UW Health Compliance Committee

February 4, 2021, 5:00 PM - 6:30 PM

WebEx: https://uwhealth.webex.com/uwhealth/onstage/g.php?MTID=e2a4ff975580e90af780a72d7225a80a9

Meeting number: 120 423 9466 // Password: 020421


**ADVANCE MEETING MATERIALS ARE POSTED FOR REFERENCE. OCCASIONALLY, THE POSTED MATERIALS DO NOT REFLECT CHANGES MADE SHORTLY BEFORE OR DURING COMMITTEE MEETINGS. THE FULL COMMITTEE MINUTES ARE THE OFFICIAL RECORD OF FINAL COMMITTEE ACTION**
<table>
<thead>
<tr>
<th>Time</th>
<th>Section</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>5:00 PM</td>
<td>I. Call to Order and Introductions</td>
<td>Regent Mike Jones</td>
</tr>
<tr>
<td>5:05 PM</td>
<td>II. Meeting Minutes - Open Session</td>
<td>Regent Mike Jones (Request approval - Acting Secretary reviewed the minutes and request newly constituted UW Health Compliance Committee to endorse inclusion in the corporate records)</td>
</tr>
</tbody>
</table>
| 5:07 PM| III. UW Health Compliance Committee Orientation | Mr. Troy Lepien  
Presentation - UW Health Compliance Committee Orientation  
Attachment - UW Health Compliance Committee Charter |
| 5:42 PM| IV. Closed Session | Regent Mike Jones  
(Materials available to Members only)  
Motion to enter into closed session pursuant to Wisconsin Statutes section 19.85(1)(e) for the discussion of confidential strategic matters which for competitive reasons require a closed session: review and approval of closed session minutes; and, pursuant to Wisconsin Statutes section 146.38, for the review and evaluation of health care services, including but not limited to discussion of corporate compliance overview, reimbursement compliance overview, research billing compliance overview, pharmacy compliance overview, and privacy compliance overview; and pursuant to Wisconsin Statutes section 19.85(1)(g), to confer with legal counsel regarding these and other matters. |
| 6:30 PM| V. Adjourn                     |                                                                                                                                                                                                            |
External Sources

  - Controls Sentencing of Organizations for Federal Crimes
  - Sentencing Credit for Effective Compliance Programs
  - Established Elements of Compliance Program
Compliance Committee – External Sources

  - Programs Designed by Size and Need
  - Benefit to Organization & Federal Government
  - Established Program Elements

- OIG and HCCA Measuring Compliance Programs Effectiveness (January 2017)
  - Federal Enforcers and Industry Leaders Looked at Program Elements
  - Provided detail of What to Measure? and How to Measure
7 Elements of an Effective Compliance Program

• 1. Standards, Policies, and Procedures
• 2. Compliance Program Administration
• 3. Screening and Evaluation of Employees, Physicians, Vendors and other Agents
• 4. Communication, Education, and Training on Compliance Issues
• 5. Monitoring, Auditing, and Internal Reporting Systems
• 6. Discipline for Non-Compliance
• 7. Investigations and Remedial Measures
Compliance Plan

- Approved by Board Directors
- Creates Compliance Program Structure
- Compliance Committee Responsibilities
  - Review and Ensure Enforcement of Compliance Program
  - Review Compliance Office Report to CEO and Board of Directors
  - Review & Approval of Work Plan & Annual Report
  - Review of External Investigations
  - Review Education, Auditing, and Monitoring
  - Promote Ethical Behavior
  - Review Material Concerns
  - Obtain Outside Counsel as Necessary
2021 Compliance Work Plan

- Approved by Compliance Committee Before Board
- Updated Quarterly
- Structured to 7 Elements
2021 Compliance Work Plan

- Standards, Policies, and Procedures
  ✓ Conflict of Interest Provider, Non-Provider, & Gift Policies
- Compliance Program Administration
  ✓ On-Boarding of Compliance Committee Chair and Members
- Screening & Evaluation
  ✓ Interaction with Industry
- Communication, Education, & Training
  ✓ Pretest
- Auditing & Monitoring
- Discipline for Non-Compliance
- Investigation and Remedial Measures
FY 21 Integrated UW Health Compliance Dashboard

