

**AGENDA**  
**COMPLIANCE AND AUDIT COMMITTEE MEETING**  
**OF THE EL CAMINO HOSPITAL BOARD**  
**Wednesday, February 6, 2019 – 5:00 pm**  
El Camino Hospital | Conference Room E (ground floor)  
2500 Grant Road, Mountain View, CA 94040

**PURPOSE:** To advise and assist the El Camino Hospital (ECH) Hospital Board of Directors (“Board”) in its exercise of oversight of Corporate Compliance, Privacy, Internal and External Audit, Enterprise Risk Management, and Information Technology (IT) Security. The Committee will accomplish this by monitoring the compliance policies, controls, and processes of the organization and the engagement, independence, and performance of the internal auditor and external 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.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
<b>1. CALL TO ORDER/ROLL CALL</b>	Sharon Anolik Shakked, Chair		<b>5:00 – 5:01pm</b>
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Sharon Anolik Shakked, Chair		<b>5:01 – 5:02</b>
<b>3. PUBLIC COMMUNICATION</b> a. Oral Comments <i>This opportunity is provided for persons in the audience to make a brief statement, not to exceed three (3) minutes on issues or concerns not covered by the agenda.</i> b. Written Correspondence	Sharon Anolik Shakked, Chair		<b>information</b> <b>5:02 – 5:05</b>
<b>4. CONSENT CALENDAR</b> <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i>  <b>Approval</b> a. <a href="#">Minutes of the Open Session of the Compliance and Audit Committee Meeting (Nov. 15, 2018)</a>  <b>Information</b> b. <a href="#">Status of FY19 Committee Goals</a>	Sharon Anolik Shakked, Chair	<i>public comment</i>	<b>motion required</b> <b>5:05 – 5:10</b>
<b>5. REPORT ON BOARD ACTIONS</b> <a href="#">ATTACHMENT 5</a>	Board Members		<b>information</b> <b>5:10 – 5:15</b>
<b>6. KPIS, SCORECARD, AND TRENDS</b> <a href="#">ATTACHMENT 6</a>	Diane Wigglesworth, Sr. Director, Corporate Compliance		<b>information</b> <b>5:15 – 5 :20</b>
<b>7. ADJOURN TO CLOSED SESSION</b>	Sharon Anolik Shakked, Chair		<b>motion required</b> <b>5:20 – 5:20</b>
<b>8. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Sharon Anolik Shakked, Chair		<b>5:20 – 5:21</b>
<b>9. CONSENT CALENDAR</b> <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i>  <b>Approval</b> <i>Gov’t Code Section 54957.2:</i> a. Minutes of the Closed Session of the Compliance and Audit Committee Meeting (November 15, 2018)	Sharon Anolik Shakked, Chair Mary Rotunno, General Counsel		<b>motion required</b> <b>5:21 – 5:30</b>

