


ENTERPRISE DOCUMENT

	Policy Section/ Number: 1.CE.03 EWPOL				
	Effective Date: 11/06				
	Supersedes: 09/19				
	Responsible Party: Chief Compliance Officer				
	Final Approving Body: <input checked="" type="checkbox"/> UPH Compliance Committee <input type="checkbox"/> UPH Clinical Leadership Group <input type="checkbox"/> UPH Operational Leadership <input type="checkbox"/> UPH Board of Directors				
<input checked="" type="checkbox"/> Policy	<input type="checkbox"/> Procedure	<input type="checkbox"/> Protocol	<input type="checkbox"/> Guideline	<input type="checkbox"/> Form	<input type="checkbox"/> Other
DOCUMENT TITLE: Conflict of Interest					
DOCUMENT SCOPE: Enterprise-wide					

PURPOSE:

All Iowa Health System, d/b/a UnityPoint Health and Iowa Health Accountable Care, L.C., d/b/a Unity Point Accountable Care, L.C. (ACO) (collectively “UPH”) Officers, Directors, and Key Employees must disclose to applicable Directors any potential Conflicts of Interest as they develop. Disclosure Questionnaires must be completed on an annual basis, however, the duty to disclose potential conflicts is ongoing.

BACKGROUND:

UPH has adopted this system wide Policy for the purpose of setting forth organizational beliefs and policy with respect to Conflicts of Interest; identifying those corporate entities and individuals subject to certain requirements under the Policy; and explaining the requirements and activities associated with identifying and ethically resolving Conflicts of Interest on the part of individuals affiliated with the organization.

For UPH entities, excluding ACO, identification and resolution of Conflicts of Interest which may exist on the part of Directors, Officers, and Key Employees is required by standards promulgated by The Joint Commission, the Internal Revenue Code and Treasury Regulations governing tax-exempt organizations, and by requirements placed upon providers by Medicare and Medicaid program regulations. UPH has adopted this Policy not only to meet the above-stated requirements, but also as a matter of ethics, corporate responsibility, sound management practice, and to afford protection, where available, in cases in which some duality of interest exists. In such situations, full and timely disclosure of the individual’s interests in connection with transactions which are otherwise proper and fair to the organization provides protection against individual liability.

For ACO, identification and resolution of Conflicts of Interest which may exist on the part of Managers, Officers, Key Employees, and certain providers is required by the regulations which

30 establish the Medicare Shared Savings Program (“MSSP”), the Pioneer ACO Model, and the Next
31 Generation ACO Model, and by requirements placed upon providers by the Centers for Medicare
32 & Medicaid Services, the Center for Medicare and Medicaid Innovation, and the Seamless Care
33 Models Group (“Medicare/Medicaid Program(s)”) regulations, contracted requirements and
34 program guidance. The Board of Managers has adopted this Policy not only to meet the above-
35 stated requirements, but also as a matter of ethics, corporate responsibility, sound management
36 practice, and to afford protection, where available, in cases in which some duality of interest exists.
37 In such situations, full and timely disclosure of the individual’s interests in connection with
38 transactions which are otherwise proper and fair to the organization provides protection against
39 individual liability.

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41 The UPH approach to identification and resolution of Conflicts of Interest includes the following
42 elements: Resolution of the UPH Board of Directors in regard to Conflicts of Interest; Article V,
43 Section 6, Paragraph (b) of the UPH Corporate Bylaws assigning Conflicts of Interest
44 responsibilities to the Board Development Committee; this Policy, and Disclosure Questionnaires
45 completed annually by individuals subject to disclosure requirements under this Policy, the
46 Internal Revenue Code, or Medicare/Medicaid program regulations.

47
48 As part of UPH’s operations, it shall periodically review the tax-exempt organizations to assure
49 that they are operating in a manner consistent with their charitable purposes and that their
50 operations do not result in private inurement or improper private benefit. Included in this review
51 shall be the following aspects of tax-exempt organizations’ operations: compensation and benefits
52 programs; physician recruitment and physician practice acquisition activities; partnership and joint
53 venture arrangements; management service organization and physician hospital organization
54 arrangements; and agreements to provide healthcare. The purpose of the review shall be to assure
55 that all such activities and agreements reflect reasonable compensation and payment; that the
56 arrangements further the organizations’ charitable purposes; and that the activities and agreements
57 do not result in private inurement or confer an improper or excess private benefit.

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DEFINITIONS:

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60 Terms not otherwise defined within this document include the following terms. Standard
61 definitions may be found in [Policy 2.AD.01, Systemwide Policy Development](#).

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63 **CHAIR:** The highest ranking Officer of a UPH entity, whether denominated Chair, President, or
64 some other title.

65

66 **COMPENSATION:** Includes direct and indirect remuneration, in cash or in kind (including
67 royalties, consulting fees, speaking fees and research grants); provided, however, that
68 Compensation does not include gifts, meals, and business courtesies that are permitted under
69 Policy 1.CE.14, Gifts and Business Courtesies.

