

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

Wednesday, November 13, 2024– 5:00 pm

El Camino Health | 2500 Grant Road, Mountain View, CA 94040 | Sobrato Boardroom 1

Sharon Anolik Shakked will be participating via teleconference from 330 East Strawberry Drive, Mill Valley, CA 94941

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: 954 0677 7323#. 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 Board member is participating in the meeting via teleconference.

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 observance of the Americans with Disabilities Act, please notify us at **(650) 988-3218** prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
1. CALL TO ORDER/ROLL CALL	Julia Miller, Vice Chair		5:00 pm
2. CONSIDER APPROVAL FOR AB 2449 REQUESTS	Julia Miller, Vice Chair	Possible Motion	5:00 pm
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Julia Miller, Vice Chair	Information	5:00 pm
4. PUBLIC COMMUNICATION 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 Quality Committee at 2500 Grant Avenue, Mountain View, CA 94040. Written comments will be distributed to the Board as quickly as possible. Please note it may take up to 24 hours for documents to be posted on the agenda.</i>	Julia Miller, Vice Chair	Information	5:00 pm
5. CONSENT CALENDAR ITEMS <i>Any Committee Member may pull an item for discussion before a motion is made.</i> a. Approve Minutes of the Open Session of the CAC meetings (9/25/2024) b. Receive El Camino Health Committee Survey Results c. Receive FY 25 Committee Pacing Plan d. Receive FY 25 Committee Goals	Julia Miller, Vice Chair	Motion Required	5:00 – 5:10
6. RECESS TO CLOSED SESSION	Julia Miller, Vice Chair	Motion Required	5:10 – 5:10

AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
<p>7. EDUCATION ON FTC ENFORCEMENT AND OTHER LEGAL MATTERS IMPACTING ECH TRANSACTIONS</p> <p><i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation</i></p>	<p>Jill Gordon, Nixon Peabody, LLP</p> <p>Theresa Fuentes, Chief Legal Officer</p>	Discussion	5:10 – 5:40
<p>8. CYBERSECURITY PROGRAM REPORT AND EPIC BUSINESS CONTINUITY</p> <p><i>Gov't Code Section 54957(a) – discussion and report regarding cybersecurity threats to essential public services</i></p>	<p>Deb Muro, CIO Josh Spencer, Interim CISO</p> <p>Theresa Fuentes, Chief Legal Officer</p>	Discussion	5:40 – 6:00
<p>9. INTERNAL AUDIT REPORTS</p> <p><i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation</i></p>	<p>John Sween and Megan Wells, Ankura</p> <p>Theresa Fuentes, Chief Legal Officer</p>	Discussion	6:00 – 6:15
<p>10. ENTERPRISE RISK MANAGEMENT REPORT</p> <p><i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation</i></p>	<p>Carlos Bohorquez, CFO Tracey Lewis Taylor, COO</p> <p>Theresa Fuentes, Chief Legal Officer</p>	Discussion	6:15 – 6:35
<p>11. COMPLIANCE PROGRAM REPORTS</p> <p>a) KPI Scorecard and Trends b) Activity Logs September – Oct. 2024 c) Internal Audit Work Plan FY 2025 d) Internal Audit Follow-Up Table</p> <p><i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation</i></p>	<p>Diane Wigglesworth, VP of Compliance</p> <p>Theresa Fuentes, Chief Legal Officer</p>	Discussion	6:35– 6:40
<p>12. APPROVE MINUTES OF THE CLOSED SESSION OF THE COMPLIANCE & AUDIT COMMITTEE -Minutes of the Closed Session of the CAC Meeting (9/25/24)</p> <p><i>Gov't Code Section 54957.2 for closed session minutes.</i></p>	Julia Miller, Vice Chair	Motion Required	6:40 – 6:45
<p>13. EXECUTIVE SESSION</p> <p><i>Gov't Code Section 54957(b) for discussion and report on personnel performance matters Senior Management</i></p>	Julia Miller, Vice Chair	Discussion	6:45 – 6:55
<p>14. RECONVENE TO OPEN SESSION</p>	Julia Miller, Vice Chair	Motion Required	6:55 – 6:56
<p>15. CLOSED SESSION REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session.</p>	Julia Miller, Vice Chair	Information	6:56 – 6:57
<p>16. COMMITTEE ANNOUNCEMENTS</p>	Julia Miller, Vice Chair	Discussion	6:57 – 7:00
<p>17. ADJOURNMENT</p>	Julia Miller, Vice Chair	Motion Required	7:00 pm



