COMMUNITY MEDICAL CENTER

BOARD DIRECTOR AND COMMITTEE MEMBER CERTIFICATION

BOARD MEMBER Steve Carlson

BOARD COMMITTEE (if applicable) all

DATE 2-26-14

ENCLOSURES:

- Code of Conduct
- Confidentiality Attestation
- Conflict-of-interest Statement

Please read and sign each document.

Return to Administration.

Thank you.

CODE OF CONDUCT ACKNOWLEDGEMENT

I acknowledge that I have received, read and understood a copy of the Community Medical Center Code of Conduct. I understand and agree that as a Board Director or a Board Committee member of Community Medical Center, I have a duty to abide by the Code of Conduct and to report any good-faith concerns I may have that any law, regulation, or hospital policy is being violated.

BOARD OR BOARD COMMITTEE MEMBER Stephen G. Carlson
(Please print)

SIGNATURE _____

DATE 2·26·14

CONFIDENTIALITY ATTESTATION

The Community Medical Center (CMC) Board of Directors recognizes the importance of confidentiality with respect to CMC's affairs. Board members have a duty to keep sensitive matters confidential. Accordingly, Board members agree to keep confidential, during and after their service, all sensitive information pertaining to the organization. This commitment to confidentiality includes, but is not limited to:

- Information regarding appointment and reappointment of professionals to the medical staff, information included in quality reports and statistical data about the organization's clinical services and patient care, risk management and malpractice information regarding the organization's and individual professional's performance.

- Information regarding actual or potential competitors.

- Information regarding the strategic plan, initiatives mounted to meet goals in the plan and data/analyses regarding the organization's competitive position.

- Financial information, including annual budgets, revenues and expenses, capital expenditure plans, and information regarding the organization's financial condition such as debt, liquidity, return on investment and profitability.

- Information regarding contracts with physicians and physician groups.

- Information regarding contracts for the provision of services to or with insurance companies, payers, HMOs, or purchasers.

- Information regarding contracts for the lease/purchase of facilities, equipment, supplies and services.

- Information regarding the performance of executives, including evaluations, compensation, contract and employment conditions.

It is particularly important that Board members recognize the sensitivity of information regarding real estate purchases, closures, acquisitions and other strategic plans that may have an impact on the organization's competitive position relative to other healthcare providers (both institutional and individual) in the market.

The organization will make every effort to specifically note which information, analyses, reports, other materials and associated Board discussions/deliberations are deemed to be confidential. Board members are expected to exercise reasonable prudent and common sense in keeping sensitive matters confidential. Questions regarding which matters, material, discussions and decisions are confidential should be directed to the Board Chair or President.

The Board Chair is responsible for addressing infractions of confidentiality by individual Board members and taking action to remedy such problems. If behavior persists in violation of this confidentiality policy, the Board Chair will seek removal of the offending Board member through means specified in the bylaws.

ATTESTATION:

By signing below, I acknowledge and understand this policy and agree to it. Furthermore, I will make a good faith effort to abide by it.

BOARD OR BOARD COMMITTEE MEMBER Stephen L Carlson
(Please print)

SIGNATURE _____

DATE 2-24-14

CONFLICT-OF-INTEREST STATEMENT

1. OUTSIDE INTERESTS

A. **Definition**: To hold, directly or indirectly, a position or a material financial interest in any outside concern from which you have reason to believe CMC secures goods or services, or that provides services competitive with CMC

Example: Your brother owns a local office supply store where CMC purchases its office supplies. In addition to identifying the conflict below, you must abstain from any decision-making by CMC regarding the purchase of office supplies.

Question: Do you (or a close relative) hold a financial interest (including investments of a substantial nature), or position of influence, in any firm or organization from which CMC obtains goods or services (including banking, securities, legal or any other related goods or services)?

☐ Yes ☑ No

If Yes, describe: _____

_____

_____

B. **Definition**: To compete, directly or indirectly, with CMC in the purchase or sale of property of property rights, interests or services.

Example: Your spouse is a local real estate broker.

Question: Are you (or a close relative involved directly or indirectly in any activity or transaction that might affect CMC in the purchase or sale of real estate and other tangible or intangible property, rights or interests?

☐ Yes ☑ No

If Yes, describe: _____

_____

_____

2. OUTSIDE ACTIVITIES

Definition: To provide directive, managerial, or consultative services to any outside concern that does business with or competes with the services of CMC, or to provide others services in competition with CMC.

Example: In addition to your work for CMC, you are paid for after-hours consulting to a new hospital in another area of Montana.

Questions:

Are you (or a close relative) a director or trustee of any firm or organization that does business with, or competes with, CMC?

☐ Yes ☑ No

If Yes, describe: _____

_____

_____

Do you (or a close relative) offer any managerial or consulting services to any firm or organization that does business with or competes with CMC?

