



**UTAH HOSPITAL**  
ASSOCIATION

**Board of Trustees  
Resource Manual**

**2024**

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# Overview

## **Welcome!**

This UHA Board of Trustees Guide is intended to assist Utah Hospital Association (UHA) board members in their duties and contains information on the Association, its staff and its governance structure.

As a board member, we appreciate your commitment to advocate on behalf of the membership and the healthcare needs of Utah's citizens. Your involvement is critical to our success. UHA, its membership and staff look forward to your service and your participation. Should you have any questions or require any other information, please contact any member of the staff and we will be delighted to assist you.

## **What is UHA?**

UHA is a voice for hospitals and health systems in advocating, lobbying and negotiating public policy and regulations to ensure a quality healthcare system for Utah. The Association is a valuable information resource, tracking state and national healthcare trends, statistics and vital data for Utah's hospitals, health systems and public agencies. UHA is an educational resource, hosting meetings and conferences focused on key healthcare issues. The Association is connected to outside resources through affiliation with the American Hospital Association in both Chicago and Washington, D.C. and other state associations. UHA is recognized as one of the most respected advocacy organizations in the state by legislators and civic leaders and enjoys a positive reputation for its regional and national contributions.

## **UHA Mission & Vision**

On April 22, 1920, ten healthcare leaders met at Holy Cross Hospital in Salt Lake City to form the Utah Hospital Association. Its purposes then were to "...encourage, promote and secure the adoption of uniform standards and methods for the efficient operation and maintenance of hospitals...to encourage the discussion of all hospital problems, and to encourage cordial relations among the members of the Association."

Today, UHA builds on this initial vision, providing a variety of member services to 62 acute and specialty hospitals and 12 health systems or management companies involved in providing healthcare services to the citizens of Utah and neighboring states.

**Vision:** To be the state's most influential, trusted and respected leader in healthcare policy and advocacy and a valued resource for information and knowledge.

**Mission:** To enhance the ability of the members to achieve their missions and goals.



## Board Member Informational Questionnaire

Please complete and return to Amy Diana, [amy@utahhospitals.org](mailto:amy@utahhospitals.org)

### General Information

Board Member Name \_\_\_\_\_

Title \_\_\_\_\_

Organization \_\_\_\_\_

Office Address: \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

Office Phone \_\_\_\_\_ Mobile \_\_\_\_\_

Email \_\_\_\_\_

### Assistant Information

Name of Assistant \_\_\_\_\_

Assistant's Phone \_\_\_\_\_ Email \_\_\_\_\_

### Personal Information

Home Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

Home Phone (if applicable) \_\_\_\_\_

Name of spouse/partner (if applicable) \_\_\_\_\_

## Utah Hospital Association Conflict of Interest Policy

1. Board members will disclose in writing in a timely manner any personal business relationship with Utah Hospital Association (UHA).
2. Board members will abstain from voting regarding issues where they have a personal business relationship with UHA.
3. No board member shall accept gifts, favors or hospitality that might influence their decision-making or actions affecting UHA.
4. **Conflict of Interest.** The board members and officers of UHA shall have no undisclosed economic interest in the process of securing contracts. No bid or contract may be awarded from or by (i) a trustee or officer of UHA; (ii) any entity which such individual owns, directly or indirectly through relatives, more than thirty-five percent (35) of the voting interest thereof; (iii) any entity of which such individual is a director or officer, or has a financial interest, or (iv) a relative of such individual, meaning his or her spouse, ancestor, brother, sister, children, grandchildren or the spouses of brothers, sisters, children or grandchildren, unless such relationship has been disclosed to the board of trustees or committee thereof and they in good faith authorize the award by the affirmative vote of a majority of the disinterested trustees.

### Conflict of Interest Acknowledgment

1. Do you have a personal business relationship with UHA?

Yes                       No

2. If yes, please describe the relationship.

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UHA Board Member

Name (print) \_\_\_\_\_

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

Please complete this form and return to UHA.

# 2024 UHA Board of Trustees

Contact information – as of July 1, 2024

## EXECUTIVE COMMITTEE MEMBERS

Name	Title	Organization	Email	Phone
Francis Gibson, President/CEO	President/CEO	Utah Hospital Association	<a href="mailto:francis@utahhospitals.org">francis@utahhospitals.org</a>	O: 801-486-9915 C: 801-361-0082
Charlton Park, Chair	Chief Financial Officer	University of Utah Health	<a href="mailto:Charlton.park@hsc.utah.edu">Charlton.park@hsc.utah.edu</a>	O: 801-585-1325 C: 801-581-7164
Clayton Holt, Treasurer	Chief Executive Officer	San Juan Health Services	<a href="mailto:Cholt@sanjuanhealth.org">Cholt@sanjuanhealth.org</a>	O: 435-587-2116 C: 435-459-1169
Jeremy Bradshaw	Market CEO	Holy Cross/ Common Spirit	<a href="mailto:Jeremy.bradshaw@commonspirit.org">Jeremy.bradshaw@commonspirit.org</a>	O: 801-984-3394 C: 956-388-0376
Greg Poulsen	Senior VP, Policy	Intermountain Health	<a href="mailto:Greg.poulsen@imail.org">Greg.poulsen@imail.org</a>	O: 801-442-3374 C: 801-718-8294
Evan Ray	Division President	HCA Healthcare	<a href="mailto:Evan.ray@hcahealthcare.com">Evan.ray@hcahealthcare.com</a>	O: 801-568-5626 C: 281-409-2924
Katy Welkie	VP/CEO	Primary Children's Hospital	<a href="mailto:Katy.welkie@imail.org">Katy.welkie@imail.org</a>	O: 801-662-6201 C: 801-891-5264

## AT LARGE BOARD MEMBERS

Name	Title	Organization	Email	Phone
Amy Christensen	VP/CNO	Intermountain Health	<a href="mailto:amy.christensen3@imail.org">amy.christensen3@imail.org</a>	C: 435-705-4869
Greg Cook	CEO	Castleview Hospital	<a href="mailto:Greg.cook@LPNT.net">Greg.cook@LPNT.net</a>	O: 435-613-6158 C: 859-953-0080
Karen Hale	Community Trustee	Intermountain Health	<a href="mailto:Karenhale.utah@gmail.com">Karenhale.utah@gmail.com</a>	C: 801-694-6643
Ralph Jean-Mary	Central Utah CEO	Intermountain Health	<a href="mailto:Ralph.jean-mary@imail.org">Ralph.jean-mary@imail.org</a>	C: 603-316-1992
James Marshall	CEO	Uintah Basin Healthcare	<a href="mailto:james_marshall@ubh.org">james_marshall@ubh.org</a>	O: 435-722-4691 C: 435-823-4437
Tracey Nixon	Chief Nursing Officer	University of Utah Health	<a href="mailto:Tracey.nixon@hsc.utah.edu">Tracey.nixon@hsc.utah.edu</a>	O: 801-518-2682 C: 801-699-0915
Christopher Stines	CEO	Holy Cross – Mountain Point	<a href="mailto:ChristopherStines@centura.org">ChristopherStines@centura.org</a>	O: 385-345-3312 C: 501-912-3682
Brandon Vonk	Administrator	Bear River Valley Hospital	<a href="mailto:Brandon.vonk@imail.org">Brandon.vonk@imail.org</a>	O: 435-207-4708 C: 801-503-4091
Lori Weston	Administrator	Park City Hospital	<a href="mailto:Lori.weston@imail.org">Lori.weston@imail.org</a>	O: 435-658-6700 C: 385-312-6270
Jason Wilson	Administrator	American Fork Hospital	<a href="mailto:Jason.wilson@imail.org">Jason.wilson@imail.org</a>	O: 801-855-3505 C: 801-889-5376

