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BOARD OF DIRECTORS

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Marc Johnson, MD

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Heather Heilesen, MD

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CME Chair

Chad M. Gonzales, MD

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Bryan Campbell, MD

President

Michael Webb, MD

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Petronella Adomako,
MD

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Trustee

Douglas K. Anderson,
MD

Historian/Trustee

Val Johnson, MD

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Brian Bennion, MPA
Frank Brown, MD
Albert Hartman, MD
Clark Madsen, MD
Scott Moore, DO
Harry O. Senekjian, MD
Robert Whipple, MD

Executive Director

Teresa Puskedra
teresapuskedra@ogden
surgical.com
801-564-5585

Honoring Founders

Ezekiel R. Dumke, MD
Clark L. Rich, MD
George M. Fister, MD

Quality Healthcare
Meetings Since 1946

January 24, 2019

Ryan Child, CPA
Kennedy Allen, MAcc
Child Richard CPAs & Advisors
2490 Wall Ave., #100
Ogden, UT 84401

Dear Ryan and Kennedy,

The OSMS Board of Directors initiated the following policies at either the February 22, 2017 and February 21, 2018 Audit/Finance Dinner/Meetings.

Feeny Account Transferred from Unrestricted to Restricted (2018)

Bryan Campbell, MD, brought up the motion to dissolve the Feeny account into the unrestricted as there is no wording in the OSMS files that this fund needs to remain perpetual. The board was unanimous in agreement. (\$34,652.68 Feeny Account)

Unrestricted Interest Sweep Yearly after Audit/Finance Meeting (2018)

Also, the sweep from restricted to unrestricted was talked about as the first sweep in over 9 years. Bryan Campbell, MD brought up the motion to have a continual sweep of the interest of the restricted with a money guard of 12% which would be the worst scenario as the market in 2008. This would be the worst scenario when the board would then need to make sure that the restricted perpetual amount of \$357,692 was brought back to that level as this is the law. To follow-up on this OSMS Chair, Marc Johnson, MD discussed with Teresa Puskedra at the monthly Executive Director Meeting on March 20, 2018 that the yearly sweep needs to occur after the yearly Audit/Finance Meeting each February. (\$100,000 swept per BOD vote after February 22, 2017)

Women in Medicine: Rhonda Lehr, MD Fund (2018)

Marc Johnson brought up the fact that a Women in Medicine: Rhonda Lehr, MD Fund needed to be set up at UMA Financial Services. This fund was set up in 2018 and takes the account number of the Feeny Account that was dissolved. The Fund is to be restricted to conference speakers on psychiatry topics or women and men mental disorders & condition topics.

Teresa Puskedra's Executive Director Pay (2017)

During the 2017 Audit/Finance Meeting, February 22, 2017, At the request of OSMS Chair Marc Johnson, MD, Ryan Child, CPA, discussed the paying of the executive director on a bi-monthly or monthly basis. Teresa said monthly would be fine. Ryan brought the experts from UMA Financial in to the discussion as to when the distributions needed to be made from the unrestricted accounts. It was decided that if distributions were made quarterly with a \$12,500 transfer, instead of bulk one time a year to pay other expenses, this would help with Teresa being paid monthly, versus only when there was enough cash in the checking account as during the active conference months. Ryan Child discussed how the Society took an amount out every year and this would be the most educated way to do this. This quarterly amount would be adjusted depending on the organizations finances at any point in time. Eric said he would get with Tanya at UMA Financial Services to set this up with Teresa.

Sincerely,
Teresa Puskedra,
Executive Director
Ogden Surgical-Medical Society

OSMS Board of Director Term Limits (2018)

Marc Johnson, MD, led this discussion. Term limits were set in 2014. This affects 6 members on the OSMS BOD: Marc Johnson, MD; Bryan Campbell, MD, Heather Heilesen, MD, Steve Scharmann, MD, and Doug Anderson, MD. There were 3 things to vote on. 1. The President's 3 years do not count in 9 years. All were in favor. 2. Board members that change positions-does this reset the 9-year clock. All voted no reset. 3. Person coming off the board can come back on. Vote was yes with one year of not being on the board.

Transfer of Leadership Strategy (2019)

Plan of action needed for 6 board members so that they do not come off the OSMS Board all at once at the end of their 9 year term limit in 2023: Douglas Anderson, MD, Bryan Campbell, MD, Heather Heilesen, MD, Marc Johnson, MD, Val Johnson, MD, and Steve Scharmann, MD. 2019 Board Members (11) Others besides 6: Chad Gonzales, MD; Jason Hoagland, MD; Petronella Adomako, MD; Michael Webb, MD; and Clark Madsen, MD. OSMS Board Leadership Transfer Discussion concerning these six board members. Term Limit Decisions at 2014 Retreat: Term Limit Decisions at 2014 Retreat: Term limits for Board Members began 2014, not retroactive; Term is 3 years, option for 2 re-elections, maximum of 9 years on board; at-large-members have no term limits, no elections, no voting rights; at large board has no limits on number on board; historian can be any board member or at-large member. Clarifications at 2018 Retreat: The 3 President years do not count toward the 9-year board maximum; board members who switch positions do not restart the 9-year max; and board members who go off the board can return after a 1-year hiatus. Decision on what to do with the 6 board members present in 2014 would all potentially go off the board at the same time in 2023 (9 year maximum: Johnson, Heilesen, Scharmann, Anderson, and Campbell.)

The 3 presidents will serve out their 3 years (Webb, Adomako, and Madsen). Hoagland and Gonzales began their terms in 2018, with the maximum time to serve through 2027. The options discussed were: 1. Rewrite the bylaws to change current strategy of Term Limits; 2. All 6 come off at the same time in 2023; and 3. Stagger when each of these board members come off the OSMS board. Discussion included having a structured stagger so that 2 board members come off in 2021, 2 in 2022, and 3 in 2023. Also, attrition has affected the board member number. Maybe in 4 years, we can change the option again. Dr. Johnson went through the three options one and a time with votes. **The majority voted to rewrite the bylaws to drop the term limits.** The stagger would have been: 2021 Dr. Anderson and Dr. Johnson; 2022 Dr. Campbell and Dr. Heilesen; 2023 Dr. Johnson and Dr. Scharmann. The bylaws state that a board member can come off the board and come back on in one year, either through remaining as a member-at-large for one year or off the whole OSMS structure.