

**Minutes of the Open Session**  
**Corporate Compliance, Privacy and Internal Audit Committee**  
**Thursday, March 17, 2016**  
**El Camino Hospital, 2500 Grant Road, Mountain View California**  
**Conference Room A/B**

**Members Present**

John Zoglin  
 Christine Sublett  
 Sharon Anolik-Shakked  
 Jeff Davis, MD

**Members Present by Phone**
**Members Absent**

Agenda Item	Comments/Discussion	Approvals/Action
<b>1. CALL TO ORDER</b>	The Corporate Compliance, Privacy and Internal Audit ("CCPIA") Committee of El Camino Hospital (the "Committee") was called to order by Chair John Zoglin at 5:00 p.m. A quorum was present.	
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Chair Zoglin asked if any Committee member had a conflict of interest with any Open Session agenda items. None were reported.	
<b>3. PUBLIC COMMUNICATION</b>	Chair Zoglin asked if there was any public communication. There was none.	
<b>4. REPORT ON BOARD ACTIONS</b>	Report on Board Actions taken at the February Board meeting: <ul style="list-style-type: none"> <li>• A land purchase in South San Jose</li> <li>• Approval to open three urgent care clinics in the south bay area</li> <li>• Marketing audit</li> <li>• Approval to move forward in developing a clinically integrated network which would allow more independent physicians to be a part of ECH's strategic planning</li> <li>• Cancellation of Anthem Blue Cross contract - negotiations to open a new contract continue</li> </ul> District Board Meeting: <ul style="list-style-type: none"> <li>• Dr. Jeffrey Davis was appointed to the District Board.</li> </ul>	
<b>5. MEMBER VACANCIES AND RECRUITMENT RECOMMENDATIONS</b>	Member Ramy Houssaini is leaving the Committee and active recruitment is ongoing to fill his position. A request for recommendations and draft of job description have been sent to Board and Committee members, and the ELT. Member Anolik-Shakked requested that a formal ECH recruitment notification also be made available to send to possible candidates. Recruiting methods and network resources were discussed. Further discussion will continue at the next meeting.	
<b>6. CONSENT CALENDAR ITEMS</b>	No items were requested to be pulled from the Consent Calendar. A motion to approve the Consent Calendar was requested.  <b>Motion:</b> To approve the Open Session Consent Calendar Minutes <b>Movant:</b> Anolik-Shakked <b>Second:</b> Jeff	<i>Minutes were approved.</i>

	<p><b>Ayes:</b> Anolik-Shakked, Davis, Sublett, Zoglin  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	
<b>7. POLICIES FOR APPROVAL</b>	<p>Three policies were returned to the Committee with changes that were recommended at the last Committee meeting, and were reviewed.</p> <ul style="list-style-type: none"> <li>Concerns were voiced by Member Anolik-Shakked regarding knowing which recommended changes are being made, and asked that when a policy is resubmitted without recommended changes that a line of explanation be included.</li> <li>Ms. Ryba reminded the Committee that all policies should be reviewed by Mary Rotunno, General Counsel, and/or Kathryn Fisk, CHRO, to address the limits of liability and exposure of each one, in order to educate the Board.</li> </ul> <p>Beth Shaffrin-Mukai joined the meeting briefly to address questions about policies and clarified specific changes made to the Provisional Period.</p>	
<b>8. REVIEW COMMITTEE CHARTER</b>	<p>Ms. Wigglesworth indicated that review of the Committee Charter is standard work every two years. The Charter was reviewed, with no changes proposed. It was agreed that the Charter will be added to the pacing calendar for discussion and possible motion at the May 19 Committee meeting.</p>	
<b>9. REVIEW PROPOSED RECOMMENDATIONS FOR FY 17 COMMITTEE GOALS</b>	<p>Committee FY 17 Goals were reviewed. Recommendations were made for review and evaluation of:</p> <ul style="list-style-type: none"> <li>Security Risk Management Plan</li> <li>Patient Centered Medical Home (PCMH) Compliance</li> <li>ERM program, activities and execution</li> </ul> <p>Because two of these programs require review of new plans, there was concern about meeting the Goals timeline. Discussion followed regarding defining compliance for each, and if the programs will be in place for review in keeping with the Committee goals timeline. It was agreed that there will be a preliminary report in Q2 and a finalized report in Q3. Chari Zoglin requested a motion for recommendation of approval.</p> <p><b>Motion:</b> Recommendation for approval by the Board of Corporate Compliance/Privacy and Audit Committee Goals FY17  <b>Movant:</b> Anolik-Shakked  <b>Second:</b> Sublett  <b>Ayes:</b> Anolik-Shakked, Davis, Sublett, Zoglin,  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<p><i>FY17 Committee goals approved</i></p>



