

**Board of Trustees Meeting**  
**Regular Meeting**  
December 31<sup>st</sup>, 2025  
Minutes  
10:00 am

**Members Present:**

Rod Waeckerlin, *President*  
Jerry Steele, *Vice President*  
Garry Goergen, *Treasurer*  
Lisa Engstrom, *Secretary* (via Teams)  
Dr. Stephanie Chiu, *Trustee*

**Absent Members:**

**Administration:**

Kerry Ashment, *Chief Executive Officer*  
Stephanie Hinkle, *Chief Operating Officer*

**Guests:**

Abbi Forwood, *Legal Counsel* (via Zoom)  
Jessica Seldomridge, *Director of Nursing Outpatient Services / Quality*

Rod Waeckerlin, President, called the Memorial Hospital of Carbon County Board of Trustees meeting to order at 10:01 am. The Pledge of Allegiance and a moment of silence followed.

**Approval of Agenda:**

Lisa Engstrom made a motion, and Garry Goergen seconded the motion to approve the agenda as amended. Motion carried unanimously.

**Approval of Consent Agenda Items:** Attachment (A)

Jerry Steele made a motion, and Garry Goergen seconded the motion to approve the Consent Agenda as presented. Motion carried unanimously.

**Open Discussion/Citizen Participation**

- Nothing was brought before the Board of Trustees.

**New Business:**

- **Approval of Contracts**

1. **Change Healthcare Master Relationship Agreement (InterQual)**
2. **Change Healthcare Solution Order (InterQual)**

Ms. Seldomridge presented an overview of the software and how it is utilized within the organization. She explained the financial impacts and how the information can be used to resolve denied claims. She further explained the operational impacts, informing the Board of Trustees about how it's utilized for length of stay management, decision making upon admission, and how it affects patient safety and the quality of care for patients.

Ms. Hinkle explained to the Board that this agreement had lapsed and access to the software has been disabled. She further explained without an active agreement, MHCC is out of compliance with the Center for Medicare and Medicaid services. She addressed the concerns from the Board regarding the issue that this contract was not being tracked in the appropriate software and that it will be corrected following the Board of Trustees meeting.

Ms. Hinkle stated that Legal Counsel has reviewed the agreement and MHCC is awaiting the acceptance of the revisions from Change Healthcare (InterQual).

Dr. Chiu inquired about why this contract was not presented to the Board of Trustees during the December meeting. Ms. Webster stated that leadership was still fact-finding and trying to obtain a contract; they did not have enough information to bring to the Board's attention at that time.

Dr. Chiu asked to have more notification of a special meeting, should one need to be called again.

Jerry Steele made a motion, and Garry Goergen seconded the motion to approve the Change Healthcare Master Relationship Agreement and the Change Healthcare Solution Order pending legal revisions. Motion carried unanimously.

**Adjournment:**

Jerry Steele made a motion, and Garry Goergen seconded the motion to adjourn Board of Trustees Special Meeting at 10:14 am with no further business coming before the Board. Motion carried unanimously.

The next Board of Trustees meeting is scheduled for January 22<sup>nd</sup>, 2026.

Respectfully submitted.

Abbie Webster, *Executive Assistant*  
Lisa Engstrom, Board of Trustees, *Secretary*