



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

**Wednesday, June 3, 2026 – 4:00 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: 992 3364 5708 #. 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 accordance with the Americans with Disabilities Act, please notify us at (650) 988-3218 prior to the meeting so we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
1.	<b>CALL TO ORDER/ROLL CALL</b>	Lica Hartman, Chair		<b>4:00 pm</b>
2.	<b>POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Lica Hartman, Chair	Information	<b>4:00 pm</b>
3.	<b>PUBLIC COMMUNICATION</b> 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 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.</i>	Lica Hartman, Chair	Information	<b>4:00 pm</b>
4.	<b>INTRODUCTION OF CHIEF COMPLIANCE OFFICER</b>	Lica Hartman, Chair	Information	<b>4:00 – 4:05</b>
5.	<b>CONSENT CALENDAR ITEMS</b> a. <a href="#">Approve Minutes of the Open Session of the CAC meetings (03/04/2026)</a> b. <a href="#">Receive FY 2026 Committee Pacing Plan</a>	Lica Hartman, Chair	<b>Motion Required</b>	<b>4:05 – 4:10</b>
6.	<b><a href="#">RECOMMEND BOARD APPROVAL OF PROPOSED FY 2027 MEETING DATES AND COMMITTEE GOALS</a></b>	Lica Hartman, Chair	<b>Motion Required</b>	<b>4:10 – 4:15</b>
7.	<b>RECESS TO CLOSED SESSION</b>	Lica Hartman, Chair	<b>Motion Required</b>	<b>4:15 – 4:16</b>

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	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
8.	<b>RECEIVE CYBERSECURITY PROGRAM UPDATE</b>  <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	4:16 – 4:26
9.	<b>RECEIVE INTERNAL AUDIT REPORTS</b> a. El Camino Health Medical Network Accounts Payable Controls Review b. Patient Throughput Assessment  <i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation</i>	Max Siegel, Chief Compliance Officer  Brandon Goulter, Manager, Corporate Compliance  Theresa Fuentes, Chief Legal Officer  Alex Robison, Protiviti	Discussion	4:26 – 5:05
10.	<b>REVIEW INTERNAL AUDIT RISK ASSESSMENT AND PROPOSED FY 2027 INTERNAL AUDIT WORK PLAN</b>  <i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation</i>	Max Siegel, Chief Compliance Officer  Brandon Goulter, Manager, Corporate Compliance  Theresa Fuentes, Chief Legal Officer  Alex Robison, Protiviti	Discussion	5:05 – 5:25
11.	<b>RECEIVE COMPLIANCE PROGRAM REPORTS</b> a. KPI Scorecard and Trends b. Activity Logs c. Internal Audit Work Plan FY 2026 d. Internal Audit Follow-Up Table  <i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation</i>	Max Siegel, Chief Compliance Officer  Brandon Goulter, Manager, Corporate Compliance  Theresa Fuentes, Chief Legal Officer	Discussion	5:25 – 5:35
12.	<b>APPROVE MINUTES OF THE CLOSED SESSION OF THE COMPLIANCE &amp; AUDIT COMMITTEE</b> a. Minutes of the Closed Session of the CAC Meeting (03/04/2026)  <i>Gov't Code Section 54957.2 for closed session minutes</i>	Lica Hartman, Chair	<b>Motion Required</b>	5:35 – 5:38
13.	<b>EXECUTIVE SESSION</b>  <i>Gov't Code Section 54957(b) for discussion and report on personnel performance matters: Senior Management</i>	Lica Hartman, Chair	Discussion	5:38 – 5:45
14.	<b>RECONVENE TO OPEN SESSION</b>	Lica Hartman, Chair	<b>Motion Required</b>	5:45 – 5:46
15.	<b>CLOSED SESSION REPORT OUT</b>  <i>To report any required disclosures regarding permissible actions taken during Closed Session</i>	Gabe Fernandez, Governance Services Coordinator	Information	5:46 – 5:47
16.	<b>ADJOURNMENT</b>	Lica Hartman, Chair	<b>Motion Required</b>	5:47



**Minutes of the Open Session of the  
Compliance and Audit Committee  
of the El Camino Hospital Board of Directors  
Wednesday, March 4, 2026**

**Members Present**

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

**Members Absent**

Sharon Anolik Shakked

\*\*via teleconference

**Staff Present**

Dan Woods, CEO  
Mark Adams, CMO  
Theresa Fuentes, CLO  
Raju Iyer, CFO  
Tracey Lewis Taylor, COO  
Deb Muro, CIO  
AJ Reall, VP, Strategy  
Brandon Goulter, Manager,  
Compliance  
Joelle Pulver, Baker Tilly  
Tracy Fowler, Director, Governance  
Services \*\*  
Gabriel Fernandez, Coordinator,  
Governance Services