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
<p><b>Information</b>  <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation:                      b. Compliance Log (Nov-Dec 2018)                      c. Privacy Log (Nov-Dec 2018)                      d. Internal Audit Work Plan                      e. Committee Pacing Plan</p>			
<p><b>10.</b> <i>Gov't Code Section 32106(b)</i> for report involving health care facility trade secrets: Business Continuity Plan</p>	Jim Griffith, COO		<b>information</b> 5:30 – 5:40
<p><b>11.</b> <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation:                      - Report on Internal Audit Activity</p>	Diane Wigglesworth, Sr. Director, Corporate Compliance Mary Rotunno, General Counsel		<b>information</b> 5:40 – 5:55
<p><b>12.</b> <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation:                      - FY 18 Physician Payment Report</p>	Diane Wigglesworth, Sr. Director, Corporate Compliance Mary Rotunno, General Counsel		<b>possible motion</b> 5:55 – 6:00
<p><b>13.</b> <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation:                      - Compliance Program Improvements</p>	Diane Wigglesworth, Sr. Director, Corporate Compliance Mary Rotunno, General Counsel		<b>information</b> 6:00 – 6:10
<p><b>14.</b> <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation:                      - Enterprise Risk Management</p>	Diane Wigglesworth, Sr. Director, Corporate Compliance Mary Rotunno, General Counsel		<b>possible motion</b> 6:10 – 6:25
<p><b>15.</b> <i>Gov't Code Section 54956.9(d)(2)</i> – conference with legal counsel – pending or threatened litigation:                      - IT Security Assessment and Discussion</p>	Deb Muro, CIO; Brian Kreitzer, CISO Mary Rotunno, General Counsel		<b>information</b> 6:25 – 6:50
<p><b>16.</b> <i>Gov't Code Sections 54957</i> for report and discussion on personnel matters – Senior Management:                      - Executive Session</p>	Sharon Anolik Shakked, Chair		<b>discussion</b> 6:50 – 6:55
<p><b>17. ADJOURN TO OPEN SESSION</b></p>	Sharon Anolik Shakked, Chair		<b>motion required</b> 6:55– 6:56
<p><b>18. RECONVENE OPEN SESSION/ REPORT OUT</b>                      To report any required disclosures regarding permissible actions taken during Closed Session.</p>	Sharon Anolik Shakked, Chair		<b>6:56 – 6:57</b>
<p><b>19. APPOINTMENT OF VICE CHAIR</b></p>	Sharon Anolik Shakked, Chair		<b>information</b> 6:57– 6:59
<p><b>20. ADJOURNMENT</b></p>	Sharon Anolik Shakked, Chair		<b>motion required</b> 6:59 – 7:00pm



**Minutes of the Open Session of the  
Compliance and Audit Committee  
Thursday, November 15, 2018  
El Camino Hospital | Conference Room E  
2500 Grant Road, Mountain View, CA 94040**

**Members Present**

Sharon Anolik Shakked, Chair  
Lica Hartman  
Julia Miller  
Neysa Fligor, Vice Chair  
Christine Sublett

**Members Absent**

Bob Rebitzer

Agenda Item	Comments/Discussion	Approvals/ Action
<b>1. CALL TO ORDER/ ROLL CALL</b>	The open session meeting of the Compliance and 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 was absent. All other Committee members were present at roll call.	
<b>2. POTENTIAL CONFLICT OF INTEREST</b>	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.	
<b>3. PUBLIC COMMUNICATION</b>	None.	
<b>4. CONSENT CALENDAR</b>	<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><b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the Compliance and Audit Committee Meeting (September 27, 2018); and for information: Status of FY19 Committee Goals.</p> <p><b>Movant:</b> Sublett <b>Second:</b> Fligor <b>Ayes:</b> Anolik Shakked, Fligor, Hartman, Miller, Sublett <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> Rebitzer <b>Recused:</b> None</p>	<i>Consent Calendar approved</i>
<b>5. REPORT ON BOARD ACTIONS</b>	<p>Ms. Fligor described the recent results of the November election for the open District Board seats and noted that the Hospital Board Chair Chen will propose an updated Committee slate.</p> <p>Ms. Miller explained that Mr. David Reeder will be leaving the District and Hospital Boards.</p>	
<b>6. POLICY OVERSIGHT APPROVAL</b>	<p>Ms. Wigglesworth outlined the proposed changes to the policy regarding Board of Director Approval of Hospital Policies (the “Policy on Policies”) to further streamline the review at the Board level that would limit review and approval to required patient care/clinical policies. She noted that 1) the review remains flexible to Board discretion; if there are certain non-clinical/administrative policy areas of interest, the Board can request to review and approve them and 2) any clinical policies, plans, or scopes of service will continue to be reviewed by the Medical Executive Committee and then forwarded to the Board for review and approval.</p> <p>Ms. Wigglesworth explained that, historically, the Board reviewed all of the Hospital’s 3,000+ policies and procedures, which require review every</p>	<i>Policies on Policies as amended recommended for approval; forwarded for Governance Committee and Board review and approval</i>