## EX OFFICIO (NON-VOTING) BOARD MEMBERS

Name	Title	Organization	Email	Phone
Susan Doherty	Region 8 Executive	American Hospital Association	<a href="mailto:sdoherty@aha.org">sdoherty@aha.org</a>	O: 312-422-2871 C: 612-790-1335
Juliana Farnsworth	Chief Operating Officer	Comagine Health	<a href="mailto:jfarnsworth@comagine.org">jfarnsworth@comagine.org</a>	O: 801-892-6625 C: 801-918-3027

## General UHA board meeting information

- UHA Board meetings are generally held in January, March, May, August and November.
- The Executive Committee generally meets in February, April, June and October.
- The UHA Board Retreat is held in the summer, usually taking place in early August. The August board meeting is held in conjunction with the retreat.
- UHA board meetings are usually held on Friday mornings and are scheduled from 8:30-10:30 a.m. in the UHA Boardroom. Virtual options are available for those unable to attend in person.
- UHA's offices are located at 2180 S. 1300 East, Suite 440 in Salt Lake City.

# UHA Board & Events Calendar

## 2024 board meeting dates and other items of note

### January

19 **UHA Board of Trustees Meeting**, 8:30-10:30 a.m., UHA Board Room  
31 UHA Legislative Reception, Little America Hotel, 5 p.m.

### February

11-14 AHA Rural Health Care Leadership Conference, Orlando  
16 **UHA Executive Committee Meeting**, 8:30-10:30 a.m.

### March

15 **UHA Board of Trustees Meeting**, 8:30-10:30 a.m., UHA Board Room

### April

10-12 UHA Annual Membership Meeting, Courtyard by Marriott, St. George  
19 **UHA Executive Committee Meeting**, 8:30-10:30 a.m.  
14-16 AHA Annual Membership Meeting, The Marriott Marquis, Washington, DC

### May

17 **UHA Board of Trustees Meeting**, 8:30-10:30 a.m., UHA Board Room

### June

10 Utah HOSPAC Golf Tournament, Thanksgiving Point Golf Course, Lehi  
21 **UHA Executive Committee Meeting**, 8:30-10:30 a.m.

### July

21 AHA Leadership Summit, San Diego, CA

### August

July 31-2 **UHA Board Retreat, Sun Valley Resort, Sun Valley, ID**

### September

25-27 UHA Fall Leadership Conference, The Homestead Resort & Golf Club, Midway

### October

25 **UHA Executive Committee Meeting**, 8:30-10:30 a.m.

### November

15 **UHA Board of Trustees Meeting**, 8:30-10:30 a.m., UHA Board Room



# Your Role as a Trustee

## General responsibilities as a member of the UHA Board

Your term on the UHA board is significant for the Association and for you personally. Your involvement is critical for the Association to effectively serve you and your fellow healthcare leaders.

### **Representing UHA as a whole**

Board members are expected to represent the concerns of all people and entities served by the Association. When you join the UHA Board, you are representing the interests of the Association, not your employer or any personal interests. You are expected to focus your efforts on the vision and mission of the Association and approach all board issues with an open mind, prepared to make the best decisions for everyone involved.

### **Confidentiality and Antitrust**

As a board member, you are expected to keep confidential information confidential. It is important that you understand antitrust rules and avoid discussion of any matters that could possibly be a violation of these laws. If you are unsure, ask UHA legal counsel for clarification.

### **Involvement in UHA Activities and Events**

As a UHA board member, you are encouraged to be a supporter and advocate of Association programs, services, and activities. This includes Utah HOSPAC, UHA's political action committee. (See page 17 for more information about Utah HOSPAC.)

### **Attendance and Terms of Service**

Regular board meeting attendance is an important part of your service to UHA. Board members are eligible to serve up to three, two-year terms on the UHA board as an at-large member. Trustees attending less than 50% of board meetings held during a term may not be considered for reappointment.

### **Legal Indemnification and Directors Insurance**

UHA provides legal indemnification for members of the board as explained in the bylaws (Article VII, Section 1, page 25). UHA also provides directors insurance for officers and board members.

### **Travel Expenses**

Board members or their member institutions are expected to pay their own expenses related to attendance at UHA Board and other meetings. Specific exceptions are considered on a case-by-case basis by the Chair and President.

# Your Role as a Trustee

## **Role of the Executive Committee**

The Executive Committee of the UHA Board of Trustees consists of the officers of the board and up to four additional members representing significant groups of UHA membership. At this time the UHA Executive committee consists of representatives of the four major health systems operating in Utah (CommonSpirit, HCA Healthcare, Intermountain Health and University of Utah Health) and an independent rural hospital representative.

The role of the Executive Committee is to provide direction to the President in planning and preparing for UHA Board meetings as well as acting on behalf of the board for pressing items that need action prior to the next scheduled full board meeting. Executive Committee meetings are conducted by the UHA Board chair with input from the Association President.

## **Board Chair Responsibilities**

The Chair of the UHA Board of Trustees is responsible for assuring that the board fulfills its responsibilities for the governance of UHA. The chair works cooperatively with the President/CEO of UHA to achieve the mission of the Association. The chair also conducts, for the board and in cooperation with the Executive Committee, an annual performance evaluation of the President and develops mutually acceptable performance goals to be evaluated.

## **Role of the President/CEO**

The President/ CEO has the responsibility to staff the organization and manage day-to-day operations. In general, the Board Chair addresses the members as a whole, whereas the President /CEO is the spokesperson on behalf of the Association and its members. Unless you are working directly with a particular staff person on a project or committee, as a board member you will most likely be interacting with the Association President/CEO.

# UHA Staff

## Contact Information

<b>Name</b>	<b>Title</b>	<b>Email</b>	<b>Cell Phone</b>
Francis Gibson	President/CEO	<a href="mailto:francis@utahhospitals.org">francis@utahhospitals.org</a>	C: 801-361-0082
David C. Gessel	Executive Vice President	<a href="mailto:dave@utahhospitals.org">dave@utahhospitals.org</a>	C: 801-231-3404
Jill Vicory	Vice President, Member & Community Affairs	<a href="mailto:jill@utahhospitals.org">jill@utahhospitals.org</a>	C: 801-244-4153
Scott Horne	Medicaid Policy Director	<a href="mailto:scott@utahhospitals.org">scott@utahhospitals.org</a>	C: 801-201-4272
Matt McCullough	Rural Hospital Improvement Director	<a href="mailto:matt@utahhospitals.org">matt@utahhospitals.org</a>	C: 801-807-8727
Jordan Sorenson	Director, Behavioral Health Policy & Emergency Preparedness	<a href="mailto:jordan@utahhospitals.org">jordan@utahhospitals.org</a>	C: 801-368-6487
Amy Diana	Executive Assistant	<a href="mailto:amy@utahhospitals.org">amy@utahhospitals.org</a>	C: 801-230-4328

