

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

Wednesday, February 26, 2025– 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: 988 8531 5051#. 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	Lica Hartman, Chair		5:00 pm
2. CONSIDER APPROVAL FOR AB 2449 REQUESTS	Lica Hartman, Chair	Possible Motion	5:00 pm
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Lica Hartman, 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>	Lica Hartman, 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 (12/4/2024) b. Receive FY 25 Committee Pacing Plan c. Receive FY 25 Committee Goals	Lica Hartman, Chair	Motion Required	5:00 – 5:05
6. REVIEW PROPOSED FY 2025 FINANCIAL AUDIT PLAN AND APPROVE SCOPE OF PLAN AND ENGAGEMENT OF AUDITOR	Joelle Pulver, Moss Adams; Carlos Bohorquez, CFO	Motion Required	5:05 – 5:15
7. REVIEW COMMITTEE SURVEY RESULTS AND PROPOSED ACTIONS	Lica Hartman, Chair	Discussion	5:15 – 5:30

AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
8. REVIEW PROPOSED FY 2026 MEETING DATES	Lica Hartman, Chair	Discussion	5:30 – 5:40
9. RECESS TO CLOSED SESSION	Lica Hartman, Chair	Motion Required	5:40 – 5:40
10. CYBERSECURITY PROGRAM REPORT AND EPIC BUSINESS CONTINUITY <i>Gov't Code Section 54957(a) – discussion and report regarding cybersecurity threats to essential public services</i>	Deb Muro, CIO Josh Spencer, CISO Theresa Fuentes, Chief Legal Officer	Discussion	5:40 – 5:55
11. REVIEW PROGRESS OF ENTERPRISE STRATEGIC VISION 2027 <i>Health and Safety Code Section 32106(b) for a report and discussion involving healthcare facility trade secrets</i>	Dan Woods, CEO Andreu Reall, VP of Strategy Theresa Fuentes, Chief Legal Officer	Discussion	5:55 – 6:10
12. RECEIVE SUMMARY PHYSICIAN FINANCIAL ARRANGEMENT <i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation</i>	Mark Adams, MD, CMO Diane Wigglesworth, VP of Compliance Theresa Fuentes, Chief Legal Officer	Discussion	6:10 – 6:20
13. INTERNAL AUDIT REPORTS a) ECHMN Billing and Collection b) Workday Financial Controls <i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation</i>	Diane Wigglesworth, VP of Compliance Theresa Fuentes, Chief Legal Officer	Discussion	6:20 – 6:40
14. RECEIVE OIG WORKPLAN AND MANAGEMENT RESPONSE <i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation</i>	Diane Wigglesworth, VP of Compliance Theresa Fuentes, Chief Legal Officer	Discussion	6:40 – 6:50
15. RECEIVE COMPLIANCE PROGRAM REPORTS a) KPI Scorecard and Trends b) Activity Logs November 2024 – January 2025 c) Internal Audit Work Plan FY 2025 d) Internal Audit Follow-Up Table <i>Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation</i>	Diane Wigglesworth, VP of Compliance Theresa Fuentes, Chief Legal Officer	Discussion	6:50– 6:55
16. APPROVE MINUTES OF THE CLOSED SESSION OF THE COMPLIANCE & AUDIT COMMITTEE -Minutes of the Closed Session of the CAC Meeting (12/4/24) <i>Gov't Code Section 54957.2 for closed session minutes.</i>	Lica Hartman, Chair	Motion Required	6:55 – 6:55
17. EXECUTIVE SESSION <i>Gov't Code Section 54957(b) for discussion and report on personnel performance matters Senior Management</i>	Lica Hartman, Chair	Discussion	6:55 – 7:05

AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
18. RECONVENE TO OPEN SESSION	Lica Hartman, Chair	Motion Required	7:05 – 7:05
19. CLOSED SESSION REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session.	Lica Hartman, Chair	Information	7:05 – 7:07
20. COMMITTEE ANNOUNCEMENTS	Lica Hartman, Chair	Discussion	7:07 – 7:10
21. ADJOURNMENT	Lica Hartman, Chair	Motion Required	7:10 pm

Upcoming Meetings: 4/23/25, 6/25/25

**Minutes of the Open Session of the
Compliance and Audit Committee
of the El Camino Hospital Board of Directors
Wednesday, December 4, 2024**

