

**TRI-CITY HEALTHCARE DISTRICT
AGENDA FOR A REGULAR MEETING
OF THE AUDIT, COMPLIANCE AND ETHICS COMMITTEE
February 18, 2020
8:30 a.m. – 9:30 a.m.
Assembly Rm. 1
Tri-City Medical Center, 4002 Vista Way, Oceanside, CA 92056**

<p>The Committee may make recommendations to the Board on any of the items listed below, unless the item is specifically labeled "Informational Only"</p>

	Agenda Item	Time Allotted	Action/ Recommendation	Requestor/ Presenter
1.	Call to order/Welcome/ Introduction of New Chief Compliance Officer	5 min.		Chair
2.	Approval of Agenda	2 min.		Chair
3.	Public Comments – Announcement Comments may be made at this time by members of the public and Committee members on any item on the Agenda before the Committee's consideration of the item or on any matter within the jurisdiction of the Committee. NOTE: During the Committee's consideration of any Agenda item, members of the public also have the right to address the Committee at that time regarding that item.	1 min.		Standard
4.	Ratification of Minutes- October 17, 2019	3 min.	Action	Chair
5.	Old Business – None			
6.	New Business – Discussion and Possible Action a) Community Member Interview 1) Christopher Day b) Compliance Overview	10 min. 20 min.	Action Information Only	Chair CCO
7.	Committee Openings – One	3 min.		Chair
8.	Date of Next Meeting: Tuesday, April 16, 2020 a) Committee Schedule for 2020	2 min.		Chair
9	Adjournment			Chair
10	Total Time Budgeted for Meeting	45 min.		

**Tri-City Medical Center
Audit, Compliance & Ethics Committee
October 17, 2019
Assembly Room 1
8:30 a.m-10:30 a. m.**

Members Present:	Director Larry W. Schallock(Chair); Director George W. Coulter; Director Tracy M. Younger; Stanley Dale, Community Member; Carl Marcuzzi, Community Member; Cary Mells, M.D., Physician Member
Non-Voting Members:	Steve Dietlin (CEO); Scott Livingstone, COO; Ray Rivas, CFO; Susan Bond, General Counsel
Others Present:	Teri Donnellan, Executive Assistant; Kristy Larkin, Director of Compliance, Audit & Monitoring; Maria Carapia, Compliance Specialist
Absent:	

	Discussion	Action Recommendations/ Conclusions	Person(s) Responsible
1. Call to Order	The meeting was called to order at 8:30 a.m. in Assembly Room 1 at Tri-City Medical Center by Chairman Schallock.		
2. Approval of Agenda	It was moved by Dr. Mells and seconded by Director Schallock to approve the agenda as presented. The motion passed unanimously.	Agenda approved.	
3. Comments by members of the public and committee members on any item of interest to the public before Committee's consideration of the item	There were no public comments.		
4. Ratification of minutes— September 17, 2019	It was moved by Director Younger and seconded by Dr. Mells to approve the minutes of September 17, 2019, as presented. The motion passed unanimously.	Minutes ratified.	
4. Old Business a) Administrative Policies & Procedures:			

	Discussion	Action Recommendations/ Conclusions	Person(s) Responsible
1) Chief Compliance Officer – 8750-535	<p>Chairman Schallock stated in follow-up to last month's meeting there was a question as to the necessity of a Chief Compliance Officer Policy 8750-535 as it is duplicative of the Job Description for the Chief Compliance Officer. Chairman Schallock recommended the policy be deleted and the Job Description be maintained to provide consistency with other C-Suite positions.</p> <p>It was moved by Mr. Stanley Dale and seconded by Director Younger to recommend deletion of Policy 8750-535 Chief Compliance. The motion passed unanimously.</p>	<p>Recommendation to be sent to the Board of Directors to delete Policy 8750-535 Chief Compliance Officer; item to be placed on Board agenda and included in agenda packet.</p>	Ms. Donnellan
2) Business Associate Agreement – 8610-511	<p>Ms. Susan Bond, General Counsel reported the Business Associate Agreement – Policy 8610-511 has been revised to reflect the suggested changes at last month's meeting and will be reviewed annually to ensure it is up to date. Ms. Bond also distributed an excerpt from HHS.gov which explains the definition of covered entities. She noted the revised policy includes a link to www.HHS.gov.</p> <p>It was moved by Director Younger and seconded by Mr. Carl Marcuzzi to recommend approval of Business Associate Agreement – 8610-511 as presented. The motion passed unanimously.</p>	<p>Recommendation to be sent to the Board of Directors to approve Policy 8610-511 – Business Associate Agreement; item to be placed on Board agenda and included in agenda packet.</p>	Ms. Donnellan
b) Administrative Policies & Procedures: 1) Disclosure of Information to Public and Media – 8610-624	<p>Ms. Patricia Guerra stated Policy 8610-624, Disclosure of Information to Public and Media has been reviewed by Mr. Aaron Byzak, Chief Government & External Affairs Officer and no substantive changes were made.</p> <p>It was moved by Dr. Cary Mells and seconded by</p>	<p>Recommendation to be</p>	Ms. Donnellan