# UHA Staff Responsibilities

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Accounting/Purchasing.....	Amy Diana
Address or Member Information Changes .....	Amy Diana
Advocacy (Lobbying and Representation).....	David Gessel, Francis Gibson
Association Spokesperson .....	Francis Gibson
Behavioral Health Issues/UHA Behavioral Health Committee .....	Jordan Sorenson
Board of Trustees.....	Amy Diana
Consumer Complaints.....	Jill Vicory
Corporate Sponsors.....	Jill Vicory
Dues .....	Amy Diana
Emergency Preparedness .....	Jordan Sorenson, Annette Newman
E-Clips .....	Jill Vicory
Education (Seminars, Workshops, Conferences) .....	Jill Vicory
Government Relations .....	David Gessel
HOSPAC (Political Action Committee) .....	Dave Gessel
Data Services/HIT .....	Scott Horne
Legal Issues .....	David Gessel
Legislation (State/Federal) .....	David Gessel
Licensure and Regulatory Issues .....	David Gessel
Medicare/Medicaid.....	David Gessel, Scott Horne
Media Relations.....	Jill Vicory
Membership Information.....	Jill Vicory, Amy Diana
NewsByte.....	Jill Vicory
Registration (Seminars, Workshops, Conferences).....	Amy Diana
Rural Issues .....	Matt McCullough (801)807-8727
Special Events (Membership Recognition, UHA Awards etc.) .....	Jill Vicory
UHA Meeting Calendar.....	Amy Diana
UHA President/CEO Scheduling .....	Amy Diana
Web Page .....	Jill Vicory
Workforce Issues.....	Jill Vicory

General UHA Office Phone: 801-486-9915

UHA website: [www.utahhospitals.org](http://www.utahhospitals.org)

Social media: @utahhospitals

(X and Instagram)

# UHA Membership Roster

As of July 1, 2024

HOSPITAL MEMBERS				
PHONE	HOSPITAL	ADMINISTRATOR	ADDRESS	SYSTEM
(801) 501-2600	Alta View Hospital	Scott Roberson	9660 So 1300 E, Sandy 84094	Intermountain
(801) 855-3300	American Fork Hospital	Jason Wilson	170 No 1100 E, American Fork 84003	Intermountain
(435) 789-3342	Ashley Regional Medical Center	Alan Olive	150 West 100 North, Vernal 84078	Lifepoint
(801) 227-2100	Aspen Grove Behavioral Hospital	Jeremy Cottle, PhD	1350 East 750 North, Orem 84097	Universal
(435) 207-4500	Bear River Valley Hospital	Brandon Vonk	905 No 1000 W, Tremonton 84337	Intermountain
(435) 438-7100	Beaver Valley Hospital	Scott Langford	P.O. Box 1670, Beaver 84713	Independent
(801) 299-5300	Benchmark Behavioral Health Systems North	Craig Scholnick, LCSW	592 W 1350 So, Woods Cross 84010	Universal
(435) 678-3993	Blue Mountain Hospital	Jeremy Lyman, MBA	802 S 200 W, Ste 1, Blanding 84511	Independent
(435) 734-9471	Brigham City Community Hospital	Richard Spuhler	950 So Med Dr, Brigham City 84302	MountainStar
(435) 713-9700	Cache Valley Hospital	Blake Rose	2380 No 400 E, No Logan 84341	MountainStar
(435) 637-4800	Castleview Hospital	Greg Cook	300 No Hospital Drive, Price 84501	Lifepoint
(435) 586-6587	Cedar City Hospital	Eric Packer	1303 No Main St, Cedar City 84720	Intermountain
(801) 224-8255	Center for Change	Nicole Hawkins, PhD	1790 N State Street, Orem 84057	Universal
(435) 623-3000	Central Valley Medical Center	Mark R. Stoddard, MBA	P.O. Box 412, Nephi 84648	Independent
(435) 864-5591	Delta Community Hospital	Kurt Forsyth	126 White Sage Avenue, Delta 84624	Intermountain
(801) 561-3400	Encompass Health Rehab. Hospital of Utah	Chuck Smith	8074 So 1300 East, Sandy 84094	Encompass
(435) 743-5591	Fillmore Community Hospital	Kurt Forsyth	674 So Highway 99, Fillmore 84631	Intermountain
(435) 676-8811	Garfield Memorial Hospital	DeAnn Brown	P.O. Box 389, Panguitch 84759	Intermountain
(435) 528-7246	Gunnison Valley Hospital	Brenda Bartholomew	P.O. Box 759, Gunnison 84634	Independent
(435) 654-2500	Heber Valley Hospital	Si Hutt	1485 So Highway 40, Heber City 84032	Intermountain
(801) 807-1000	Holy Cross Hospital–Davis	Kyle Brostrom	1600 W Antelope Drive, Layton 84041	CommonSpirit
(801) 561-8888	Holy Cross Hospital–Jordan Valley	Christine McSweeney	3580 W 9000 So, West Jordan 84088	CommonSpirit
(801) 921-3191	Holy Cross Hospital–Jordan Valley West	Christine McSweeney	3460 Pioneer Pkwy, West Valley City 84120	CommonSpirit
(385) 345-3000	Holy Cross Hospital–Mountain Point	Christopher Stines	3000 N. Triumph Blvd, Lehi 84043	CommonSpirit
(801) 350-4111	Holy Cross Hospital–Salt Lake	Vacant	1050 E So Temple, Salt Lake City 84102	CommonSpirit
(801) 583-2500	Huntsman Mental Health Institute	Ian MacDonald	501 Chipeta Way, Salt Lake City 84108	State
(801) 507-7000	Intermountain Medical Center	Ralph Jean-Mary	5121 So Cottonwood St, Murray 84107	Intermountain
(435) 644-5811	Kane County Hospital	Kurt Loveless	355 No Main Street, Kanab 84741	Independent
(385) 425-0050	KPC Promise Hospital of Salt Lake, LLC	Kenny Peterson	4252 South Birkhill Blvd, Murray 84107	KPC Healthcare
(801) 299-2200	Lakeview Hospital	Troy Wood	630 E. Medical Drive, Bountiful 84010	MountainStar
(801) 543-6000	Layton Hospital	Kelly Duffin	201 W. Layton Parkway, Layton 84041	Intermountain
(801) 408-1100	LDS Hospital	Heather Wall	8 <sup>th</sup> Avenue & “C” Street, Salt Lake City 84143	Intermountain
(435) 716-1000	Logan Regional Hospital	Brandon McBride	1400 No 500 E, Logan 84341	Intermountain
(801) 545-8000	Lone Peak Hospital	Brian Lines	11925 South State Street, Draper 84020	MountainStar
(801) 487-7557	Marian Center/St. Joseph’s Villa of SLC	Lee Kilpack	451 Bishop Federal Lane, Salt Lake City 84115	n/a
(801) 627-2800	McKay-Dee Hospital	Judy Williamson	4401 Harrison Boulevard, Ogden 84403	Intermountain
(435) 387-2411	Milford Memorial Hospital	Scott Langford	P.O. Box 640, Milford 84751	Independent
(435) 719-3500	Moab Regional Hospital	Jennifer Sadoff	P.O. Box 998, Moab 84532	Independent
(801) 465-7100	Mountain View Hospital	Kevin A. Johnson, FACHE	1000 E 100 No, Payson 84651	MountainStar
(435) 843-3700	Mountain West Medical Center	Phil Eaton	2055 No Main Street, Tooele 84074	Quorum
(801) 475-5254	Northern Utah Rehabilitation Hospital	Reuben Jessop	5825 Harrison Blvd, South Ogden 84403	Ernest Health