Members Present

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

Members Absent

None

Staff Present

Dan Woods, CEO
Carlos Bohorquez, CFO
Theresa Fuentes, CLO
Tracey Lewis Taylor, COO
Deb Muro, CIO
Diane Wigglesworth, VP, Compliance
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 4:32 p.m. A quorum was present.	<i>Called to order at 4:32 p.m.</i>
2. CONSIDER APPROVAL FOR AB 2449 REQUESTS	Jack Po announced that he would need to attend via teleconference due to childcare requirements. No motion was necessary due to Just Cause exemption.	
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>Director Miller removed item b) El Camino Health Committee Survey Results, for further discussion.</p> <p>Director Miller inquired regarding lower scores and possible action plans. Chair Hartman shared that the presentation of action plans and in-depth discussion of the surveys would be conducted at the February meeting.</p> <p>Motion: To approve the consent calendar minus item b.</p> <p>Movant: Anolik-Shakked Second: Po Ayes: Fong, Hartman, Miller, Po, Anolik-</p>	<p><i>Consent calendar approved minus item b.</i></p> <p><i>Committee Survey Results to be discussed and voted on at the February meeting.</i></p>

	<p>Shakked, Sublett Noes: None Abstentions: None Absent: None Recused: None</p> <p>Motion: To table item b) El Camino Health Committee Survey results from the consent calendar for approval and discussion at the February meeting</p> <p>Movant: Miller Second: Po Ayes: Fong, Hartman, Miller, Po, Anolik-Shakked, Sublett Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>6. RECESS TO CLOSED SESSION</p>	<p>Motion: To recess to closed session at 4:40 p.m.</p> <p>Movant: Anolik-Shakked Second: Po Ayes: Fong, Hartman, Miller, Po, Anolik-Shakked, Sublett Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Recess to closed session at 4:40 p.m.</i></p>
<p>7. AGENDA ITEM 15: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>Mr. Fernandez reported that during the Closed Session, the Compliance and Audit Committee approved the closed session minutes of the September 25, 2024, meeting.</p>	<p><i>Reconvened to Open Session at 6:42 p.m.</i></p>
<p>8. AGENDA ITEM 16: COMMITTEE ANNOUNCEMENTS</p>	<p>Ms. Wigglesworth shared that Mr. Woods, CEO, has invited the Hospital Board and all Committees to a joint session in March to discuss strategy and its impacts on the Committees.</p>	

9. AGENDA ITEM 17: ADJOURNMENT	Motion: To adjourn at 6:44 p.m. Movant: Anolik-Shakked Second: Po Ayes: Fong, Hartman, Miller, Po, Anolik-Shakked, Sublett Noes: None Abstentions: None Absent: None Recused: None	<i>Meeting Adjourned at 6:44 p.m.</i>
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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

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	100%	Committee provides recommendations if compliance assessments are needed for any new strategies the organization may undertake. Committee to provided recommendations during 2/26/25 meeting.

SUBMITTED BY:

Chair: Lica Hartman

Executive Sponsor: Diane Wigglesworth

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: Compliance and Audit Committee
From: Diane Wigglesworth, VP Compliance
Date: February 26, 2025
Subject: Review of Proposed FY2025 Financial Audit Plan and Approve Scope of Plan and Engagement of Auditor

Purpose:

Motion: To approve of Scope of FY2025 Financial Audit Plan and Engagement of Auditor Moss Adams

Summary:

1. Authority: The Compliance and Audit Committee is responsible for the oversight of the compliance program and audit plans.

List of Attachments:

- a. Moss Adams Material: El Camino Healthcare District June 2025 Audit Planning

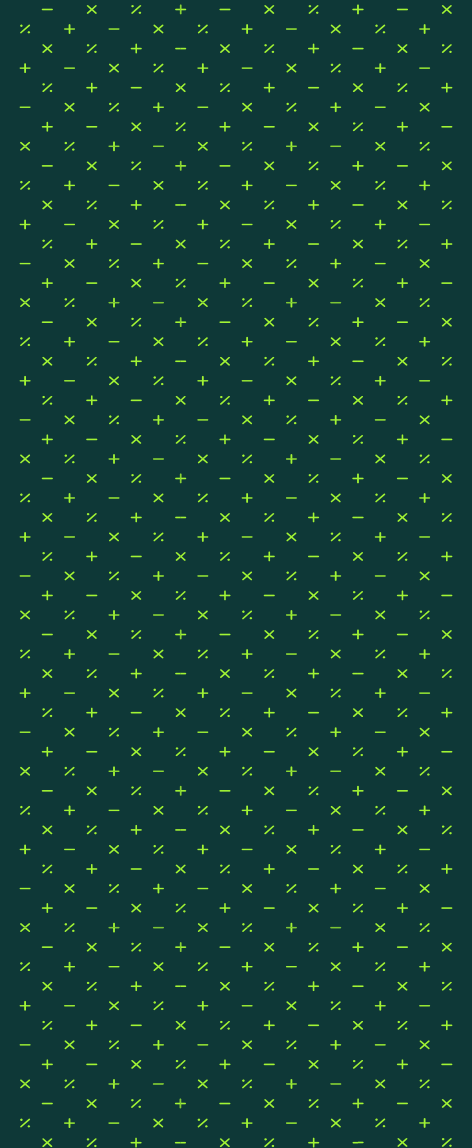


MOSSADAMS

El Camino Healthcare District

June 2025 AUDIT PLANNING

Discussion with Management
and the Audit Committee



Agenda

Your Service Team

Scope of Services

Auditor's Responsibility in a Financial Statement Audit

Significant Risks Identified

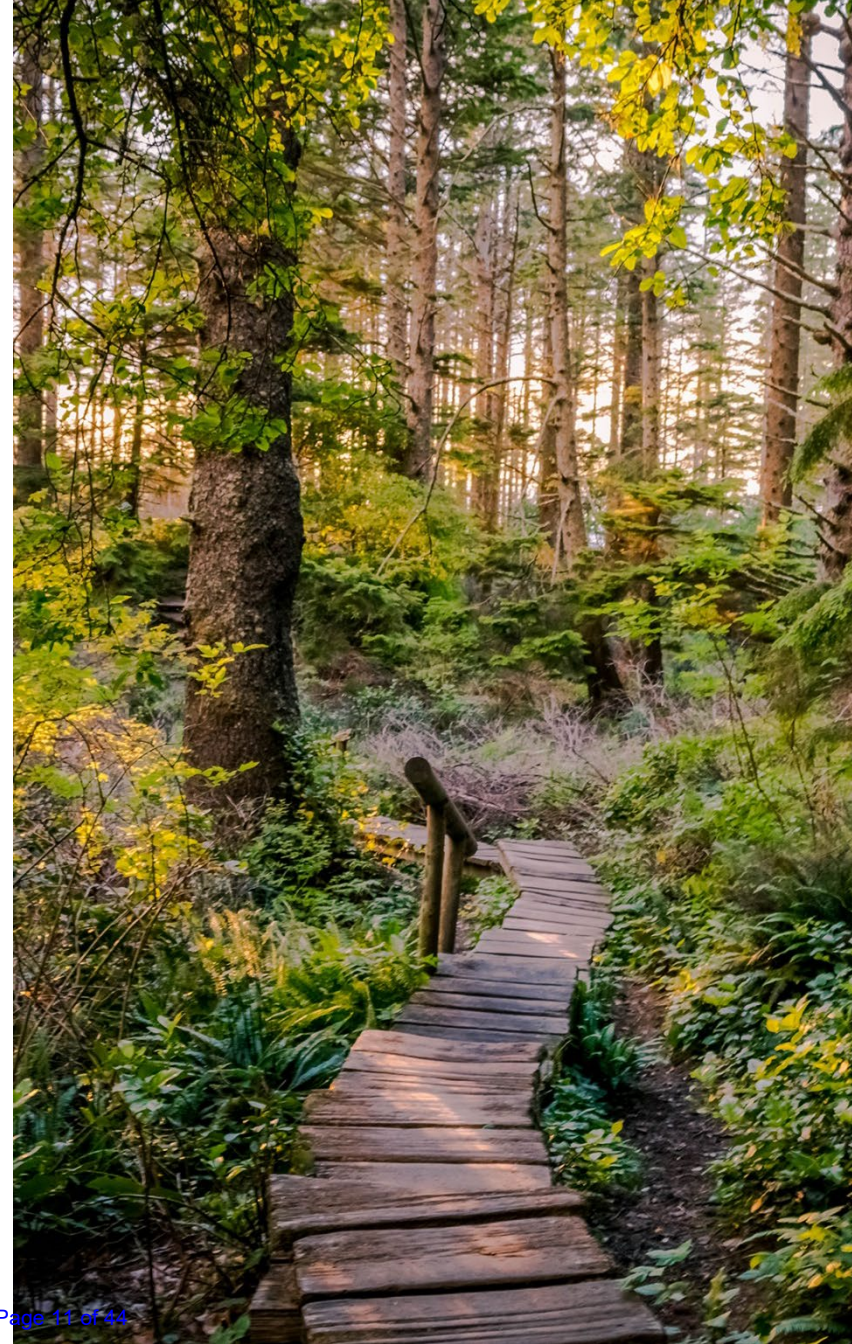
Risks Discussion

Consideration of Fraud

Audit Timeline

Recent Accounting Developments

AB 1345



Your Dedicated Team



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Scope of Services

Relationships between Moss Adams and El Camino Healthcare District:

Annual Audit



- Annual consolidated financial statement audit as of and for the year ending June 30, 2025

Non-Attest Services



- Assist in drafting the consolidated financial statements and related footnotes as of and for the year ending June 30, 2025
- Tax return preparations



Auditor's Responsibilities in a Financial Statement Audit

- Auditor is responsible for:
 - forming and expressing an opinion on whether the financial statements are prepared, in all material respects, in conformity with U.S. Generally Accepted Accounting Principles
 - performing an audit in accordance with generally accepted auditing standards issued by the AICPA
 - communicating significant matters, as defined by professional standards, arising during the audit that are relevant to you
 - when applicable, communicating particular matters required by law or regulation, by agreement with you, or by other requirements applicable to the engagement
- The audit of the financial statements doesn't relieve management or you of your responsibilities.
