regarding permissible actions taken during Closed Session.*	Lica Hartman, Chair	Information	**6:30 – 6:30**
15.	**ADJOURNMENT**	Lica Hartman, Chair	**Motion Required**	**6:30**

Upcoming Meeting: March 4, 2026, June 3, 2026

El Camino Health

Minutes of the Open Session of the Compliance and Audit Committee of the El Camino Hospital Board of Directors Monday, September 29, 2025

Members Present
Lica Hartman, Chair
Julia Miller, Vice Chair
Sharon Anolik Shakked **
Sylvia Fong
Jack Po
Christine Sublett **

Members Absent

Guests Present
Joelle Pulver, Baker Tilly
Bertha Minnihan, Baker Tilly

**via teleconference

Staff Present
Dan Woods, CEO
Theresa Fuentes, CLO
Tracey Lewis Taylor, COO
Deb Muro, CIO
Diane Wigglesworth, VP, Compliance
Josh Spencer, CISO
Peter Goll, CAO, ECHMN
Anne Yang, Executive Director, Governance Services
Gabriel Fernandez, Coordinator, Governance Services

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.	***Called to order at 5:01 p.m.***
2. CONSIDER APPROVAL FOR AB 2449 REQUESTS	Committee members Shakked and Sublett participated remotely in accordance with standard Brown Act teleconferencing provisions. Consideration of AB 2449 was not required.	
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.	
5. CONSENT CALENDAR	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. **Motion:** To approve the consent calendar **Movant:** Miller **Second:** Po **Ayes:** Fong**,** Hartman, Miller, Po, Sublett, Anolik-Shakked **Noes:** None **Abstentions:** None **Absent:** None **Recused:** None	***Consent calendar approved.***

6. RECESS TO CLOSED SESSION	**Motion:** To recess to closed session at **5:03 p.m.** **Movant:** Miller **Second:** Shakked **Ayes:** Fong**,** Hartman, Miller, Po, Sublett, Anolik-Shakked **Noes:** None **Abstentions:** None **Absent:** None **Recused:** None	***Recess to closed session at 5:03 p.m.***
7. AGENDA ITEM 16: RECONVENE OPEN SESSION/ REPORT OUT	Agenda items 7 – 15 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 June 25, 2025, meeting. Mr. Fernandez also reported that the Committee voted to approve a recommendation for Hospital Board approval of the FY2025 Annual Consolidated Financial Audit, the Annual 403(b) Retirement Plan Audit, and the Annual Cash Balance Plan Audit.	***Reconvened to Open Session at 7:04 p.m.***
8. AGENDA ITEM 17: ADJOURNMENT	**Motion:** To adjourn at **7:05 p.m.** **Movant:** Po **Second:** Miller **Ayes:** Fong**,** Hartman, Miller, Po, Sublett, Anolik-Shakked **Noes:** None **Abstentions:** None **Absent:** None **Recused:** None	***Meeting Adjourned at 7:05 p.m.***

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

El Camino Health

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												
Review ERM metrics and assess if any modifications are needed to currents domains or metrics to align with enterprise risk tolerance					✓							
Evaluate potential revisions to CAC Charter or Code of Conduct to foster continuous committee improvement									✓			
Review 2027 Strategic Plan, Goals and JV/Business Affiliates for potential impact to Compliance Program									✓			

El Camino Health

FY26 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 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	100%	Committee reviews and provides feedback regarding ERM domains or metrics. (Reviewed at 11/5/25 meeting)
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

El Camino Health

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

To: El Camino Hospital Compliance and Audit Committee
From: Anne Yang, Executive Director, Governance Services
Date: November 5, 2025
Subject: Committee Governance Policy

Recommendation: To receive the revised El Camino Hospital Committee Governance Policy ("Committee Governance Policy").

Authority: The Board of Directors approved the revised Committee Governance Policy on June 11, 2025. The marked and clean versions are included in this packet to be received by the Committee.

Summary: The updates below were made to the Committee Governance Policy and approved by the Board in June 2025.

1. Director Member Advisory Committee terms updated to 1 year from 3 years. This allows for greater flexibility for Director Members to move to different assignments for a given year.
2. Community Member terms will remain 3 years. Both Director Member and Community Member terms are renewable.

We also consolidated the Committee Governance Policy with the Nomination & Selection Policy and the Nomination & Selection Procedures, and these policies were sunset by the Board on June 11, 2025. The revised Committee Governance Policy now captures all relevant points from the nomination and selection process. The remaining items in the Nomination and Selection procedures were not currently used in practice or no longer relevant/needed.