(801) 479-2111	Ogden Regional Medical Center	Mark Adams	5475 So 500 E, Ogden 84405	MountainStar
(801) 224-4080	Orem Community Hospital	Lenny Lyons	331 No 400 W, Orem 84057	Intermountain
(435) 658-7000	Park City Hospital	Lori Weston	900 Round Valley Drive, Park City 84060	Intermountain
(801) 662-1000	Primary Children's Hospital	Dustin Lipson	100 N Mario Capecchi Dr, SLC 84113	Intermountain
(801) 662-1000	Primary Children's Hospital-Miller Campus	Lisa Paletta	2250 N. Miller Campus Drive, Lehi 84043	Intermountain
(801) 285-4000	Riverton Hospital	Todd Neubert	3741 West 12600 South, Riverton 84065	Intermountain
(801) 264-6000	Salt Lake Behavioral Health	Kreg Gillman, PhD, MBA	3802 South 700 East, Salt Lake City 84106	Universal
(435) 587-2116	San Juan Health Services District	Clayton Holt	P.O. Box 308, Monticello 84535	Independent
(435) 462-2441	Sanpete Valley Hospital	Aaron Wood	1100 So Med Dr, Mt. Pleasant 84647	Intermountain
(435) 893-4100	Sevier Valley Hospital	Brent Schmidt	1000 No Main Street, Richfield 84701	Intermountain
(385) 344-5000	Spanish Fork Hospital	Megan Johnson	765 E Market Place Drive, Spanish Fork 84660	Intermountain
(435) 251-1000	St. George Regional Hospital	Natalie Ashby	1380 S Medical Ctr Dr, St. George 84790	Intermountain
(801) 268-7111	St. Mark's Hospital	Vacant	1200 E 3900 So, Salt Lake City 84124	MountainStar
(801) 714-6000	Timpanogos Regional Hospital	Austin Manning	750 W 800 No, Orem 84057	MountainStar
(435) 722-4691	Uintah Basin Medical Center	James Marshall	250 W 300 No, Roosevelt 84066	Independent
(801) 581-2121	University of Utah Hospitals & Clinics	Dan Lundergan	50 No Medical Drive, Salt Lake City 84132	State
(801) 344-4400	Utah State Hospital	Dallas Earnshaw	P.O. Box 270, Provo 84603	State
(801) 373-7850	Utah Valley Hospital	Kyle Hansen	1034 No 500 W, Provo 84604	Intermountain
(801) 226-8880	Utah Valley Specialty Hospital	Reuben Jessop	306 W River Bend Lane, Provo 84604	Ernest Health
(801) 582-1565	VA SLC Health Care System	Angela D. Williams	500 Foothill Blvd., Salt Lake City 84148	Federal
(801) 299-4800	Western Peaks Specialty Hospital	David Bland	485 East 500 South, Bountiful 84010	South Davis

#### MENTAL HEALTH PROVIDERS

(801) 265-1331	Utah Association of Counties	Brandy Grace (COO)	5397 S. Vine St, Murray 84107-6757
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#### CORPORATE SPONSORS – As of July 1, 2024

##### GOLD SPONSORS

(801) 312-1001	DonorConnect	Dominic Adorno	6065 S. Fashion Blvd, Suite 125, Murray, 84107
(435) 655-1660	Eide Bailly	David Watkins	5 Triad Center, Suite 600, SLC 84180
(904) 328-9165	Haskell	Teresa Stuebben	
(801) 538-5082	HMA/Leavitt Partners	Scott Pingree	2750 East Cottonwood Parkway, Suite 1001, SLC
(801) 858-0457	Molina Healthcare	Brandon Hendrickson	7050 Union Park Center, Suite 200, Midvale 84047
(801) 809-2660	Psychiatric Medical Care	Hunter Jorgensen	8017 S. Oakwood Vista Cove, Sandy 84093
(813) 310-5203	Qualivis	Kelly Parker, VP, Channel Partnerships	1000 Center Point Rd, Columbia, SC 29210