70

71 **CONFLICTS OF INTEREST:** Circumstances described below in Section 2 of this Policy.

72

73 **COVERED PERSONS:** All Officers, Directors, and Key Employees of UPH.

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75 **DIRECTORS:** All Board of Directors members of any UPH entity, Board of Trustees, and Board
76 of Managers of ACO, including members of the medical staff serving as Directors.

77
78 **FAMILY MEMBER:** The family members of an individual, including spouse; ancestors (parent,
79 grandparent, etc.); brothers and sisters (whole or half) and their spouses; children (natural or
80 adopted) and their spouses; grandchildren, great-grandchildren and their spouses; and persons with
81 whom the individual maintains a personal relationship approximating a family relationship.

82
83 **KEY EMPLOYEE:** Any person having responsibilities, powers, or influence over the
84 organization as a whole that is similar to those of Officers and Directors; or any person that
85 manages a significant segment or activity of the organization as measured by assets, income, or
86 expenses; or any person that controls or determines a significant amount of the organizations
87 capital expenditures, operating budget or compensation. UPH will periodically determine who is
88 a Key Employee.

89
90 **MATERIAL OWNERSHIP INTEREST:** An interest involving either the direct ownership or
91 holding of indebtedness or the ownership of capital stock, obligations, or a combination of both
92 having an aggregate value in excess of five percent (5%) of the total assets of UPH in which the
93 interest is held.

94
95 **OFFICERS:** For purposes of this Policy and the annual Disclosure Questionnaires, officers of the
96 Boards and officers of the company shall be those individuals defined in the organization's Articles
97 of Incorporation and Bylaws or other organizing documents and such other officers and assistant
98 officers as the Board deems necessary.

99
100 **OUTSIDE ACTIVITIES:** Includes service as a Director, trustee, Officer, owner, committee
101 member, employee, independent contractor, consultant, advisor, agent, or similar position with
102 another organization (regardless of whether the organization is charitable or for-profit in nature).

103
104 **REFERRAL SOURCE:** Any person or entity that is a source or potential source of patient
105 referrals to UPH, such as physicians who refer patients to UPH for services.

106
107 **VENDOR/REFERRAL RECIPIENT:** Any person or entity that sells to or obtains health care
108 business or referrals from UPH, or potentially could sell to or obtain health care business of
109 referrals from UPH, including pharmaceutical companies, medical device companies, hospitals,
110 nursing homes, ambulatory surgical centers, imaging facilities, health care supplies, non-medical
111 suppliers and their employees or agents.

112 **APPLICATION:**

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114

115 **POLICY:**

116 A. Types of Conflicts of Interest. Conflicts of Interest are those circumstances in which the
117 personal interests of a Covered Person may potentially or actually conflict with the interests
118 of UPH or may be perceived as potentially conflicting with the interests of UPH. Personal

119 interests include not only the Covered Person's own interests but also include those of the
120 Covered Person's Family Member. A Conflict of Interest only exists when the appropriate
121 board or committee of UPH decides that a Conflict of Interest exists.

122
123 *Note: Transactions that occur between a Covered Person or Covered Person's Family*
124 *Member and UPH during the "ordinary course of business" on the same terms as those*
125 *generally offered to the public are not considered Conflicts of Interest. This includes*
126 *medical treatment received or transactions completed as a patient at a UPH facility.*

127
128 B. Creation of Conflicts of Interest. For purposes of this Policy, the following circumstances
129 shall be deemed to create potential Conflicts of Interest:

130
131 1. Relationships that May Cause a Conflict of Interest. A Covered Person may have
132 a Conflict of Interest in a contract or transaction if the Covered Person or Covered
133 Person's Family Member is contracting, dealing, or negotiating on behalf of an
134 entity that seeks to do business or does business with UPH, or if the Covered Person
135 or Covered Person's Family Member is a potential Director, Officer, or general
136 partner in, has an actual or potential ownership interest, Material Ownership
137 Interest, or a Compensation arrangement with, the entity contracting, dealing or
138 negotiating with UPH, or is a Referral Source or a Vendor/Referral Recipient. In
139 responding to the Conflict of Interest Disclosure Questionnaire, Covered Persons
140 may respond to the Disclosure Questionnaire based on their current, general
141 knowledge. Specific inquiries to Family Members are not necessary. Further, a
142 Conflict of Interest may exist if a Covered Person performs work or renders services
143 outside the normal course of his or her role at UPH for any competitor of UPH
144 unless the individual has obtained the approval of an executive officer or the Board
145 Chair of the applicable UPH entity. A Covered Person shall not be a Director,
146 Officer, employee or consultant of any competing organizations, nor permit his or
147 her name to be used in any fashion that would tend to indicate a business connection
148 with such organization.