- Each Advisory Committee determines minimum qualifications and competencies for members
- Nominations may be received from any source
- A candidate shall submit an application stating reasons, qualifications, and disclosures
- Ad Hoc Committee will interview candidates and either select the final candidates for Committee interviews or recommend for Board appointment in accordance with the Bylaws
- Community Members may also be reassigned to another Committee at the recommendation of the CEO, Board Chair and the receiving Committee Chair. The appointment would be subject to Committee and Board approval in accordance with the Bylaws.

List of Attachments:

- El Camino Hospital Board Committee Governance Policy as Approved by the El Camino Health Board on June 11, 2025 (Redline and Clean)

El Camino Health

TITLE:	**El Camino Hospital Board Committee Governance Policy**
CATEGORY:	Administrative
FIRST APPROVAL:	ECHB August 14, 2024
CURRENT APPROVAL:	ECHB June 11, 2025

Coverage:
All Members of the El Camino Hospital Board of Directors ("Board") and Board Advisory Committees ("Committees"). The Governance Committee shall review this policy at least every three (3) years to ensure that it remains relevant and appropriate.

Authority:
The Board has established the following standing Advisory Committees pursuant to the El Camino Hospital Bylaws: Compliance and Audit Committee; Executive Compensation Committee; Finance Committee, Governance Committee, Investment Committee; and Quality, Patient Care, and Patient Experience Committee. The Committees have the authority granted to them per the Hospital Bylaws, the Committee Charter, and majority action of the Board. Committees may study, advise and make recommendations to the Board on matters within the committee's area of responsibility as stated in the Committee Charter. The authority of committees is limited to advisory recommendations except in responsibilities directly delegated by the Board. Committees may provide recommendations for the Board to consider, which recommendations may be considered, adopted, amended or rejected by the Board in the Board's sole discretion. Committees shall have no authority to take action or otherwise render decisions that are binding upon the Board or staff except as otherwise stated in the Bylaws, the Committee's Charter, or majority action of the Board. To the extent of any conflict with the Committee Charter, this policy controls.

Membership:
Each committee shall have the membership as stated in the Committee Charter but must be composed of at least two members of the Board ("Director Members"), as well as people who are not members of the Board ("Community Members"). Director membership on any single Committee shall not constitute a quorum of either Board or Healthcare District Board membership. The Chair of a committee is its presiding officer. In the absence of the Chair, the Vice-Chair (or if no Vice-Chair, any member of the Committee as determined by the Chair or the Board) shall perform the duties of the Chair.

Nomination and Selection of Community Members:
Each Advisory Committee shall determine minimum qualifications and competencies for its Members. Committees may fill Community Member vacancies through an open recruitment process coordinated by Governance Services. Candidates may be nominated by any source and must submit an application with reasons to serve, relevant qualifications, and disclosures. An Ad Hoc Committee appointed by the Committee Chair, in consultation with the Executive Sponsor and Governance Services, shall review applications, interview initial candidates, and may recommend finalists. The full Committee may choose to interview finalists or proceed based on the Ad Hoc Committee's report. Final appointments are made by the Committee and submitted to the Board for approval in accordance with the Bylaws.

Reassignment of Existing Community Members:
In some cases, an existing Community Member may be reassigned from one Committee to another at the recommendation of the CEO, Board Chair, and the receiving Committee Chair. This reassignment shall be made in consultation with the Committee's Executive Sponsor, with notice to Governance

El Camino Health

TITLE:	**El Camino Hospital Board Committee Governance Policy**
CATEGORY:	Administrative
FIRST APPROVAL:	ECHB August 14, 2024
CURRENT APPROVAL:	ECHB June 11, 2025

Services. The reassigned Community Member must be formally appointed to the new Committee by a majority vote of that Committee, and submitted for Board approval in accordance with the Bylaws.

Appointment and Removal:
The Board Chair (or Board Chair-elect in Board officer election years) shall appoint the Director Members and Committee Chairs, subject to approval of the Board. Community Members shall be appointed by the Committee, subject to approval of the Board. All Board Chair appointments shall be reviewed by the Governance Committee before submission to the Board.

Committee Chairs may appoint and remove a Vice-Chair at the Committee Chair's discretion. However, if the Committee Chair is not a Director Member, a Vice Chair must be appointed who is a Director, in which case the Director Vice-Chair shall be appointed the same as any other Director Member.