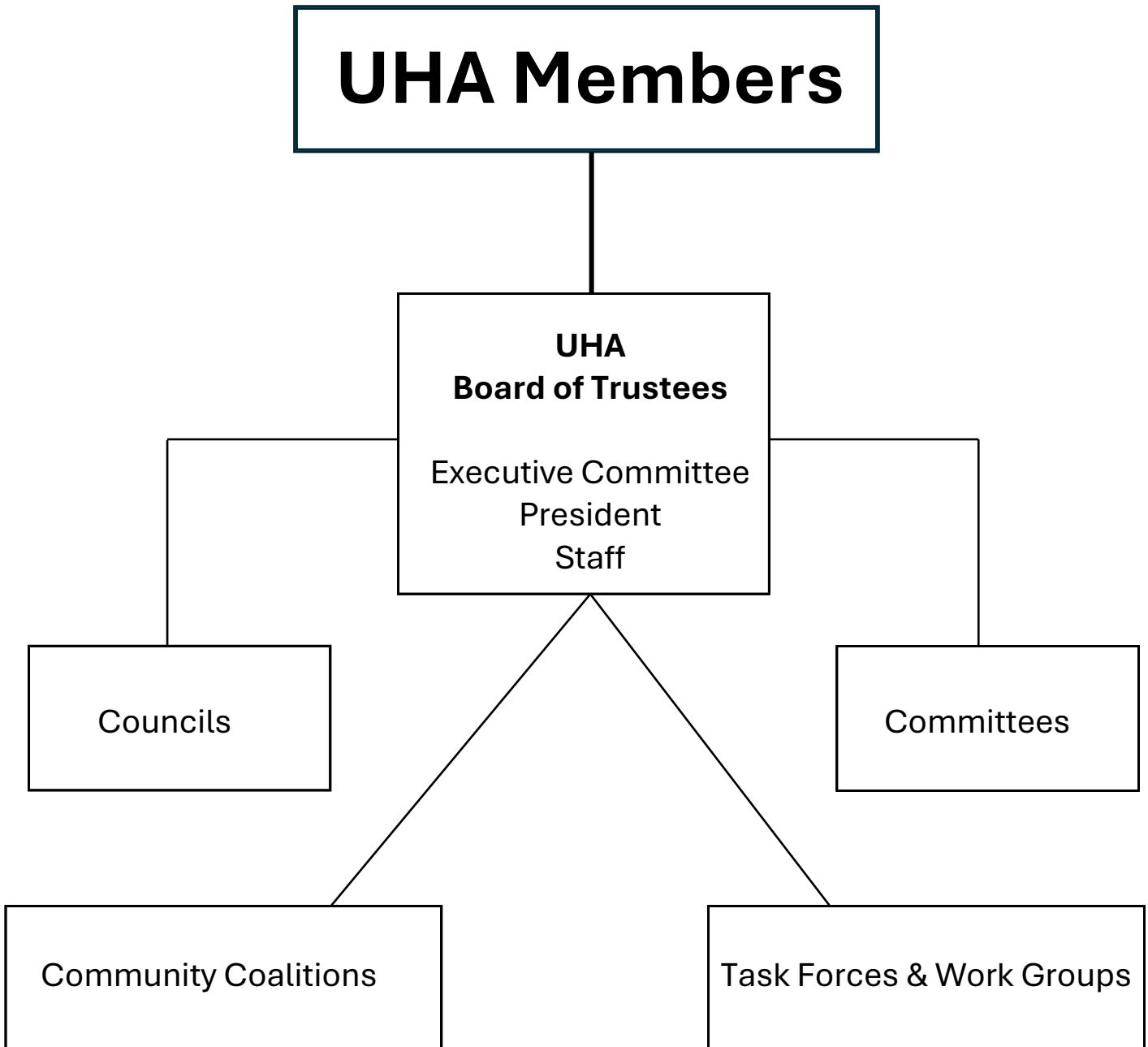
##### SILVER SPONSORS

(801) 931-7697	Gallagher	Alex J. Turley, Area VP	6967 South River Gate Drive, Ste 200, Salt Lake City 84047
(801) 975-4302	Gold Cross Ambulance	Michael S. Moffitt, Pres/CEO	1717 S. Redwood Road, Salt Lake City 84104
(678) 501-2437	Jackson Physician Search	Dylan Frost	2655 Northwinds Pkwy, Alpharetta, GA 30009
(775) 233-7785	Jorie AI	Derick Norton	1000 Jorie Blvd, #370, Oak Brook, IL 60523
(703) 945-6498	Paymerang	Colleen Crist	7401 Beaufont Springs Drive, Richmond, VA 23225

##### BRONZE SPONSORS

(801) 699-5678	Med-Metrix	Dustin Jackson	371 Cranberry Hill, Draper, UT 84020
(770) 727-6857	Spire Workforce Solutions, Inc	Christopher Terzic, Regional Director	9040 Roswell Rd, Suite 480, Atlanta, GA 30350
(801) 626-7259	Weber State University	Brittany Hicken, MHA Enrollment Director	3959 Stadium Way, Dept 3911, Ogden, 84408
(801) 647-4237	WittKieffer	Luke Morris, Consultant, Healthcare	2015 Spring Road, Chicago, IL 60523

# Utah Hospital Association Organizational Structure



# UHA Councils, Committees & Task Forces

UHA uses “work groups” to accomplish its tasks: councils, standing committees, task forces and special assignments.

- Councils—Councils focus on specific needs and concerns that are important to a specific segment of the membership. Currently, UHA convenes the following councils:
  - Rural Hospital Council
  - Utah Disaster Advisory Council
- Committees—These are groups that meet on a regular basis from year to year. Currently, UHA convenes the following committees:
  - Government Relations Committee
  - Utah HOSPAC Committee
  - Nominating Committee
  - Auditing/Finance Committee
  - Behavioral Health Committee
  - Workforce Committee
  - Medicaid Program Committee
- Task Forces—These are ad hoc groups called upon to resolve specific, technical or short-term issues. When an issue comes forward either at the request of the Board or by members, a task force may be formed and a chair appointed. The task force is terminated at a resolution or assignment completion.
- Special Assignments—Occasionally, members may be asked to fulfill an assignment to represent the Association on other healthcare provider committees or given an opportunity to serve voluntarily on community task forces. UHA currently nominates representatives to serve on a number of boards, committees and other related organizations. These persons represent the interests of the members, make personal contributions to their assignment and report progress attained back to the Association.



# Advocacy and Representation

## Overview

As stated in UHA's vision: "To be the state's most influential, trusted and respected leader in healthcare policy and advocacy and a valued resource for information and knowledge," advocacy is at the heart of everything the Association does. The Association fulfills its advocacy mission through the work of the Government Relations Committee and Utah HOSPAC. Board members are encouraged to support the vital work of each of these committees.

## UHA Government Relations Committee

The UHA Government Relations Committee is most active just prior to and during sessions of the Utah State Legislature. The Committee's agenda includes reviewing bill proposals by lawmakers affecting Utah hospitals, and, following extensive discussion, recommending Association support, opposition or neutrality on each bill. The Committee may also suggest amendments or recommend new legislation.

The chair of the Government Relations Committee is appointed by the Association President and is usually a member of the UHA Board of Trustees. Other committee members comprise hospital executives and lobbyists/government relations professionals representing Utah hospitals or health systems.

## Utah HOSPAC: Utah's Hospital Political Action Committee

A political action committee (PAC) is a voluntary, non-profit, unincorporated association. Its purpose is to support candidates for elected office who understand and are concerned about the PAC participants' issues. This support is gathered through voluntary contributions received from individuals and eligible organizations.

Utah HOSPAC is the political action committee of the Utah Hospital Association. Utah HOSPAC works to achieve greater political power and a stronger advocacy role for Utah's hospitals and healthcare systems. Utah HOSPAC is an independent organization with state-wide support. It is not affiliated with any political part of other political action organization.

### *Why do Utah hospitals need a Political Action Committee?*

As a growing number of healthcare issues move to the forefront of legislative debate, Utah's hospitals and health systems need a stronger voice. The practical reality is that political candidates seeking election must have financial support, and Utah HOSPAC allows Utah's hospitals and health systems to contribute to the candidates who share their positions on the issues that matter most.

Whether the debate involves Medicaid funding, health reform, medical malpractice or the attributes or challenges associated with managed care, Utah HOSPAC provides a way for Utah's hospitals to be heard.

### *How can I make a difference?*

You can contribute as a personal member if you are a hospital executive, medical staff member, trustee, administrative employee or volunteer for a not-for-profit, government or investor-owned hospital. If your hospital is investor-owned, it can contribute directly to Utah HOSPAC as an institutional member. Law

prohibits not-for-profit hospitals and government hospitals from institutional contributions to Utah HOSPAC, but their employees may contribute.

*Do I have to make a minimum contribution to join Utah HOSPAC?*

No; Utah HOSPAC's success depends on uniting individual voices into one large voice on healthcare issues. Any contribution helps make a difference and is gratefully accepted.

*Who decides where my money will go?*

The Utah HOSPAC Committee, which is comprised of hospital administrators and government relations representatives of UHA-member hospitals and health systems, governs Utah HOSPAC activities. It coordinates fundraising and distributes funds to support candidates on a non-partisan basis. Before contributing to any campaign, the Utah HOSPAC Committee carefully evaluates each candidate's qualifications, past performance and electability along with recommendations from the local hospital community.

*Do all contributions go to state candidates?*

Although Utah HOSPAC's primary purpose is to support state candidates, its solicitations also help raise contributions for the political action committee of the American Hospital Association (AHAPAC). AHAPAC provides financial support to candidates for federal office and is regulated by the Federal Election Commission.

*Is my contribution tax deductible?*

No. Contributions to political action committees are not deductible on federal or state returns.

*How can Utah HOSPAC help my organization?*

Through Utah HOSPAC, many individual voices unite to become one large voice on legislative issues of concern to Utah's hospitals and the patients they serve. Other advocacy groups have their own political action committees and use them effectively to influence legislative outcomes. Utah's hospitals and health systems must not be left behind.