	<p>three years. The policies are reviewed on a staggered schedule.</p> <p>Mary Rotunno, General Counsel, suggested that the Governance Committee could review this issue and recommend policy areas that the Board should be reviewing and approving.</p> <p>Ms. Hartman requested that the Medical Executive Committee (“MEC”) be clearly identified and defined in the proposed revisions to the policy.</p> <p><b>Motion:</b> To recommend that the proposed revisions include edits to clearly define “MEC,” and to forward the policy to the Governance Committee for review (including consideration of policy areas for Board review), and then forwarding to the Board for approval.</p> <p><b>Movant:</b> Miller  <b>Second:</b> Sublett  <b>Ayes:</b> Anolik Shakked, Fligor, Hartman, Miller, Sublett  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Rebitzer  <b>Recused:</b> None</p>	
<p><b>7. KPIs, SCORECARD, AND TRENDS</b></p>	<p>Ms. Wigglesworth reported that there has been a decrease in hotline calls compared to the same period in the prior year. She reported that Human Resources has established their own dedicated hotline for employees. She noted that there was a slight uptick in Stark/Anti-Kickback, due in part to additional education that Compliance and Legal provided to the executive team and senior leadership regarding issues that should be reported to Compliance.</p> <p>In response to Committee questions, Ms. Wigglesworth explained that the Human Resources hotline is available to employees, and the number for the Compliance hotline is posted on the website and is available to anyone (internal, external, vendors, patients). She also described the hotline for reporting issues related to patient safety and the process for requesting an ethics consultation from the Ethics Committee. She explained that the various hotlines are enterprise-wide and complaints are fielded to other related departments as appropriate (<i>e.g.</i>, HR refers an issue to Compliance if a complaint on their hotline has a compliance/privacy implication).</p> <p>The Committee discussed the use of distinct, dedicated resources for various areas of reporting (compliance, HR, etc.) and how this is in line with best practices.</p>	
<p><b>8. ADJOURN TO CLOSED SESSION</b></p>	<p><b>Motion:</b> To adjourn to closed session at 5:17pm.</p> <p><b>Movant:</b> Fligor  <b>Second:</b> Miller  <b>Ayes:</b> Anolik Shakked, Fligor, Hartman, Miller, Sublett  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Rebitzer  <b>Recused:</b> None</p>	<p><i>Adjourned to closed session at 5:17pm.</i></p>
<p><b>9. AGENDA ITEM 17: RECONVENE OPEN SESSION/ REPORT OUT</b></p>	<p>Open session was reconvened at 7:03pm. Agenda Items 9-16 were covered in closed session.</p> <p>During the closed session, the Committee approved the Minutes of the Closed Session of the Compliance and Audit Committee Meeting (September 27, 2018) by a unanimous vote of all members present (Anolik Shakked, Fligor, Hartman, Miller, Sublett). Mr. Rebitzer was absent.</p>	

<b>10. AGENDA ITEM 18: ADJOURNMENT</b>	<b>Motion:</b> To adjourn at 7:03pm. <b>Movant:</b> Sublett <b>Second:</b> Hartman <b>Ayes:</b> Anolik Shakked, Fligor, Hartman, Miller, Sublett <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> Rebitzer <b>Recused:</b> None	<b>Meeting adjourned at 7:03pm.</b>
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**Attest as to the approval of the foregoing minutes by the Compliance and Audit Committee of El Camino Hospital:**

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Sharon Anolik Shakked  
Chair, Compliance and Audit Committee

DRAFT

## FY19 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 and External Audit, Enterprise Risk Management, and Information Technology (IT) Security. The Committee will accomplish this by monitoring the compliance policies, controls, and processes of the organization and the engagement, independence, and performance of the internal auditor and external 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**, Sr. Director, Corporate Compliance (Executive Sponsor)