The Board has the authority to remove Director Members and Community Members at any time either with or without the Committee's recommendation, in the Board's sole discretion.

Term:
Community Members serve a term of *three* full or partial fiscal years depending on date of appointment and eligibility to serve. Community Members shall be divided into three appointment categories, as nearly equal in number as possible, as follows: (a) Class 1, the initial term of which shall expire June 30, 2025, and subsequent terms shall be three years each; (b) Class 2, the initial term of which shall expire June 30, 2026, and subsequent terms shall be three years each; (c) Class 3, the initial term of which shall expire June 30, 2027, and subsequent terms shall be three years each. Each class shall hold committee membership until successors are appointed.

Director Members serve a term of one year or partial fiscal years depending on date of appointment and eligibility to serve. Director Member appointments shall be reviewed annually by the Board Chair (or Chair Elect).

Committee Chair and Vice Chair appointments shall be reviewed annually by the Board Chair (or Chair-Elect). Chair and Vice Chair appointments may be changed at any time without effecting the term of that person's membership on the Committee.

Director Members, Community Members, Chairs, and Vice Chairs may serve consecutive terms.

If a community member wishes to vacate a position, the committee member shall submit a written resignation letter addressed to the Chair of the Committee and the Chair of the Board, with a copy to the CEO and Governance Services.

El Camino Health

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CATEGORY:	Administrative
FIRST APPROVAL:	ECHB August 14, 2024
CURRENT APPROVAL:	ECHB June 11, 2025

Attendance:

Committee members are expected to attend in person and meaningfully participate in all committee meetings absent extenuating circumstances. Remote virtual participation is generally only allowed for just cause or emergency situations such as physical or family medical emergency, childcare, illness, disability, or Board or Committee related travel. Remote virtual participation must comply with the requirements of the Ralph M. Brown Act. Committee members may be removed from the Committee for repeated failure to satisfy attendance requirements.

If a member is physically not present for more than two meetings in a calendar year, the Committee Chair shall contact that member and remind the member of this policy. If the member continues to be physically absent despite the warning, the Committee shall consider a recommendation to the Board for removal.

Meetings:

All Committees shall have a Committee Charter approved by the Board.

Committee meetings shall be open to the public except for items permitted to be discussed in closed session and held in accordance with the provisions of the Ralph M. Brown Act. At least 72 hours before a committee meeting, Governance Services shall post an agenda containing a brief, general description of each item of business to be discussed at the committee meeting. The posting shall be accessible to the public.

The minutes of each committee meeting, including any recommendation of a committee, shall include a summary of the information presented and the recommended actions. ECHB staff will prepare minutes for each meeting. Draft minutes will be provided to the committee at the next available committee meeting for committee member review and approval. Once approved, minutes will be made a part of the Board's permanent records.

A majority of the members of each committee shall constitute a quorum for the transaction of business.

Only members of the committee are entitled to make, second or vote on any motion or other action of the committee. Each committee member shall be entitled to one vote on all matters considered by the committee. A simple majority vote of the members of the Committee shall designate approval of a motion.

All committee communications must go through the designated committee Chair.

The specific committees and their respective responsibilities are as stated in the Charter for each Committee.

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El Camino Health

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El Camino Health

EL CAMINO HOSPITAL
COMPLIANCE AND AUDIT COMMITTEE MEMO

To: El Camino Hospital Compliance and Audit Committee
From: Anne Yang, Executive Director, Governance Services
Date: November 5, 2025
Subject: Receive Class Assignments for Community Members of Compliance and Audit Committee

Recommendation: Receive Class Assignments for Community Members of Compliance and Audit Committee.

Authority: In alignment with the Committee Governance Policy, we are implementing Class Assignments for Community Members of each Advisory Committee. These are reviewed and approved by each Committee Chair and received by each respective Committee at the subsequent meeting.

Summary: In June 2024, the Governance Committee initiated standardization across all Advisory Committees to streamline membership appointments, terms, attendance, and meeting standards, resulting in the Committee Governance Policy. The policy states that Community Members serve for 3-year renewable terms. The Governance Committee also recommended staggered terms for Community Members. The reason behind the staggered terms was to implement best governance practices, and to alleviate the potential need to recruit multiple new members in a given year. The policy was approved by the Board in FY25, and now being implemented for the first time for FY26.