*How can I contribute?*

- Go to <https://utahhospitals.org/advocacy/hospac> to learn more about Utah HOSPAC and make a donation at any level of support.
- Participating in the Utah HOSPAC Annual Golf tournament, traditionally held in June, is another way to support Utah HOSPAC.

*Other things to know*

State law requires political action committees to report the name, mailing address, occupation and employer of each individual contributor who donates at least \$50 to Utah HOSPAC in a calendar year. Federal law requires the reporting of the name, mailing address, occupation and employer of all contributors in excess of \$200.

# UHA and AHA

## UHA's relationship with the American Hospital Association

The Utah Hospital Association and the American Hospital Association are aligned in their focus on representing the concerns of America's hospitals and health systems. As UHA focuses on state legislative and regulatory issues, the AHA represents the needs of all hospitals & health systems on a national level.

While UHA and AHA are separate organizations, they work closely together and are united on a regional level with AHA's Regional Policy Board (RPB) structure. Utah is a part of AHA's Region 8, consisting of Arizona, Colorado, Idaho, Montana, New Mexico, Utah and Wyoming. (check on this)

AHA's Regional Executive for Region 8 is a non-voting member of the UHA Board of Trustees and attends many of the board meetings, board retreats and member meetings. UHA's President/CEO joins two Utah-designated hospital/health system executives in serving on the AHA's Regional Policy Board (RPB) for Region 8.

AHA's current Regional Executive for Region 8 is Susan Doherty, [sdoherty@aha.org](mailto:sdoherty@aha.org).

# UHA Bylaws

## ARTICLE I

### NAME AND MISSION/VISION

#### Section 1

This Association is known as the Utah Hospital Association (UHA), hereinafter referred to as the “Association.”

#### Section 2

The mission of the Association is to enhance the ability of the members to achieve their mission and goals.

The vision of the Association is to be the state’s most influential, trusted and respected leader in healthcare policy and advocacy and a valued resource for information and knowledge.

## ARTICLE II

### OFFICES

#### Section 1 – Offices

The Association shall have and continuously maintain in Utah a registered office and a registered agent whose office is identical with such registered office.

## ARTICLE III

### MEMBERSHIP

#### Section 1 – Class and Type

There shall be one class of membership of entities or persons owning one or more hospitals, general or specialty, located in Utah, whether owned privately or by a federal, state or local government entity.

Temporary provisional membership may be granted to organizations in the construction or early development stage.

Member institutions experiencing temporary severe financial hardship may request the Board to grant temporary provisional membership status at a dues rate and related conditions to be approved by the Board. This status of membership shall be reviewed annually and may not exceed a two-year period of time.

### **Section 2 – Approval**

Application for membership shall be made to the President in writing on forms provided by the Association and reviewed and approved by the President, the Board of Trustees or a membership committee appointed by the Board of Trustees.

### **Section 3 – Resignation and Reinstatement**

- A. **Resignation.** A member not in default in payment of dues, and against whom no complaint or charge is pending by or to the Association, may at any time file a resignation in writing with the President. Such resignation shall become effective as of the date filed. No refund of dues shall be made upon resignation.
  
- B. **Reinstatement.** Upon written request signed by a former member and filed with the President, the Board of Trustees may, by affirmative vote of the majority of the members of the Board, reinstate such former member to membership upon such terms as the Board of Trustees may deem appropriate.

## **ARTICLE IV**

### **ASSOCIATION DUES**

#### **Section 1 – Scale of Dues**

Annual dues rates for memberships shall be determined by the Board of Trustees. A two-thirds majority vote of the Board shall be required to change the dues structure, provided that no change shall be made except upon proper notice prior to said meeting of intention to do so.

#### **Section 2 – Payment of Dues**

The annual membership dues be for the calendar year and shall be payable as of January 1 of each year. The dues of a new member shall be prorated from the first day of the month in which their membership was approved to the end of the year.

#### **Section 3 – Default In Payment**

If dues are not paid by January 30, the President shall contact that facility for further discussion. If a member fails to pay their dues by March 31, all privileges of membership shall be discontinued until all arrears are paid.

## **ARTICLE V**

### **OFFICERS**

#### **Section 1 – Officers**

The officers of the Association shall be the Chair of the Board of Trustees, the Chair-Elect (when applicable), the Immediate Past-Chair (when applicable), the Secretary/Treasurer, the President and such vice-presidents and other offices as the Board shall determine.

#### **Section 2 – Qualifications**

Elected officers shall be employees of members, preferably hospital administrators or healthcare system executives.

#### **Section 3 – Chair, Past Chair, Chair-Elect, Secretary/ Treasurer: Terms of Office**

The Chair shall serve a two-year term.

Immediately following a Chair's term, if such person continues as a member of the Board, he or she shall automatically serve in the office of Past-Chair for a one-year term. During that term there shall be no Chair-Elect. If an outgoing Chair leaves employment by a member or is otherwise not a member of the Board, that person shall not serve as Past Chair.

The Chair-Elect shall be elected biennially for a one-year term with said term to commence concurrent with the January 1<sup>st</sup> at the incumbent Chair's second year in office. The Chair-Elect position shall remain vacant during the Chair's first year of office.

The Treasurer shall be selected biennially from the eligible members of the Board of Trustees for one or more two-year terms.

These officers shall assume their positions effective on the first day of January following the expiration of their predecessor's normal term, except in the case of an early resignation, in which event the new officer shall take office upon election to that office.

#### **Section 4 – Duties of Elected Officers Other than the President**

The Chair shall act as chair of the Board of Trustees and of the Executive Committee and shall preside at all meetings of the Board of Trustees and Executive Committee.

The Chair-Elect or Past Chair shall assume the duties of the Chair in the Chair's absence, resignation, or in the event of his or her inability or refusal to serve.

The Treasurer will serve as Chair of the Finance and Audit Committee and shall review and report on the financial affairs and audits of the Association as required by the Bylaws and the Board of Trustees.

In addition to the usual duties of office, the officers shall perform such duties as may be assigned by the Chair or Board of Trustees from time to time.

### **Section 5 – President and Chief Executive Officer**

The Board of Trustees shall appoint a qualified individual to serve as the Association President and Chief Executive Officer (President) and prescribe in writing the duties of the President; such person shall be the Association’s chief public spokesman. The President shall serve at the pleasure of the Board. The President shall not serve for a particular term but shall serve as contracted for by the Board of Trustees or as otherwise agreed with the President and the Board of Trustees.

### **Section 6 – Duties of the President**

The President shall employ staff to support the Association’s councils, committees, and task forces, and be responsible for directing the programs and services of the Association and all affiliated subsidiary corporations within the policies and budgetary parameters established by the Board of Trustees. The President shall have charge and custody of funds and securities of the Association in accordance with policies established by the Board of Trustees. The President shall maintain all records and official documents of the Association. Staff employees are to be appointed, supervised and dismissed by the President in accordance with program needs, standards of performance (as stated in the personnel policies), and budgetary limitations of the Association.

