

COMMONSPIRIT HEALTH GOVERNANCE POLICY

SUBJECT: Conflicts of Interest

EFFECTIVE DATE: January 27, 2021

POLICY NUMBER: Corporate Responsibility
G-001

ORIGINAL EFFECTIVE DATE:
February 8, 2019

POLICY

It is the policy of CommonSpirit Health to provide for the disclosure and subsequent review and management of Conflicts of Interest that may exist for Persons and to follow applicable federal and state laws relating to the disclosure and management of such conflicts. Each Person has a continuing duty to disclose actual or potential Conflicts of Interest in a manner that complies with this Policy.

SCOPE

All Persons are subject to this Policy and the obligations contained herein.

DISCLOSURE, REVIEW, AND MANAGEMENT OF CONFLICTS OF INTEREST

General Obligation. Each Person must promptly and fully disclose to their direct manager, supervisor, medical staff office, board or board committee, or other appropriate individual or body, any situation or circumstance that may create a Conflict of Interest. The Person must disclose the actual or potential conflict as soon as they become aware of it and annually thereafter in accordance with this Policy or until the conflict no longer exists. Any question as to whether a circumstance presents a Conflict of Interest should be resolved in favor of disclosure.

Persons Obligated to Disclose. The following Persons shall disclose actual or potential Conflicts of Interest at least annually (via a formal, System-administered survey) if the Person's affiliation with the System continues:

- Members of corporate and community boards of System Entities
- Members of committees of corporate and community boards of System Entities
- Members of the Executive Leadership Team of CommonSpirit
- Corporate officers of System Entities
- Employees of System Entities at the Vice President level and above
- All individuals engaged in Research at institutions owned or operated by a System Entity

- Select Employees, as determined from time to time by leadership (e.g., Supply Chain Employees below Vice President with contracting responsibilities, Medication Use and Management committee members, and Key Employees and highest compensated employees as specified by the Internal Revenue Service (IRS) for Form 990 purposes who are not included in the categories above)

Conflict of Interest Review and Management. Disclosed Conflicts of Interest shall be reviewed by designated individuals (identified in the Addenda to this Policy). If necessary, a Conflict of Interest Management Plan shall be developed, which plan shall be subject to acceptance by the appropriate direct manager, supervisor, medical staff office, board or board committee, or other appropriate individual or body. Once accepted, the Conflict of Interest Management Plan shall be communicated to the Person with the actual or potential conflict so they may conduct themselves in conformance with the plan.

CONFLICT OF INTEREST RECORD MAINTENANCE

Historic Conflicts of Interest records (in the form of a central data repository or otherwise) of Conflicts of Interest disclosures, reviews, and plans shall be maintained and preserved for seven (7) years from the year of disclosure or until any related civil, criminal, or regulatory proceedings have concluded, whichever is later.

OTHER APPLICABLE STANDARDS & LAWS

This Policy is intended to supplement, but not replace, any federal or state laws governing conflicts of interest applicable to nonprofit corporations. This Policy also supplements, but does not replace, the *CommonSpirit Health Standards of Conduct: Our Values in Action Policy and Reference Guide*.

FAILURE TO ADHERE TO POLICY

A Person who fails to adhere to this Policy may be subject to disciplinary or corrective actions including, without limitation, employment termination or removal from board or committee service.

REVIEW OF POLICY

This Policy will be reviewed by the CommonSpirit Board of Stewardship Trustees no less frequently than every five (5) years from the date it becomes effective or from the date of any subsequent review or amendment.

AFFECTED AREAS OR DEPARTMENTS

This Policy applies to CommonSpirit and its Direct Affiliates^[1] and Subsidiaries,^[2] as well as any other related entity whose governing documents expressly require or provide for such entity(ies) to comply with CommonSpirit's policies and procedures (Conforming Entity).

ADDENDA:

- A Conflicts of Interest Definitions
- B Conflicts of Interest Disclosure and Review Process
- C Board Members, Trustees, Board Committee Members, Corporate Officers, and Executive Leadership Team
- D Employed Physicians, Physician Administrators and Leaders, and Employed Advanced Practice Providers
- E Employees other than Physicians and Advanced Practice Providers
- F Research Conflicts of Interest

APPROVED BY COMMONSPIRIT HEALTH BOARD: January 21, 2021

^[1] A Direct Affiliate is any corporation of which CommonSpirit Health is the sole corporate member or sole shareholder, as well as Dignity Community Care, a Colorado nonprofit corporation.

^[2] A Subsidiary refers to *either* an organization, whether nonprofit or for-profit, in which a Direct Affiliate holds the power to appoint fifty percent (50%) or more of the voting members of the governing body of such organization or holds fifty percent (50%) or more of the voting rights in such organization (as evidenced by membership powers or securities conferring certain decision-making authority on the Direct Affiliate) or any organization in which a Subsidiary holds such power or voting rights.

COMMONSPIRIT HEALTH GOVERNANCE POLICY ADDENDUM

ADDENDUM: Corporate Responsibility
G-001A – Addendum A

EFFECTIVE DATE: January 27, 2021

SUBJECT: Conflicts of Interest Definitions

ASSOCIATED DOCUMENTS:

CommonSpirit Governance Policy Corporate Responsibility G-001, *Conflicts of Interest*

Board Member, Trustee, or Board Committee Member means any Person who is a member of the CommonSpirit Board of Stewardship Trustees, another System Entity board having fiduciary duties or responsibilities, or a committee of any such board.

Board Chair means the Chairperson.

Board Committee means any board committee.

CommonSpirit Health or CommonSpirit means CommonSpirit Health, a Colorado nonprofit corporation.