149
150 2. Gifts & Gratuities. A Covered Person may have a Conflict of Interest if the
151 individual or the Family Member is provided with a gift, gratuity, or favor of a
152 substantial nature from a person or entity that does business or seeks to do business
153 with UPH. If the Covered Person were to accept personal gifts, substantial
154 entertainment, or other substantial favors from any outside entity that does business
155 with UPH, is a competitor of UPH, or is negotiating a transaction or arrangement
156 with UPH, it could, under certain circumstances, give rise to a claim that such action
157 was intended to influence or would possibly influence an individual in the
158 performance of his or her duties. (This does not include the personal acceptance of
159 items of nominal or minor value that are clearly tokens of respect or friendship and
160 are not related to any particular transaction or activity of UPH.) Further, a Covered
161 Person may have a conflict if the individual is gratuitously provided use of the
162 facilities, property, or services of UPH.

163

- 164 3. Inside Information. A Conflict of Interest may exist if a Covered Person or the
165 Family Member discloses or uses confidential or inside information of or about
166 UPH, particularly for the Covered Person's profit or advantage of the Covered
167 Person or a Family Member.
168
- 169 4. Financial Interests. A Conflict of Interest may exist when a Covered Person or the
170 Covered Person's Family Member directly or indirectly benefits as a result of a
171 decision, policy or transaction made by UPH. For example, when a Covered Person
172 or the Covered Person's Family Member has ownership in or is employed by any
173 outside entity which does business with UPH, a Conflict of Interest may exist. This
174 does not apply to stock or other investments held in a publicly held corporation,
175 provided the value of the stock or other investments does not exceed five percent
176 (5%) of the corporation's stock. UPH may, following a review of the relevant facts,
177 permit ownership interests which exceed these amounts if UPH's Directors or
178 applicable compliance officer concludes such ownership interests will not
179 adversely impact UPH's business interest or the judgment of the Covered Person.
180 Another example of a potential Conflict of Interest would be where UPH contracts
181 to purchase or lease goods, services, or properties from a Covered Person or the
182 Covered Person's Family Member. A third example of a potential Conflict of
183 Interest would be where UPH either refers business, such as patients for health care
184 services, to a Covered Person or Covered Person's Family Member, or receives
185 referrals of business from a Covered Person or Covered Person's Family Member.
186 Financial interests are not necessarily a Conflict of Interest. A financial Conflict of
187 Interest exists only when the Board decides a Covered Person with a financial
188 interest has a Conflict of Interest.
189
- 190 5. Non-Financial Interests. A Covered Person may have a Conflict of Interest where
191 a Covered Person or the Covered Person's Family Member obtains a non-financial
192 benefit or advantage that the individual or Family Member would not have obtained
193 absent his or her relationship with UPH. Examples include:
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- 195 a. A Covered Person or the Covered Person's Family Member seeks to obtain
196 preferential treatment by UPH or recognition for himself or herself or
197 another Covered Person;
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- 199 b. Representation of UPH by a Covered Person in any transaction in which he
200 or she or a Covered Person's Family Member has a substantial personal
201 interest; and
202
- 203 c. Competition with UPH by a Covered Person or the Covered Person's
204 Family Member, directly or indirectly, in the purchase, sale or ownership of
205 property or property rights or interests, or business investment
206 opportunities.
207
- 208 6. Outside Activities. A Conflict of Interest may exist where a Covered Person or the
209 Covered Person's Family Member engages in Outside Activities that conflict with

210 the best interests of UPH, resulting in direct or indirect benefit to the Covered
211 Person or the Covered Person's Family Member engaging in such conduct.

212
213 7. Corporate Opportunity. A Conflict of Interest may exist when a Covered Person
214 or the Covered Person's Family Member seeks to take advantage of a corporate
215 opportunity or enables another interested person or other organization to take
216 advantage of a corporate opportunity that he or she has reason to believe would be
217 of interest to UPH. For purposes of this Policy, corporate opportunity means a
218 business opportunity presented to an Officer, Director, or Key Employee that:

- 219
- 220 a. UPH is financially able to undertake;
 - 221
 - 222 b. is in UPH's line of business and would be of practical value to UPH;
 - 223
 - 224 c. UPH has an interest in or reasonable expectation of the opportunity, and the
225 Officer, Director, or Key Employee, by taking the opportunity, will create
226 a conflict with UPH; and
 - 227
 - 228 d. the opportunity, in fairness, should belong to UPH.
 - 229

230 8. Personal Service to UPH. Each Covered Person serves UPH in strictly an
231 individual capacity. He or she shall not serve in a representative capacity as the
232 agent of, or as a spokesperson for, another agency or organization that may be
233 interested in UPH, or any of its affiliates.

234
235 9. Additional Potential Conflicts of Interest. Many other circumstances which could
236 not possibly be listed here could give rise to a potential Conflict of Interest. These
237 would include any instances where the actions or activities of a Covered Person or
238 the Covered Person's Family Member involve obtaining an improper gain or
239 advantage, or have an adverse effect on UPH's interests.

240
241 C. Determining Whether a Conflict of Interest Exists. Every Conflict of Interest, once
242 recognized, must be evaluated. It may, in some instances, be so serious that it prevents the
243 further participation by the individual in the Company's deliberations. On the other hand,
244 it may be of little or no significance if it has been disclosed. If there is a question in the
245 mind of the individual as to whether a particular duality of interest should be disclosed, it
246 should be disclosed.

