

# Healthcare Compliance Forms and Tools

## Sample Compliance Committee Charter

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By Parkland Health and Hospital System

Executive Compliance and Ethics Committee Charter	Published: [DATE]
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<b>Statement of Purpose</b>	<p>The organization is committed to:</p> <ul style="list-style-type: none"><li>• Fostering a culture of integrity, accountability, and ethical behavior;</li><li>• Implementing processes and procedures that prevent, detect, and correct conduct or practices that are illegal or unethical;</li><li>• Establishing an environment that encourages employees to report ethical concerns without fear of retaliation;</li><li>• Identifying and addressing the organization's primary compliance risks;</li><li>• Establishing internal controls that promote adherence to laws and regulations; and</li><li>• Maintaining ethical and transparent business practices.</li></ul>
<b>Scope</b>	<p>This Charter sets forth the duties and responsibilities and governs the operations of the organization's Executive Compliance and Ethics Committee (ECC).</p>

<b>Roles &amp; Responsibilities</b>	<p>The ECC's responsibilities include:</p> <ul style="list-style-type: none"> <li>• 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).</li> <li>• Promoting the appropriate tone at the top and fully supporting a culture of compliance and ethical behavior and nonretaliation, including effective communication of such throughout the organization;</li> <li>• Staying abreast of significant developments relating to the compliance expectations from federal and state legislators, regulators, and/or enforcement officials;</li> <li>• Coordinating appropriate accountability for compliance with the fundamental federal and state legal and regulatory requirements that apply to all facets of the organization's mission and work;</li> <li>• Assisting the CCO and the compliance and ethics department in ensuring the Code of Conduct and Ethics and compliance-related policies and procedures are complete, periodically revised as necessary, and consistently enforced;</li> <li>• Ensuring that annual compliance training is developed and conducted, and overseeing an annual compliance training plan addressing key compliance risks;</li> <li>• Reviewing and approving annually the compliance risk assessment and associated work plan, which includes compliance auditing and monitoring initiatives;</li> <li>• 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;</li> <li>• Ensuring that the Compliance Program includes a Disclosure Program that has effective open communication channels, including a hotline and web portal for employees, patients, and third parties to report, in good faith and anonymously, if they wish, all compliance and ethical concerns;</li> <li>• Assisting the CCO in fulfilling compliance reporting obligations to the Board Governance, Compliance, and Ethics Committee (Board GCE Committee) by timely informing the CCO of any known audits, reviews, and/or investigations by government agencies; potential overpayments to federal healthcare 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 healthcare programs or federal procurement or nonprocurement programs;</li> <li>• 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; and</li> <li>• Periodically reviewing and revising, as appropriate, the Charter.</li> </ul>
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<b>Members</b>	<p>To ensure that the ECC has the insight, perspective, and full support of the key organizational functions and the divisions or departments of the Company, its membership will include the following:</p> <ul style="list-style-type: none"> <li>• General counsel,</li> <li>• Chief financial officer,</li> <li>• Chief operating officer,</li> <li>• Chief governance officer,</li> <li>• Chief clinical officer,</li> <li>• Chief nursing executive,</li> <li>• Chief talent officer, and</li> <li>• Chief quality and patient safety officer.</li> </ul> <p>The chair may invite to attend ECC meetings other officers, executives, 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, they 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 are vacant or otherwise unfilled for more than 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 their employment with the Company, a member will cease serving on the ECC.</p>
<b>Leadership</b>	<p>The CCO will serve as the chairperson of the ECC. The CCO may appoint a delegate to chair the meeting at their sole discretion.</p>
<b>Reports to</b>	<p>Consistent with best practices, the Board of Managers has established a Board GCE to assist it in fulfilling its oversight responsibilities. The Board GCE Committee will have ultimate authority as to the composition of the committee.</p>
<b>Subcommittees</b>	<p>The ECC may establish, reorganize, or dissolve permanent or ad hoc 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 their 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>

<b>Critical Interfaces</b>	The organization has established the compliance and ethics department, which is led by the CCO, who reports to the CEO and to the Board GCE Committee. The ECC advises and assists the CCO in developing and implementing the Company's Compliance Program. The CCO and the ECC provide senior leaders with guidance regarding compliance with applicable federal and state laws and regulations, Code of Conduct and Ethics, and policies and procedures.
<b>Meetings</b>	<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 through a video conference, using the organization's 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>
<b>Meeting Minutes</b>	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.
<b>Amendments to the Charter</b>	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.
<b>References and Definitions</b>	N/A

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