



Minutes of the Open Session of the
Corporate Compliance/Privacy and Internal Audit Committee
Thursday, May 17, 2018
El Camino Hospital | Conference Room E
2500 Grant Road, Mountain View, CA 94040

Members Present

Sharon Anolik Shakked, Chair
Neysa Fligor, Vice Chair
Lica Hartman
Christine Sublett
Bob Rebitzer
John Zoglin

Members Absent

None

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 5:01pm by Chair Anolik Shakked. A silent roll call was taken. Mr. Rebitzer joined the meeting at 5:12pm during Agenda Item 6: Committee Charter Review. All other Committee members were present at roll call.	
2. POTENTIAL CONFLICT OF INTEREST	Chair Anolik Shakked asked if any Committee members had a conflict of interest with any of the items on the agenda. No conflicts were reported.	
3. PUBLIC COMMUNICATION	None.	
4. CONSENT CALENDAR	<p>Chair Anolik Shakked asked if any member of the Committee or the public wished to remove an item from the consent calendar. No items were removed.</p> <p>Motion: To approve the consent calendar: Meeting Minutes of the Open Session of the Corporate Compliance/Privacy and Internal Audit Committee (March 15, 2018); and for information: Status of FY18 Committee Goals, Compliance Education (provided to Hospital Board on March 14, 2018).</p> <p>Movant: Sublett Second: Fligor Ayes: Anolik Shakked, Fligor, Hartman, Sublett, Zoglin Noes: None Abstentions: None Absent: Rebitzer Recused: None</p>	<i>Consent Calendar approved</i>
5. REPORT ON BOARD ACTIONS	<p>Chair Anolik Shakked referred the Committee to the recent Board actions as further detailed in the packet. Mr. Zoglin reported there will be a Joint Meeting of the Finance Committee and the Board on May 29, 2018 to review the FY19 budget. He noted that additional detail on strategy can be shared in the Committee's closed session at future meetings.</p> <p>Ms. Fligor reported that the District Board reviewed the Proposed FY19 Community Benefit Grants at its May 15, 2018 and requested that staff provide the Committee with the link to the District Board's materials for information only.</p>	<i>Staff to provide Committee with the link to the District Board's materials for information</i>
6. COMMITTEE CHARTER REVIEW	Diane Wigglesworth, Sr. Director, Corporate Compliance, noted that the proposed revisions reflect the feedback from the Committee at its March 15, 2018 meeting, including 1) updates to the Committee name, 2) reflection of	<i>Charter recommend- ed for</i>

	<p>all areas of Committee oversight, and 3) more detail regarding IT Security Committee functions.</p> <p>Ms. Wigglesworth reported that Mitch Olejko, outside counsel with Buchalter, explained that independent director appendix was originally included in the Charter due to Sarbanes-Oxley requirements. The Committee discussed the inclusion of the appendix and its application to ECH. Ms. Fligor requested language be added stating that “Members of the Committee shall be independent as defined in Appendix...”</p> <p>Anolik Shakked noted that she had a few requested corrections including:</p> <ul style="list-style-type: none"> - Separating out privacy into its own bullet, rather than consolidating it with corporate compliance, noting that it includes, but is not limited to HIPAA/patient privacy; - Not capitalizing “the Committee” in the paragraph describing the purpose; - Standardizing references to “Information Technology (IT) Security;” - Correcting “advice” to “advise;” and - Adding a missing comma to the header for Specific Duties. <p>Ms. Sublett suggested expanding the Committee’s scope to include physical security and noting where appropriate in the Charter. The Committee discussed how the Committee’s oversight is related to physical safeguards and access control (tied to IT security) rather than employee and patient safety, which is reviewed by the Quality Committee.</p> <p>The Committee agreed with the proposed changes.</p> <p>Motion: To recommend that the Governance Committee and Hospital Board approved the proposed revised Compliance Committee Charter, including the edits discussed above.</p> <p>Movant: Sublett Second: Hartman Ayes: Anolik Shakked, Fligor, Hartman, Rebitzer, Sublett, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>review and approval</i></p>
<p>7. FY19 PROPOSED COMMITTEE GOALS AND MEETING DATES</p>	<p>Ms. Wigglesworth recommended that the Committee have a maximum of four goals and to narrow the field from the five proposed.</p> <p>The Committee agreed to omit Goal #1 and use Goals #2-5 as further detailed in the packet.</p> <p>In response to Mr. Rebitzer’s questions, the Committee discussed the differentiation between Goal #4 (governance, metrics) and Goal #5 (policies).</p> <p>The Committee discussed the verbiage for Goal #5 and suggested that it cover reviewing the Hospital’s medical device security, with Q4 as the applicable time frame. Chair Anolik Shakked and Ms. Sublett noted that this part of the IT security program includes framework, strategy, training, and any applicable policies for medical device security.</p> <p>Ms. Wigglesworth noted that the Committee name change will take effect when the Board approves the Committee’s Charter revisions.</p> <p>In response to Ms. Hartman’s question, Ms. Wigglesworth noted that Goal #3 includes development of a risk escalation process and determining the</p>	<p><i>FY19 Goals and Dates recommended for approval</i></p>