## **ARTICLE VI**

### **BOARD OF TRUSTEES**

#### **Section 1 – Composition**

The Board of Trustees may consist of no more than twenty-one (21) members and may be selected as follows:

- A. **General Trustees.** As many as Fourteen (14) Trustees consisting of executives employed by members (General Trustees). One of the 14 shall be elected from the executives of independent rural hospitals who are members.
- B. **President.** The President shall serve as a member of the Board of Trustees.
- C. **Non-Traditional Facilities’ Trustee.** If the Board shall so determine, the Board may name a Trustee in addition to the 14 General Trustees provided for in subsection A above, from the executives of freestanding psychiatric, rehabilitation, long term and acute care and other specialty hospitals/facilities who are members.
- D. **Hospital or Healthcare System Boards as Trustees.** As many as two (2) persons serving as members of UHA member governing boards/boards of trustees may be elected as Trustees. Member trustees so serving shall not be from the same hospital or healthcare system.
- E. **CMO Trustee.** A physician or other professional clinician serving as a member’s chief medical officer or assistant chief medical officer.
- F. **CNO Trustee.** A nurse or other professional clinician serving as a member’s chief nursing officer or assistant nursing officer.

- G. **AHA Regional Policy Board Representative Trustee.** If the Board shall so determine, the Association's delegate to the American Hospital Association's Regional Policy Board.
- H. **Ex Officio Board Members.** The Association may invite representatives of various groups or individuals to serve in this capacity. Any such representative shall be a non-voting member. There shall be no more than three (3) ex officio Board members at one time.
- I. **Voting Trustees.** All Trustees elected to the Board of Trustees under subsections A, B, C, D, E, F and G above shall be voting members.

## **Section 2 – Election and Term of Officers and Trustees**

The Board will elect the Officers and Trustees to fill expired terms of office at the last board meeting of the calendar year for terms to begin the following January 1<sup>st</sup>. The Board may fill vacant terms of office at any Board meeting designated for the purpose of filling a vacant officer or board position.

The Trustees will serve for terms of two years; they may be re-elected but shall not serve for more than three consecutive terms of two years, unless expressly provided for by the Board. If a Trustee is elected to fill the remainder of the term of a resigning Trustee, that remainder term shall not count as a term for the new Trustee.

Trustee terms shall be staggered so their terms do not all expire at the same time.

If possible, no more than 50% of Board member terms shall end in any given year to allow for better continuity of the Board membership.

## **Section 3 – Filling of Unexpired Term**

If the office of an elected officer or trustee becomes vacant, the Board of Trustees shall elect a member for the unexpired term.

## **Section 4 – Voting and Quorum**

Each member of the Board of Trustees will be entitled to one vote on any action taken by the Board. A simple majority of the Trustees will constitute a quorum and a simple majority of those present and voting shall be sufficient to take action except to change the dues structure or amend the Bylaws, in which case a two-thirds vote is required.

## **Section 5 – Powers**

The Board of Trustees shall assume "trusteeship" responsibilities and have charge of the property, control and management of the affairs and funds of the Association, final authority over the acts of officers, committees, councils, task forces, power and authority to establish administrative regulations, and to do and perform all acts and functions consistent with these Bylaws.

The Executive Committee shall meet at a time and place agreed upon by a majority of the Committee members at each preceding meeting or at five-days' written notice and shall meet when necessary. A quorum shall consist of a majority of the Executive Committee.



The Executive Committee shall, subject to the control of the Board of Trustees, have general supervision, direction, and control of the business and affairs of the Association and fixing the terms and conditions governing the employment of the President. The Executive Committee shall have the authority to exercise all corporate powers except to the extent that membership or Board of Trustees authorization is required by law, the Articles of Incorporation, or these Bylaws.

The Executive Committee shall review proposed budgets, audits, financial reports and investment policies of the Association. Members of said Committee shall serve on the Committee until their successors are chosen.

## **Section 6 – Meetings**

Meetings of the Board of Trustees may be called by the Chair or any three members of the Board of Trustees. At least five days' notice thereof shall be given by mail, E-mail, or telephone, except in special circumstances approved by the Board.

## **ARTICLE VII**

### **INDEMNIFICATION**

#### **Section 1 – Indemnification of Directors, Officers, Employees and Other Agents**

##### **6. Definitions**

As used in this Section:

- A. "Agent" means any person who is or was a Trustee, Officer, or Employee of the Association, or who is or was serving at the request of the Association as a Trustee, Officer, or Employee, of another corporation, partnership, joint venture, or other enterprise, or who was a Trustee, Officer, or Employee of another enterprise at the request of the Association;
- B. "Proceeding" means threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative;
- C. "Special proceeding" means an action by or in the right of the Association to procure a judgment in its favor, an action brought under the Utah Code, or an action brought by the Utah Secretary of State or the Utah Attorney General;
- D. "Expenses" includes attorneys' fees and any expenses of establishing a right to indemnification.

#### **Section 2 – Agent Successful on the Merits**

To the extent that an agent of the Association has been successful on the merits in the defense of any proceeding referred to in Sections 3 or 4, or in defense of any claim, issue, or matter therein, the Association shall indemnify the agent against expenses actually and reasonably incurred by the agent in connection therewith.

### **Section 3 – Proceedings Other Than Special Proceedings When Agent Not Successful on the Merits**

Upon making the determination required by Section 5, and subject to Section 7, the Association shall indemnify any agent who was or is a party or is threatened to be made a party to any proceeding other than a special proceeding by reason of the fact that the agent is or was an agent of the Association, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any such proceeding, if the agent acted in good faith and in a manner the agent reasonably believed to be in the best interests of the Association and, in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the agent did not act in good faith and in a manner which the agent reasonably believed to be in the best interests of the Association or that the agent had reasonable cause to believe that the agent's conduct was unlawful.

### **Section 4 – Special Proceedings When Agent Not Successful On The Merits**

Upon making the determination required by Section (5) hereof, and subject to Section (7), the Association shall indemnify any agent who was or is a party or is threatened to be made a party to any threatened, pending or completed special proceeding by reason of the fact that the agent is or was an agent of the Association against expenses actually or reasonably incurred by the agent in connection with the defense or settlement of such a proceeding if the agent acted in good faith, in a manner the agent believed to be in the best interests of the Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

No indemnification shall be made under this Section:

- A. With respect to any claim, issue or matter as to which the agent shall have been adjudged to be liable to the Association in the performance of the agent's duty to the Association unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the agent is fairly and reasonably entitled to indemnity for the expenses which such court shall determine.

At the discretion of a majority of the Board of Trustees, indemnification may be made under this section:

- A. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- B. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Utah Attorney General.

### **Section 5 – Authorization of Indemnification When Agent Not Successful on Merits**

Any indemnification under Sections 3 or 4 shall be made by the Association only upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 3 or 4 by:

- A. A majority vote of a quorum consisting of Trustees who are not parties to such proceedings; or

- B. The court in which such proceeding is or was pending upon application made by the Association or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Association.

### **Section 6 – Advance of Expenses**

Expenses incurred in defending any proceeding may be advanced by the Association before the final disposition of the proceeding upon receipt of an undertaking satisfactory in form and amount to the Board of Trustees by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

### **Section 7 – Other Limitations on Indemnification**

Nothing in this Article shall affect any right to indemnification to which an agent other than a Trustee or officer is entitled by contract or otherwise, except as provided in Section 2 and 5.B., no indemnification or advance shall be made under this Section if inconsistent with:

- 6. Any such contract in effect at the time of accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid; or
- B. Any condition expressly imposed by a court in approving a settlement.