Section and Task

<table>
<thead>
<tr>
<th>Standards, Policies, and Procedures</th>
<th>Financial</th>
<th>Quality and Safety</th>
<th>Performance</th>
<th>Research and Innovation</th>
<th>Safety</th>
<th>Quality and Safety</th>
<th>Staff and Physician Wellbeing</th>
</tr>
</thead>
<tbody>
<tr>
<td>Update and maintain the integrated UW Health Compliance Plan, including review and approval by the Compliance Committee and the Audit Committee. All material changes will be forwarded to the University of Wisconsin Hospitals and Clinics Authority (UWHCA) and University of Wisconsin Medical Foundation (UWMF) and UW Board of Directors for review and approval.</td>
<td>Troy</td>
<td>Mary</td>
<td>Troy</td>
<td>Mary</td>
<td>Mary</td>
<td>Troy</td>
<td>Mary</td>
</tr>
<tr>
<td>Continued inventory of all privacy-related policies to determine gaps and integration opportunities between UWMF, UWHCA, UW Madison and Swedish American.</td>
<td>Troy</td>
<td>Mary</td>
<td>Troy</td>
<td>Mary</td>
<td>Mary</td>
<td>Troy</td>
<td>Mary</td>
</tr>
<tr>
<td>Create a single customized Notice of Privacy Provision for UW Health, its joint ventures, and potentially Swedish American if possible.</td>
<td>Troy</td>
<td>Mary</td>
<td>Troy</td>
<td>Mary</td>
<td>Mary</td>
<td>Troy</td>
<td>Mary</td>
</tr>
<tr>
<td>Continue and expand Enterprise Risk Management (ERM)</td>
<td>Troy</td>
<td>Mary</td>
<td>Troy</td>
<td>Mary</td>
<td>Mary</td>
<td>Troy</td>
<td>Mary</td>
</tr>
<tr>
<td>Completion of a draft Media Capture Policy.</td>
<td>Troy</td>
<td>Mary</td>
<td>Troy</td>
<td>Mary</td>
<td>Mary</td>
<td>Troy</td>
<td>Mary</td>
</tr>
<tr>
<td>Draft and implement a Treatment of Self and Family Members Policy</td>
<td>Troy</td>
<td>Mary</td>
<td>Troy</td>
<td>Mary</td>
<td>Mary</td>
<td>Troy</td>
<td>Mary</td>
</tr>
<tr>
<td>Draft and implement a Providers Interaction with Industry Policy</td>
<td>Troy</td>
<td>Mary</td>
<td>Troy</td>
<td>Mary</td>
<td>Mary</td>
<td>Troy</td>
<td>Mary</td>
</tr>
<tr>
<td>Draft of staff and Board Members Conflict of Interest Policy to include gifts from vendors</td>
<td>Troy</td>
<td>Mary</td>
<td>Troy</td>
<td>Mary</td>
<td>Mary</td>
<td>Troy</td>
<td>Mary</td>
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<tr>
<td>Free Transparencies Requirement</td>
<td>Troy</td>
<td>Mary</td>
<td>Troy</td>
<td>Mary</td>
<td>Mary</td>
<td>Troy</td>
<td>Mary</td>
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</table>

**Compliance Program Administration:**

**Draft of Annual Report to be reviewed and approved by the Compliance Committee and presented to the UW-Madison Board of Regents.**

**Survey the use of UW Health Reporting tools to ensure staff knowledge of the reporting mechanisms and non-violation.**

**Expand the current physician and vendor tracking database.**

**Integrate the Enterprise Risk Management and the Business Integrity Quarterly Work Plan Process.**

**Assess staffing needs for clinical and facility billing and potential for cross training.**

**Determine most efficient organizational structure for the Business Integrity Office.**

**Screening and Evaluation of Employees, Physicians, Vendors, and Other Agents:**

**Continue to enforce the current processes and frequency for exclusion screening for other organizations that contract work with UW Health.**

**Complete the transition of the interactions with industry process to the Business Integrity Office.**

**Continue surveying high risk business associates and evaluating their compliance with privacy and security requirements.**

**Communications, Education, and Training on Compliance Issues:**

**Develop a formal program for compliance and privacy training. This program would have proficiency in the subject matter and would require individuals to review sections they did not fully understand.**

