

Plan A Health Conflict of Interest Policy

Article I Purpose

The purpose of this policy (the “Policy”) is to protect the interests of Plan A Health (the “corporation”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, Officer, or Key Person of the corporation, or might result in a possible excess benefit transaction. The corporation will not enter into any such transaction or arrangement unless it is determined by the Board in the manner described below to be fair, reasonable and in the best interests of the corporation at the time of such determination.

This Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to non-for-profit and charitable corporations.

Article II Related Party Transactions and Duty to Disclose

A Related Party Transaction is not necessarily a prohibited transaction. Under this Policy, if the Corporation contemplates entering into a Related Party Transaction, the Board must determine if the transaction is fair, reasonable, and in the best interests of the Corporation at the time of such determination.

If at any time during his or her term of service a Related Party acquires any Financial Interest or when any matter for decision or approval comes before the Board in which a Related Party has a Financial Interest, that Financial Interest or potential Related Party Transaction must be promptly disclosed in writing to each member of the Board and the President, together with all material facts. The Board will then follow the procedures in Article IV of this Policy.

Failure to disclose to the Board a known Financial Interest or a known potential Related Party Transaction may be grounds for removal from the Board or termination from the Corporation.

If a person is an interested person with respect to any entity in the health care system of which the organization is a part, he or she is an interested person with respect to all entities in the health care system.]

Article III Procedures

Article IV Duty to Disclose.

Any Related Party shall disclose in good faith all material facts of his or her Financial Interest to the Board.

Article V Non-Participation and Review.

All transactions, agreements or any other arrangements between the corporation and a Related Party, and any other transactions which may involve a potential conflict of interest, shall be reviewed by the Board. All Related Parties with a Financial Interest shall leave the room in which such deliberations are conducted. The Board will then determine whether the contemplated Related Party Transaction is fair, reasonable, and in the best interests of the corporation at the time of such determination. The corporation will not enter into any Related Party Transaction unless it is determined to be fair, reasonable and in the best interest of the corporation at the time of such determination.

Article VI Consideration of Alternate Transactions and Comparability Data.

If the contemplated Related Party Transaction pertains to compensation for services or the transfer of property or other economic benefit to a Related Party, the Board must determine that the value of the economic benefit provided by the corporation to the Related Party does not exceed the value of the consideration received in exchange by obtaining and reviewing appropriate comparable data prior to entering the transaction.

In those instances where the contemplated Related Party Transaction does not involve compensation, transfer of property or benefits to a Related Party, the Board must consider alternative transactions to the extent possible, prior to entering into such transaction.

Article VII Comparability Data.

Article VIII When considering the comparability of compensation, for example, the types of relevant Comparability Data which the Board may consider include, but are not limited to the following:

Article IX Compensation levels paid by similarly situated corporations, both exempt and non-exempt;

Article X The availability of similar services within the same geographic area;

Article XI Current compensation surveys compiled by independent firms; and

Article XII Written offers from similar institutions competing for the same person's services.

Article XIII When the transaction involves the transfer of real property as consideration, the relevant factors include, but are not limited to the following:

Article XIV Current independent appraisals of the property; and

Article XV Offers received in a competitive bidding process.

Article XVI Voting.

The Board or shall, after considering alternate transactions and/or comparability data, determine in good faith by vote of the Board whether the transaction or arrangement is fair, reasonable, and in the best interest of the corporation at the time of such decision. The transaction shall be approved by not less than a majority vote of the Directors present at the meeting. In conformity with the above criteria, the Board shall make its decision as to whether to enter into the transaction or arrangement and shall document the meeting contemporaneously under Article V of this Policy.

All Related Parties with a Financial Interest must not be present for deliberations and voting on the transaction or arrangement in which he or she has a Financial Interest. However, Related Parties are not prohibited from providing information regarding the transaction to the Board prior to the Board's deliberations. No Director or Officer shall vote, act, or attempt to influence improperly the deliberations on any matter in which he or she has been determined by the Board to have a Financial Interest. Any attempt to vote, act, or improperly influence deliberations by a Related Party on any matter with which such person has a Financial Interest may be grounds for removal from the Board or termination from the corporation.