247
248 D. Disclosures.

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250 1. Initial Disclosure. Upon election, appointment, or the beginning of the term of
251 employment or other contract, individuals newly affiliated with UPH and other
252 entities subject to this Policy shall be oriented on and receive a Disclosure
253 Questionnaire (see Attachment "A") to be completed and promptly returned to the
254 applicable compliance leader and subsequently forwarded to Internal Audit
255 Services for processing.

- 256
257 2. Annual Process to Disclose Conflicts.
258
259 a. Each UPH entity will determine which Key Employees will be required to
260 complete their Disclosure Questionnaire.
261
262 b. The Internal Audit Services Department of System Services shall send
263 Disclosure Questionnaires to all Officers, Directors, and Key Employees.
264 Persons required to report who have not returned a Disclosure
265 Questionnaire will be contacted and follow-up will continue on a regular
266 basis in an effort to receive complete and accurate responses from all
267 persons. The information disclosed will be used to identify potential
268 Conflicts of Interest and to assist in completing Internal Revenue Service
269 (“IRS”) and Medicare questionnaires.
270
271 c. The annual Disclosure Questionnaires will include and will acknowledge
272 that the Officer, Director, or Key Employee:
273
274 i. has access to copies of policies 1.CE.02, Code of Conduct, and
275 1.CE.03, Conflict of Interest;
276
277 ii. has read and understands the policies;
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279 iii. agrees to comply with the policies; and
280
281 iv. understands that the policies apply to all committees and
282 subcommittees having board-delegated powers.
283
284 3. Ongoing Duty to Disclose. The duty to identify and disclose potential Conflicts of
285 Interest is a duty that is ongoing. All Officers, Directors, and Key Employees shall
286 immediately disclose such potential conflict or duality of interest as soon as the
287 interest occurs. Disclosure should be made to the Covered Person’s supervisor, the
288 Chief Executive Officer of relevant UPH entity, applicable UPH Compliance
289 Officer, or the Board Chair of UPH, as applicable. The leader receiving the
290 disclosure should then report the potential conflict to Internal Audit Services.
291
292 E. Compensation Decisions.
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294 1. Applicable UPH Entities excluding ACO;
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296 a. Practicing physicians who receive, directly or indirectly, Compensation
297 from UPH for services as employees or independent contractors, may not
298 participate in the determination of any physician Compensation decisions
299 by any board or committee of which they are a member.
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301 2. Applicable to ACO only;

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- a. Inherent in the nature of an accountable care organization, in which participants in the accountable care organization must maintain substantial control over governance, is the likelihood that Covered Persons will make decisions that impact, financially or otherwise, Covered Persons or entities related to Covered Persons. As such, the disclosure of potential conflicts of interest is expected and central to the integrity of the actions of the accountable care organization. However, the existence of an interest and even a conflict of interest may not by itself prevent a Covered Person from participating in the decision making of the ACO. In the event that an interest is identified that may give rise to a conflict of interest, UPH should follow the processes set forth in this Policy to evaluate the potential conflict of interest. Furthermore, Covered Persons who receive direct Compensation from ACO for services as employees or independent contractors, may not participate in the determination of any Compensation decisions by any board or committee of which they are a member.
 3. No physician, either individually or collectively, is prohibited from providing information to any board or committee regarding physician Compensation.
 4. A voting member of a board or committee with responsibilities for determining Compensation shall not participate in the committee's determination of that member's Compensation.
 5. Executive Compensation decisions will be made by a committee composed entirely of independent members of the Board of Directors who do not have a Conflict of Interest with respect to the Compensation arrangement or by a designee of the committee who does not have a Conflict of Interest with respect to the Compensation arrangement.
- F. Applicable UPH Entity Compliance Review Process.
1. The specific duties of the applicable UPH compliance officer or designee shall include, but not be limited to, adhering to the following process to address any conflicts that arise:
 - a. Review all annual Disclosure Questionnaires and interim supplemental disclosures from designated categories of persons within the applicable UPH entity who are subject to this Policy;
 - b. Identify potential Conflicts of Interest disclosed in such annual Disclosure Questionnaires or interim disclosures and determine whether a Conflict of Interest exists;
 - c. Investigate and evaluate, as necessary, potential Conflicts of Interest contained in annual Disclosure Questionnaires or interim disclosures; and

348
349 d. Report findings, conclusions, and recommendations to the Conflicts Review
350 Committee.

351
352 G. Conflicts Review Committee.

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354 1. A UPH committee consisting of the Director of Internal Audit Services, Director
355 of Tax, UPH Compliance Officer, UPH Compliance Director and the General
356 Counsel shall carry out the responsibilities described below for all corporations
357 within UPH.

358
359 2. When the annual disclosures or interim disclosures of either of the members of the
360 Conflicts Review Committee are being reviewed, the member being reviewed shall
361 be replaced by the President of UPH.

