

**ADVENTIST HEALTH CARE, INC.  
CORPORATE POLICY MANUAL  
CONFLICTS OF INTEREST**

Effective Date: 02/99

Policy No: AHC 4.4

Cross Referenced:

Origin: SVP/GC

Reviewed: 09/04, 03/08, 02/10, 10/14, 12/11/18

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## **SCOPE**

The requirements of this policy apply to every employee, officer, director, or board member of Adventist HealthCare, regardless of employment status (e.g., full-time, part-time, or per diem), to relatives of employees as defined below, and to other persons living in the same household. It also applies to any physician (non-employee or employee of Adventist HealthCare, Inc.), or any other person (for example, a consultant), who serves on an evaluation or selection committee, which may make a decision resulting in a contractual relationship between Adventist HealthCare, Inc., and a vendor or contractor.

## **PURPOSE**

To provide guidelines for Adventist HealthCare Team members and affiliates to identify and appropriately disclose actual, potential, or perceived conflicts of interest.

## **POLICY**

All individuals covered by the policy ("Covered Persons") have an obligation to conduct business within guidelines that avoid actual or potential conflicts of interest. This policy establishes only the framework within which Covered Persons are expected to perform. It provides general direction and informs Covered Persons how to seek further clarification and advice on issues related to this subject.

An actual or potential conflict of interest, or the perception or appearance of a conflict of interest, occurs when a Covered Person is in a position to influence a decision that may result in a personal gain for that employee, a relative, or other person living in the same household, as a result of Adventist HealthCare's business activities. A relative is defined as any person who is related by blood or marriage, or whose relationship with the Covered Person is similar to that of persons who are related by blood or marriage.

No "presumption of guilt" is created by the mere existence of a relationship between an Adventist HealthCare employee and an outside firm or business endeavor, or other potential conflict of interest. However, if a Covered Person has any business, financial, or other relationship with any organization whereby the existence of that relationship either creates a conflict of interest or is perceived to create a conflict of interest, the Covered Person must disclose this relationship to the Organizational Integrity (OI) Department. The OI Department will review the relationship and make comments and recommendations. A summary of potential conflicts of interest and recommendations will be presented to the Organizational Integrity Committee on a quarterly basis.

With respect to physicians participating in clinical trials, disclosure must be made to the Research Conflict of Interest Committee (Refer to AHC 46.00 Research Conflict of Interest and Disclosure

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Policy) Day-to-day business activities with outside firms should not result in unusual or unreasonable gains, financial or otherwise, for outside firms, vendors, contractors, the facility/hospital, organizational entity, or any Covered Person. Unusual or unreasonable gains refers to product bonuses, special fringe benefits, unusual price discounts, and other inducements designed to benefit any party to the business activities. Promotional plans, transactions, or activities that could be interpreted or perceived as involving unusual gains require specific disclosure.

Personal gain, or the potential for gain, may result not only in cases where an employee or relative has significant ownership in a firm with which the facility/hospital, or organizational entity does business, but also when an employee or relative receives any compensation, substantial gift, or special consideration as a result of any transactions or business activities involving the facility/hospital or organizational entity.

The materials, products, designs, plans, ideas, documents and data of each facility/hospital, or organizational entity are the property of that facility/hospital, or organizational entity, and should never be given to an outside firm or individual except through normal channels with appropriate prior authorization. Any improper transfer of material or disclosure of information, even though it is not apparent that an employee has personally gained by such action, constitutes unacceptable conduct. Any Covered Person who participates in such a practice will be subject to corrective action, up to and including termination of employment with respect to employees.

**A. Guidelines**

In order to comply with this policy, Covered Persons of Adventist HealthCare, Inc., cannot be involved in any of the following relationships or situations.

1. Own any substantial interest in (for publicly held corporations substantial interest is defined as owning at least 1% of a class of the outstanding securities for that corporation, for non-publicly held entities, substantial interest will be examined on a case-by-case basis after the disclosure is made) be a director or officer of, or have any personal contract agreement, understanding or employment of any kind with any physician, supplier, customer contractor or other individual or business concern that has a contractual arrangement with does business with, seeks to do business with, or competes with Adventist HealthCare, Inc., facilities/hospitals, or organizational entities.
2. Receive or give a personal benefit of more than a nominal value from or to any individual or business doing or seeking to do business with Adventist HealthCare, Inc. Normal loans made in the ordinary course of business from banks or financial institutions that have relations with Adventist HealthCare, Inc., are permissible, as are nominal social amenities, such as the purchase of a meal or similar items that are considered business related expenses.