☐ Yes ☑ No

If Yes, describe: _____

_____

_____

3. GIFTS, GRATUITIES, ENTERTAINMENT

Definition: To accept gifts, excessive entertainment, or other favors from any outside individual or entity that does or is seeking to do business with CMC, or is a competitor of CMC, under circumstances from which it might be inferred that such action was intended to influence or would possibly influence the individual or entity in the performance of his/her/its duties.

Please note: This does not include the acceptance of items of nominal or minor value that clearly are tokens of respect or friendship and are not related to any particular transaction of activity of CMC.

Example: You receive free gas for your family car in exchange for agreeing to purchase all CMC fuel from a specific local gas station.

Question: Have you or any member of your family accepted gifts, gratuities, or entertainment that might influence your judgment or action concerning CMC?

☐ Yes ☑ No

If Yes, describe: _____

_____

_____

4. INSIDE INFORMATION/OTHER INTERESTS

Definitions:

Family relationships include an individual's spouse, ancestors, children, grandchildren, great-grandchildren, siblings (whether by whole or half blood), and the spouses of children, grandchildren, great-grandchildren and siblings.

Business relationships include employment and contractual relationships and common ownership of a business where any officers, directors, or trustees, individually or together, possess more than a 35% common ownership interest. Ownership is voting power in a corporation, profits interest in a partnership, or beneficial interest in a trust.

(Note that these family and/or business relationships do not necessarily involve CMC.)

Examples: Two Board members co-owning a business; a Board member being a client of one of the independent contractors; a Board member and one of the highly compensated employees being brother and sister; a Board member using the services of one of the independent contractors; etc.
Questions:

(1) Do you, or a family member as described above, have any **family and/or business relationships** with any of the officers, directors, trustees, key employees, highest compensated employees, or highest compensated independent contractors for professional or other services listed on CMC's most recent Form 990?

☐ Yes ☑ No

If Yes, describe: _____

_____

_____

(2) Have you or any member(s) of your family, or any taxable organizations with which you are affiliated as an officer, director, trustee, majority owner or principal beneficiary, directly or indirectly engaged in any of the following acts with CMC:

(a) Sale, exchange or leasing of property (e.g., an officer owns a building and CMC leases space in it).

☐ Yes ☑ No

If Yes, describe: _____

_____

_____

(b) Lending of money or other extension of credit (e.g., Board member is an officer of a bank where CMC maintains an account.

☐ Yes ☑ No

If Yes, describe: _____

_____

_____

(c) Furnishing of goods services, or facilities (e.g., Board member is a partner in a law firm and CMC retains that law firm).

☐ Yes ☑ No

If Yes, describe: _____

_____

_____

(d) Payment of compensation (or payment or reimbursement of expenses if more than $1,000) (e.g., any payments that are not already reported on Part V-A):

☐ Yes ☑ No

If Yes, describe: _____

_____

_____

(e) Transfer of any part of its income or assets.

☐ Yes ☑ No

If Yes, describe: _____

_____

_____

In fulfillment of the requirements of the CMC policy on Conflict of Interest, I have listed above all ownership, employments, public and private affiliations, and other financial, family, and business relationships held by me or my relatives that may constitute a substantial interest.

I also understand that I have a continuing responsibility to observe and apply the provisions of this policy. As my interests and those of my relatives change, I may need to modify this statement by reporting any further situations that may develop prior to completion of my next questionnaire.

I understand that I may not vote, influence, or participate in any way on any matter that I, or any of my relatives, have a substantial interest.

BOARD OR BOARD COMMITTEE MEMBER Stephen G Carlson
(*Please print*)

SIGNATURE _____

DATE 2-26-14

COMMUNITY MEDICAL CENTER

From day one.

2827 Fort Missoula Road
Missoula, MT 59804
TEL (406) 728-4100
www.communitymed.org

COMMUNITY MEDICAL CENTER
BOARD OF DIRECTORS

2013 INFORMATION

FIRST NAME	Steve	LAST NAME	Carlson
SPOUSE	Anne	BIRTH DATE	[redacted]
SOCIAL SECURITY NUMBER	—		
HOME ADDRESS	[redacted]	☐	PREFERRED
	Missoula	MT	59803
	CITY	STATE	ZIP
PHONE NUMBER	[redacted]	CELL NUMBER	[redacted]
HOME EMAIL ADDRESS	[redacted]	☐	PREFERRED
OCCUPATION	CEO		
COMPANY NAME	CMC		
COMPANY ADDRESS		☐	PREFERRED
CITY		STATE	ZIP
PHONE NUMBER	[redacted]	FAX NUMBER	
WORK EMAIL ADDRESS		☐	PREFERRED

Please indicate your preferences for mailing and email addresses, and return. Thank you!

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BOARD OR BOARD COMMITTEE MEMBER Stephen G. Carlson
(Please print.)

SIGNATURE

DATE 1-8-13

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BOARD OR BOARD COMMITTEE MEMBER CARLSON
(Please print)

SIGNATURE _____

DATE 1-8-13

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BOARD OR BOARD COMMITTEE MEMBER CARLSON
Please print.

SIGNATURE _____

DATE 1-8-13