Conflicts of Interest or COI exist when the personal interests of a Person or a Person's family members or a Person's business may affect the ability of the Person to act in the best interest of, and with good faith and loyalty to, a System Entity, its mission, patients, residents, clients, or research participants. A Conflict of Interest can be considered to exist in any instance when the Person's decisions, actions, or activities on behalf of a System Entity also involve:

- Obtaining a direct or indirect personal gain or advantage, whether in the form of compensation, cash gifts, or other items of value; or
- Creating an adverse or potentially adverse effect on the System Entity's interests.

Conflict of Interest Management Plan is a plan of action developed to manage and reduce the risk of identified Conflicts of Interest.

Conflict of Interest Transaction is one in which a System Entity is a party and in which a Person has a direct or indirect financial interest or other fiduciary duty such that it could influence their actions on the matter while acting on behalf of the System Entity.

Contracted Independent Physicians are those physicians or physician groups who are compensated to provide clinical or administrative services to any System Entity.

Corporate Officers are as identified in a System Entity's corporate bylaws or other applicable governing document, but generally include the Chair, Vice Chair, Chief Executive Officer (CEO), President, Treasurer, and Secretary of the System Entity.

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Addendum A: Conflicts of Interest Definitions

Governance Policy Addendum

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Corporate Opportunity means a business opportunity that (1) a System Entity has a reasonable interest in or could be expected to take advantage of; (2) a System Entity is financially able to undertake; and (3) is in line with a System Entity's current business and operations.

Direct Affiliate shall have the meaning ascribed to it in the CommonSpirit System Governance Matrix.

Disclosure means the written or oral reporting of a potential or actual Conflict of Interest either as part of the annual CommonSpirit COI disclosure process or intermittently as and when a conflict arises.

Employee(s) means all individuals paid wages or salary by a System Entity, including but not limited to employed physicians and employed advanced practice providers.

Executive Leadership Team or **ELT** are those individuals who comprise the CommonSpirit Executive Leadership Team as determined by the CommonSpirit CEO from time to time.

Immediate Family Member includes a Person's relative by blood or marriage, including husband or wife, birth or adoptive parent, child, or sibling; stepparent, stepchild, stepbrother or stepsister; father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law; grandparent, or grandchild, and spouse of a grandparent or grandchild.

Independent Physicians in Leadership Roles includes any physician acting as a service line medical director or serving on a clinical decision team or serving in any other administrative capacity that affords the opportunity to influence decision making at any System Entity.

Interested Person means, for purposes of IRS Form 990, a current or former officer, director, trustee, or Key Employee, and other specified individuals listed in the Internal Revenue Code.

Key Employee means, for purposes of IRS Form 990, an Employee of the organization (other than an officer, director, or trustee) who meets all three of the following tests, applied in the following order:

1. **\$150,000 Test:** Receives reportable compensation from the organization and all related organizations in excess of \$150,000 for the calendar year ending with or within the organization's tax year;
2. **Responsibility Test:** At any time during the calendar year ending with or within the organization's tax year has:
 - a. responsibilities, powers, or influence over the organization as a whole that is similar to those of officers, directors, or trustees;
 - b. manages a discrete segment or activity of the organization that represents 10% or more of the activities, assets, income, or expenses of the organization, as compared to the organization as a whole; or

- c. has or shares authority to control or determine 10% or more of the organization's capital expenditures, operating budget, or compensation for employees; and
3. **Top 20 Test:** Is one of the 20 employees other than officers, directors, and trustees who satisfy the *\$150,000 Test* and *Responsibility Test* with the highest reportable compensation from the organization and related organizations for the calendar year ending with or within the organization's tax year.

Material Financial Interest is an equity interest exceeding 1% of the outside organization's market capitalization or 5% of the Employee's or the Immediate Family Member's personal assets. A material financial interest also exists if the total transactions between a Person and CommonSpirit or any System Entity exceed \$100,000 annually or if all payments related to a single transaction between CommonSpirit or any System Entity and a Person exceed the greater of \$10,000 or 1% of the System Entity's total revenue. Material financial interest shall not include ownership of stock or other type of equity interest of less than 1% in entities whose securities are listed on an established public securities exchange and have \$75 million or more in shareholder equity. The definition of Material Financial Interest does not include income from investment vehicles such as mutual funds and retirement accounts, as long as the Person does not directly control the investment decisions made in these vehicles.

Open Payments means the Centers for Medicare and Medicaid Services (CMS) Open Payments national disclosure program that promotes transparency and accountability by making financial relationships between health care manufacturers and group purchasing organizations (GPOs), and health care providers, including physicians, advance practice providers, and teaching hospitals available to the public. (See the Open Payments website at: <https://www.cms.gov/OpenPayments>.)

Person(s) includes all persons who are required to disclose a perceived or actual Conflict of Interest under CommonSpirit Governance Policy Corporate Responsibility G-001, *Conflicts of Interest*.

Researchers include all individuals who are engaged in the conduct of research, including human subjects, animal subjects, basic science, and data research; and individuals with research oversight and management responsibilities, including institutional review board members; research directors, managers, and coordinators.

Select Employees are employees identified from time-to-time by leadership who are required to complete annual COI Disclosures (e.g., Supply Chain employees below Vice President with contracting responsibilities, Medication Use and Management committee members, and Key Employees and highest compensated employees as specified by the IRS Form 990).

Subsidiary shall have the meaning ascribed to it in the CommonSpirit System Governance Matrix.

System means the entire health system for which CommonSpirit Health serves as the ultimate parent corporation.

System Entity means CommonSpirit, any Direct Affiliate,^[1] or any Subsidy,^[2] as well as any other related entity whose governing documents expressly require or provide for such entity(ies) to comply with CommonSpirit's policies and procedures (Conforming Entity).