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3. Conduct business with a personal friend or relative on behalf of Adventist HealthCare, Inc. or the facility/hospital, or organizational entity, unless the relationship has been disclosed to the senior manager of the facility/hospital, or organizational entity to which the person is assigned.
4. Speculate or deal in material, equipment, supplies, products, land leases or other property purchased or sold by Adventist HealthCare, Inc., for which negotiations to purchase, acquire or sell are pending or anticipated.
5. Disclose to anyone, including relatives as defined above, any information, plans or forecasts relating to the organization which have not been released publicly.
6. Purchase or sell the securities of Adventist HealthCare, Inc. or any other corporation based on information obtained as a result of employment with Adventist HealthCare, Inc., if the information has not been released publicly.
7. Participate in any other activities that is perceived by Adventist HealthCare, Inc., as being a conflict of interest.

**B. PROCEDURES**

1. Evaluate business related actions and intentions objectively and with sensitivity, recognizing that Adventist HealthCare, Inc., is concerned about the slightest irregularity in conduct.
2. Disclose immediately to the department head/supervisor of the facility/hospital or organizational entity any business, financial, or other relationship that either creates a conflict of interest or is perceived to create a conflict of interest.
3. For the below individuals, if holding any of the following positions or titles, the party must review at least annually their business, financial or other relationships outside of Adventist HealthCare, Inc., and complete the Conflict of Interest Attestation provided as Attachment A to this policy or during the annual attestation period housed in the Workday system. Employees beginning employment with Adventist HealthCare, Inc., and subject to this policy must complete this review within thirty (30) days after their date of employment.
  - (a) Facility/Hospital Administrators/Presidents;
  - (b) Department Heads/Supervisors and above;
  - (c) Any other employee in a position which requires coordination and/or negotiation with contractors or suppliers of goods and/or services to Adventist HealthCare, Inc.;

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- (d) Physicians or others (non-employees of Adventist HealthCare, Inc.) who are conducting clinical trials subject to IRB review;
  - (e) Physicians or others (non-employees of Adventist HealthCare, Inc.) who serve on an evaluation or selection committee which may make a decision resulting in a contractual relationship between Adventist HealthCare, Inc. and a vendor or contractor; and
  - (f) Board members of Adventist HealthCare, Inc., or any of its affiliated entities.
4. Covered Persons completing the Conflicts of Interest Disclosure Statement are also responsible for notifying any change in status during the calendar year that may require completion of a new statement. This shall be done within thirty days after the change occurs. Employees shall notify their supervisor, if by virtue of knowledge of this policy, an employee believes they may have a conflict of interest. The supervisor is responsible for referring the employee to the Organizational Integrity Department for completion of the Conflicts of Interest Disclosure Statement.
5. Employees holding the positions/titles listed above in 3(a), (b), and (c) will complete the Conflicts of Interest Disclosure Statement annually by completing the Conflict of Interest Module in Workday. The module contains an electronic conflict of interest reporting process, which is further described in paragraph 6 below. Employees that are assigned to one of these positions/titles after the annual Workday training period of any year must complete the Conflicts of Interest Disclosure Statement (available on the AHC Intranet) within thirty (30) days after assuming the position/title and forward the form to the OI Department. The OI team will follow the procedure described in 6(B) below.
6. A. Electronic Conflict of Interest Process: On an annual basis, employees designated as “Leaders” will be assigned to take the conflict of interest module in Workday. Leaders are typically defined as employees who are Director-level and above, but may include others as determined by the AHC Leadership Performance Council.

Upon completing the educational material in the module, assigned employees will complete an attestation to indicate whether they have a conflict or not. If the employee indicates a conflict, the employee will complete the Conflicts of Interest Disclosure Statement which will automatically submit to the OI Department for investigation.

B. The OI Department will investigate the conflict to determine whether the conflict can be managed or whether the conflict must be eliminated. The Human Resources Department will retain documentation of the identified conflicts.