**Complete integration of compliance and privacy content for S&I and Chartwell educational programs.**

**Continue to complete annual compliance training for all physicians and the Board of Directors.**

**Continue to complete New Employee and Provider Orientations.**

**Continue individual physician and departmental in-person education regarding documentation, coding and billing standards.**

**Continue to complete HIPAA 101 and走过跟踪培训**

**Create new training modules for DSS, Culinary, and Facilities.**


<table>
<thead>
<tr>
<th>Strategic Goal</th>
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</thead>
<tbody>
<tr>
<td>Financial Performance</td>
</tr>
<tr>
<td>Research and Innovation</td>
</tr>
<tr>
<td>Quality and Safety</td>
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<tr>
<td>Staff and Physician Wellbeing</td>
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</tbody>
</table>

### FY 21 Integrated UW Health Compliance Dashboard

<table>
<thead>
<tr>
<th>Person</th>
<th>1st Quarter</th>
<th>2nd Quarter</th>
<th>3rd Quarter</th>
<th>4th Quarter</th>
</tr>
</thead>
<tbody>
<tr>
<td>Troy</td>
<td>Troy</td>
<td>Troy</td>
<td>Troy</td>
<td>Troy</td>
</tr>
<tr>
<td>Mary</td>
<td>Mary</td>
<td>Mary</td>
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<td>Mary</td>
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</tbody>
</table>

### Performance

<table>
<thead>
<tr>
<th>Section and Task</th>
<th>1st Quarter</th>
<th>2nd Quarter</th>
<th>3rd Quarter</th>
<th>4th Quarter</th>
</tr>
</thead>
<tbody>
<tr>
<td>Troy</td>
<td>Troy</td>
<td>Troy</td>
<td>Troy</td>
<td>Troy</td>
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<tr>
<td>Mary</td>
<td>Mary</td>
<td>Mary</td>
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<td>Mary</td>
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<tr>
<td>Troy</td>
<td>Troy</td>
<td>Troy</td>
<td>Troy</td>
<td>Troy</td>
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<tr>
<td>Mary</td>
<td>Mary</td>
<td>Mary</td>
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<td>Mary</td>
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</table>

### Comments

- Financial Performance
- Research and Innovation
- Quality and Safety
- Staff and Physician Wellbeing

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<table>
<thead>
<tr>
<th>Section and Task</th>
<th>Accountability Division</th>
<th>1st Quarter</th>
<th>2nd Quarter</th>
<th>3rd Quarter</th>
<th>4th Quarter</th>
<th>Comments</th>
<th>Strategic Goal</th>
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<tbody>
<tr>
<td>Standards, Policies, and Procedures: Systemic Annual Audits</td>
<td>Mary</td>
<td>4%</td>
<td>10%</td>
<td>19%</td>
<td>27%</td>
<td>Focusing on 2021 ICD-10 changes</td>
<td>Financial Performance</td>
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<td></td>
<td></td>
<td>27%</td>
<td>28%</td>
<td>42%</td>
<td></td>
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<td>Focused Issue Audits</td>
<td>Gabe/Mary</td>
<td>6%</td>
<td>9%</td>
<td>14%</td>
<td>17%</td>
<td>Completed YTD</td>
<td>Financial Performance</td>
</tr>
<tr>
<td></td>
<td></td>
<td>19%</td>
<td>20%</td>
<td>27%</td>
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<tr>
<td>Research Billing Compliance Audits</td>
<td>Nancy</td>
<td>0%</td>
<td>15%</td>
<td>25%</td>
<td>30%</td>
<td>Completed Audits</td>
<td>Financial Performance</td>
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<td></td>
<td></td>
<td>30%</td>
<td>40%</td>
<td>40%</td>
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<tr>
<td>Pharmacy Auditing</td>
<td>Troy/Kristen</td>
<td>2%</td>
<td>12%</td>
<td>32%</td>
<td>34%</td>
<td>Completed YTD</td>
<td>Financial Performance</td>
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<tr>
<td></td>
<td></td>
<td>55%</td>
<td>60%</td>
<td>60%</td>
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<tr>
<td>Quality of Interest Monitoring</td>
<td>Troy/Gabe</td>
<td>20%</td>
<td>30%</td>
<td>40%</td>
<td>46%</td>
<td>Completed YTD</td>
<td>Financial Performance</td>
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<tr>
<td></td>
<td></td>
<td>55%</td>
<td>60%</td>
<td>60%</td>
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<tr>
<td>For Cause Audits</td>
<td>Mary/Gabe</td>
<td>NA</td>
<td>NA</td>
<td>NA</td>
<td>NA</td>
<td>Completed N/A</td>
<td>Financial Performance</td>
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<tr>
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<tr>
<td>Treatment of Self and Family Member Reports and Follow up Processes</td>
<td>Mary/Troy</td>
<td>60%</td>
<td>80%</td>
<td>100%</td>
<td>100%</td>
<td>Completed N/A</td>
<td>Financial Performance</td>
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<tr>
<td></td>
<td></td>
<td>100%</td>
<td>100%</td>
<td>100%</td>
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<tr>
<td>Disciplinary Action</td>
<td>Gabe</td>
<td>15%</td>
<td>25%</td>
<td>25%</td>
<td>50%</td>
<td>Completed N/A</td>
<td>Financial Performance</td>
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<tr>
<td></td>
<td></td>
<td>50%</td>
<td>50%</td>
<td>75%</td>
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<td></td>
<td></td>
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<tr>
<td>Investigation</td>
<td>Troy</td>
<td>5%</td>
<td>5%</td>
<td>10%</td>
<td>9%</td>
<td>Completed N/A</td>
<td>Quality and Safety</td>
</tr>
<tr>
<td></td>
<td></td>
<td>9%</td>
<td>9%</td>
<td>25%</td>
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</tr>
</tbody>
</table>