^[1] A Direct Affiliate is any corporation of which CommonSpirit Health is the sole corporate member or sole shareholder, as well as Dignity Community Care, a Colorado nonprofit corporation.

^[2] A Subsidiary refers to *either* an organization, whether nonprofit or for-profit, in which a Direct Affiliate holds the power to appoint fifty percent (50%) or more of the voting members of the governing body of such organization or holds fifty percent (50%) or more of the voting rights in such organization (as evidenced by membership powers or securities conferring certain decision-making authority on the Direct Affiliate) or any organization in which a Subsidiary holds such power or voting rights.

COMMONSPIRIT HEALTH GOVERNANCE POLICY ADDENDUM

ADDENDUM: Corporate Responsibility
G-001A – Addendum B

EFFECTIVE DATE: January 27, 2021

SUBJECT: Conflicts of Interest Disclosure and Review Process

ASSOCIATED DOCUMENTS:

CommonSpirit Governance Policy

Corporate Responsibility G-001, *Conflicts of Interest*

SCOPE

This Addendum serves as a reference for all System Entity Board Members, Trustees, Board Committee Members, Corporate Officers, Executive Leadership Team members, new and existing Employees, other Interested Persons, Contracted Independent Physicians, Independent Physicians in Leadership Roles, and Researchers with regard to Conflicts of Interest disclosure and review processes for any disclosed perceived, potential, or actual Conflicts of Interest.

REVIEW AND DISCLOSURE PROCESS

Disclosures that do not identify any COIs will be marked as complete by Corporate Responsibility Program (CRP) and will not require further review. Disclosures with perceived, potential, or actual COIs will be reviewed as set forth below. A disclosing Person cannot review their own Disclosure. The reviewer must be independent and cannot review a subordinate’s Disclosure if they are conflicted in the matter disclosed.

DISCLOSURE REVIEW BY ROLE

Disclosure Type	Sent By	Frequency	Disclosure Reviewed and Management Plan Developed By	Management Plan Subject to Acceptance by
Board and Board Committee Members	CRP	Upon appointment and annually thereafter	Assigned Legal Team Attorney	Board Committee or Board, as determined by applicable System Entity (Required)
Executive Leadership Team (ELT)	CRP	Upon hire and annually thereafter	CommonSpirit General Counsel	CommonSpirit Audit & Compliance Committee (Required)

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Addendum B: Conflicts of Interest Disclosure and Review Process

Governance Policy Addendum

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Disclosure Type	Sent By	Frequency	Disclosure Reviewed and Management Plan Developed By	Management Plan Subject to Acceptance by
Corporate Officers	CRP	Upon hire and annually thereafter	Assigned Legal Team Attorney	Board Committee or Board, as determined by applicable System Entity (Required)
All New Employees	Human Resources (HR)	Upon Hire	CRP	Department Leadership
Existing Employees	CRP	When potential conflicts arise and for Employees of System Entities at the Vice President level and above and Select Employees annually thereafter	CRP	Department Leadership
Independent Physicians in Leadership Positions and Contracted Independent Physicians	CRP	Annually based on CMS Open Payments review	CRP	Department Leadership
Research	CRP	Prior to start of research and annually thereafter	Research Institute/Center Research Integrity staff	System Director, Research Compliance or other CRP
Other Interested Persons	CRP	Annually	CRP and Tax	Department Leadership

COMMONSPIRIT HEALTH GOVERNANCE POLICY ADDENDUM

ADDENDUM: Corporate Responsibility
G-001A – Addendum C

EFFECTIVE DATE: January 27, 2021

SUBJECT: Board Members, Trustees, Board Committee Members, Corporate Officers, and Executive Leadership Team Members

ASSOCIATED DOCUMENTS:

CommonSpirit Governance Policy

Corporate Responsibility G-001, *Conflicts of Interest*

SCOPE

This Addendum supplements CommonSpirit Governance Policy Corporate Responsibility G-001, *Conflicts of Interest* (COI Policy) and applies to:

- All System Entity Board Members, Trustees, and Board Committee Members;
- All System Entity Corporate Officers; and
- All CommonSpirit Executive Leadership Team members (ELT Members).

These individuals have a duty of loyalty to one or more System Entities, as applicable, and must report any potential or actual Conflict of Interest.

COI DISCLOSURE PROCESS AND EXPECTATIONS

General Obligation. Each Board Member, Trustee, Board Committee Member, Corporate Officer, or ELT Member is required to comply with CommonSpirit Governance Policy Corporate Responsibility G-001, *Conflicts of Interest*, in connection with their role(s) as such.

Timing. A Board Member, Trustee, Board Committee Member, Corporate Officer, or ELT Member's disclosure obligation may arise at various times:

- Annually, as part of CommonSpirit's annual Conflicts of Interest Disclosure process;
- Real time, including:
 - Specific to matters to be addressed during a meeting—in this instance, the conflict should be disclosed before or at the start of the meeting when the Board Chair for Board meetings or Committee Chair for Board Committee meetings or the CEO for an ELT meeting asks if there are any conflicts to be disclosed;

- Specific to transactions in which the individual has a Material Financial Interest—in this instance, the conflict should be disclosed before any substantive transaction-related discussions or negotiations occur; or
- Periodically, if a conflict that did not exist at the time of the annual Conflicts of Interest Disclosure process subsequently arises not specifically related to a meeting or transaction.

Annual Conflicts of Interest Disclosure and Management Plan Process. All Board Members, Trustees, Board Committee Members, Corporate Officers, and ELT Members shall promptly complete a Conflicts of Interest Disclosure questionnaire upon hire or appointment and, thereafter, on an annual basis. A copy of the Conflicts of Interest Policy shall be made available as part of the Disclosure process. Definitions of terms used in the Disclosure questionnaire shall also be provided.

