

Complete Healthcare Compliance Manual

Resource: Sample Compliance Committee Charter

By Parkland Health & Hospital System

Executive Compliance and Ethics Committee Charter	Published: 12/9/2020
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STATEMENT OF PURPOSE	<p>Parkland is committed to:</p> <ul style="list-style-type: none"> • Fostering a culture of integrity, accountability and ethical behavior. • Implementing processes and procedures that prevent, detect and correct conduct or practices that are illegal or unethical. • Establishing an environment that encourages employees to report ethical concerns without fear of retaliation. • Identifying and address Parkland's primary compliance risks. • Establishing internal controls that promote adherence to laws and regulations. • Maintaining ethical and transparent business practices.
SCOPE	<p>This Charter sets forth the duties and responsibilities, and governs the operations of, the Parkland Health & Hospital System ("Parkland") Executive Compliance and Ethics Committee (the "ECC Charter").</p>

**ROLES &
RESPONSIBILITIES**

The ECC's responsibilities include:

- In support of the Senior Vice President, Chief Compliance and Ethics Officer ("CCO"), oversight and evaluation of the structure, operations and effectiveness of the Compliance and Ethics Program ("Compliance Program").
- Promoting the appropriate "Tone at the Top" and fully supporting a culture of compliance and ethical behavior and non-retaliation at Parkland, including effective communication of such throughout the organization;
- Staying abreast of significant developments relating to the compliance expectations from federal and state legislators, regulators and/or enforcement officials;
- Coordinating appropriate accountability for compliance with the fundamental federal and state legal and regulatory requirements that apply to all facets of Parkland's mission and work;
- Assisting the CCO and the Compliance and Ethics Department ("the Department") in ensuring the Code of Conduct and Ethics (the "Code") and compliance related policies and procedures are complete, periodically revised as necessary, and consistently enforced;
- Ensuring that annual compliance training is developed and conducted, and overseeing an annual compliance training plan addressing key compliance risks;
- Reviewing and approving annually the compliance risk assessment and associated work plan, which includes compliance auditing and monitoring initiatives;
- Reviewing periodically the findings of compliance auditing and monitoring initiatives and ensuring that management develops and timely implements appropriate corrective actions in response to the findings;
- Ensuring that the Compliance Program includes a Disclosure Program that has effective open communication channels, including a telephonic "hot line" and web portal for Parkland employees, patients and third parties to report, in good faith and anonymously if they wish, all compliance and ethical concerns;
- Assisting the CCO in fulfilling compliance reporting obligations to the Board Governance, Compliance and Ethics Committee (the "Board GCE Committee") Committee by timely informing the CCO of any known audits, reviews and/or investigations by government agencies; potential overpayments to Federal health care programs and employment or engagement of an individual or entity who is currently, or is likely to be, excluded, debarred, suspended or otherwise declared ineligible to participate in Federal health care programs or Federal procurement or non-procurement programs.
- Periodically, and no less than annually, assessing the ECC's oversight of the Compliance Program as evidenced by operating in conformance with all Charter requirements, and reporting such to the Board GCE Committee.
- Periodically reviewing and revising, as appropriate, the Charter.

MEMBERS	<p>To ensure that the ECC has the insight, perspective and full support of the key organizational functions and the Divisions or Departments of Parkland, its membership will include the following:</p> <ul style="list-style-type: none"> • General Counsel; • Chief Financial Officer; • Chief Operating Officer; • Chief Governance Officer; • Chief Clinical Officer; • Chief Nursing Executive; • Chief Talent Officer; and • Chief Quality and Patient Safety Officer <p>The Chair may invite to attend ECC meetings other officers, executives and employees, and/or outside advisors or counsel. Any requests for additional attendees must be approved in advance by the Chair.</p> <p>As the Chair deems necessary or advisable, he/she will recommend to the Board GCE Committee, for its consideration and approval, additions or changes to the composition of the ECC.</p> <p>Any individuals appointed as successors to these positions, or to those of other members of the ECC will serve on the ECC unless the Board GCE Committee determines otherwise. In the event that any of the foregoing offices or positions is vacant or otherwise unfilled for more than ninety (90) days, the position on the ECC will be assumed and performed by the officer or employee fulfilling the duties of that office or function, unless the Board GCE Committee determines otherwise. Unless the Board GCE Committee otherwise directs, immediately upon the termination of his or her employment with Parkland, a member will cease serving on the ECC.</p>
LEADERSHIP	<p>The CCO will serve as the Chairperson of the ECC (the “Chair”). The CCO may appoint a delegate to chair the meeting at his/ her sole discretion.</p>
REPORTS TO	<p>Consistent with best practices, the Board of Managers (the “Board”) of Parkland has established a Board GCE to assist the Board in fulfilling its oversight responsibilities. The Board GCE Committee will have ultimate authority as to the composition of the Committee.</p>
SUBCOMMITTEES	<p>The ECC may establish, reorganize, or dissolve permanent or <i>ad hoc</i> subcommittees or working groups, which will work at the direction of, and report on their activities to, the ECC. Subcommittees or working groups will be chaired by the CCO or his/her designee, operate under a defined set of responsibilities, hold scheduled meetings, with such frequency as determined necessary by the subcommittee chair, and keep minutes of subcommittee/working group proceedings. The ECC will assess each subcommittee’s/working group’s effectiveness and structure at least annually.</p>

CRITICAL INTERFACES	Parkland has established the Department, which is led by the CCO, who reports to the Chief Executive Officer and to the Board GCE Committee. The ECC advises and assists the CCO in developing and implementing Parkland’s Compliance Program. The CCO and the ECC provide Parkland’s senior leaders with guidance regarding compliance with applicable Federal and state laws and regulations, the Code, and Parkland’s policies and procedures (collectively, “Policies”).
MEETINGS	<p>The ECC shall meet at no less than three times in the fiscal year; and with such frequency as the Chair determines necessary to ensure that the ECC fulfills its duties and responsibilities.</p> <p>Meetings of the ECC may be conducted in person, telephonically or video conference, using Parkland approved communications channels, devices, modules or platforms. All ECC members are expected to attend each meeting and a quorum representing a majority must be present to transact business.</p>
MEETING MINUTES	Minutes of all meetings will be maintained at the direction of the Chair. Draft minutes will be presented to members of the ECC for their review and approval.
AMENDMENTS TO THE CHARTER	This Charter may be amended or revised only upon approval by the Board GCE Committee. The CCO shall provide timely notification to the Board GCE Committee of any proposed amendments or revisions to this Charter.
REFERENCES AND DEFINITIONS	N/A

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