Agenda Item	Comments/Discussion	Approvals/ Action
1. <b>CALL TO ORDER/ ROLL CALL</b>	Chair Hartman called to order the open session meeting of the Compliance and Audit Committee of El Camino Hospital ("the Committee") at <b>5:07 p.m.</b> Ms. Sublett participated remotely with Just Cause. Ms. Shakked was absent. A quorum was present.	<b><i>Called to order at 5:07 p.m.</i></b>
2. <b>POTENTIAL CONFLICT OF INTEREST</b>	Chair Hartman asked if any Committee member had a conflict of interest with any of the items on the agenda. None were reported.	
3. <b>PUBLIC COMMUNICATION</b>	There were no members of the public present in person or via teleconference.	
4. <b>CONSENT CALENDAR</b>	Chair Hartman asked if any members of the Committee would like to remove an item from the Consent Calendar for further discussion. Ms. Fong requested that item b) Physician Financial Arrangements be removed for further discussion. <b>Motion:</b> To approve the consent calendar minus item b) Physician Financial Arrangements <b>Movant:</b> Sublett <b>Second:</b> Po <b>Ayes:</b> Fong, Hartman, Miller, Po, Sublett <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> Anolik-Shakked	<b><i>Consent calendar approved.</i></b>

	<p><b>Recused:</b> None</p> <p><b>Motion:</b> To approve the consent calendar item b) Physician Financial Arrangements</p> <p><b>Movant:</b> Fong  <b>Second:</b> Sublett  <b>Ayes:</b> Fong, Hartman, Miller, Po, Sublett  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Anolik-Shakked  <b>Recused:</b> None</p>	
<p><b>5. REVIEW PROPOSED FY 2026 SCOPE OF FINANCIAL AUDIT PLAN AND ENGAGEMENT OF AUDITOR</b></p>	<p>Ms. Pulver from Baker Tilly presented the proposed scope for the FY 2026 financial audit plan, covering the El Camino Healthcare District and its related entities. Ms. Pulver outlined the audit approach and key areas of focus, including revenue recognition, net patient accounts receivable, investment valuation, and management override of controls. She also shared the recent changes in accounting standards.</p> <p>Committee members inquired regarding the identification of audit risks, the treatment of incentive compensation programs, and the impact of the auditor’s recent merger.</p> <p><b>Motion:</b> To approve the scope of the Fiscal Year 2026 Financial Audit Plan and Engagement of Auditor Baker Tilly</p> <p><b>Movant:</b> Miller  <b>Second:</b> Po  <b>Ayes:</b> Fong, Hartman, Miller, Po, Sublett  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Anolik-Shakked  <b>Recused:</b> None</p>	<p><b>Scope of FY26 Financial Audit Plan approved.</b></p> <p><b>Engagement of Auditor Baker Tilly approved.</b></p>
<p><b>6. GOVERNANCE EFFECTIVENESS: ASSESSMENT REVIEW AND COMMITTEE IMPROVEMENT ACTIONS</b></p>	<p>The Committee reviewed the 2025 Committee Assessment and discussed action items resulting from the survey and subsequent Action Plan created by staff. It was clarified that this action plan is distinct from the Committee’s established goals and is intended as a follow-up task based on survey feedback. The Committee agreed to have staff distribute the Code of Conduct annually for review, as recommended by the survey, to reinforce expectations for conduct.</p>	<p><b>Committee Action Plan approved.</b></p> <p><b>Actions:</b> Staff to distribute the Committee Charter and Code of Conduct to the Committee for review, and as a reminder of the</p>

	<p>Committee members raised questions about the overlap between action plan items and Committee goals, the process for reviewing the Code of Conduct, and the timing of the governance committee's review of Committee goals. Staff clarified the distinction between action items and goals and confirmed that the Governance Committee would review all committee goals after all committees had finalized their goals.</p> <p><b>Motion:</b> To approve the Committee Action Plan</p> <p><b>Movant:</b> Fong  <b>Second:</b> Po  <b>Ayes:</b> Fong, Hartman, Miller, Po, Sublett  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Anolik-Shakked  <b>Recused:</b> None</p>	<p><i>Code of Conduct standards</i></p>
<p><b>7. RECEIVE PROPOSED FY 2027 MEETING DATES AND PROPOSED COMMITTEE GOALS</b></p>	<p>The Committee reviewed the proposed FY 2027 meeting dates and Committee Goals. Regarding the dates, Committee members did not note any scheduling conflicts.</p> <p>The Committee proceeded to discuss the draft committee goals for FY 2027. Committee members raised questions about the use of measurable metrics and what actions would be taken if targets were not achieved. Staff clarified that the draft goals were preliminary and intended for discussion, with final goals to be determined in June. For goal #1, it was clarified that it relates to the annual distribution of the Charter and Code of Conduct to Committee Members.</p> <p>Committee Members discussed the overlap between Committee Goals and staff responsibilities, specifically identifying that proposed Goal 4) Review Internal Audit Plan Alignment to Enterprise Risk Profile was a management/ staff function.</p> <p>Based on this feedback, the Committee agreed to remove draft goal #4 and proceed with four committee goals instead of five. Staff will revise the draft goals to reflect these changes and incorporate member comments for review and approval at the June meeting.</p>	<p><b>Actions:</b> <i>Staff to remove proposed Goal #4 when bringing the proposed Goals back for Committee approval at the June meeting.</i></p>