The Class assignment tenure dates are as follows:

1. Class 1: Current term expires June 30, 2025; new term is July 1, 2025 through June 30, 2028
2. Class 2: Current term expires June 30, 2026; new term is July 1, 2026 through June 30, 2029
3. Class 3: Current term expires June 30, 2027; new term is July 1, 2027 through June 30, 2030

In general, the methodology for assigning a Class year was based on the following prioritization:

1. Member's tenure
2. Alphabetical order with the purpose of staggering the terms
3. Class 1 was assigned to new members of a Committee for FY26 (Quality and Finance)
4. Class 2 was assigned for a potential new recruit for Governance and Finance, to allow time for the Committee's search efforts

List of Attachments:
1. Class Assignments for Community Members

Community Member Class Assignments

Name	Member	Chair/Vice Chair	Officer Start Date	Committee	Date Appointed	Class Assignment*	3Y Committee Term Expires	Committee Reappointment Term Expires
Sharon Anolik Shakked	Community Member			Compliance	13-Jun-12	Class 1	30-Jun-25	30-Jun-28
Christine Sublett	Community Member			Compliance	13-Jun-12	Class 2	30-Jun-26	30-Jun-29
Lica Hartman	Community Member	Chair	FY25	Compliance	11-Jan-17	Class 2	30-Jun-26	30-Jun-29
Sylvia Fong	Community Member			Compliance	7-Feb-24	Class 3	30-Jun-27	30-Jun-30

*Note that Class Assignments are to be approved by the Committee Chair and received by each Committee.

The purpose is to stagger all committee member terms (Class 1 expires June 30, 2025, Class 2 expires June 30, 2026, Class 3 expires June 30, 2027).

El Camino Health

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

To: ECH Compliance and Audit Committee
From: Diane Wigglesworth, VP, Compliance
Date: November 5, 2025
Subject: FY25 Committee Assessment Results and FY26 Priorities Discussion

Purpose:

To review the FY25 Compliance and Audit Committee assessment results and discuss the Committee's priority focus areas for FY26.

Summary:

The Compliance and Audit Committee plays a critical role in supporting the Board's oversight of Corporate Compliance, Privacy, Internal and External Audit, Enterprise Risk Management, and Information Technology (IT) Cybersecurity in alignment with the El Camino Health mission and regulatory obligations. Over the last three years, El Camino Health has partnered with Spencer Stuart to implement a structured, externally supported assessment. As part of the FY25 Board and Committee Effectiveness Review conducted by Spencer Stuart, all six CAC members completed the survey, yielding an overall average score of 3.5 out of 4.0.

Key Themes from the Assessment

- **Leadership and Management Alignment**
  The Committee continues to benefit from strong leadership and transparent reporting. Members recognized that management provides open communication and thorough information, enabling sound decision-making and effective oversight.
- **Committee Dynamics and Culture**
  Several members noted the need to foster a more respectful and collegial environment. Constructive engagement and trust among members will be essential to fully leverage the group's expertise and maintain a productive tone in meetings.
- **Governance Effectiveness and Focus**
  Members expressed interest in improving alignment between the Committee's work and the organization's broader strategy. There is also an opportunity to streamline meeting materials to focus discussions at the governance level rather than operational detail. Strengthening communication between the Committee and the full Board—through consistent reporting or summaries—was also suggested.

List of Attachments:

1. FY25 Committee Assessment Results

SpencerStuart

Compliance and Audit Committee Assessment Report

Prepared for:
Board of Directors
El Camino Health

Prepared by:
George Anderson
Zach Morfín
Meng Li
Barbara Cardona

September 2025

El Camino Health

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Introduction

Overview of Board and Committee Review

Purpose of the Review

The El Camino Health Board of Directors engaged Spencer Stuart in July 2025 to undertake an in-depth review of its effectiveness. The purpose was to assist the board and committees in continuing to improve the governance of the health system and support its long-term success.

The board and committees' commitment to continuous improvement is evident in the board's engagement of a third-party advisor to support the biennial evaluation process. It is also a reflection of the board's dedication to the hospital, its stakeholders, and management.

Assessment Process

As part of the assessment process, Spencer Stuart conducted individual interviews with each hospital director, as well as administered an online survey to all directors, committee members, and the Medical Network Board of Managers.

The interviews focused on a broad range of governance dimensions, including strategic oversight, board composition and succession, board-management relationship, board culture and dynamics, as well as the effectiveness of individual committees, among others.

The survey used a 1-4 Likert scale, where a rating of 1 indicates strong disagreement, and a rating of 4 indicates strong agreement.