362
363 3. The Conflicts Review Committee will process and evaluate annual disclosures and
364 additional reporting.

365
366 4. The specific duties of the Conflicts Review Committee shall include, but not be
367 limited to, adhering to the following process to address any conflicts that arise:

368
369 a. review all annual disclosures submitted by the affiliate or UPH compliance
370 officer or designee and interim supplemental disclosures from designated
371 categories of persons within UPH who are subject to this Policy;

372
373 b. identify potential Conflicts of Interest disclosed in such annual disclosures
374 or interim disclosures and determine whether a potential Conflict of Interest
375 exists;

376
377 c. investigate and evaluate, as necessary, potential Conflicts of Interest
378 contained in annual disclosures or interim disclosures;

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380 d. report findings, conclusions, and recommendations to the Directors of
381 applicable UPH Board for decision and action, which shall be the process
382 to address any conflicts that arise; and

383
384 e. assure the necessary information is reported to the IRS.

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386 H. Specific Transaction Procedures.

387
388 1. Any duality of interest or possible Conflict of Interest on the part of any
389 organizational Officer, Director, or Key Employee together with all material facts,
390 should be disclosed to applicable Directors and made a matter of record, either
391 through an annual procedure or when the interest occurs or becomes a matter of
392 Board action.

393

- 394 2. Whenever it is proposed that a UPH entity enter into a transaction with a covered
395 person or company, the UPH Conflict of Interest Administrative Approval
396 Procedure UnityPoint Health and Affiliates (see Attachment “B”) must be followed
397
- 398 3. Any organizational Officer, Director, or Key Employee having a Conflict of
399 Interest in any matter should not be present during general discussion nor vote or
400 use his or her personal influence on the matter, and he or she should not be counted
401 in determining the existence of a quorum for purposes of the matter or item as to
402 which a conflict exists. The applicable Board should exclude the individual from
403 any discussion or vote in which the Board decides whether or not a Conflict of
404 Interest exists.
405
- 406 4. The foregoing requirements should not be construed as preventing the
407 organizational Officer, Director, or Key Employee from briefly stating his or her
408 position on the matter, nor from answering pertinent questions of other Board
409 members, since his or her knowledge may be of great assistance, but after doing so,
410 he or she should leave the meeting.
411
- 412 5. In cases in which an Officer, Director, Key Employee, or the Family Member has
413 a Conflict of Interest in an arrangement or transaction, the following additional
414 steps may be taken at the direction of applicable Directors:
415
- 416 a. After disclosure of the financial interest and all material facts, and after any
417 discussion with the interested person, he or she shall leave the applicable
418 Board or committee meeting while the determination of a Conflict of
419 Interest is discussed and voted upon. The remaining Board or committee
420 members shall decide if a Conflict of Interest exists.
421
- 422 b. A disinterested person or committee may be appointed to investigate
423 alternatives to the proposed arrangement or transaction.
424
- 425 c. In order to approve the arrangement or transaction, the applicable Board
426 must first find, by majority vote of disinterested members, that the
427 arrangement or transaction is in UPH’s best interest, is fair and reasonable
428 to UPH, and, after reasonable investigation, the disinterested members have
429 determined that a more advantageous transaction or arrangement cannot be
430 obtained with reasonable efforts under the circumstances.
431
- 432 6. The minutes of the applicable Board and all committees with Board-delegated
433 powers shall contain:
434
- 435 a. The names of the persons who disclosed or otherwise were found to have a
436 financial interest in connection with an actual or possible Conflict of
437 Interest, the nature of the financial interest, any action taken to determine
438 whether a Conflict of Interest was present, and the Board’s or committee’s
439 decision as to whether a Conflict of Interest in fact existed.

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b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

7. In order to protect UPH’s best interests, appropriate disciplinary and/or remedial action may be taken with respect to an Officer, Director, or Key Employee who violates Policy 1.CE.03, Conflict of Interest.

I. Related Policies/Reviews.

- 1. Policy 1.CE.02, Code of Conduct.
- 2. Policy 1.CE.06, Reporting and Investigating Dishonest, Illegal, or Fraudulent Activities.
- 3. Policy 1.CE.01, Corporate Compliance Program.

/s/ Clay I. Holderman

Clay I. Holderman
UPH President and CEO

Date: _____

References:

Addenda:

- Addendum A, “Legal Entity Operating Hospital”
- Addendum B, “Summary of Changes”

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Addendum A: Legal Entity Operating Hospital

The below are entities for which the Document has been adopted, except if noted as an exception on the first page under “Scope” and except if the hospital does not provide the service which is the topic of the Document. **The entities listed below are accurate as of January 11, 2023. A current listing of legal named entities can be found at:**
<https://uphealth.sharepoint.com/sites/intranet/policies/UPHandSystemwide/Addendum%20A.pdf>