	Discussion	Action Recommendations/ Conclusions	Person(s) Responsible
	Director Coulter to recommend approval of Policy 8610-624 – Disclosure of Information to Public and Media. The motion passed unanimously.	sent to the Board of Directors to approve Policy 8610-624 – Disclosure of Information to Pubic and Media; item to be placed on Board agenda and included in agenda packet.	
6. Comments from Committee Members	There were no comments from Committee Members.		
7. Committee Openings	There is currently one community committee opening.	Information only.	
8. Date of Next Meeting	The Committee's next meeting is scheduled for February 18, 2020. Chairman Schallock explained the Board members sitting on the committee may or may not change in 2020 at the discretion of the Chair elect. Chairman Schallock thanked all committee members for their participation this past year.	The Committee will reconvene on February 18, 2020.	
9. Adjournment	Chairman Schallock adjourned the meeting at 8:40 a.m.		

DRAFT

Received
11-13-19

Christopher Day
1802 Sea Cliff Way
Oceanside, California 92056

Teri Donnellan, Executive Assistant
Tri-City Medical Center
4002 Vista Way
Oceanside, California 92056

Dear Ms. Donnellan,

I am applying for the open committee member position on the Tri-City Medical Center's Audit, Compliance and Ethics Committee. I have enclosed my resume for review and consideration by the Chairperson of the Committee and the Board Chairperson.

I am a licensed Certified Public Accountant (CPA) with over 21 years of audit and accounting experience. I have worked in international and local CPA firms. I am currently the Director of Finance and Accounting at Spinal Elements, Inc., a spine technology company which researches and develops spinal surgery products and distributes spine products to spinal surgeons and hospitals throughout the United States. In my current role I oversee all aspects of the Company's corporate accounting department and manage 15 employees in the accounting department. In addition, I oversee the corporate annual financial statement audit, including preparing the audited financial statements and working with the Company's auditors, PricewaterhouseCoopers (PwC).

Prior to working in the healthcare industry, I was a Senior Manager at BDO USA, LLP and have worked at several other national and local CPA firms. I have experience auditing privately held companies, nonprofit organizations, governmental agencies and California Special Districts. I am well versed in Generally Accepted Accounting Principles (GAAP), financial statements, audits and audit committee meetings.

I look forward to the opportunity to serve on the Audit, Compliance and Ethics committee in the future. Thank you for your consideration.

Sincerely,



Christopher Day, CPA, CGMA

CHRISTOPHER DAY, CPA, CGMA

Phone: 858-220-9619 ■ Email: chrisdaycpa@aol.com ■ Oceanside, CA

Objective and Professional Summary

I am seeking to become a member of the Tri-City Medical Center's Audit, Compliance and Ethics Committee. I desire to join the committee in hopes that the organization will benefit from an individual with CPA credentials and extensive experience in accounting, financial reporting, and business management; a skillset that includes leadership, technical adeptness, critical thinking, multi-tasking; and values that include integrity, communication, professionalism and a team spirit mentality.

Experience

SPINAL ELEMENTS, INC. – Carlsbad, CA

Director of Finance & Accounting

January 2019 to Current

Spinal Elements is an innovative spine technology company that delivers new standards for spine surgery. Spinal Elements is known for its ability to design and bring to market products and procedures that introduce and set new industry standards.

- Manage all aspects of the Company's corporate accounting, including general ledger, A/R and A/P departments and month end close procedures.
- Prepare monthly financials for the board of directors, private equity firm and lenders.
- Manage the Company's annual audit and coordinate audit with PwC.
- Manage the Company annual federal and state tax returns with outside CPA firm as well as property and sales and use tax returns.
- Manage a staff of 15 employees within the Accounting Department.

MILLENNIUM HEALTH, LLC – San Diego, CA

Director of Financial Reporting

July 2016 to November 2018

Millennium Health, LLC develops and delivers cloud-based health solutions that provide actionable information to inform treatment decisions for patients. It provides solutions for medication monitoring, pharmacogenetic testing, urine drug testing (UDT), oral fluid testing (OFT), and predictive analytics and targeted interventions. In my role I reported directly to the Senior Vice President of Finance and worked closely with other members of the finance and executive teams on internal, external financial reporting and compliance. Primary responsibilities and achievements include:

- Oversee all aspects of financial reporting for internal and external financial statements, including monthly, quarterly and annual financial reporting, analysis, quarterly reviews, annual audit, and other finance projects.
- Prepare external quarterly reviewed and annual audited financial statements including footnote disclosures, MD&A analysis and actual vs. budget variance analysis for the Company's bank, institutional investors and credit rating agencies.
- Prepare internal monthly financial statements and metrics, including key performance indicators. Prepare internal reporting package and PowerPoint slides for the board of directors, and executive management meetings. Analyze financial results to ensure compliance with debt covenants and prepare bank compliance certificates.
- Prepare memorandums and technical research on Generally Accepted Accounting Principles and other regulatory practices and standards to senior leadership and the accounting team. I have prepared technical memorandums on numerous topics including asset impairments under ASC 350, *Intangibles – Goodwill and Other*, PP&E impairments under ASC 360, *PP&E*, lease abandonments under ASC 420, *Exit and*

Disposal Activities, reorganization and fresh start accounting under ASC 852, *Reorganizations*, as well as accounting for new capital and operating leases with lease incentives.