<p><b>8. RECESS TO CLOSED SESSION</b></p>	<p><b>Motion:</b> To recess to closed session at <b>5:52 p.m.</b>  <b>Movant:</b> Po  <b>Second:</b> Sublett  <b>Ayes:</b> Fong, Hartman, Miller, Po, Sublett  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Anolik-Shakked  <b>Recused:</b> None</p>	<p><b><i>Recess to closed session at 5:52 p.m.</i></b></p>
<p><b>9. AGENDA ITEM 19: RECONVENE OPEN SESSION/ REPORT OUT</b></p>	<p>Agenda items 9 – 17 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 November 5, 2025, meeting.</p>	<p><b><i>Reconvened to Open Session at 7:32 p.m.</i></b></p>
<p><b>10. AGENDA ITEM 20: ADJOURNMENT</b></p>	<p><b>Motion:</b> To adjourn at <b>7:33 p.m.</b>  <b>Movant:</b> Miller  <b>Second:</b> Sublett  <b>Ayes:</b> Fong, Hartman, Miller, Po, Sublett  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Anolik-Shakked  <b>Recused:</b> None</p>	<p><b><i>Meeting Adjourned at 7:33 p.m.</i></b></p>

**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, Coordinator, Governance Services  
 Reviewed by: Theresa Fuentes, Chief Legal Officer



### Compliance and Audit Committee FY26 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
<b>STANDING AGENDA ITEMS</b>												
Results of Internal Audits			✓		✓				✓			✓
Cybersecurity Program			✓		✓				✓			✓
Enterprise Risk Management (ERM) Metrics					✓				✓			
<b>Discussion Items/Committee Actions</b>												
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					✓							
<b>COMMITTEE GOALS</b>												
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 HOSPITAL BOARD OF DIRECTORS  
COMPLIANCE AND AUDIT COMMITTEE MEETING MEMO**

**To:** ECH Compliance and Audit Committee  
**From:** Theresa Fuentes, CLO  
**Date:** June 3, 2026  
**Subject:** Proposed FY27 Committee Dates and Goals — Recommendation for Board Approval

**Purpose:** To review and recommend Board approval of the proposed FY27 Compliance and Audit Committee meeting dates and FY27 Committee goals to support effective oversight, strategic alignment, and continuous improvement.

**Summary:** Governance Services developed the proposed FY27 Compliance and Audit Committee meeting schedule to align with the Hospital Board meeting cadence and key oversight milestones throughout the fiscal year.

The recommended meeting dates provide a timely review of internal and external audit activity, enterprise risk management updates, compliance program reporting, cybersecurity oversight, and strategic risk discussions in coordination with Board priorities.

At the March Compliance and Audit Committee meeting, the draft FY27 Committee goals were presented and reviewed. Committee feedback requested that the previously presented goals be reduced to four to ensure the Goals reflected the Committee's work, not management responsibilities.

The Committee is asked to review and provide a recommendation for Board approval of the proposed FY27 meeting dates and draft FY27 Committee goals.

**List of Attachments:**

1. Proposed FY27 Committee Dates
2. Proposed FY27 Committee Goals



**Compliance and Audit Committee  
Proposed FY2027 Meeting Dates**

<b>RECOMMENDED CAC DATES</b>	<b>CORRESPONDING HOSPITAL BOARD DATE</b>
<b>Wednesday, September 30, 2026</b>	Tuesday, October 13, 2026
<b>Wednesday, December 2, 2026</b>	Wednesday, December 16, 2026
<b>Wednesday, March 3, 2027</b>	Wednesday, March 10, 2027
<b>Wednesday, June 9, 2027</b>	Wednesday, June 16, 2027



## DRAFT FY27 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:** Max Siegel, Compliance/Privacy Officer (Executive Sponsor)

The Chief Compliance Officer, 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. Reinforce Committee Charter and Code of Conduct alignment through annual education and structured meeting norms.	Q4 FY27		Annual Charter review completed; meeting effectiveness survey score ≥ 3.6.
2. Review and calibrate ERM domains, risk tolerance thresholds, and emerging risks (AI, vendor risk, cybersecurity).	Q4 FY27		Annual ERM review completed; documented recommendations to Board.
3. Evaluate compliance and risk implications of Strategic Plan initiatives.	Q4 FY27		Written compliance risk summary provided to Board prior to strategy approval
4. Improve collegiality, preparedness, and efficient decision-making.	Q4 FY27		Collegiality score improves from 2.5 to ≥ 3.3 in next survey.

**SUBMITTED BY:**

**Chair:** Lica Hartman

**Executive Sponsor:** Max Siegel, CCO