C. The Conflict of Interest module will be managed by the OI team, who will obtain a report from the Learning and Professional Development team showing who completed the module and responses. This report is requested on a monthly basis for review. An

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OI team representative will follow-up for resolution and clarification of any discrepancies.

7. Disclosure of conflicts of interest involving Physicians or others involved in clinical research as described in Paragraph 3(d) shall be managed in accordance with AHC's Research Conflicts of Interest and Disclosure Policy.
8. Disclosure of conflicts of interest involving Physicians or others who serve on an evaluation or selection committee as described in Paragraph 3(e), shall be managed by the highest-ranking AHC Member who sits on the committee. Disclosure forms will be forwarded to the OI Department and the AHC Chief Compliance Officer for review and document storage.
9. Conflict of interest disclosure forms involving Board members of Adventist HealthCare, Inc., or any of its affiliated entities, shall be collected and maintained by AHC's OI Department and made available during Board meetings to assure that disclosure of conflicts are noted when applicable.
10. Presidents/Executive Directors/Supervisors of Organizational Entities shall (i) accept responsibility and authority for assuring adherence to this policy. They shall ensure that all Adventist HealthCare, Inc., employees, including physicians, or others (non-employees of Adventist HealthCare, Inc.) required to complete a Conflicts of Interest Disclosure Statement; (ii) determine any steps that can be taken, including corrective action, to resolve a conflict that is not in the best interests of Adventist HealthCare, Inc., the facility/hospital, or organizational entity; and (iii) forward all Conflicts of Interest Disclosure forms that identify a conflict or potential conflict of interest to the Organizational Integrity Department for final determination on the resolution of conflicts or potential conflicts.
11. The AHC Chief Compliance Officer (or designee) (in coordination with AHC's General Counsel) shall provide day-to-day guidance for appropriate conduct under this policy, shall: (i) review all completed Conflicts of Interest Disclosure Statements that identify a conflict or potential conflict of interest; (ii) coordinate them with the appropriate Adventist HealthCare, Inc., staff departments and other activities; (iii) make a final decision on the disclosures; and (iv) provide a written record of the decision to appropriate individuals.

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**Attachment A**

**Annual Conflict of Interest Attestation**

Adventist HealthCare (AHC) and its affiliated entities are nonprofit corporation whose continued existence and financial stability depends on charitable support and the maintenance of their tax-exempt status for the pursuit of their mission. Adventist HealthCare and its affiliated entities are subject to scrutiny by the government, tax authorities, and members of the public.

A conflict of interest exists when a person engages in conduct which adversely affects, or may be perceived to adversely affect, their judgment or conduct.

An actual or potential conflict of interest, or the perception or appearance of a conflict of interest, occurs when a Covered Person is in a position to influence a decision that may result in a personal gain for that employee, a relative, or other person living in the same household, as a result of Adventist HealthCare's business activities.

You are expected to avoid any outside employment (refer to AHC 2.21 Outside Employment Policy) or other activities or relationships that may create an actual, potential, or perceived conflict of interest.

You are encouraged to raise any questions with the Organizational Integrity Team before becoming engaged in outside activities or relationships that may give rise to an actual or perceived conflict.

The mere existence of a conflicting interest does not mean that it is material enough to be of practical importance, but it is the policy of Adventist HealthCare that the existence of any such interest shall be disclosed before any transaction is consummated. Please note that the disclosures are related not only to yourself but also to your immediate family. Please note that we are also asking for you to identify any corporate boards on which you serve outside of Adventist HealthCare and its affiliated entities. This allows us to further evaluate actual or perceived conflicts and potential liability.

After you have read the above carefully, please complete, sign and submit the questionnaire. If you require assistance in completing the questionnaire, please contact the Organizational Integrity Team at [oiip@adventisthealthcare.com](mailto:oiip@adventisthealthcare.com) or 301-315-3576. Thank you for your cooperation.