- Interact with executive team, finance group, internal legal counsel, and the external auditors to accomplish goals and ensure efficiency and effectiveness of information exchange.
- Streamlined the financial reporting process and implemented process improvements to create efficiencies and reduce timeframes for deliverables in the financial close and reporting processes.
- Manage the accounting for stock-based compensation and equity, including preparing journal entries and supporting schedules and ensuring compliance with GAAP.
- Coordinate tax return preparation and tax provision with outside CPA firm and resolve state tax notices. Manage the sales tax and business property tax filings for numerous states. Company operates throughout the United States.
- Oversee accounting department personnel and review staff workpapers, mentor and train subordinates, and provide performance feedback.
- Create and maintain internal accounting policies to ensure proper internal controls.

BDO, USA LLP (Formerly CEA, LLP) – Carlsbad, CA
Senior Manager, Assurance

October 2008 to July 2016

Progressive career from Manager to Senior Manager in this public accounting firm servicing local, national and global clients in industries including manufacturing, distribution, life sciences, construction and various other industries, including private equity backed companies, with revenues ranging from start-up to \$650 million. Primary responsibilities included (1) providing attest and assurance services where responsibilities included overseeing all phases of financial statement audits, reviews, compilations and employee benefit plan audits; (2) full disclosure financial statement preparation and reporting in accordance with generally accepted accounting principles and standards; (3) client project management and advisory services; (4) staff management, development and engagement quality; (5) technical research on complex accounting transactions and new accounting standards. Relevant highlights and accomplishments include the following:

- Thoroughly knowledgeable in GAAP compliance, financial statement reporting and preparation including cash flow reports, variance and account relationship analysis, and financial projections and forecasts.
- Proficient in all accounting functions including consolidations, revenue recognition, accounts receivable, inventory, liabilities, depreciable property, intangible assets, payables, debt and equity financing, budgeting and forecasting.
- Experienced in financial control processes and the establishment and execution of internal controls over accounting and financial reporting procedures, risk assessment and risk management.
- Accomplished in interfacing with business owners and third-party service providers including attorneys, investment bankers, and business valuation professionals and consulting on business management decisions and long-term strategic planning.
- Supervised CEA LLP's accounting and assurance department with a total of 10 staff, senior accountants and managers.
- Provided consulting services to Millennium Health, including implementing Accounting Standard Codification (ASC) 852, *Reorganizations* during Company's bankruptcy in 2015. Prepared adjustments to reflect the effects of the bankruptcy plan and the impact of fresh start accounting including financial statement disclosures for audited financial statements.

RSM MCGLADREY, LLP – San Diego, CA
Supervisor, Assurance Services

October 2002 to August 2008

- Responsible for planning and performing audits of corporations, nonprofit organizations, and employee benefit plans. Provided due diligence services.
- Supervised staff and senior accountants and trained new staff members.
- Prepared tax returns for individuals, partnerships, corporations and not for profit organizations.
- Performed client accounting services including preparation of Form 1099's, payroll tax returns, business property tax statements and state sales tax returns.

TEAMAN, RAMIREZ & SMITH, INC. CPA'S – Riverside, CA
Senior Accountant, Assurance Services

July 1999 to October 2002

- Responsible for planning and performing audits of Governmental agencies including Cities and California Special Districts including municipal water districts.
- Performed single audit compliance audits in accordance with the Single Audit Act (A-133); the objective of which is to provide assurance to the US federal government as to the management and use of such funds by local governments.
- Supervised staff and senior accountants and trained new staff members.
- Prepared Comprehensive Annual Financial Reports (CAFR) for Government agencies.

Education

SAN DIEGO STATE UNIVERSITY (SDSU) – San Diego, CA
Certificate in Accounting – May 1997

CALIFORNIA STATE UNIVERSITY, FULLERTON (CSUF) – Fullerton, CA
Bachelor of Arts in Business Administration: Finance – May 1992

American Institute of Certified Public Accountants (AICPA) Certifications

Certified Public Accountant (CPA)
Certified Global Management Accountant (CGMA)

Professional Memberships

American Institute of Certified Public Accountants (AICPA)
Association of Certified Fraud Examiners (ACFE)

AUDIT, COMPLIANCE & ETHICS COMMITTEE

MEETING DATES

2020

Time: 8:30-10:00 AM

Location: All meetings to be held in Assembly Room # 1

February 18, 2020

April 16, 2020

July 16, 2020

September 15, 2020

October 15, 2020