Report

The following report presents the survey results of the Compliance and Audit Committee. All committee members (6 out of 6) completed the survey. The open-ended commentary includes the feedback shared via the interviews with the hospital directors who are members of the committee, and the survey responses from the committee members who provided written feedback.

The committee is encouraged to discuss the findings in this report at its next meeting. The board will discuss the results of the board effectiveness review at its October 2025 board meeting.

Survey Dimension and Item Ratings

The table below shows all survey results sorted by dimension.

- **Overall average** = 3.5.
- **Highest rated item**: Committee Leadership and Meetings: *The committee chair provides effective leadership;* Communication & Relationships: The *committee receives adequate support from management;* Committee Culture & Engagement: *Committee members are comfortable expressing their views openly and productively* (3.8).
- **Lowest rated item:** Committee Culture & Engagement: *The Committee operates with a spirit of collegiality and communicates with mutual respect* (2.5).

Dimension & Item	Avg	SD	N	1	2	3	4
Communication & Relationships = 3.6							
• The committee receives adequate support from management.	3.8	0.37	6	0	0	1	5
• The committee's relationship with management is effective and respectful.	3.7	0.47	6	0	0	2	4
• Communication and information flow between the committee and the board are effective.	3.2	0.75	5	0	1	2	2
Committee Role & Responsibilities = 3.5							
• The committee monitors and adapts to changes in regulatory, financial, or industry landscape relevant to its oversight responsibilities.	3.7	0.47	6	0	0	2	4
• The committee's objectives are aligned with the organizational strategic goals.	3.5	0.50	6	0	0	3	3
• The scope of the committee's authority is clear.	3.5	0.76	6	0	1	1	4
• The committee is successful in carrying out its designated responsibilities.	3.3	0.75	6	0	1	2	3
Committee Leadership & Meetings = 3.4							
• The Committee Chair provides effective leadership.	3.8	0.40	5	0	0	1	4
• The committee materials are appropriate for governance-level decision-making and oversight.	3.5	0.76	6	0	1	1	4
• The committee makes decisions efficiently.	3.0	0.82	6	0	2	2	2
Committee Culture & Engagement = 3.4							
• Committee members are comfortable expressing their views openly and productively.	3.8	0.37	6	0	0	1	5
• As a committee member, my area(s) of expertise are utilized appropriately within the committee.	3.7	0.47	6	0	0	2	4
• The committee regularly assesses its own effectiveness and makes improvements.	3.4	0.49	5	0	0	3	2
• The Committee operates with a spirit of collegiality and communicates with mutual respect.	2.5	0.50	6	0	3	3	0

Open-Ended Feedback: Strengths

Provided below are the comments that were shared via the individual interviews with each ECH director who is also a member of the committee, as well as the written survey feedback across all committee members.

Strengths

Committee members acknowledged the effectiveness of leadership and the transparency of management in supporting the committee's responsibilities.

- *Overall, I think our committee leadership is effective.*
- *As a result of management's transparency and effective reporting and communication, the committee has adequate information to adhere to its responsibilities.*
- *I think that members' expertise is properly leveraged, and that the committee receives good support from management.*

Members recognized the committee's dedication to fulfilling its oversight role and its awareness of emerging compliance challenges.

- *Diane Wigglesworth is about to step down. That will leave a hole. Compliance will be more challenging. We have to fill a big hole on the management team.*
- *More insight into the Medical Network's control environment as this may be an area of risk, but limited information provided makes it difficult to understand/assess.*

Open-Ended Feedback: Development Areas

Development Areas

Concerns were raised by several members about interpersonal dynamics and the need for more respectful engagement.

- *The members do not always treat each other with respect. Members seem to assume negative intent vs. assuming positive intent, which causes people to snip at each other.*
- *There is one committee member whose style is not as respectful, and that is a problem for the committee.*
- *Last year's survey showed very poor results… no comradery between members… no energy.*

Members expressed a desire for better alignment with board strategy and improved communication channels.

- *The committee members do not have as much exposure to the strategy as they should to know what future areas of compliance they should be thinking about vs. retrospectively.*
- *I am unclear as to what level of communication exists between the committee and the board.*
- *Committee meeting minutes are not provided to the full board as an attachment. The Committee Chair doesn't give written or verbal reports to the full board.*

Suggestions were made to improve the usability of materials and the committee's operational focus.

- *The board packet is almost too detailed. It feels like the committee is doing an audit itself vs. governance.*
- *Either provide print-outs of the committee packet, or a tool that more easily allows taking notes.*
- *I would like to see more rotation of the board members assigned to our committee.*

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