Once completed and submitted, the Conflicts of Interest Disclosures will be reviewed by the CommonSpirit General Counsel (General Counsel) or the assigned CommonSpirit Legal Team attorney for the applicable System Entity (hereafter, individually or collectively, referred to as the Reviewing Attorney).

The Reviewing Attorney will make recommendations on how to manage any identified conflicts (*i.e.*, Conflicts of Interest Management Plan) to mitigate risks to CommonSpirit or other System Entity. Thereafter, on an annual basis, the Conflicts of Interest Management Plan recommendations will be submitted to the appropriate body (see below) for consideration and acceptance.

CommonSpirit Trustee, Board Committee Member, Corporate Officer, and ELT Member-identified conflicts, together with the corresponding proposed Conflicts of Interest Management Plans, will be brought to the CommonSpirit Board Audit and Compliance Committee (ACC) for review and acceptance. Once the CommonSpirit Board ACC has accepted the Conflicts of Interest Management Plans, the ACC's acceptance will be reported to the CommonSpirit Board.

Other System Entity Board Member, Trustee, Board Committee Member, and Corporate Officer-identified conflicts, together with the corresponding proposed Conflicts of Interest Management Plans, will be brought to the System Entity designated body with responsibility for such review and acceptance, as determined by the System Entity Board. The System Entity Board may designate one of its Board Committees (*e.g.*, the System Entity Board's ACC, Executive Committee, or other Board Committee) to serve as the appropriate body to review and accept the plans, or the System Entity Board may perform this role. Conflicts identified at a System Entity level that are deemed to represent a Material Financial Interest by the System Entity Board Committee or Board, as applicable, will also be reported to the CommonSpirit Board ACC for awareness.

Once a Conflicts of Interest Management Plan is accepted as part of the annual Conflicts of Interest disclosure, review, and acceptance process, CRP will prepare a written communication setting forth the plan and provide the communication to the plan communicator (noted in the table below). The Conflicts of Interest Management Plan communication will be

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Addendum C: Board Members, Board Committee Members, Corporate Officers, and Executive Leadership Team Members

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provided to the Board Member, Trustee, Board Committee Member, Corporate Officer, or ELT Member, so they may conduct themselves in accordance with the plan. The Board Member, Trustee, Board Committee Member, Corporate Officer, or ELT Member is the ultimate responsible party (i.e., owner) of their plan. The Conflicts of Interest Management Plan will also be memorialized in the CommonSpirit Conflicts of Interest Disclosure database.

Plan Owner	Plan Communicator
Board Member or Trustee	Board Chair
Board Committee Member	Committee Chair
Corporate Officer	Board Chair
ELT Member	CEO

Conflict of Interest Disclosures and Management Plans Outside of the Annual Process.

Conflicts identified by a Board Member, Trustee, Board Committee Member, Corporate Officer, or ELT Member outside of the annual Conflicts of Interest Disclosure process will be handled on a case-by-case basis, following as closely as possible the above described procedure (i.e., disclosure, review, management plan, acceptance, communication, documentation).

Requirements Specific to Meeting-Related Conflicts of Interest. In addition to the general obligation related to the annual Conflicts of Interest Disclosure process, a Board Member, Trustee, Board Committee Member, Corporate Officer, or ELT Member who becomes aware of a situation to be addressed at a System Entity meeting in which they are participating that may create a Conflict of Interest, must orally disclose the conflict, preferably at the start of the meeting but no later than the point at which the conflict situation is to be addressed. A written record of the Disclosure and the immediate action taken to manage the Conflict of Interest are to be made and maintained as part of the meeting minutes. Depending on the situation, the process outlined for a Conflict of Interest Transaction may need to be followed.

Requirements Specific to Transactional Conflicts of Interest. A System Entity Board shall scrutinize and must in good faith approve or disapprove any transaction in which a System Entity is a party and in which the Board Member, Trustee, Board Committee Member, Corporate Officer, or ELT Member either:

- Has a Material Financial Interest; or
- Is a board member, trustee, board committee member, or corporate officer of the other party (other than a System Entity-affiliated organization).

The System Entity Board, as applicable, must approve the transaction by a majority of the non-conflicted/non-interested Board Members or Trustees on the Board. In reviewing such transactions between the System Entity and vendors or other contractors who are, or are affiliated with, Board Members, Trustees, Board Committee Members, Corporate Officers, or ELT Members, the System Entity Board shall act no more or less favorably than it would in reviewing transactions with unrelated third parties. The transaction will not be approved unless the System Entity Board determines that the transaction is fair to the System Entity.

When any Conflict of Interest Transaction is considered by a System Entity Board, the Board Member, Trustee, Board Committee Member, Corporate Officer, or ELT Member must disclose all material facts to the System Entity Board. The Board Member or Trustee shall not vote, and the Board Member, Trustee, Board Committee Member, Corporate Officer, or ELT Member shall not use their personal influence on the matter. However, if requested, such Board Member, Trustee, Board Committee Member, Corporate Officer, or ELT Member is not prevented from briefly stating their position in the matter, nor from answering pertinent questions from the System Entity Board Members or Trustees, as their knowledge may be significant in making an informed decision on the transaction. The Board Member, Trustee, Board Committee Member, Corporate Officer, or ELT Member shall be excused from the meeting during discussion and vote on the Conflict of Interest Transaction.

The System Entity Board minutes shall reflect:

- The individual making the Disclosure;
- The nature of the Disclosure;
- Discussion regarding any proposed Conflict of Interest Transaction;
- The decision made by the Board;
- The interested Board Member, Trustee, Board Committee Member, Corporate Officer, or ELT Member was excused during the discussion; and
- The interested Board Member or Trustee abstained from voting.