**Minutes of the Open Session of the
Compliance and Audit Committee
of the El Camino Hospital Board of Directors
Wednesday, September 25, 2024**

Members Present

Lica Hartman, Chair
Julia Miller, Vice Chair **
Sylvia Fong
Jack Po
Sharon Anolik Shakked **
Christine Sublett

Members Absent

Others Present

Dan Woods, CEO
Carlos Bohorquez, CFO
Theresa Fuentes, CLO
Deb Muro, CIO
Diane Wigglesworth,
Compliance/Privacy Officer
Gabriel Fernandez, Governance
Services Coordinator

**via teleconference

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	Chair Hartman called to order the open session meeting of the Compliance and Audit Committee of El Camino Hospital ("the Committee") at 5:01 pm . Committee members Fong, Hartman, Po, and Sublett participated in person. Committee members Miller and Shakked were present via teleconference. A quorum was present.	<i>Called to order at 5:01 pm</i>
2. CONSIDER APPROVAL FOR AB 2449 REQUESTS	Chair Hartman announced there were no AB-2449 requests received today. No motion was necessary.	
3. POTENTIAL CONFLICT OF INTEREST	Chair Hartman asked if any Committee members had a conflict of interest with any of the items on the agenda. None were reported.	
4. PUBLIC COMMUNICATION	No members of the public were on the line.	
5. CONSENT CALENDAR	<p>Motion: To approve the consent calendar.</p> <p>Movant: Po Second: Fong Ayes: Fong, Hartman, Miller, Po, Anolik-Shakked, Sublett Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Consent calendar approved.</i>

<p>6. CONFLICT OF INTEREST POLICY MODIFICATIONS AND REVIEW PROCESS</p>	<p>Ms. Fuentes reviewed and discussed the proposed modifications to the Conflict of Interest (COI) policy, disclosure form, training, and review process. Ms. Fuentes shared that financial interest disclosure forms are provided annually to Board members, Board Committee members, management, and physician leaders. Ms. Fuentes shared that Compliance and Legal became aware of some conflicts of interest that should have been identified and mitigated in advance and proceeded to present the recommendations to revise the COI policy. Ms. Wigglesworth noted that the policy would go to the Governance Committee for review and will be implemented as soon as possible.</p>	
<p>7. RECESS TO CLOSED SESSION</p>	<p>Motion: To recess to closed session at 5:23 p.m. Movant: Miller Second: Sublett Ayes: Fong, Hartman, Miller, Po, Anolik-Shakked, Sublett Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Recess to closed session at 5:23 pm.</i></p>
<p>8. AGENDA ITEM 17: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>Mr. Fernandez reported that during the Closed Session, the Compliance and Audit Committee approved the FY 2024 Consolidated Financial Statements, 403(b), Cash Balance audit results and closed session minutes of the June 26th, 2024 meeting.</p>	<p><i>Reconvened to Open Session at 7:22 pm.</i></p>
<p>9. AGENDA ITEM 18: COMMITTEE ANNOUNCEMENTS</p>	<p>The Committee did not have any announcements.</p>	
<p>10. AGENDA ITEM 19: ADJOURNMENT</p>	<p>Motion: To adjourn at 7:23 pm. Movant: Sublett Second: Po Ayes: Fong, Hartman, Miller, Po, Anolik-Shakked, Sublett Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Meeting Adjourned at 7:23 pm.</i></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, Governance Services Coordinator
Reviewed by: Diane Wigglesworth, VP of Compliance; Theresa Fuentes, Chief Legal Officer