- The auditor is not responsible for designing procedures for the purpose of identifying other matters to communicate to you.



Significant Risks Identified

Based on initial risk assessment procedures, we identified the following:

Significant Risks	Procedures
Valuation of patient accounts receivable	<ul style="list-style-type: none"> - Tie out of reserving schedules - Zero Balance Accounts (“ZBA”) analysis - Lookback analysis & subsequent collections analysis
Revenue recognition	<ul style="list-style-type: none"> - Hospital patient revenue analysis & cut-off analysis - Journal entry testing focusing on revenue reversals
Valuation of investments and related financial statement disclosures	<ul style="list-style-type: none"> - Third party confirmations - Independent price testing
Management override of controls	<ul style="list-style-type: none"> - Inquiries of accounting and operational personnel - Perform risk assessment procedure - Test of design and operational effectiveness of financial reporting controls - Testing of risk-based manual journal entry selections
Management incentive compensation program	<ul style="list-style-type: none"> - Review of management estimates for possible bias - Perform cut-off procedures for revenues and expenses - Review of accruals for executive bonus for compliance with policy





Risks Discussion

1. What are your views regarding:




- El Camino Healthcare District's objectives, strategies and business risks that may result in material misstatements
- Significant communications between the entity and regulators
- Attitudes, awareness, and actions concerning
 - El Camino Healthcare District's internal control and importance
 - How those charged with governance oversee the effectiveness of internal control
 - Detection or the possibility of fraud
 - Other matters relevant to the audit