Implementation and Interpretation. Questions regarding the implementation and interpretation of this Addendum and its application to the Conflicts of Interest Policy shall be referred to the CommonSpirit General Counsel or designee.

Follow Up. If the CommonSpirit Board ACC, other System Entity designated Board Committee or Board, or CommonSpirit CEO (with respect to ELT Members), as applicable, reasonably believes that a Board Member, Trustee, Board Committee Member, Corporate Officer, or ELT Member has failed to disclose either an actual or potential Conflict of Interest, or all material facts surrounding an actual or potential conflict as required by the Conflicts of Interest Policy or this Addendum, the Board Member, Trustee, Board Committee Member, Corporate Officer, or ELT Member will be given an opportunity to explain such alleged failure to disclose. After hearing the explanation, the CommonSpirit Board ACC or other System Entity Board Committee or Board charged with responsibility for reviewing conflicts, or the CommonSpirit CEO (with respect to ELT Member Disclosures outside of the annual process), as applicable, will conduct such additional review or investigation as may be appropriate.

COMMONSPIRIT HEALTH GOVERNANCE POLICY ADDENDUM

ADDENDUM: Corporate Responsibility
G-001A – Addendum D

EFFECTIVE DATE: January 27, 2021

SUBJECT: Employed Physicians, Contracted Independent Physicians, Independent Physicians in Leadership Roles, and Employed Advanced Practice Providers

ASSOCIATED DOCUMENTS:

CommonSpirit Governance Policy

Corporate Responsibility G-001, *Conflicts of Interest*

SCOPE

This Addendum supplements CommonSpirit Governance Policy Corporate Responsibility G-001, *Conflicts of Interest (COI Policy)* and applies to all employed physicians, Contracted Independent Physicians, Independent Physicians in Leadership Roles, and employed Advanced Practice Providers (APPs). These individuals have a duty of loyalty to CommonSpirit and CommonSpirit Entities and must report any perceived, potential, or actual Conflict of Interest.

DEFINITIONS

In addition to the definitions in CommonSpirit Governance Policy Corporate Responsibility G-001, Addendum A, *Conflicts of Interest Definitions*, employed physicians, employed APPs, and key independent physicians should be aware of the following:

Financial Conflict of Interest means a financial interest that could directly or indirectly affect or appear to affect decisions regarding patient care and treatment choices. These interests include, but are not limited to:

- Employment or contractual relationships with any person or entity doing business with, or seeking to do business with, CommonSpirit or a CommonSpirit Entity, or with a competitor of CommonSpirit;
- Ownership interests in any entity doing business with, or seeking to do business with, CommonSpirit or a CommonSpirit Entity (see definition of Material Financial Interest in the COI Policy Addendum A, *Conflicts of Interest Definitions*), or in a competitor of CommonSpirit;
- Service as an officer, trustee, or director of an entity doing business with, or seeking to do business with, CommonSpirit or a CommonSpirit Entity, or with a competitor of CommonSpirit;

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Addendum D: Employed Physicians, Contracted Independent Physicians, Independent Physicians in Leadership Roles, and Employed Advanced Practice Providers

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- Any personal or business arrangement entered into as a result of access to confidential information gained through a physician's or APP's relationship to CommonSpirit or a CommonSpirit Entity;
- Acceptance of any gifts, entertainment, loans, favors or other benefits, with a value that will, or has the potential to, influence the physician's or APP's decision-making, from any person or entity doing business with, or seeking to do business with, CommonSpirit or a CommonSpirit Entity (see also CommonSpirit policies governing employee arrangements with Vendors (as defined below) or physician ownership interest in Vendors);
- Certain compensation arrangements with Vendors; and
- An Immediate Family Member (as defined in the COI Policy Addendum A, *Conflicts of Interest Definitions*) to whom any of the above apply.

Vendors means a Group Purchasing Organization (GPO), or pharmaceutical, medical supply, or medical device company or distributorship or other business source that does, or that seeks to do, business with CommonSpirit or a System Entity, whose products or services are or may be used by the physician or APP in providing services to or for CommonSpirit or a CommonSpirit Entity, or whose payments or items of value when given to a physician is reportable under the Centers for Medicare and Medicaid Services (CMS) Open Payments national disclosure program.

DISCLOSURE PROCESS

Employed Physicians and Advanced Practice Providers. Employed physicians and Advanced Practice Providers will follow the COI Disclosure process as defined in COI Policy Addendum B, *Conflicts of Interest Disclosure and Review Process*.

Contracted Independent Physicians

- Independent physicians have a general obligation to disclose Conflicts of Interest in accordance with Medical Staff bylaws, rules, and regulations.
- Corporate Responsibility, as part of its annual monitoring plan, will monitor the CMS Open Payments website in order to identify financial arrangements reported to CMS for Contracted Independent Physicians.
- For arrangements that are identified to be greater than the annual monitoring plan's threshold, as determined by the Division VP CRO and the Division SVP Operations, the Corporate Responsibility Officer (CRO) will request that the provider be added to the Conflicts of Interest Disclosure database, and the provider will be asked to complete a Conflicts of Interest Disclosure form.
- The CRO will draft a Conflict of Interest Management Plan and submit it to the Division Corporate Responsibility Director or Vice President for review and suggested edits.

- The CRO will submit the Conflict of Interest Management Plan to leadership for purposes of review and agreement by physician.
- The signed Conflict of Interest Management Plan will be maintained in Conflicts of Interest database attached to the Disclosure.