Article XVII Compensation.

A voting member of the Board of Directors or an Officer who receives compensation directly or indirectly from the corporation for services or a Director serving as a voting member of any Committee whose jurisdiction includes compensation matters is precluded from voting or acting on matters pertaining to that Director's or Officer's compensation.

No voting member of the Board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any Committee regarding compensation.

Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation

**Article XVIII
Audit Committee Review**

The Board may delegate to the Audit Committee, which shall be composed solely of Independent Directors, the adoption, implementation of and compliance with this policy. The Board may delegate to the Audit Committee review and approval of any Related Party Transaction involving a Related Party and the corporation, as contained in this Policy; provided that if the Related Party Transaction is of a magnitude that would otherwise require full Board approval, the Committee shall submit the Related Party Transaction to the Board for consideration, providing its recommendation as to whether or not to approve it.

In the event the Board delegates the review and approval of Related Party transactions to a committee, all references to Board in this Policy shall be deemed to refer to such Committee and all references to a majority of the Board shall be deemed to refer to a majority of such Committee.

Article XIX Records of Proceedings

The minutes of all meetings of the Board and all Committee meetings at which a Related Party Transaction is considered shall contain:

Article XX The names of the persons who disclosed or otherwise were determined to have a potential or actual Financial Interest and/or conflict of interest, the nature of the potential or actual Financial Interest and/or conflict of interest, any action taken to determine whether a Financial Interest or conflict of interest exists, and the Board's decision as to whether a Financial Interest and/or conflict of interest exists.

Article XXI The names of the persons who were present for discussions and votes relating to any determinations under Article III above, including whether the Related Party left the room during any such discussions, the content of such discussions, including discussion of alternative transactions, and whether or not the transaction with the Related Party was approved by the Board.

Article XXII The minutes shall be documented contemporaneously to the decision and discussion regarding the Financial Interest or conflict of interest.

Article XXIII Initial and Annual Written Disclosures

Prior to a Director's initial election to the Board, or an Officer or Key Person's employment at the corporation, and thereafter on an annual basis, all Directors, Officers, and Key Persons shall disclose in writing to the Secretary of the corporation:

Article XXIV Any entity of which such person or a Relative of such person is an officer, director, trustee, member, owner, or employee and with which the corporation has a relationship;

Article XXV Any Financial Interest such person may have in any corporation, corporation, partnership or other entity which provides professional or other goods or services to corporation for a fee or other compensation; and

Article XXVI Any position or other material relationship such Director, Officer, Key Person, or Relative of such person, may have with any not-for-profit corporation with which the corporation has a business relationship.

A copy of each disclosure statement shall be kept in corporation's files and made available to any Director, Officer, or Key Person upon request.

Article XXVII Annual Statements

Each Director, Officer, and Key Person shall annually sign and submit to the Secretary of the corporation a statement which affirms such person: (a) has received a copy of this Policy, (b) has read and understands the Policy, and (c) has agreed to comply with the Policy.

Article XXVIII Definitions

Article XXIX Affiliate.

An affiliate of the corporation is a person or entity that is directly or indirectly through one or more intermediaries, controlled by, in control of, or under common control with the corporation.

Article XXX Board of Directors.

The body responsible for the management of the corporation.

Article XXXI Director.

Any voting or non-voting member of the governing board of a corporation, whether designated as a director, trustee, manager, governor, or by any other title.

Article XXXII Financial Interest.

A person has a Financial Interest if such person would receive an economic benefit, directly or indirectly, from any transaction, agreement, compensation agreement, including direct or indirect remuneration as well as gifts or favors that are not insubstantial or other arrangement involving the corporation.

Article XXXIII Independent Director.