2. Do you have any areas of concern?



Consideration of Fraud in a Financial Statement Audit

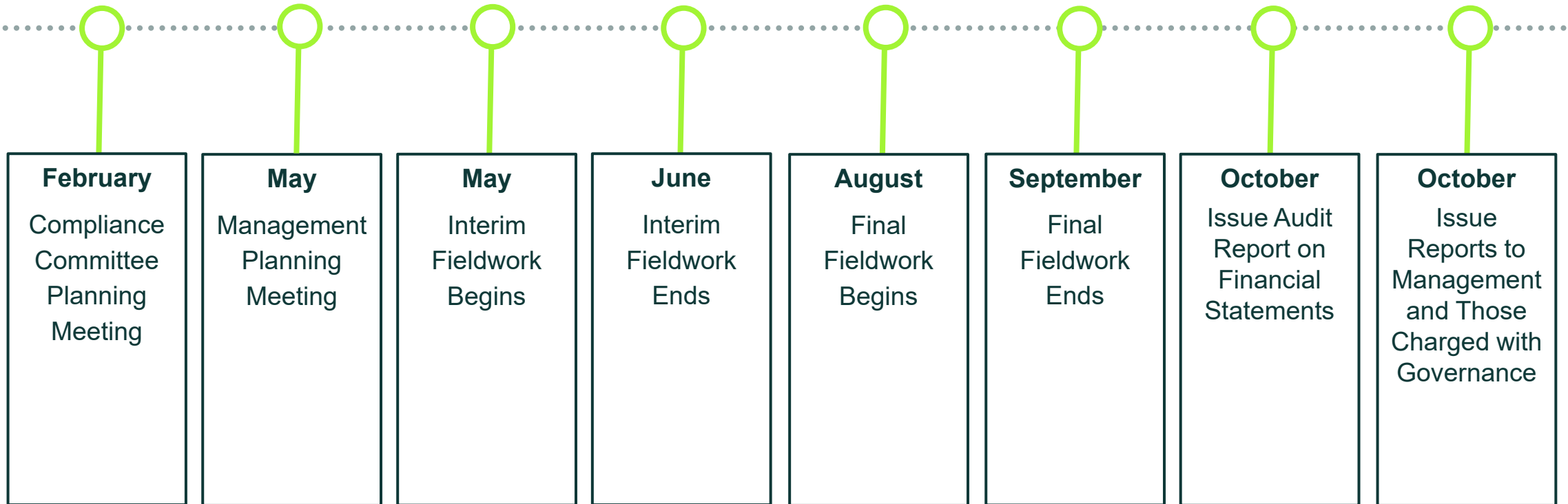
Auditor's responsibility: Obtain reasonable assurance the financial statements as a whole are free from material misstatement – whether caused by fraud or error

	Procedures to address the risk of fraud	Engagement team discussion
	Identify the risks of material misstatement due to fraud	<ul style="list-style-type: none">• Perform procedures to address identified risks• Inherent limitation of an audit
	Unavoidable risk exists that some material misstatements may not be detected	