Note: N/A = Not Applicable
Business Integrity

• 7 Divisions
  ✓ Corporate Compliance
  ✓ Hospital Compliance
  ✓ Professional Services Compliance
  ✓ Research Billing Compliance
  ✓ Pharmacy & Drug Diversion Compliance
  ✓ Privacy
  ✓ Internal Audit

• 31 FTEs
Questions?
UNIVERSITY OF WISCONSIN
HOSPITALS AND CLINICS AUTHORITY
(“UW Health”)

COMPLIANCE COMMITTEE
CHARTER

Effective as of July 1, 2020

1. Purpose

The Compliance Committee (the “Compliance Committee”) of the University of
Wisconsin Hospitals and Clinics Authority (“UWHCA”) shall assist the UWHCA Board
of Directors (the “Board”) with oversight of the UW Health Compliance Department and
Compliance Programs, including, without limitation, UW Health’s compliance with
applicable laws and regulations, development and administration of the UW Health Code
of Conduct, and development and administration of all compliance related UW Health
codes, policies and procedures.

As used in this Charter, “UW Health” refers to UWHCA, University of Wisconsin
Medical Foundation (“UWMF”), and the subsidiaries and affiliates which are financially
consolidated with UWHCA and the subsidiaries and affiliates which are not consoli
dated but in which UW Health has a financial interest that is more than inconsequential. UW
Health Management is charged with outlining the plan to report the subsidiary and affiliate
information to the UW Health Compliance Committee.

2. Membership

The Compliance Committee shall consist of no less than five (5) and no more than nine
(9) members (“Members”) as designated by the Chairperson of the Board. The
Compliance Committee Chair shall also be designated by the Chairperson of the Board. A
majority of the members of the Compliance Committee shall be independent and the
Compliance Committee shall be populated with persons such that each of the following
relevant areas of expertise is represented: with the majority of the Members being
independent – cybersecurity; risk (identification, prioritization, management, analytics,
legal, revenue cycle, physician/patient care (inpatient); physician/patient care
(ambulatory); privacy; policies and procedures; and human resources. One individual
member of the Compliance Committee may satisfy more than one of the aforementioned
core competencies. For purposes hereof, an “independent member” is a person who (a) is
not an executive officer or employee of any of the entities constituting UW Health, and
(b) does not have a material relationship with UW Health which in the opinion of the
Board would interfere with the exercise of independent judgment in carrying out his/her
responsibilities. Appointees may include persons who are not members of the Board.
Members of the Compliance Committee shall serve until their resignation or removal by the Chairperson of the Board. Vacancies in the Compliance Committee shall be filled by the Chairperson of the Board in accordance with the committee composition requirements set forth in this charter.

