



**Minutes of the Open Session of the
Corporate Compliance/Privacy and Internal Audit Committee
Thursday, March 16, 2017
El Camino Hospital | Conference Room F
2500 Grant Road, Mountain View, CA 94040**

Members Present

John Zoglin, Chair
Sharon Anolik Shakked, Vice Chair
Lica Hartman
Christine Sublett

Members Absent

Dennis Chiu

Agenda Item	Comments/Discussion	Approvals/Action
1. CALL TO ORDER/ ROLL CALL	The open session meeting of the Corporate Compliance/Privacy and Internal Audit Committee of El Camino Hospital (the "Committee") was called to order at 5:00pm by Chair Zoglin. A silent roll call was taken. Committee Member Chiu was absent. All other Committee members were present.	
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Zoglin asked if any Committee members may have a conflict of interest with any of the items on the agenda. No conflicts were noted.	
3. PUBLIC COMMUNICATION	None.	
4. CONSENT CALENDAR	<p>Chair Zoglin asked if any member of the Committee or the public wished to remove an item from the consent calendar.</p> <p>Ms. Anolik Shakked requested that Agenda Item 4b: FY18 Meeting dates be removed. Ms. Anolik Shakked and Ms. Sublett explained that they are both not available on October 5th, but are available on September 28th. Ms. Wigglesworth noted that the auditors can only attend remotely on September 28th. Chair Zoglin requested that the auditors attend via videoconference.</p> <p>Motion: To approve the consent calendar: Meeting Minutes of the Open Session of the Corporate Compliance/Privacy and Internal Audit Committee (January 17, 2017); FY18 Meeting Dates.</p> <p>Movant: Anolik Shakked Second: Hartman Ayes: Anolik Shakked, Hartman, Sublett, Zoglin Noes: None Abstentions: None Absent: Chiu Recused: None</p>	<i>Consent Calendar approved</i>
5. REPORT ON BOARD ACTIONS	Chair Zoglin noted that the CEO search process is progressing. He also highlighted the strategic planning process with Manatt and conversation around mission, vision, and values. Donald Sibery, Interim CEO, noted that there is a special meeting of the Board on June 28 th for approval of the strategic plan. Chair Zoglin explained that the details of the priorities cannot be shared just yet. Chair Zoglin also noted that Neal Cohen, MD, will not return as Hospital Board Chair and there are recruitment efforts from the District Board to fill his seat on the Board.	

6. FY18 PROPOSED COMMITTEE GOALS

Diane Wigglesworth, Sr. Director, Corporate Compliance, explained that the proposed goals she drafted for FY18 revolve around three main categories:

1. **IT:** specifically Security Awareness Training, looking for Committee feedback on organization's plan; this would be in addition to other IT reporting the Committee will receive.
2. **Compliance:** reorienting the organization on rules and policies regarding government investigations; this goal would cover education for the Board and the organization as a whole.
3. **Enterprise Risk:** an evolving process, including implementing structure, tying to strategy and overall risks; this goal would revolve around the Board's engagement in Enterprise Risk and providing direction regarding risk tolerance levels.

In response to Ms. Anolik Shakked's question, Mick Zdeblick, COO, clarified the timing on the Enterprise Risk goal, noting that the strategic process concludes in June, but an earlier timeframe would be feasible. He suggested proposing a framework in Q1 and implementation in Q2. Chair Zoglin suggested integrating the ERM discussion with the strategy discussion as appropriate, and picking one or two concrete risks to facilitate an explicit conversation rather than only the abstract "risk appetite."

In response to Ms. Hartman's question, Mr. Zdeblick explained that there is not a defined Enterprise Risk implementation plan yet. Ms. Hartman recommended that any Board educational session should explicitly define terms and methodology and use real scenarios as examples.

The Committee refined the goal to include an ERM roadmap (which includes a recommended framework) to be presented in Q1 and 1-2 concrete ERM discussions later in the year.

Ms. Anolik Shakked suggested adding a fourth goal to enable oversight of HIPAA Audit Readiness. The Committee members expressed their desire to see: 1) the same level of detail that has been provided for security to be provided for privacy matters as well and 2) validation (in whatever form staff deems appropriate) that ECH is HIPAA compliant (addressing gaps that assessments have identified). Ms. Wigglesworth suggested "provide validation of HIPAA Readiness to the Committee for review." The Committee asked staff to determine what timeline would be appropriate for this goal. Ms. Wigglesworth noted that she would circulate an updated copy to the Compliance Committee ahead of the Governance Committee's goal review in June.

Motion: To approve the Compliance Committee's set of four proposed FY18 goals, with the edits as mentioned above to be forwarded to the Governance Committee for review.