DRAFT

Compliance and Audit Committee Survey Results

September 2024

Prepared for El Camino Health

Committee Review Process

- » Spencer Stuart was engaged by the Board and Chief Executive Officer of El Camino Health to assist with a survey-based review of the El Camino Health Board Committees.
- » The online survey was open from August 12 – 23, 2024. All Committee Members completed the survey. The survey results and open response comments are presented on an unattributed basis in this report.
 - Individual Committee questions were only answered by Committee Members on those Committees:
 - Compliance and Audit, “n” = 6
- » Participants were asked to answer a series of questions on a 4-point Likert scale, where a rating of “1” indicates strong disagreement and a rating of “4” indicates strong agreement. Participants were also given the option to respond “N/A”, indicating “no opportunity to observe.”
- » Comments in the Open Response sections may have been edited for clarity or to protect the identity of the authors. Certain comments have been redacted or modified if they referenced individuals in a directly identifiable way.
- » This report will be reviewed by the Governance Committee at its September 17, 2024 meeting.

Summary: Highest and Lowest Rated Areas

The highest and lowest rated items by the Committee about the Committee as a collective. Scores were given on a 1-4 scale, from “Strongly Disagree” to “Strongly Agree.” A 4.0 rating is the average highest score possible. A 1.0 rating is the lowest.

Highest Rated	Avg. Score	Lowest Rated	Avg. Score
Committee Role: The time commitment Committee Members are asked to make is reasonable and appropriate for fulfilling our duties.	3.8	Execution of Oversight Responsibilities: The organization’s strategic planning processes are effective, and the Committee provides appropriate input into the strategic planning process, taking into account all key stakeholders.	2.6
Relationship with Management: The Committee has an effective working relationship with the executive sponsor and hospital staff.	3.8	Culture and Dynamics: Committee Members possess strong communication skills, knowing when to listen and when to speak up.	2.8
Meetings: The Committee accomplishes our duties with adequate time for thoughtful inquiry and oversight, achieving the appropriate balance between presentation and engagement/discussion.	3.7	Execution of Oversight Responsibilities: On an annual basis, the Committee effectively deliberates on and approves appropriate performance goals.	3.0
Meetings: Committee meetings focus on appropriate topics, such as areas of oversight and related education.	3.7	Culture and Dynamics: The Committee operates with a spirit of collegiality and there is a culture of mutual respect among Committee members.	3.0
Skills, Experiences, and Attributes: The Committee is composed of members with optimal subject matter expertise and appropriate competencies.	3.7	Committee Role: The expectations for Committee service are clearly articulated and well understood by Committee members.	3.0
Execution of Oversight Responsibilities: The Committee understands the mission and vision and reflects these understandings on key issues throughout the year.	3.7	Skills, Experiences, and Attributes: The Committee membership comprises diversity of thought, experience, gender, race and ethnic representation, and perspective in order to add greater value to the Committee’s deliberations.	3.2
Committee Effectiveness: The current committee structure and operating procedures are effective.	3.7		
Committee Effectiveness: Committee Members have the experience to serve effectively.	3.7		
Committee Effectiveness: The Committee has strong leadership.	3.7		

Note: Reported scores here are for the Committee as a collective and do not include the “Self-Reflection” questions.