	<p>manner of regular reporting to the Board.</p> <p>Motion: To recommend that the Governance Committee and Hospital Board approved the Proposed FY19 Committee Goals, revised as noted above.</p> <p>Movant: Sublett Second: Fligor Ayes: Anolik Shakked, Fligor, Hartman, Rebitzer, Sublett, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p> <p>The Committee discussed availability for proposed FY19 meeting dates:</p> <ul style="list-style-type: none"> - August 22, 2018 - September 27, 2018 - November 15, 2018 - January 31, 2019 - March 21, 2019 - May 16, 2019 <p>Motion: To recommend that the Governance Committee and Hospital Board approved the Proposed FY19 Committee Dates listed above.</p> <p>Movant: Sublett Second: Zoglin Ayes: Anolik Shakked, Fligor, Hartman, Rebitzer, Sublett, Zoglin Noes: None Abstentions: None Absent: None Recused: None</p>	
8. KPIs, SCORECARD, AND TRENDS	<p>Ms. Wigglesworth reported that the number of issues brought to and investigated by Compliance is consistent with the previous year. She noted that there has been an increase in the number of IT security issues. She commended staff for reaching out to Compliance in response to incidents and noted that there are no trends of concern.</p>	
9. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 5:36pm pursuant to <i>Gov't Code Section 54957.2</i> for approval of Minutes of the Closed Session of the Corporate Compliance/Privacy and Internal Audit Committee Meeting (March 15, 2018); pursuant to <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: for information (Compliance Log, Privacy Log, Internal Audit Follow Up, Internal Audit Work Plan, Committee Pacing Plan); pursuant to <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: Report on Internal Audit Activity; pursuant to <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: Report on Internal Audit Assessment and Work Plan pursuant to <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation: IT Security Discussion; pursuant to <i>Gov't Code Section 54957</i> for discussion and report on personnel matters: Executive Session – Senior Management.</p> <p>Movant: Sublett Second: Hartman Ayes: Anolik Shakked, Fligor, Hartman, Rebitzer, Sublett, Zoglin Noes: None Abstentions: None</p>	<p><i>Adjourned to closed session at 5:36pm.</i></p>

	Absent: None Recused: None	
10. AGENDA ITEM 17: RECONVENE OPEN SESSION/ REPORT OUT	Open session was reconvened at 7:24pm. Agenda Items 9-16 were covered in closed session. During the closed session, the Committee approved the Closed Session Minutes of the Corporate Compliance/Privacy and Internal Audit Committee Meeting (March 15, 2018) by a unanimous vote of all members present (Anolik Shakked, Fligor, Hartman, Rebitzer (via teleconference) Sublett, Zoglin).	
11. AGENDA ITEM 18: ADJOURNMENT	Motion: To adjourn at 7:25pm. Movant: Sublett Second: Zoglin Ayes: Anolik Shakked, Fligor, Hartman, Rebitzer, Sublett, Zoglin Noes: None Abstentions: None Absent: None Recused: None	<i>Meeting adjourned at 7:25pm.</i>

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



Sharon Anolik Shakked
Chair, Corporate Compliance/
Privacy and Internal Audit Committee