Movant: Sublett

Second: Anolik Shakked

Ayes: Anolik Shakked, Hartman, Sublett, Zoglin

Noes: None

Abstentions: None

Absent: Chiu

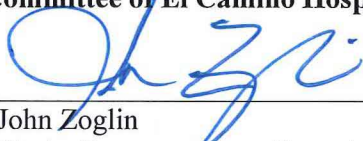
Recused: None

Proposed FY18 Committee Goals recommended to the Governance Committee for review and approval

<p>7. PROPOSED FY17 FINANCIAL AUDIT PLAN</p>	<p>Ms. Wigglesworth distributed supplemental information from Moss Adams regarding factors that determine audit emphasis areas including: 1) risk assessment procedure (assigning a risk rating based on complexity of transaction and management judgments, e.g., long-term debt/bond refinancing) and 2) significant changes in operations for the organization (e.g., Epic implementation).</p> <p>The Moss Adams memo also noted that there is no set rotation of emphasis areas, but the areas identified in the risk assessment remain risks annually. New additions for 2017 include GASB No. 75 and new accounting for FASB. Moss Adams asked the Committee for their feedback on focus areas so long as they are within the scope of historical financial statement audits.</p> <p>The Committee discussed having more audit items on a rotational basis along with standard items and asked that formalized feedback/recommendations for the auditors be paced for the Committee's May meeting.</p>	<p><i>Proposed FY17 audit plan paced for May 18, 2017 meeting</i></p>
<p>8. KPIs SCORECARD, AND TRENDS</p>	<p>Ms. Wigglesworth reviewed the KPI trends and noted there was an increase in hotline calls from patients noticing errors, due to increased access to and usage of MyChart. In response to a new issue raised, the IT team implemented a new process to migrate changes in Epic and other ambulatory systems over to MyChart. The Hospital also identified registration issues, where staff had not selected the correct individual as patients presented; Ms. Wigglesworth explained that there are two different processes to correct the error if the issue is discovered before or after the patient has been discharged.</p> <p>The Committee and staff discussed the migration issue between Epic and MyChart. Ms. Wigglesworth reported that there is a dedicated resource reviewing historical issues and verifying whether or not MyChart was impacted. Ms. Anolik Shakked suggested identifying and reviewing other corrections in Epic that may not have migrated over to MyChart.</p>	
<p>9. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 5:36 pm pursuant to <i>Gov't Code Section 54957.2</i> for approval of Meeting Minutes of the Closed Session of the Corporate Compliance/Privacy and Internal Audit Committee (January 17, 2017); pursuant to <i>Gov't Code Section 54956(d)(2)</i> – conference with legal counsel – pending or threatened litigation: Compliance Activity Log, Privacy Activity Log, Internal Audit Follow Up, Internal Audit Work Plan, FY17 Pacing Plan; pursuant to <i>Gov't Code Section 54956(d)(2)</i> – conference with legal counsel – pending or threatened litigation: Report on Internal Audit Activity; pursuant to <i>Gov't Code Section 54956(d)(2)</i> – conference with legal counsel – pending or threatened litigation: Legal Requirements for Board Compliance Education; pursuant to <i>Gov't Code Section 54956(d)(2)</i> – conference with legal counsel – pending or threatened litigation: Board Compliance Education; pursuant to <i>Gov't Code Section 54956(d)(2)</i> – conference with legal counsel – pending or threatened litigation: Summary of Physician Financial Arrangements; pursuant to <i>Gov't Code Section 54956(d)(2)</i> – conference with legal counsel – pending or threatened litigation: Discussion on ERM Reporting; pursuant to <i>Gov't Code Section 54956(d)(2)</i> – conference with legal counsel – pending or threatened litigation: Discussion on IT Security Plan; pursuant to <i>Gov't Code Section 54957</i> for discussion and report on personnel matters:</p>	<p><i>Adjourned to closed session at 5:36pm.</i></p>

	<p>Executive Session.</p> <p>Movant: Anolik Shakked</p> <p>Second: Sublett</p> <p>Ayes: Anolik Shakked, Hartman, Sublett, Zoglin</p> <p>Noes: None</p> <p>Abstentions: None</p> <p>Absent: Chiu</p> <p>Recused: None</p>	
<p>10. AGENDA ITEM 20: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>Open session was reconvened at 7:14 pm. Agenda Items 9-19 were covered in closed session.</p> <p>During the closed session, the Committee approved the Closed Session Minutes of the Corporate Compliance/Privacy and Internal Audit Committee Meeting of January 17, 2017 and the Physician Financial Arrangements Summary by a vote of all members present (Anolik Shakked, Hartman, Sublett, Zoglin). Committee Member Chiu was absent.</p>	
<p>11. AGENDA ITEM 21: ADJOURNMENT</p>	<p>Motion: To adjourn at 7:16 pm.</p> <p>Movant: Anolik Shakked</p> <p>Second: Sublett</p> <p>Ayes: Anolik Shakked, Hartman, Sublett, Zoglin</p> <p>Noes: None</p> <p>Abstentions: None</p> <p>Absent: Chiu</p> <p>Recused: None</p>	<p><i>Meeting adjourned at 7:16pm.</i></p>

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



John Zoglin
Chair, Corporate Compliance/
Privacy and Internal Audit Committee