<u>Region</u>	<u>Legal Entity Operating Hospital</u>
CEDAR RAPIDS	ST. LUKE’S METHODIST HOSPITAL
CEDAR RAPIDS	ST. LUKE’S/JONES REGIONAL MEDICAL CENTER
DES MOINES	CENTRAL IOWA HOSPITAL CORPORATION D/B/A UNITYPOINT HEALTH – DES MOINES
DES MOINES	GRINNELL REGIONAL MEDICAL CENTER
DUBUQUE	THE FINLEY HOSPITAL
FORT DODGE	TRINITY REGIONAL MEDICAL CENTER
PEORIA	METHODIST MEDICAL CENTER OF ILLINOIS
PEORIA	PEKIN MEMORIAL HOSPITAL
PEORIA	PROCTOR HOSPITAL
QC – MUSCATINE	UNITY HEALTHCARE
QUAD CITIES	TRINITY MEDICAL CENTER
SIOUX CITY	NORTHWEST IOWA HOSPITAL CORPORATION
WATERLOO	ALLEN MEMORIAL HOSPITAL CORPORATION
WATERLOO	UNITYPOINT HEALTH – MARSHALLTOWN
MADISON	MERITER HOSPITAL, INC.

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Addendum B: Summary of Changes

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A. Document Change Details The information below corresponds to the initial adoption of the document or, if the document has been amended, the most recent amendment. The Compliance Department shall retain Summary of Changes Addenda which document a document’s initial adoption and any subsequent document amendments.

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Standard Approving Bodies:	Action/Date:
Chief Medical Officer Group	
Chief Nurse Executive Group	
Clinical Policy Review Committee	
Clinical Leadership Group	
Core Council	
UPH Compliance Committee	
Specific Stakeholder Groups:	Action/Date:
Internal Audit	

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B. Summary of Updates:

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Reviewed/ Revised Date:	Summary of Changes:
11/06	N/A
02/12	N/A
12/12	N/A
09/13	N/A
02/15	N/A
03/18	N/A
09/19	N/A
04/21	Addition of notation regarding transactions between a Covered Person (or Covered Person’s Family Member) and UPH which are generally offered to the public.
01/23	Policy was updated to new template, no other revisions were made.

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NOTE: Contact the UPH Compliance Department for prior versions.

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Attachment “A” to Policy 1.CE.03, Conflict of Interest

**CONFLICT OF INTEREST
DISCLOSURE/QUESTIONNAIRE**

Name _____

As a leader at UnityPoint Health “UPH”, you are asked to complete this questionnaire to comply with the Conflict of Interest Policy.

The IRS and states have enacted rules for nonprofit organizations that are intended to ensure individuals in leadership positions are acting in a manner that furthers the organizations’ charitable purposes and not their own private interest. This questionnaire is intended to help identify relationships and transactions that may require special documentation, approval and/or disclosure. By completing this form, you help reduce the risk to leaders of being subject to substantial IRS penalties and/or the loss of UnityPoint Health’s tax-exempt status.

When completing the information in this questionnaire, please answer considering any transaction during the past calendar year, or anticipated in the current calendar year. The Director of Internal Audit Services can assist with questions at (515) 241-6120.

After completing the questions, please electronically sign, date, and submit the questionnaire.

Because of the following positions with **UPH**, you are being asked to complete this questionnaire. Please note that your potential role with the ACO is included as well.

UPH Entity	Your Position	Confirm Position	
		Yes	No
Example: UnityPoint – Finley Hospital	Member of Board of Directors	X	

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Definitions. (See Policy 1.CE.03, Conflict of Interest, for further information and definitions):

“Family Member” The family members of the individual completing this form, including spouse; ancestors (parent, grandparent, etc.); brothers and sisters (whole or half) and their spouses; children (natural or adopted) and their spouses; and grandchildren, great-grandchildren and their spouses; and persons with who the individual maintains a personal relationship approximating a family relationship.

“UnityPoint Health” or “UPH” The entities(s) comprising UnityPoint Health, including Iowa Health Accountable Care, L.C. d/b/a UnityPoint Accountable Care, L.C. (“ACO”), that an Officer, Director, or Key Employee is affiliated. Entities include a subsidiary or affiliated entity in which UPH, directly or indirectly, holds more than a fifty percent (50%) voting or control interest. See the attached list (Appendix 1).

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Note: Transactions that occurred between you or a Family Member and UPH during the “ordinary course of business” on the same terms as those generally offered to the public, including medical treatment received or transactions completed as a patient at a UPH facility, do not need to be disclosed when answering the questions below.

1. Did you, a **Family Member**, or an organization controlled 35% or more by you and/or a **Family Member**, have any business transactions with an **UPH** entity?

Examples of transactions include but not limited to: LLCs/corporations (controlled 35% or more by you and your family), joint ventures (where UPH and you/family are both members – see **JV List** to help), sale contracts, lease, license, insurance and performance of services, etc.

Parties to the Transaction and Relationship to You	Description of Transaction	Estimated Transaction Amount	Was Transaction Disclosed to UPH Prior to Entering Into Transaction? (Y/N)

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2. Did you, a **Family Member**, or an organization controlled 35% or more by you and/or a **Family Member**, receive grants or other assistance from an **UPH** entity?