A member of the Board of Directors who:

Article XXXIV Has not been an employee of the corporation or an Affiliate of the corporation within the last three years;

Article XXXV Does not have a Relative who has been a Key Person of the corporation or an Affiliate of the corporation within the last three (3) years;

Article XXXVI Has not received and does not have a Relative who has received more than \$10,000 in compensation directly from the corporation or an Affiliate of the corporation in any of the last three (3) years (not including reasonable compensation or reimbursement for services as a Director, as set by the corporation);

Article XXXVII Is not a current employee of, or does not have a substantial financial interest in, and does not have a Relative who is a current officer of, or has a substantial financial interest in, any entity that has provided payments, property, or services to, or received payments, property, or services from, the corporation or an affiliate of the corporation for property or services in an amount which, in any of the last three (3) fiscal years, exceeded:

Article XXXVIII Where the entity's consolidated gross revenue was less than \$500,000, the lesser of:

Article XXXIX \$10,000; or

Article XL 2% of such entity's consolidated gross revenue;

Article XLI Where the entity's consolidated gross revenue was greater than \$500,000 and less than \$10 million: \$25,000; or

Article XLII Where the entity's consolidated gross revenue exceeded \$10 million: \$100,000.

Article XLIII Is not in an employment relationship under control or direction of any Related Party and does not receive payments subject to approval of a Related Party;

Article XLIV Does not have and does not have a Relative who has any ownership interest in, or is a Director, Officer or employee of, the corporation's auditor, and has not worked on the corporation's audit at any time during the past three (3) years.

Article XLV Does not approve a transaction providing economic benefits to any Related Party who in turn has approved or will approve a transaction providing economic benefits to the Director.

Article XLVI **Key Person.**

A Key Person is a person who is in a position to exercise substantial influence over the corporation and, other than Directors and Officers, may include, without limitation, a person who:

Article XLVII Founded the corporation;

Article XLVIII Is a substantial contributor;

Article XLIX Has authority, alone or with others, to control a substantial portion of the corporation's capital expenditures, operating budget or employee compensation;

Article L Manages a discrete segment or activity of the corporation that represents a substantial portion of the activities, assets, income or expenses of the corporation (as compared to the corporation as a whole);

Article LI Receives compensation primarily based on revenues derived from the corporation's activities; and/or

Article LII Is "highly-compensated" by the corporation within the meaning of section 4958 of the Internal Revenue Code and guidance issued by the Internal Revenue Service (for example, receiving annual compensation greater than \$150,000), who is in a position to exercise substantial influence over the affairs of the Center.

Article LIII **Officer.**

A person who has the authority to bind the corporation as designated in the bylaws of the corporation.

Article LIV **Related Party.**

Persons who may be considered a Related Party of the corporation or an Affiliate of the corporation under this Policy include:

Article LV Directors, Officers, or Key Persons of the corporation or an Affiliate of the corporation;

Article LVI Relatives of Directors, Officers, or Key Persons;

Article LVII Any entity in which a person in (i) or (ii) has a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%;

Article LVIII Founders of the corporation;

Article LIX Substantial contributors to the corporation (within the current fiscal year or the past five fiscal years);

Article LX Persons owning a controlling interest (through votes or value) in the corporation;

Article LXI Any non-stock entity controlled by one or more Key Persons.

Article LXII Related Party Transaction.

Any transaction, agreement or any other arrangement with the corporation or an Affiliate of the corporation in which a Related Party has a Financial Interest. Any Related Party Transaction will be considered a conflict of interest for purposes of this Policy.

Article LXIII Relative.

A Relative is a spouse, ancestor, child (whether natural or adopted), grandchild, great grandchild, sibling (whether whole or half blood), or spouse of a child (whether natural or adopted), grandchild, great grandchild or sibling (whether whole or half blood), a domestic partner, or the spouse or domestic partner of a sibling, child, grandchild or great-grandchild.

Name

Signature

Date