Committee Meetings

Question	Distribution of Scores					Average Score
	N/A / Unknown	Strong Disagree "1"	Disagree "2"	Agree "3"	Strongly Agree "4"	
The Committee accomplishes our duties with adequate time for thoughtful inquiry and oversight, achieving the appropriate balance between presentation and engagement/discussion.				2	4	3.7
Committee meetings focus on appropriate topics, such as areas of oversight and related education.				2	4	3.7
Committee Members receive meeting notices, written agendas, minutes and other appropriate materials well in advance of meetings with appropriate time to review and prepare for meetings.				3	3	3.5
The Committee Chair effectively manages Committee dialogue, e.g., ensures that all voices are heard, guides discussion towards closure and decision, manages time and the meeting agenda effectively.	1		1	1	3	3.4

Committee Meetings

Prompt	Open Response
What topics would you like to see covered in future Committee meetings?	<ul style="list-style-type: none">• AI risk management and security.• I would like to hear more about the clinics that are now a part of the health system. Compliance topics thus far seem to focus entirely on the hospital as opposed to the other entities that are part of ECH.• More information on security risks and 3-party vendor risk.• Current and scheduled topics are sufficient.

Committee Meetings

Prompt	Open Response
<p>Additional comments on Committee meetings?</p>	<ul style="list-style-type: none"> • Jack and Lica have done a stellar job managing and corralling the members to keep us on task. • It's disruptive to have such frequent rotation of Board Members to the committee (ramping up to speed then leaving) - maybe longer rotations? • Meeting materials are relevant and effective; however, some content has more detail than necessary for a committee audience and a summary would suffice. • There are some Committee Members who do not speak up at all or as much as others, which is why I said "disagree" to question #6 about all voices being heard. • Tracking goal status.

Committee Role

Question	Distribution of Scores					Average Score
	N/A / Unknown	Strong Disagree "1"	Disagree "2"	Agree "3"	Strongly Agree "4"	
The time commitment Committee Members are asked to make is reasonable and appropriate for fulfilling our duties.				1	5	3.8
Committee Members engage in productive and meaningful discussion.				3	3	3.5
The expectations for Committee service are clearly articulated and well understood by Committee members.			2	2	2	3.0

Committee Role

Prompt	Open Response
Additional comments on the Committee role?	<ul style="list-style-type: none">• Thoroughly enjoy it and appreciate the opportunity to serve.• It would be helpful to review with the committee the scope of the committee's purview. There are some audits that we've reviewed, for example systems controls for supply chain tools, which may belong in a Finance Committee rather than a Compliance Committee.

Committee Culture and Dynamics

Question	Distribution of Scores					Average Score
	N/A / Unknown	Strong Disagree "1"	Disagree "2"	Agree "3"	Strongly Agree "4"	
Committee Members are comfortable expressing their views openly and productively both in Committee meetings and with Committee leadership and management, as needed.			1	2	3	3.3
Committee Members honor the professional boundaries between governance and management.				5	1	3.2
The Committee operates with a spirit of collegiality and there is a culture of mutual respect among Committee Members.			1	4	1	3.0
Committee Members possess strong communication skills, knowing when to listen and when to speak up.			2	3	1	2.8

Committee Culture and Dynamics

Prompt	Open Response
Additional comments on Committee culture and dynamics?	<ul style="list-style-type: none">• Not all members are on topic or professional in their communication and style.• Generally speaking, the majority of the Committee is respectful, communicates well, and balances speaking/listening.• While being supportive of open discussion is a positive attribute, it should be acknowledged and discouraged when a member comes unprepared and asks off-topic questions and makes comments that derail the meeting.• The tone with which Committee Members speak to each other is sometimes aggressive.• Could be improved.

Committee Skills, Experiences, and Attributes

Question	Distribution of Scores					Average Score
	N/A / Unknown	Strong Disagree "1"	Disagree "2"	Agree "3"	Strongly Agree "4"	
The Committee is composed of members with optimal subject matter expertise and appropriate competencies.				2	4	3.7
The Committee actively cultivates new candidates to form a pipeline of potential candidates who are qualified based on a defined, competency-based criteria.	1		1	1	3	3.4
The Committee membership comprises diversity of thought, experience, gender, race and ethnic representation, and perspective in order to add greater value to the Committee's deliberations.			1	3	2	3.2

Committee Skills, Experiences, and Attributes

Prompt	Open Response
Additional comments on Committee skills, experiences, and attributes?	<ul style="list-style-type: none">• Always room for improvement.• We could definitely use more ethnic diversity, although we tried REALLY hard to recruit for our Committee and it was hard just to get applications.• Generally agree that the Committee has appropriate competencies.