Independent Physicians in Leadership Roles

- Independent Physicians have a general obligation to disclose Conflicts of Interest in accordance with Medical Staff bylaws, rules and regulations.
- When Independent Physicians are in leadership roles, management should routinely inquire of the physician regarding potential conflicts, particularly when the physician is involved in discussions related to actual or potential business sources.
- Corporate Responsibility, as part of its annual monitoring plan, will monitor the CMS Open Payments website in order to identify financial arrangements reported to CMS for Independent Physicians in Leadership Roles.
- For arrangements that are identified to be greater than the annual monitoring plan's threshold, as determined by the Division VP CRO and the Division SVP Operations, the CRO will request that the provider be added to the Conflicts of Interest database, and the provider will be asked to complete a Conflicts of Interest Disclosure form.
- The CRO will draft a Conflicts of Interest Management Plan and submit to the Division Corporate Responsibility Vice President for review and suggested edits.
- The CRO will submit the Conflicts of Interest Management Plan to leadership for purposes of review and agreement by physician.
- The signed Conflicts of Interest Management Plan will be maintained in the Conflicts of Interest database attached to the Conflicts of Interest Disclosure.

Physicians and APPs at System Entities who are not required to disclose annually are not exempt from the requirement to disclose a potential conflict. Any provider who is employed or considered an Independent Physician in a Leadership Role is required to disclose any potential conflict to entity leadership (including CommonSpirit physician enterprise or hospital leadership) as soon as it arises.

Management Review and Management of Potential Conflicts of Interest. In addition to Corporate Responsibility review established by this Addendum, System Entity leadership must review and manage potential Conflicts of Interest reported by physicians and APPs understanding that:

- Employed physicians and APPs must not enter into a contractual relationship with a Vendor without prior documented leadership approval in accordance with applicable policy.
- Compensation must not exceed policy limits as set forth in this Addendum and other applicable policies, procedures, or addendums governing arrangements with Vendors unless approvals are obtained in accordance with same.

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Addendum D: Employed Physicians, Contracted Independent Physicians, Independent Physicians in Leadership Roles, and Employed Advanced Practice Providers

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- CommonSpirit resources may not be used when performing work for a Vendor and the work may not be performed during time contracted for by CommonSpirit.
- Physician/APP may not market or advertise/promote the outside business interest within CommonSpirit locations.
- Compensation from the Vendor to the provider must be at fair market value for the services rendered and represent legitimate services requiring the expertise of the provider.
- If compensation is for speaking engagements, content must be controlled by the physician/APP, must not be promotional in nature, and must not contain any CommonSpirit confidential, proprietary or patient information. Exceptions to this requirement may be granted for physicians or APPs participating in Speaker's Bureaus for Federal Drug Administration-regulated products. Refer to CommonSpirit Governance Policy Communications G-001, *Communicating with the Media and External Stakeholders*, for additional information.
- Provider must not have voting rights on any product selection committees related to the type of item or service provided by a Vendor when a compensation arrangement exists.
- Controls should be implemented to ensure that medical decision making is not affected by outside financial relationships.
- Review of an arrangement by CommonSpirit must be conducted in accordance with CommonSpirit policies governing Employee outside arrangements with Vendors or provider ownership interests in Vendors; the review process for provider ownership interests must include appropriate review from all impacted disciplines (e.g., IT, SSRM) and consultation with Supply Chain leadership.

ADDITIONAL CONSIDERATIONS

In addition to the procedures outlined in the COI Policy, examples of conditions, safeguards, or restrictions that may be implemented include, but are not limited to the following:

- Divestiture of the relevant financial interest or severance of outside relationships with the entity or individual posing the conflict;
- Modification of the physician's or APP's responsibilities, including suspension of patient care activity; and
- Requirement that the Financial Conflict of Interest be disclosed to patients.

COMMONSPIRIT HEALTH GOVERNANCE POLICY ADDENDUM

ADDENDUM: Corporate Responsibility
G-001A – Addendum E

EFFECTIVE DATE: January 27, 2021

SUBJECT: Employees Other than Physicians and Advanced Practice Providers

ASSOCIATED DOCUMENTS:

CommonSpirit Governance Policy

Corporate Responsibility G-001, *Conflicts of Interest*

SCOPE

This Addendum supplements CommonSpirit Governance Policy Corporate Responsibility G-001: *Conflicts of Interest* (COI Policy) and applies to employees who are not Physicians or Advanced Practice Providers (covered under Addendum D).

DISCLOSURE PROCESS

- All Employees receive a COI Disclosure to complete electronically at time of hire.
- Current Employees, who enter into transactions or other relationships that create a potential or actual COI, shall immediately notify their supervisor and responsible Corporate Responsibility Officer (CRO). The CRO shall initiate the COI Disclosure process outlined in the CRP Work Instructions.
- CROs shall review Disclosures and coordinate with the Employee's supervisor to take appropriate action, including creation of a COI Management Plan in response to identified conflicts as outlined in the CRP Work Instructions.
- The Employee's supervisor shall review the COI Management Plan with the Employee and obtain the Employee's written agreement to comply with Plan.
- COI Disclosures and Management Plans shall be retained in the COI Disclosure database.
- Select Employees shall complete an annual COI Disclosure.

Vice President and Above, Select Employees, and Interested Persons as specified by the Internal Revenue Service (IRS) for IRS Form 990 Purposes

- In addition to time of hire disclosures, Employees at the Vice President level and above, other Select Employees as identified by leadership from time to time (for more detail on who qualifies as a Select Employee, see the COI Policy), Key Employees and highest compensated employees shall complete the COI Disclosure annually.

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Addendum E: Employees other than Physicians and Advanced Practice Providers

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- CROs shall review these COI Disclosures for current Employees and follow the Employee procedures above.
- Tax personnel shall provide COI Disclosure information for Interested Persons to the CommonSpirit Audit and Compliance Committee in conjunction with the committee's review of IRS Form 990.