The Sr. Director, 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	METRICS
1. Review the Hospital’s Compliance Program internal assessment compared to DOJ 2017 Compliance Program guidance on the evaluation of Compliance Programs	Q2 FY19	Committee recommends changes in Compliance Program to Compliance Officer – reviewed on 11/15/18 meeting
2. Ensure strategic alignment and proper oversight of the Enterprise Risk Management (ERM) Program	Q3 FY19	Committee reviews and provides guidance to the Board on the ERM Program, including developing a risk escalation process and ensuring regular reporting to the Board on ERM  reviewing at 2/6/19 meeting
3. Review results of IT metrics tracked during the fiscal year to ensure metrics support appropriate oversight	Q4 FY19	Committee reviews and provides recommendations to the CIO  Upcoming/paced
4. Review ECH’s IT Security Program, specifically as it relates to medical device security	Q4 FY19	Committee reviews controls related to medical device security (including any applicable procedure updates)  Upcoming/paced

**SUBMITTED BY:**

**Chair:** Sharon Anolik Shakked  
**Executive Sponsor:** Diane Wigglesworth

Approved by the El Camino Hospital Board on June 13, 2018

**EL CAMINO HOSPITAL  
COMMITTEE MEETING COVER MEMO**

**To:** Executive Compensation Committee  
**From:** Cindy Murphy, Director of Governance Services  
**Date:** February 6, 2019  
**Subject:** Report on Board Actions

**Purpose:**

To keep the Committee informed with regards to actions taken by the El Camino Hospital and El Camino Healthcare District Boards.

**Summary:**

1. **Situation:** It is important to keep the Committees informed about Board activity to provide context for Committee work. The list below is not meant to be exhaustive, but includes agenda items the Board voted on that are most likely to be of interest to or pertinent to the work of El Camino Hospital's Board Advisory Committees.
2. **Authority:** This is being brought to the Committees at the request of the Board and the Committees.
3. **Background:** Since the last Executive Compensation Committee meeting the Hospital Board has met three times and the District Board has met twice.

**A. ECH Board Actions**

**November 14, 2018**

- Approved Resolution 2018-11, honoring Ganesh Krishna, MD for his innovative work in the field of Interventional Pulmonology
- Delegated Authority to the Finance Committee to approve certain physician contracts and to the Finance Committee and the Compliance and Audit Committee to approve the Annual Summary of Physician Financial Arrangements
- Approved revisions to the Quality, Patient Care, and Patient Experience Committee Charter including a refined definition of quality care and providing for the Committee to review and approve its annual quality dashboard
- Approved Revised Board and Committee Education Policy increasing the annual allowance to \$5,000 per Board member and per Committee

**December 5, 2018**

- Approved Period 3 Financial Report
- Approved Letters of Rebuttable Presumption of Reasonableness
- Approved the following Physician Contracts: Professional Services Agreements for the Perinatal Diagnostic Center, Radiology, and the Hospitalists for the Mountain View Campus; Medical Director Agreement for the Aspire Program; Orthopedic Co-Management Agreement; Gastroenterology and Orthopedic Surgery Call Panel Agreements

**January 16, 2019**

- Approved Period 4 Financial Report
- Appointed George Ting, MD to the Investment Committee and Quality, Patient Care, and Patient Experience Committee
- Appointed Julia Miller as Co-Liaison to the El Camino Hospital Foundation Board
- Approved funding for the Los Gatos Cancer center construction not to exceed \$6.4 million
- Revised Policies: Signature Authority; Corporate Compliance: Physician Financial Arrangements; Board of Director Approval of Hospital Policies
- Approved acquisition of interests in El Camino Ambulatory Surgery Center and capital improvements not to exceed \$9.2 million in total.

**B. ECHD Board Actions**

**December 5, 2018**

- Revised Community Benefits Grants Policy to comply with new statutory requirements
- Appointed John Zoglin as a member of the District's ECH Board Member Election Ad Hoc Committee
- Appointed Julia Miller as the District's Liaison to the CBAC

**December 7, 2018**

- Re-Elected Peter C. Fung, MD and elected George O. Ting, MD to four year terms on the El Camino Hospital Board of Directors

**January 22, 2019**

- Recognized Community Benefit partner Fresh Approach for its mobile farmers' markets and other programs that address nutrition education and food insecurity.

