

Fiduciary Conflict of Interest Disclosure Procedure

Procedure Information:

Implements Policy:	Intermountain Conflict of Interest and Independence Disclosure Policy		
Content Owner	Suzie Draper, Vice President, Business Ethics and Compliance, Compliance	Content Consultant(s):	Doug Hammer, General Counsel, Legal Department Morris Linton, Senior Counsel, Legal Department Brian Deppe, Corporate Tax Director, Finance
Date Created:	3/02/09	Who Should Review Prior to Approval?	Intermountain Healthcare Board Executive Committee Intermountain Healthcare Board Audit Committee
Date of Approval:	4/1/09		
Keywords (must have at least 3):	Board, Trustee, 990, IRS, Independence, Independent, Conflict of Interest		Bert Zimmerli, Senior Vice President/Chief Financial Officer

Purpose

This procedure implements the Conflict of Interest portion of the “Intermountain Conflict of Interest and Independence Disclosure Policy.”

Scope

This policy applies to every Intermountain organization and to every Fiduciary of an Intermountain organization. Intermountain’s organizations include the following:

- Intermountain Health Care, Inc.
- IHC Health Services, Inc. (including Fiduciaries of Community Boards and of the IHC Home Care Board)
- IHC Management, Inc.
- SelectHealth, Inc.
- Intermountain Healthcare Foundation, Inc.
- IHC Professional Services, Inc.
- Intellectual Asset Management, LLC
- SelectHealth Benefit Assurance Company, Inc.
- Healthcare Captive Insurance Company
- IHC Affiliated Services, Inc.

Fiduciary Conflict of Interest Disclosure Procedure

Definitions

"Fiduciary" means an Intermountain Trustee, an Intermountain Officer, or a member of a Board Committee of an Intermountain organization.

"Conflict of Interest" means a situation in which a Fiduciary's financial, professional, or other personal considerations may directly or indirectly affect, or appear to affect, the Fiduciary's professional judgment in exercising any Intermountain duty or responsibility. A Conflict of Interest may be actual, apparent, or potential.

"Intermountain" means any of the Intermountain organizations specified above.

"Family Member" means a Fiduciary's relative that is one of the following:

- (1) related by blood or marriage as father, mother, husband, wife, son (whether natural or adopted), daughter (whether natural or adopted), or any other direct lineal ancestor or descendant; or
- (2) a sister (whether whole or half-blood), brother (whether whole or half-blood), uncle, aunt, nephew, niece, first cousin, mother-in-law, father-in-law, brother-in-law, sister-in-law, son-in-law, or daughter-in-law.

Procedure

1. At least once each year, every Fiduciary will complete an "Intermountain Healthcare Fiduciary Conflict of Interest/Independence Questionnaire." A Fiduciary will also update his or her most recently completed questionnaire each time the Fiduciary becomes aware of a financial interest, a potential conflict, or a change to any information that the Fiduciary previously reported.
2. Intermountain's Vice President of Business Ethics and Compliance will collect the questionnaires and evaluate the disclosures.
3. If a Fiduciary or a Fiduciary's Family Member has a relationship with an external entity with which Intermountain has financial transactions, Intermountain will contact the appropriate Intermountain Vice President and verify that the transaction relating to the Fiduciary was performed according to Intermountain's normal course of business and that the Fiduciary did not exert any undue influence in the transaction.
4. If a Fiduciary has a potential Conflict of Interest, the Vice President of Business Ethics and Compliance may consult with Intermountain's Audit Committee Chair, Senior Management, Executive Committee, Legal Department, or any representatives from those Intermountain groups, to resolve any issue about a Fiduciary's potential Conflict of Interest.
5. If a Fiduciary properly discloses a situation to Intermountain, as required in the questionnaire, and if Intermountain's Audit Committee (or designee) then determines either to put special controls in place to manage the potential Conflict of Interest or to approve the situation, then the Fiduciary may participate in the situation as the Audit Committee (or designee) specifies.

Fiduciary Conflict of Interest Disclosure Procedure

6. The Vice President of Business Ethics and Compliance will report the results of the evaluation and any consultation to Senior Management and to the Chair of Intermountain's Audit Committee.

7. The Vice President of Business Ethics and Compliance will report the results of the evaluation to the full Audit Committee.

Exceptions

N/A.

Secondary Materials

- Trustee and Officer Conflict of Interest and Independence Disclosure Policy
- Intermountain Healthcare Trustees and Officers Conflict of Interest/Independence Questionnaire
- Trustee and Officer Independence Disclosure Procedure