Relationship with Management

Question	Distribution of Scores					Average Score
	N/A / Unknown	Strong Disagree "1"	Disagree "2"	Agree "3"	Strongly Agree "4"	
The Committee has an effective working relationship with the executive sponsor and hospital staff.				1	5	3.8
The Committee and management exhibit mutual trust and respect and foster transparency in the working relationship.				3	3	3.5
Management provides high quality Committee materials, with the appropriate level of detail, to enable the Committee to effectively carry out its oversight responsibilities.			1	2	3	3.3

Relationship with Management

Prompt	Open Response
Additional comments on the Committee's relationship with management?	<ul style="list-style-type: none">• The management team at ECH is just one person, which whom the Committee has a great relationship. What I would like to better understand is whether the rest of the ECH leadership has a similarly collaborative relationship with the Committee. The Committee does not frequently interact with other ECH executives.• Diane W. is knowledgeable and appears to have a good relationship with management.• It can be difficult to build relationships with Committee Members when we only meet a few times a year.

Execution of Committee's Oversight Responsibilities

Question	Distribution of Scores					Average Score
	N/A / Unknown	Strong Disagree "1"	Disagree "2"	Agree "3"	Strongly Agree "4"	
The Committee understands the mission and vision and reflects these understandings on key issues throughout the year.				2	4	3.7
The Committee has established procedures to effectively oversee quality.	1			3	2	3.4
The Committee has an effective mechanism in place for resolving potential conflicts of interest.	1		1	1	3	3.4
On an annual basis, the Committee effectively deliberates on and approves appropriate performance goals.			2	2	2	3.0
The organization's strategic planning processes are effective, and the Committee provides appropriate input into the strategic planning process, taking into account all key stakeholders.	1		2	3		2.6

Execution of Committee's Oversight Responsibilities

Prompt	Open Response
<p>Additional comments on oversight of setting strategy, performance goals and other key areas of responsibility?</p>	<ul style="list-style-type: none"> • The Committee has annual goals, but I'm not sure the process or the goals are sufficient. Re: potential conflicts of interest: The Committee Chair asks about any at the beginning of each meeting, but beyond that, I'm not aware of much. I recall filling out a COI questionnaire many years ago, but don't recall doing one in a long time. • Some areas could be improved to move to "strongly agree." • I don't think we are that involved in the organization's strategic goals, and quality.

Committee Effectiveness

Question	Distribution of Scores					Average Score
	N/A / Unknown	Strong Disagree "1"	Disagree "2"	Agree "3"	Strongly Agree "4"	
The current Committee structure and operating procedures are effective.				2	4	3.7
Committee Members have the experience to serve effectively.				2	4	3.7
The Committee has strong leadership.				2	4	3.7
The Committee has the proper number of community members representing specific issues of specialized expertise.			1	1	4	3.5
During the course of the year, the Committee effectively monitors performance against its goals and provides feedback regarding any needed course correction, including through regular reports of the appropriate committees tasked with specific oversight responsibilities.	2			2	2	3.5
Committee agendas are prepared and circulated timely and contain all pertinent information, minutes are taken accurately, and informational and logistical support are provided by management and outside advisors.			1	1	4	3.5

Committee Effectiveness

Prompt	Open Response
Additional comments on Committee effectiveness?	<ul style="list-style-type: none">• The current community members are appropriate SMEs, but I worry about continuity if they leave.• More time between meeting package and meeting date would be helpful.