<b>10. REVIEW OF FINANCIAL AUDIT PLAN</b>	<p>Ms. Wigglesworth provided a report from Moss Adams proposing an Audit Plan for FY16. This audit is required to maintain ECH bond covenants in according with California state requirements. Emphasis of the audit would be on accounts receivable and revenue, long term debt, pensions and Epic implementation. Chair Zoglin asked when it will be time to evaluate Moss Adams performance and decide whether or not to continue using their services. Ms. Wigglesworth indicated that as we are nearing the end of our 5 year agreement with them, a discussion to evaluate their service will be added to the pacing calendar for consideration.</p>	
<b>11. DELEGATING BOARD OVERSIGHT OF ORGANIZATIONAL POLICIES</b>	<p>Ms. Wigglesworth presented a straw model proposal of delegation of authority to Board Advisory Committees for organizational policies. Key items:</p> <ul style="list-style-type: none"> <li>• Committees would receive policies only and not procedures or protocols as they do currently.</li> <li>• Focus on not burdening the Board as much with this task</li> <li>• Committees would have the authority to approve policies</li> <li>• Management would not be required to bring a policy to a committee if there were little or no change.</li> </ul> <p>It was clarified that because of Joint Commission and Title 22 requirements, patient care policies need to be reviewed every three years and be approved through MEC. However, non-patient care policies would be subject to this policy. Discussion followed regarding how to delegate review of non- patient care policies. Further research into other possible models will continue.</p>	
<b>12. KEY PERFORMANCE INDICATORS, SCORECARD, AND TRENDS</b>	<p>Ms. Wigglesworth reviewed Key indicators, the scorecard and trending graphs, indicating an increase in investigations to date. Most had to do with documentation and charging concerns due to Epic. Privacy is lower, year to date. Hotline calls are on the rise, from a wide variety of sources, which is a positive indication that people are becoming more comfortable using the Hotline.</p>	
<b>13. NEW ARTICLES</b>	<p>Ms. Wigglesworth reviewed an article on a hospital that was the victim of ransomware to extort money. This article was presented to make the Committee aware of this trend.</p>	
<b>14. ADJOURN TO CLOSED SESSION</b>	<p>Chair Zoglin requested a motion to adjourn to Closed Session.</p> <p><b>Motion:</b> To adjourn to Closed Session at 5:59pm</p> <p><b>Movant:</b> Davis</p> <p><b>Second:</b> Sublett</p> <p><b>Ayes:</b> Anolik-Shakked, Davis, Sublett, Zoglin</p> <p><b>Noes:</b> None</p> <p><b>Abstentions:</b> None</p> <p><b>Absent:</b> None</p> <p><b>Recused:</b> None</p>	<p><i>Adjourned to Closed Session at 5:59pm</i></p>

<b>15. AGENDA ITEM 24 – RECONVENE OPEN SESSION/REPORT OUT OF CLOSED SESSION</b>	Open Session was reconvened at 7:07pm. Agenda Items 16-23 were addressed in closed session. Ms. Rotunno reported that the closed session consent calendar minutes and Summary of Physician Financial Arrangements were approved. (Chair Zoglin left the meeting at 6:55pm.)	
<b>16. AGENDA ITEM 25 – ERM REPORTING TOOL AND PLAN FOR CONTINUOUS MONITORING</b>	<p>Vice Chair Anolik Shakked requested a motion for recommendation of Board approval:</p> <p><b>Motion:</b> Approve recommendation to the Board for approval of the ERM Reporting Tool and Plan for Continuous Monitoring.</p> <p><b>Movant:</b> Davis</p> <p><b>Second:</b> Sublett</p> <p><b>Ayes:</b> Anolik-Shakked, Davis, Sublett, <b>Noes:</b> None</p> <p><b>Abstentions:</b> None</p> <p><b>Absent:</b> None</p> <p><b>Recused:</b> None</p>	<i>Recommendation for Board Approval of the ERM Reporting Tool and Plan for Continuous Monitoring was approved</i>
<b>16. AGENDA ITEM 26 - STATUS OF FY16 COMMITTEE GOALS</b>	Committee goals are on target.	
<b>17. AGENDA ITEM 27 – COMMITTEE COMMENTS</b>	There were no additional comments by Committee members.	
<b>18. ADJOURNMENT</b>	<p>Chair Zoglin requested a motion to adjourn.</p> <p><b>Motion:</b> To adjourn the meeting of the Corporate Compliance Committee at 7:14pm.</p> <p><b>Movant:</b> Davis</p> <p><b>Second:</b> Sublett</p> <p><b>Ayes:</b> Anolik-Shakked, Davis Sublett, Zoglin,</p> <p><b>Noes:</b> None</p> <p><b>Abstentions:</b> None</p> <p><b>Absent:</b> None</p> <p><b>Recused:</b> None</p>	<i>Meeting adjourned 7:14pm</i>

Attest as to the approval of the foregoing minutes by the CCPIA Committee:

  
 John Zoglin  
 Chair, ECH CCPIA Committee