In addition, the following UW Health executive shall be invited to participate in the meetings of the Compliance Committee: the UW Health Chief Compliance Officer, VP Revenue Cycle, VP Deputy General counsel, Legal Operations, VP Practice Plan, VP Human Resource, VP Chief Ambulatory Officer, Director, Advance Practice Provider; UWSMPH Department Administrator, and such other executives as the Compliance Committee may request from time to time.

3. Duties

The Compliance Committee’s responsibilities and oversight include UW Health (and subsidiary) Compliance Programs; Privacy Program and Documentation, Coding and Billing Compliance for Federal Payers. Duties include, but are not limited to, the following:

- Development, review, administration and enforcement of UW Health’s internal controls, policies, procedures, and programs for maintaining compliance with applicable law and regulations;

- Development, review, administration and enforcement of the UW Health Code of Conduct and all compliance related codes, policies and procedures, and make recommendations for improving same;

- Review the quarterly Compliance Officer’s Report to the UW Health Chief Executive Officer and Chief Operating Officer;

- Prepare a Bi-Annual Compliance Committee Report to the UWHCA and UWMF Boards of Directors, including an evaluation of the Chief Compliance Officer;

- Review the annual Business Integrity Department Work Plan and the Annual Report;

- Review matters that impact UW Health’s compliance codes, policies and procedures and any reports or concerns raised by internal reviews, regulators or governmental agencies;

- Oversee the education, auditing and monitoring initiatives of UW Health’s Compliance Program and evaluate results based on predetermined objectives;

- Promote standards of ethical behavior within UW Health;
- Review, through the Compliance Committee Chairperson, any material compliance issues affecting the organization raised by the Chief Compliance Officer;

- Obtain the advice and assistance of outside advisors as needed

4. Authority

a. Professional Advisors. The Compliance Committee shall have the authority to engage independent legal, accounting or other advisors as the Compliance Committee deems necessary or appropriate to carry out its responsibilities.

b. Investigations. The Compliance Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities. The Compliance Committee shall have the authority to direct any officer, employee or advisor engaged by the Compliance Committee. The Compliance Committee may, in consultation with the UW Health Office of General Counsel, as appropriate, seek outside legal counsel if deemed reasonable when reviewing an internal Compliance investigation.

c. Expenses. The Compliance Committee shall have the authority to incur expenses that are reasonable and necessary to carry out its responsibilities. The Compliance Committee is empowered to cause UW Health to pay such expenses.

d. Coordination with Audit Committee. The Audit Committee and Compliance Committees shall coordinate, and share relevant information, reports, data, and other materials, as determined by the respective Committee Chairs to be necessary, to address any material issue that relate to any matters which relate to the respective areas of oversight and responsibility of the two Committees.

5. Meetings and Procedures

a. Meetings. The Compliance Committee shall meet as often as it deems necessary in order to perform its responsibilities but not less than quarterly. A majority of the members of the Compliance Committee members present in person or electronically (to the extent electronic participation is permitted) shall constitute a quorum for conducting business at a meeting.

b. Meetings of the Compliance Committee shall be subject to the State of Wisconsin Open Meetings Law. The Compliance Committee may meet in closed executive session in accordance with the State of Wisconsin Open Meetings Law.

c. Manner of Acting. Compliance Committee decisions shall be made according to the
following model, assuming a quorum is present: first by consensus; if a consensus cannot be reached, then by a vote of a majority of the members of the committee present at the meeting; and finally in the case of a tie vote, the Chairperson of the Board shall cast the tie-breaking vote after being provided with full information necessary for the evaluation and assessment of the pending issue.

d. Reports to the Board of Directors. The Compliance Committee shall report at least two times per year to the UWHCA and UWMF Board of Directors.

The Chief Compliance Officer shall have a direct line of communication to the UW Health CEO and the UWHCA and UWMF Boards as he or she deems necessary or appropriate to fulfill his/her duties and responsibilities.


The Compliance Committee shall not have the authority to take any action that is inconsistent with the corporate governance documents of any UW Health entity or applicable law.