Examples are scholarships, fellowships, discounts on services, internships, prizes and awards.

Parties to the Assistance and Relationship to You	Purpose of the Assistance	Estimated Assistance Amount

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3. Did you, a **Family Member**, or an organization controlled 35% or more by you and/or a **Family Member** have a loan with an **UPH** entity outstanding any time during the current or prior year.

Examples are recruitment loans treated as a forgivable loan. Does not include loans related to medical services received.

Parties to the Assistance and Relationship to You	Purpose of the Assistance	Estimated Assistance Amount

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4. Are you aware of any **Family Member(s)** who currently, or in the past year, worked as an employee for a **UPH** entity?

No ___ Yes ___ If yes, provide the name(s) of the **Family Member(s)** and description of the relationship below:

Name of Family Member	Position at UPH	UPH Employer
Example: Mary Smith	Director, Medical Records	UnityPoint – St. Luke’s Methodist Hospital

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5. Are you aware of any family relationship or business relationship between you (including your **Family Member(s)**) and other UPH board members, officers and key employees shown on the attached list (including their **Family Member(s)**)?

A “business relationship”, for purposes of the following question, includes employment, contractual relationships, leadership overlap (e.g., in leadership positions at same organization) ownership overlap, or an unusual business/personal transaction. Again, the relationship may be direct or indirect via your or the other person’s Family Member(s) and/or an entity you identified yourself as being affiliated with in Section II. Refer to the attached for examples.

For purposes of this question, do not report any “ordinary course of business” transactions that were conducted during the ordinary operation of either party’s business, on the same terms as those generally offered to the public. To the extent there is particular concerns about confidentiality, please indicate the other person’s name and write “confidential” in the description of relationships. Relationships such as attorney/client, medical professional/patient, and/or clergy/penitent should not be reported at all.

No ___ Yes ___ If yes, provide detail below.

Name Of Your Family Member if applicable	Other Person with UPH Position/Affiliation	Description Of Relationship Family or Business

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6. Are you aware of any transaction in which you, your **Family Member**, or an entity you are affiliated with or disclose information relating to the business of **UPH** for personal interest, profit, or advantage?

No ___ Yes ___ If yes, please explain below:

Organization	Description of Transaction

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7. Are you aware of any transaction in which you, your **Family Member** was employed by, affiliated with or otherwise involved in a business that is the same as or related to **UPH**'s business (e.g., a medical practice or other health care provider).

Examples include:

- *Competitors*
- *any person or entity that is a source or potential source of patient referrals to UPH, such as physicians who refer patients to UPH for services, or*
- *any person or entity that sells to or obtains health care business or referrals from UPH, or potentially could sell to or obtain health care business of referrals from UPH, including pharmaceutical companies, medical device companies, hospitals, nursing homes, ambulatory surgical centers, imaging facilities, health care supplies, non-medical suppliers and their employees or agents.*

No ___ Yes ___ If yes, please explain below:

Individual/Organization Name	Description of Transaction/Relationship

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8. Did you or a **Family Member** accept a gift of more than nominal value from any person or entity doing or seeking to do business with **UPH**, the acceptance of which could reasonably be interpreted as having been given to influence you or **UPH** to act favorably towards the person or entity regarding business with **UPH**?

No ___ Yes ___ If yes, please explain below:

Organization	Description of Gift	Estimated Dollar Amount	Was Transaction Disclosed to UPH Prior to Entering into Transaction? (Y/N)

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9. Are you or have you been engaged in any activities or circumstances not referred to in prior answers, from which it might reasonably be inferred that there is a potential Conflict of Interest or that might reasonably give rise to an assertion that you influenced or attempted to influence any activity: (a) for your direct or indirect benefit; or (b) that was or is not in the best interests of *UPH*?

No ___ Yes ___ If yes, please explain below:

Individual/Organization Name	Description of Transaction/Relationship	Estimated Dollar Amount	Was Transaction Disclosed to UPH Prior to Entering Into Transaction? (Y/N)

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ACKNOWLEDGMENT AND AGREEMENT

I acknowledge that:

- I have read and understand the *UnityPoint Health* Conflict of Interest and Code of Conduct Policies.
- I agree to comply with the Policies.
- I understand that the Policies also apply to all committee and subcommittees having board-designated powers.
- I understand that *UnityPoint Health* is a charitable, tax-exempt organization, and in order to maintain its tax-exempt status, it must continuously engage primarily in activities which accomplish one or more of its tax exempt purposes.
- I understand that *UnityPoint Health* is required by the IRS to report compensation of certain individuals and that the amount of compensation I received as an employee or independent contractor may be reported on the annual Form 990, which is open to public disclosure.
- To my knowledge, I have answered the questions correctly and have provided complete and accurate information.
- Also, where asked, I have answered questions correctly and have provided complete and accurate information related to my relationships with *UnityPoint Health's* affiliated accountable care organization.

I agree to promptly report to the Board Chair, President, internal auditor or general counsel any changes in circumstances that may give rise to, or create, a Conflict of Interest prior to completion of the next annual Disclosure/Questionnaire.