4. Assessment: N/A

5. Other Reviews: N/A

6. Outcomes: N/A

**List of Attachments**: None.

**Suggested Committee Discussion Questions**: None.



**EL CAMINO HOSPITAL  
COMMITTEE MEETING COVER MEMO**

**To:** Compliance and Audit Committee  
**From:** Diane Wigglesworth, Sr. Director, Corporate Compliance  
**Date:** February 6, 2019  
**Subject:** Key Performance Indicators (KPIs)

**Purpose:**

To review the trends of the Compliance KPIs with the Committee and discuss any trends of concern.

**Summary:**

1. **Situation:** The performance indicators should assist the Committee in monitoring activity of the Compliance program and identifying organizational trends and/or emerging risks.
2. **Authority:** The Committee is responsible for oversight of the Compliance program and review of these metrics.
3. **Background:** Key performance indicators were developed to track elements from the Federal Sentencing Guidelines and to help the Committee assess effectiveness of the program.
4. **Assessment:** The total number of investigations remains consistent with the previous year time period. Hotline calls are currently trending less than the same time period last year. Privacy, Stark and Anti-Kickback, and billing issues continue to represent the majority of the topics addressed by the Compliance Department.
5. **Other Reviews:** N/A
6. **Outcomes:** N/A

**List of Attachments:**

1. Corporate Compliance Scorecard
2. KPI two-year Trend Graph

**Suggested Committee Discussion Questions:** None.

# Corporate Compliance Scorecard FY19

## El Camino Hospital

Key Performance Indicator	FY:19 Current Month	Current YTD Actual	Prior YTD Actual
<b>Total Number of Hospital Discharges (excluding normal newborn)</b>	<b>1,684</b>	<b>9,459</b>	<b>10,016</b>

### Core Elements

Policies and Procedures	Dec. 2018	Jul - Dec. FY 2019	Jul -Dec 2018	FY
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Number of reported instance when policies not followed	1	14	17	
Number of disciplinary actions due to Investigations	0	7	3	

Education and Training	Dec. 2018	Jul - Dec. FY 2019	Jul -Dec 2018	FY
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Percentage of new employees trained within 30 days of start date	100%	100%	100%	
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Investigations	Dec. 2018	Jul - Dec. FY 2019	Jul -Dec 2018	FY
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Total number of investigations	15	130	128	
Investigations open	1	5	0	
Investigations closed	13	125	128	
Hotline concerns substantiated	2	8	9	
Hotline concerns not substantiated	1	5	8	
Average number of days to investigate concerns	7	7	7	

Reporting Trends	Dec. 2018	Jul - Dec. FY 2019	Jul -Dec 2018	FY
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Anti-Kickback/Stark	1	17	14	
EMTALA	1	2	0	
HIPAA Reports	7	71	69	
HIPAA Security Incidents	1	4	3	
Billing or Claims	7	37	33	
Conflict of Interest	0	1	2	

Reported Events to CMS	Dec. 2018	Jul - Dec. FY 2019	FY 2018 Total
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Number of total events self reported by ECH	0	0	0
Number of self reported events followed up by CMS	0	0	0
CMS initiated visits (separate from ECH self reported events)	0	0	0
Number of statement of deficiencies issued to ECH	0	0	0
Number of Actual Sanctions, fines or penalties	0	0	0

Reported Events to CDPH	Dec. 2018	Jul - Dec. FY 2019	FY 2018 Total
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Number of total regulator events self reported by ECH	2	15	34
Number of self reported events followed up by CDPH	2	10	21
Number of total privacy breaches self reported by ECH	0	9	19
CDPH initiated visits (separate from ECH self reported events)	3	8	9
Number of statement of deficiencies issued to ECH	0	4	9
Number of Actual/Realized Sanctions, fines or penalties	0	0	0