## **ARTICLE VIII**

### **COMMITTEES, COUNCILS AND TASK FORCES**

#### **Section 1 – Appointments and Term of Office**

Committees, councils and task forces shall be appointed by the Board of Trustees on nomination of the Chair or President. Committee and councils shall be appointed and terms determined by the Board. Task Force assignments will be for a time limited period to equate with the time necessary to complete the task assigned as determined by the Board of Trustees.

#### **Section 2 – Vacancies**

The President shall have power to fill vacancies on any committee, council or task force.

#### **Section 3 – Quorum and Voting**

A majority of the members of any committee, council or task force shall constitute a quorum. A simple majority vote of those present and voting shall be sufficient to take action.

#### **Section 4 – Standing Committees**

**Executive Committee:** There shall be an Executive Committee of the Board of Trustees composed of the four (4) elected officers of the Association, the President, and up to four (4) additional at-large members, selected from the members serving on the Board and added to ensure that the interests of the membership are adequately represented. Selection of these at-large Executive Committee members shall be done annually for a two-year term by the four (4) elected officers. The Executive Committee shall be empowered to make decisions between Board meetings as prescribed by the Board of Trustees, and set the employment, compensation and benefits of the President.

**Nominating and Membership Committee:** There shall be a Nominating and Membership Committee composed of up to five members. The President shall be a member.

The committee shall nominate to the Board of Trustees, as appropriate, the name of candidates for Chair-Elect, Trustees in their various categories, and Treasurer. The committee shall also nominate the Utah delegate to the American Hospital Association's Regional Policy Board for a three-year term. Other nominations for any or all of these offices may be made from the floor by any member of the Board.

**Finance Committee:** There shall be a finance committee consisting of the President or other Association staff, the Treasurer and such other members of the Board of Trustees as determined by the Board. The Treasurer shall be the Chair of the committee. The committee shall review the budget and financial affairs of the Association, supervise any audits, recommend dues policies and structure and do any other fiduciary task assigned by the Board Chair. The committee shall report to the Board of Trustees and UHA membership at least annually.

**Government Relations Committee:** There shall be a Government Relations Committee with a member of the Board of Trustees appointed as Chair annually. The President may appoint other UHA board members and UHA members to serve on the committee annually. The committee may meet as called by the Chair. The duties of the committee will be to consider all state legislation impacting hospitals and health systems and take positions on all such legislation as decided by the committee. If a position cannot be reached by the committee on a vital issue, the issue will be forwarded to the UHA board and UHA executive committee for further action or decision.

**Other Committees:** The Chair or President may appoint other committees with membership duties as shall be authorized by the Board of Trustees. Each such committee shall be dissolved when the purpose for which it was created has been accomplished.

## **Section 5 – Councils**

**Purpose:** The Board of Trustees may create councils concerned with major continuing program or service activities of the Association. The Board of Trustees may assign such councils the responsibility for planning, policy development, evaluation, review, implementation, coordination and direction of activities relating to their area of program or service emphasis.

**Reporting:** The councils will report to the Board of Trustees and membership of the Association as directed by the Board of Trustees.

**Membership:** A majority of the members of a council shall be affiliated with a member in the Association.

## **Section 6 – Task Forces**

**Purpose:** The Board of Trustees may create task forces to deal with specific, time certain, problems or projects of the Association. The intent is that the task force will be organized, complete the assignment given, and then disband when the report has been made or the project completed.

**Reporting:** The task forces will report to the Board of Trustees and the membership of the Association or a council or committee as directed by the Board of Trustees.

**Membership:** A majority of the members of a task force shall be affiliated with a member of the Association.

## **ARTICLE IX**

### **ASSOCIATION MEETINGS**

#### **Section 1 – Annual Membership Meeting**

There may be an Annual Membership Meeting for members of the Association at a time and place designated by the Board of Trustees. Such time and place shall be announced to the membership at least one month in advance of the meeting date. The Annual Membership Meeting may include a report to the membership from the President, a report on actions taken by the legislature and other important issues, and an educational program on current matters of interest to the membership.

#### **Section 3 – Special Meetings**

The Board of Trustees is empowered to call special meetings of the Association membership at their discretion, provided advance notice by mail, E-mail, or telephone is given to the membership no less than 10 days prior to the meeting.

## **ARTICLE X**

### **FISCAL AND FIDUCIARY**

#### **Section 1 – Fiscal Year**

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

#### **Section 2 – Deposits**

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Trustees may elect.

#### **Section 3 – Signatures**

All checks, drafts and other orders for the payment of money shall be signed by such officer or officers, agent or agents of the Association, and in the manner as shall be determined by resolution of the Board of Trustees from time to time.

#### **Section 4 – Contracts**

The Board of Trustees may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

#### **Section 5 – Audits**

The financial affairs of the Association shall be audited by an independent Certified Public Accountant as determined by the Board of Trustees.

#### **Section 6 – Gifts**

The Board of Trustees may accept on behalf of the Association any contribution, gift, bequest, or devise for any general purpose or special purpose of the Association.

### **ARTICLE XI**

#### **AFFILIATION**

The Association may enter into agreements or affiliations with the American Hospital Association, and with such other associations or agencies as shall be recommended by the Board of Trustees.

Such affiliation shall be undertaken in view of the mutual interests of the participating parties and shall be designed to improve the effectiveness of the parties concerned in accomplishing their mutual objectives.

Agreements of Affiliation shall include a provision for minimum mutual membership requirements, where such are applicable, obligations, responsibilities and privileges of the participating parties, financial arrangements, and similar matters as shall be determined by the Board of Trustees.

### **ARTICLE XII**

#### **FOUNDATION AND TRUSTS**

The Association may create or sponsor foundations or trusts to receive contributions for general or special purposes. The trustees of such foundations or trusts shall include the Executive Committee of the Association. The Board of Trustees shall have the right to transfer monies to and from such foundations or trust funds which are not otherwise restricted. The Treasurer shall submit to the Board of Trustees an annual report of the foundation or trusts.

## **ARTICLE XIII**

### **PARLIAMENTARY PROCEDURE**

Except as otherwise provided in these Bylaws, the affairs of this Association shall be run in accordance with Robert's Rules of Order (revised).

## **ARTICLE XIV**

### **AMENDMENTS TO BYLAWS**

Proposals for amendment to these Bylaws may be initiated by the Executive Committee of the Board of Trustees, the President, the Board of Trustees, or by petition of any five (5) members of the Association in good standing.

Proposed amendments must be submitted in writing to the Executive Committee for referral to the Board of Trustees for debate and action.

Notice of proposed amendments and recommendations must be submitted to the Board of Trustees at least thirty (30) days prior to the meeting, at which time such amendments are to be considered. The President shall cause notice of each proposed amendment with recommendations thereon, to be given to all members of the Association not less than ten (10) days nor more than ninety (90) days prior to the Board of Trustees meeting at which time the amendment is to be considered.

The proposed amendment shall be adopted upon receiving the affirmative vote of at least two-thirds (2/3) of the Board members entitled to vote at such meeting



2180 S. 1300 East, Suite 440  
Salt Lake City, UT 84106  
[www.utahhospitals.org](http://www.utahhospitals.org)