Signature

Date

Attachment “B” to Policy 1.CE.03, Conflict of Interest**UPH CONFLICT OF INTEREST****ADMINISTRATIVE APPROVAL PROCEDURE
UNITYPOINT HEALTH AND AFFILIATES**

The Board of Directors of UnityPoint Health (“UPH”) has adopted Policy 1.CE.03, Conflict of Interest (the “Policy”). In accordance with the Policy, each Director or other Key Employee has completed a Conflict of Interest Disclosure Questionnaire. Under the Policy, certain procedures must be followed prior to a UPH entity entering into a transaction where a conflict may exist with respect to a Director, Officer, Key Employee, or Reporting Physician of UPH or its affiliated entities. These procedures require that certain standards be met before such transactions go forward.

A list of individuals and companies for whom a conflict relationship has been determined to exist can be obtained from your Compliance Officer. Whenever it is proposed that a UPH entity enter into a transaction with a person or company on this list, the Policy applies. In addition, there may be other persons or companies not identified on this list for which a Conflict of Interest exists. The Manager approving the transaction should attempt to identify any such persons or companies, even if they are not reflected on the list. The list will be updated periodically.

In implementing this Policy, the Board Development Committee of the UPH Board has determined as follows:

1. For transactions of less than Fifty Thousand Dollars (\$50,000) in total amount, individually or in the aggregate for a calendar year, management is authorized to enter into such transactions so long as the transaction can be entered into in accordance with the standards in the Policy, but without any further review by the relevant UPH entity Board or the Conflicts Review Committee.
2. For transactions which individually or in the aggregate exceed Fifty Thousand Dollars (\$50,000), but are less than Two Hundred Fifty Thousand Dollars (\$250,000) in a calendar year, management is authorized to enter into such transactions so long as an appropriate memorandum (Attachment 1) is prepared in the transaction file which reflects an analysis and favorable conclusion in accordance with the standard described in the Policy. Such memoranda should be retained in a conflicts file and forwarded to the Conflicts Review Committee for recordkeeping and subsequent review purposes.
3. For any transactions in excess of Two Hundred Fifty Thousand Dollars (\$250,000), individually or in the aggregate, an appropriate memorandum (Attachment 1) should be prepared in the transaction file which reflects an analysis and favorable conclusion in accordance with the standard described in the Policy, and this memorandum should be

734 reviewed and approved by the Board Development Committee and/or the relevant UPH
735 entity Board.

736
737 4. If management has a specific concern about a transaction not subject to Board or Conflicts
738 Review Committee approval because it falls under items 1 or 2 above, management should
739 err on the side of preparing a memorandum as described above and presenting the transaction
740 to the Conflicts Review Committee or the relevant UPH entity Board for review and approval.

741
742 Attached as Attachment 1 is a form for Documentation for Authorization of Conflict Transactions
743 to be completed by the responsible person (the purchasing officer or the person authorizing the
744 transaction). This form should be completed for all transactions involving a conflict relationship--
745 even if, as a result of the size of the transaction, no Board or Conflicts Review Committee approval
746 is required.

747

ATTACHMENT 1

Administrative Approval Procedure - Memorandum

Documentation for Authorization of Conflict Transactions:

1. Name of other party to the transaction:

2. Description of purchase/transaction:

3. Person responsible for purchasing/transaction decision:

4. Estimated total value of purchase/transaction: \$ _____

If there was a formal bidding process, answer questions 5 through 8; if there was not a bidding process, answer questions 9 through 12.

5. Was there a formal bidding process? Yes No

6. Did all qualified entities have a reasonable opportunity to receive the bid documents and respond? Yes No

7. Was the lowest bid selected? Yes No

8. If the answer to question 7 is no, or if the nature of the transaction was such that the lowest bid cannot be determined, please provide justification for selecting the bid.

Answer questions 9 through 12 only if there was no formal bidding process.

9. Explain why a bidding process was not used.

790 10. Was there an appraisal or opinion from an independent third party in connection with this
791 transaction? Yes No If so, please attach any relevant documentation.

792
793 11. If the answer to question 10 is no, was there an internal evaluation of the consideration in
794 this transaction? Yes No If so, please attach notes or memoranda of such
795 internal valuation.

796
797 12. If the answer to questions 10 and 11 is no, how did you determine that a more advantageous
798 transaction could not be obtained?
799

800 _____
801 _____

802 -----
803 **CERTIFICATION**

804
805 Please indicate your opinion as follows:

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807 Is the arrangement in the Corporation's best interest and for the Corporation's benefit?

808 Yes No

809
810 Is the arrangement fair and reasonable to the Corporation? Yes No

811
812 Do you believe that a more advantageous transaction could have been obtained with a person or
813 entity not presenting a Conflict of Interest or a potential Conflict of Interest?

814 Yes No If yes, please explain:

815 _____
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819 _____
820 Printed Name of Responsible Person

821
822 _____
823 Signed

824
825 _____
826 Date
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