COMMONSPIRIT HEALTH GOVERNANCE POLICY ADDENDUM

ADDENDUM: Corporate Responsibility
G-001A – Addendum F

EFFECTIVE DATE: January 27, 2021

SUBJECT: Research Conflicts of Interest

ASSOCIATED DOCUMENTS:

CommonSpirit Governance Policy

Corporate Responsibility G-001, *Conflicts of Interest*

SCOPE

This Addendum supplements CommonSpirit Governance Policy Corporate Responsibility G-001: *Conflicts of Interest* and applies to Investigators as defined below. This Addendum implements the Food and Drug Administration (FDA) research conflict of interest regulations at 21 CFR Part 54 and the Public Health Service (PHS) research conflict of interest regulations at 42 CFR Part 50, Subpart F, and 45 CFR Part 94.

Investigators include the following individuals engaged in Research at a System Entity or using CommonSpirit resources or data:

- Full- or part-time CommonSpirit Employees;
- Physicians and other healthcare providers (employed and non-employed);
- Research coordinators, assistants, and nurses (employed and non-employed);
- Trainees and students, who are involved in federally funded Research-related activities at a System Entity; and
- Independent Research contractors and consultants engaged in Research at a System Entity.

Federal regulations require entities engaged in research to have policies and procedures in place, requiring Investigators to disclose any financial interests that may present perceived, potential, or actual Financial Conflicts of Interest. In addition, patients at System Entities who participate in Research have an expectation that the Research and any Research-related services are not impacted by a Conflict of Interest. CommonSpirit works to foster an environment in which objectivity in the design, conduct, and reporting of Research is protected and the public trust in CommonSpirit and its mission is not compromised.

DEFINITIONS

In addition to the definitions in CommonSpirit Governance Policy Corporate Responsibility G-001, Addendum A, *Conflicts of Interest Definitions*, the following definitions apply to Research:

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Addendum F: Research Conflicts of Interest

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Financial Conflict of Interest (FCOI) means a Significant Financial Interest that could directly and significantly affect the design, conduct, or reporting of Research.

Foreign Support means financial or intellectual property interests received from foreign entities either in cash or in-kind, including, without limitation, the following:

- Financial or intellectual property interests received from foreign institutions of higher education, including faculty positions (including honorary positions);
- Staffing support and laboratory space, supplies and other resources;
- Paid travel;
- Support to Immediate Family Members;
- Financial interests received from foreign governments (including national, local, provincial, or equivalent governments); and
- Selection for foreign talents programs.

Investigator means the principal Investigator, co-Investigators, project director, and any other person, regardless of title, who is responsible for the design, conduct, evaluation, monitoring, expenditure of funds, or reporting of Research, which may also include, for example, collaborators and consultants.

Research means a systematic investigation, including research development, testing, and evaluation, designed to develop or contribute to generalizable knowledge.

Significant Financial Interest (SFI) means a financial interest involving any of the following:

- Any remuneration received from any publicly traded entity plus any equity interest (*e.g.*, stock, stock option, or other ownership interest), as determined on the date of disclosure if the value, in the aggregate, exceeds \$5,000;
- Any remuneration received from any non-publicly traded entity if the value, when aggregated, exceeds \$5,000; this includes foreign governments, universities, and organizations;
- Any equity interest (*e.g.*, stock, stock option, partnership interest, membership interest, or other ownership interest) in a non-publicly traded entity on the date of disclosure regardless of value;
- Intellectual property rights and interests (*e.g.*, patents and copyrights), royalties from such rights, or filing of the patent interest or effective date to share in rights to royalties;
- All reimbursed or sponsored travel (*i.e.*, travel paid on an Investigator's behalf but not reimbursed by a System Entity) related to Research responsibilities; and
- Any Foreign Support.

The following are excluded from the requirement to disclose:

- Remuneration from CommonSpirit or a System Entity, if the Investigator is employed by CommonSpirit or a System Entity;
- Income from seminars, lectures, or teaching engagements sponsored by a United States federal, state, or local government agency, or United States institutions of higher education (as defined at 20 U.S.C.1001(a)), a United States academic teaching hospital, a medical center, or a research institute that is affiliated with a United States institution of higher education or any service on advisory or review panels for such agencies or institutions (Income from foreign governments, universities, or other organizations must be disclosed.);
- Income from investment vehicles, such as mutual funds and retirement accounts, provided that the Investigator does not directly control the investment decisions made about these vehicles; and
- Travel that is reimbursed or sponsored by a United States federal, state, or local government agency, or institutions of higher education (as defined at 20 U.S.C. 1001(a)), a United States academic teaching hospital, a medical center, or a research institute that is affiliated with an institution of higher education. (Travel reimbursed by a foreign government, university, or institution must be disclosed.)

REQUIREMENT TO DISCLOSE

With the exception of students/trainees conducting non-federally sponsored Research, all Investigators are required to disclose to CommonSpirit the presence of an SFI. Disclosures to CommonSpirit are required at least annually, and within 30 days of any change in the SFI. All SFIs must be disclosed using the format prescribed by CommonSpirit, whether or not the SFI is directly related to any proposed or current Research.

DETERMINATION OF FCOI AND MANAGEMENT PLANS

CommonSpirit research institutes and centers shall review Research Conflicts of Interest Disclosures and implement Research Conflicts of Interest Management Plans when they determine Research FCOIs exist. An FCOI exists when an SFI could directly and significantly impact the design, conduct, or reporting of the Research. Management plans shall be in writing and shall be signed by the Investigator who is subject to the plan. Signed Conflicts of Interest Management Plans shall be retained in the CommonSpirit Conflicts of Interest Disclosure database.