1. Do you either directly or indirectly own, manage or control a company, business, joint venture or entity that conducts business or has a business relationship with AHC? This includes any company that has a consulting engagement with AHC or known vendor of AHC. A Joint Venture is defined as a business arrangement in which two or more parties/companies agree to pool their resources for the purpose of accomplishing a specific task. **If yes, please describe the situation(s).**  
Yes                      No

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2. Do you serve in a leadership position for a vendor, or entity, that has or may have a business relationship with AHC (such as an officer or member of a board of directors or medical director position for a pharmaceutical or medical device company), whether or not for compensation? **If yes, please describe the situation(s).**

Yes                      No

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3. Do you have ownership in any property being leased to AHC or own any property planned to be purchased or leased by AHC? **If yes, please describe the situation(s).**

Yes                      No

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4. Do you have current or previous affiliation with a healthcare provider or supplier that has been or is excluded by the Officer of the Inspector General (OIG) from a federal healthcare program? **If yes, please describe the situation(s).**

Yes                      No

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5. In the past year have you received any large speaking fees, payments for consulting, advisory boards, pharmaceutical or DME companies (including compensation noted in the Sunshine Act/Open Payment Act), or other payments from any vendor or other individual or entity that has or may have a business relationship with AHC? **If yes, please describe the situation(s).**

Yes                      No

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6. In the past year have you received gifts in excess of \$150 per gift (excluding perishables) as outlined in AHC's gift policy? **If yes, please describe the situation(s).**

Yes                      No

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7. Have you invested or participated in business opportunities or purchased property, equipment, supplies or other assets which are of interest to Adventist HealthCare and affiliated entities, and which are related to the business of Adventist HealthCare without first offering the

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business opportunity or asset purchase opportunity to Adventist HealthCare? **If yes, please describe below.**

Yes                      No

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8. Have you invested participated as an officer or director, or have any personal contract agreement, understanding, or employment with businesses which compete with Adventist HealthCare or its affiliated entities? *Compete is defined as a product, or service that is also provided by an Adventist HealthCare organization in the same geographic area or to patients in the same geographic area.* **If yes, please describe below.**

Yes                      No

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9. Have you accepted from any person or entity doing business with Adventist HealthCare and affiliated entities, a gratuity, favor, benefit, loan, or gift of greater than nominal value defined as \$150.00 or beyond the common courtesies usually associated with accepted business practices (See Business Associates Gifts to AHC Workforce Members section of AHC 4.15 Gifts and Entertainment Policy) of our Gift Policy that references this and Gift Policy Number)? **If yes, please describe below.**

Yes                      No

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10. Do any family members work with Adventist HealthCare of an affiliated entity? "Family" is defined as your spouse, children, grandchildren, great grandchildren, siblings (whether whole of half-blood), parents, grandparents, great grandparents, and spouses of your siblings, children, grandchildren and great grandchildren. Family relationships include relationships by birth and by adoption. **If yes, please list their name and title below.**

Yes                      No

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11. Have you entered into any financial transactions with Adventist HealthCare or its affiliated entities? **If yes, please describe below.**

Yes                      No

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12. Do you serve on any boards other than the Adventist HealthCare system or affiliated entity level Boards of Trustees? **If yes, please list below.**

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Yes

No

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**13.** Are any of the members of your immediate family engaged in any of the activities described in questions 1-15 above? **If yes, please describe below.**

Yes

No

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**14.** Do you agree to notify the Chief Compliance Officer or Organizational Integrity department if you acquire or maintain an ownership interest in or serve in a position of leadership and responsibility for an entity in competition with or currently doing business with Adventist HealthCare, or affiliated entities.

Yes

**No (Must Explain)**

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**15.** Do you agree to immediately notify the Chief Compliance Officer or Organizational Integrity department of any circumstances that arise which are or may appear to others to be a conflict of interest?

Yes

**No (Must Explain)**

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**Attestation:**

Please acknowledge that you are aware of and understand the following statement by answering YES.

- I have carefully read and completed this form and have provided current, complete, and accurate information to the best of my ability. I understand that typing my name below serves as an electronic signature and attestation for purposes of this form.
- By signing the form, I attest that I have read and understand AHC's Conflict of Interest Policy and Gifts and Entertainment Policy. I further certify that the disclosure responses provided in this questionnaire are accurate and complete and I have fully disclosed all relationships and activities to the best of my knowledge.
- If changes occur in my relationships or activities throughout the year, I will immediately notify AHC's Organizational Integrity Department and update my information to reflect any new or potential conflicts.

Name: \_\_\_\_\_

Date: \_\_\_\_\_