Monitoring and Audit Findings	Dec. 2018	Jul - Dec. FY 2019	FY 2018 Total
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Total number of Audit Findings	0	12	36
Number of findings identified has high severity	0	3	4

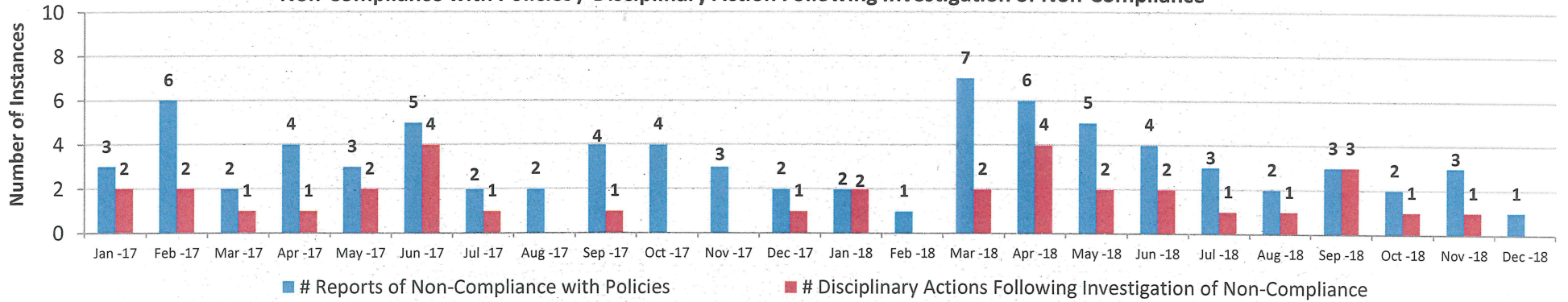
Monitoring and Audit Findings	Dec. 2018	Jul - Dec. FY 2019	FY 2018 Total
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Number of Open Liability Claims	11	11	9
Number of Open Liability Lawsuits	7	7	8

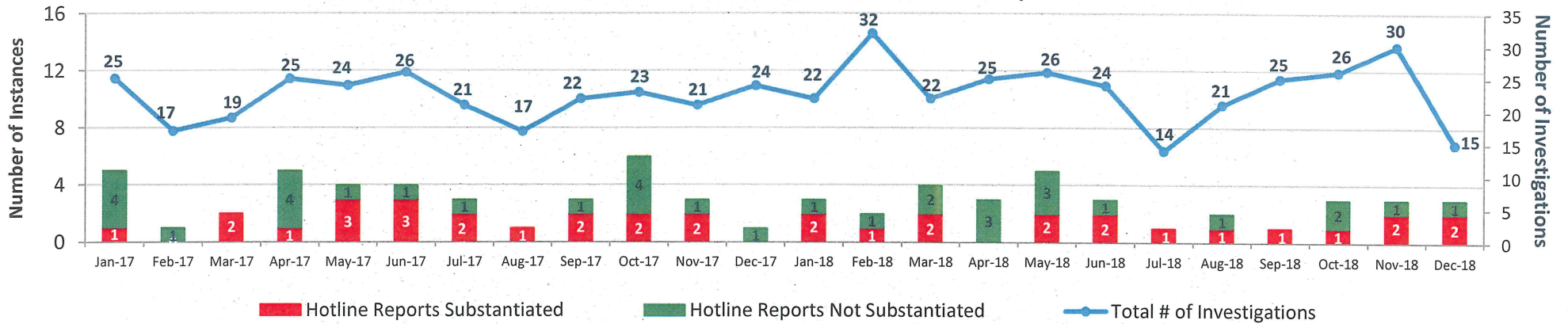
# Corporate Compliance

## Policies & Procedures

### Non-Compliance with Policies / Disciplinary Action Following Investigation of Non-Compliance



### Investigations: Total Investigations / Hotline Activity



### Privacy Breaches Requiring Report to Outside Entity