At a minimum, disclosure of an SFI related to the Research shall be made in any related research informed consents, to site research personnel and in publications and presentations. Examples of disclosure statements are:

- The Investigator, (full name), owns [equity or stock] of the company that is paying for the research.

- The Investigator, (full name), personally receives consulting or other payments from the company that is paying for the research.
- The Investigator (full name), is an inventor of the [drug, compound, device, etc.] for which a patent may be filed by the investigator [institution]. If the patent is pursued based on data from this and other research, royalties and other compensation may be received by the investigator [institution].
- The Investigator is an inventor of the [drug, compound, device, etc.] and receives royalties for its use.

Examples of Research Conflicts of Interest Management Plan provisions include, but are not limited to, the following:

- Public disclosure of the FCOI when presenting or publishing the Research;
- Disclosure of the FCOI to site Research staff;
- Disclosure of FCOI in the informed consent for human subjects research;
- Appointment of an independent monitor capable of taking measures to protect the design, conduct, and reporting of the Research against bias;
- Modification of the Research plan;
- Change of personnel or personnel responsibilities, or disqualification of personnel from participation in all or a portion of the Research (e.g., obtaining informed consent);
- Conduct the Research outside of CommonSpirit; and
- Eliminate the financial or intellectual property interest creating the FCOI.

Investigators Covered by Agreements with External Academic Centers, Research Institutes, and Other Third Parties. In situations where an Investigator is employed by an external research institute, academic center, or any third party for which CommonSpirit is required to confirm disclosures of Financial Interest (“home institution”) and conducts Research at a CommonSpirit facility, and where a formal agreement exists between CommonSpirit and the home institution, the Investigator may be permitted to disclose directly to their home institution using the home institution’s disclosure mechanism instead of using the format prescribed by CommonSpirit. In such instances, the following conditions must be met:

- The external research institute, academic center, or other third party maintains a Public Health Service (PHS)-compliant COI policy in place which is acceptable to CommonSpirit and has sufficient processes to comply with such policy.
- If Investigators have an SFI related to the proposed project, then CommonSpirit may request an attestation from the Investigator in a format acceptable to CommonSpirit stating that all SFIs have been disclosed to the home institution as required by the home institution’s PHS-compliant COI policy.
- Information about management of a determined FCOI related to a CommonSpirit Research study by the home institution must be shared with the respective CommonSpirit research institute/center. CommonSpirit and associated IRBs have the

authority to make the home institution's Conflicts of Interest management plan covering CommonSpirit Research more stringent.

ADDITIONAL CONSIDERATIONS

PHS-Funded Research. CommonSpirit research institutes/centers shall implement FCOI management plans when required and file a FCOI report with the PHS-awarding component summarizing the plan prior to the expenditure of any PHS research funds. Annual FCOI reports shall be filed with the PHS-awarding component for the duration of the research project.

If an Investigator identifies a new SFI in the course of an ongoing PHS-funded Research project, the CommonSpirit research institute/center shall determine if a FCOI management plan is required, and if so, implement the plan and file a report with the PHS-awarding component within sixty (60) days of the disclosure. The CommonSpirit research institute/center shall monitor Investigator compliance with the FCOI management plan throughout the PHS-funded research project.

Undisclosed SFI in PHS-Funded Research. If an SFI is identified that an Investigator did not disclose or was not reviewed in a timely manner during an ongoing PHS-funded research project, the CommonSpirit research institutes/centers shall analyze, and if an FCOI exists, a management plan will be developed. In addition, a retrospective review of the Investigator's activities and the research project will be conducted within 120 days to determine whether the research project was biased in the design, conduct, or reporting of the Research. The review will be documented in writing and contain the elements listed at 42 CFR 50.605(a)(3). If bias is found, the CommonSpirit research institute/center shall notify the PHS awarding component promptly and submit a mitigation report including the elements in the retrospective review and a description of the impact of the bias on the research project and the plan of actions taken to mitigate the effect of the bias.

Requirement for Researcher Training in Financial Conflicts of Interest. Investigators conducting PHS-sponsored Research are required to receive training in Financial Conflicts of Interest in Research prior to engaging in Research at CommonSpirit or a CommonSpirit Entity, and at least every four (4) years.

In addition, PHS-regulations require retraining if the COI Policy is revised in a manner that affects the Investigators' duties. There are multiple resources available for this training. Contact the CommonSpirit research institutes/centers for a list of acceptable Conflicts of Interest training resources. The Investigator is required to maintain documentation of training completion, which must be made available to CommonSpirit upon request for auditing and monitoring purposes.

Maintaining Documentation and Providing Information to Requestors. Conflicts of Interest Disclosures, other documentation used in the review of such Disclosures, and relevant records shall be maintained for a minimum of three (3) years following completion of the Research project that generated the disclosure statements, or until any relevant government, criminal, or civil proceeding has concluded, whichever is later.

Within five (5) business days, CommonSpirit will provide to any requestor a written response containing information on Financial Conflicts of Interest that CommonSpirit determines are related to the Research as required by 42 CFR Part 50.

AFFECTED AREAS OR DEPARTMENTS

- Acute hospitals and clinics
- All Researchers including students and trainees conducting PHS-funded Research

STATUTORY/REGULATORY AUTHORITIES

Investigators must comply with all applicable state and federal laws and regulations, including those specifically related to Financial Conflicts of Interest and objectivity in Research. These provisions include, but are not limited to, FDA research Conflicts of Interest regulations (21 CFR Part 54), PHS research Conflicts of Interest regulations (42 CFR Part 50, Subpart F and 45 CFR Part 94) and guidance material located in the National Institutes of Health (NIH) Grants Policy Statement.