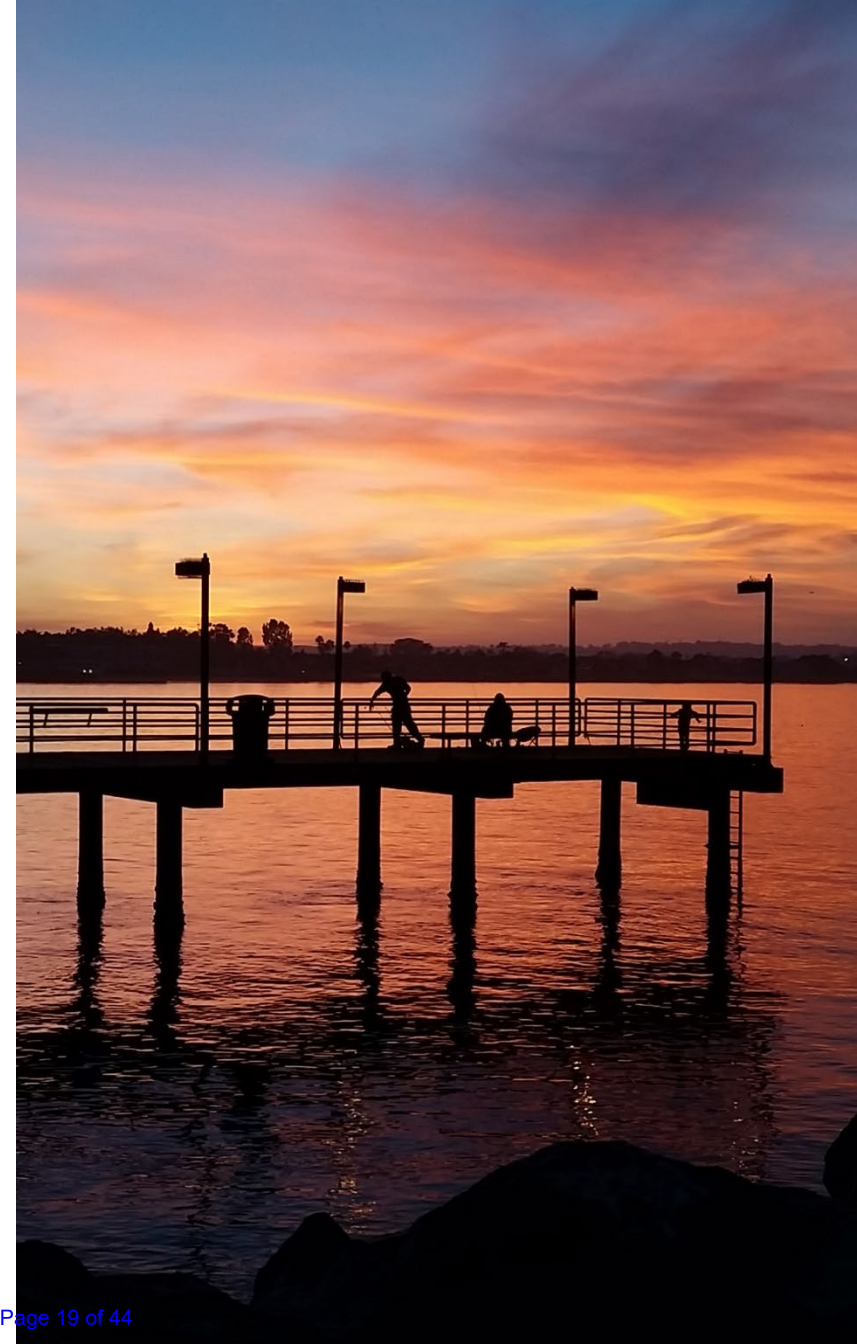
Audit Timeline

2025



Recent Accounting Developments

- GASB Statement No. 101, Compensated Absences. Effective for the District beginning July 1, 2024.



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Joelle Pulver, Partner

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THANK
YOU



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
Additional comments on Committee meetings?	<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
Additional comments on oversight of setting strategy, performance goals and other key areas of responsibility?	<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

Action Plan: Strengthening the CAC Based on Survey Responses

1. Roles and Responsibilities of Management and of Committee Members

- **Issue Identified:** The distinction of roles and responsibilities may be unclear to some Committee Members, resulting in the perception that adequate governance and oversight is not achieved.
 - **Actions:**
 - On an annual basis, include an agenda item re-educating the Committee Members on their role and responsibilities (i.e., charter) and the distinction from Management's role and responsibilities (i.e., administration and program operations). Include expectations that all communications (verbal and written) with Management and with Committee Members observe common standards of decorum and decency.
 - Pace agenda topics to allow for adequate time for respectful discussion, deliberation, debate, and voting in alignment with the Committee's role and responsibilities as outlined in the Charter.
 - **Responsible:** Committee Chair and Executive Sponsor
 - **Timeline:** Review pacing plan for optimum discussion opportunities for agenda items
 - **Measure of Success:** Improved scores in future surveys
-

2. Visibility to Strategic Plans

- **Issue Identified:** Committee Members desire more visibility to ECH's near-term and long-term strategic plans to understand how the activities and results reported by the CAC may support or challenge those plans.
- **Action:**
 - On an annual basis, include an agenda item to receive an update from relevant Board of Directors and the CEO on ECH's near-term and long-term strategy.
 - Presentation should include enough details of planned activities to allow committee to evaluate and advise on activities that may impact strategic risk or enterprise risk as part of the committee's scope of work.
- **Responsible:** Executive Sponsor in partnership with CEO and relevant Board Committees (e.g., Strategy and Governance)
- **Timeline:** Review pacing plan for optimum opportunity to present
- **Measure of Success:** Improved scores in future surveys

Compliance and Audit Committee
Proposed FY2026 Meeting Dates

RECOMMENDED CAC DATES	CORRESPONDING HOSPITAL BOARD DATE
Tuesday, September 30, 2025	Wednesday, October 15, 2025
Wednesday, November 5, 2025	Wednesday, November 19, 2025
Wednesday, March 4, 2026	Wednesday, March 25, 2026
Wednesday, June 3, 2026	Wednesday, June 24, 2026