Self-reflection on Your Contributions to the Committee

Question	Distribution of Scores					Average Score
	N/A / Unknown	Strong Disagree "1"	Disagree "2"	Agree "3"	Strongly Agree "4"	
I prepare for and actively participate in Committee meetings as well as other activities expected of me as a Committee Member.					6	4.0
I have a positive working relationship with other Committee Members.				1	5	3.8
I understand what the Committee expects of me in my role as member and the function, role, and responsibilities of being a Committee Member.				1	5	3.8
As a Committee Member, my expertise and experience are being fully leveraged.				2	4	3.7
I find serving on the Committee to be a satisfying and rewarding experience.				2	4	3.7

Additional Reflection on the Performance of the Committee

Prompt	Open Response
<p>1. Please provide any additional comments on the effectiveness of the Board over the last year.</p> <p>2. Looking to the future, what should be the goals of the Board over the next two years; what do we want to accomplish as a board separate from the goals of the organization? (E.g., expanded Board education programs; changes; enhanced communication; better use of Board Meeting time; other potential areas of responsibility and oversight?).</p> <p>3. Do you have other input about the Board that has not been addressed in this survey?</p>	<ul style="list-style-type: none"> • I would like to see expanded communication on the enterprise risk management plan. • More insight into risk management of all legal entities. • The committee only meets quarterly, and when we meet, we are presented with prepared materials to which we react. There is not opportunity for strategizing and deliberating and creating a roadmap during meetings. I find that this structure forces us to merely react and give feedback at a point in time. It is difficult to see the compliance plan or roadmap holistically. Rather we are reacting to a piece of it each quarter. It would be helpful to have a broad overview. • Long term strategy succession planning. • I think the Audit and Compliance Committee meeting calendar is a lot more reasonable than some of the other committees.

SpencerStuart

Compliance and Audit Committee FY25 Pacing Plan

AGENDA ITEM	Q1			Q2			Q3			Q4		
	JUL	AUG	SEP 9/25	OCT	NOV 11/13	DEC	JAN	FEB 2/26	MAR	APR 4/23	MAY	JUN 6/25
STANDING AGENDA ITEMS												
Results of Internal Audits			✓		✓			✓		✓		✓
Cybersecurity Program					✓			✓				✓
Enterprise Risk Management (ERM) Metrics					✓					✓		
Discussion Items/Committee Actions												
Review FY 24 Annual Enterprise Compliance Program Report			✓									
Review FY 24 Annual Patient Safety/Claims Report			✓									
Review Status of Current FY Compliance Work Plan Activity Completed and next FY work plan												✓
Receive FY 24 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 25 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										✓		
ADD: Review Business Continuity plan if Epic down for extended time.					✓							
COMMITTEE GOALS												
Review modifications to the Conflict of Interest policy, disclosure form, and process of reviews			✓									
Participate in education regarding the 2024 revised FTC enforcement actions or other compliance issues					✓							
Review ongoing progress on implementation of the Vision 2027 Strategic Plan								✓				

FY25 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: **Diane Wigglesworth**, Compliance/Privacy Officer (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	STATUS	METRICS
1. Review proposed modifications to the Conflict of Interest (COI) policy, disclosure form, and the recommended process of annual reviews.	Q1 FY25	100%	Committee reviews and provides feedback to the Compliance Officer. Committee provided recommendations on 9/25/24 meeting.
2. Participate in education regarding the 2024 revised FTC antitrust enforcement actions regarding proposed mergers and acquisitions or other compliance or regulatory issues around the ambulatory expansion of the health system.	Q2 FY25	100 %	Committee receives education and training regarding the changes and impact to organization. Education received on 11/13/24
3. Review ongoing progress on implementation of the 2027 Strategic Plan and provide feedback regarding any recommended compliance assessments.	Q3 FY25	0%	Committee provides recommendations if compliance assessments are needed for any new strategies the organization may undertake.

SUBMITTED BY:

Chair: Lica Hartman

Executive Sponsor: Diane Wigglesworth