



**Title: Conflict of Interest (Iowa Health Accountable Care, L.C.) 1.CE.03(a)**

Effective Date: 03/12; Rev. 10/12

**POLICY:** All Iowa Health Accountable Care, L.C. (“IHAC”) Officers, Managers, Key Employees and Reporting Physicians must disclose to the Board of Managers 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.

**SCOPE:** This policy is applicable to all IHAC Managers, Officers, Key Employees and Reporting Physicians unless excepted by the Conflict Review Committee. Disclosure Questionnaires shall be completed on an annual basis by all Managers, Officers, Key Employees and Reporting Physicians of IHAC (Covered Persons for purposes of this policy). The sole member of IHAC is Iowa Health System (“IHS”), which has adopted a Compliance Program. As a result, some references in this Policy are to IHS documents or compliance policies.

**BACKGROUND:** The IHAC Board of Managers has adopted this 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.

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 establish the Medicare Shared Savings Program (“MSSP”), and by requirements placed upon providers by Medicare and Medicaid program regulations. The Board of Managers 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.

The approach to identification and resolution of Conflicts of Interest includes the following elements: Resolution of the IHAC Board of Managers in regard to Conflicts of Interest, this policy, and Disclosure Questionnaires completed annually by individuals subject to disclosure requirements under this policy, the Internal Revenue Code, MSSP regulations, or other Medicare/Medicaid program regulations.

1. Definitions.

- 1.1 “Board” means the Board of Managers of Iowa Health Accountable Care, L.C.
- 1.2 “Chair” means the highest ranking Officer of a Company, whether denominated Chair, President, or some other title.
- 1.3 “Company” means Iowa Health Accountable Care, L.C.
- 1.4 “Compensation” includes direct and indirect remuneration, in cash or in kind (including royalties, consulting fees, speaking fees and research grants); provided, however, that Compensation does not include gifts, meals, and business courtesies that are permitted under Policy 1.CE.14, Gifts and Business Courtesies.
- 1.5 “Conflict of Interest” means circumstances described below in Section 2 of this Policy.
- 1.6 “Covered Persons” means all Managers, Officers, Key Employees and Reporting Physicians of IHAC.
- 1.7 “Family Member” means the family members of an individual, including spouse (other than a spouse who is legally separated under a decree of divorce or separate maintenance), children (including a legally adopted child or stepchild), grandchildren, the spouses of children, parents, step-parents, grandparents, brothers and sisters of the individual and their spouses, and persons with whom the individual maintains a personal relationship approximating a family relationship.
- 1.8 “Key Employee” means any person having responsibilities or powers similar to those of Officers or Managers, or management of the entity. The Company will periodically determine who is a Key Employee.
- 1.9 “Managers” mean all members of the Board of Managers who have been duly selected and qualified to serve on the Board.
- 1.10 “Material Ownership Interest” means an interest involving either the direct ownership or holding of indebtedness or the ownership of capital stock, obligations, or a combination of both having an aggregate value in excess of five percent (5%) of the total assets of the Company in which the interest is held.
- 1.11 “Officers” for purposes of this policy and the annual Disclosure Questionnaires, mean the Board Chair, Chief Executive Officer and such other officers and assistant officers as the Board deems necessary.
- 1.12 “Outside Activities” includes service as a director, Manager, trustee, Officer, owner, committee member, employee, independent contractor, consultant, advisor,

agent, or similar position with another organization (regardless of whether the organization is charitable or for-profit in nature).

- 1.13 “Referral Source” means any person or entity that is a source or potential source of patient referrals to IHAC or an MSSP accountable care organization (“MSSP ACO”) provider, such as physicians who participate in IHAC or who refer patients to another MSSP ACO provider for services.
- 1.14 “Reporting Physician” means a Medicare Shared Savings Program MSSP ACO provider not employed by the Company, with department head responsibilities or powers similar to those of Officers, and Managers, or management of the entity. The Company will periodically determine who is a Reporting Physician.
- 1.15 “Vendor/Referral Recipient” means any person or entity that sells to or obtains health care business or referrals from IHAC, or potentially could sell to or obtain health care business of referrals from IHAC, 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.

#### **APPLICATION OF POLICY:**

2. Types of Conflicts of Interest. Conflicts of Interest are those circumstances in which the personal interests of a Covered Person may potentially or actually conflict with the interests of IHAC or may be perceived as potentially conflicting with the interests of IHAC. Personal interests include not only the Covered Person’s own interests but also include those of the Covered Person’s Family Member. A Conflict of Interest only exists when the appropriate board or committee of the Company decides that a Conflict of Interest exists.
3. Creation of Conflicts of Interest. For purposes of this policy, the following circumstances shall be deemed to create potential Conflicts of Interest:
  - 3.1 ***Relationships that May Cause a Conflict of Interest.*** A Covered Person may have a Conflict of Interest in a contract or transaction if the Covered Person or Covered Person’s Family Member is contracting, dealing, or negotiating on behalf of an entity that seeks to do business or does business with the Company or an IHS entity, or if the Covered Person or Covered Person’s Family Member is a potential Director, Officer, or general partner in, has an actual or potential ownership interest, Material Ownership Interest, or a Compensation arrangement with, the entity contracting, dealing or negotiating with the Company, or is a Referral Source or a Vendor/Referral Recipient. In responding to the Conflict of Interest Disclosure Questionnaire, Covered Persons may respond to the Disclosure Questionnaire based on their current, general knowledge. Specific inquiries to Family Members are not necessary. Further, a Conflict of Interest may exist if a Covered Person performs

work or renders services outside the normal course of his or her role at the Company for any competitor of the Company unless the individual has obtained the approval of the Chief Executive Officer or the Board Chair of the Company. A Covered Person shall not be a Manager, Officer, employee or consultant of any competing organizations, nor permit his or her name to be used in any fashion that would tend to indicate a business connection with such organization.

- 3.2 ***Gifts & Gratuities.*** A Covered Person may have a Conflict of Interest if the individual or the Family Member is provided with a gift, gratuity, or favor of a substantial nature from a person or entity that does business or seeks to do business with the Company. If the Covered Person were to accept personal gifts, substantial entertainment, or other substantial favors from any outside concern that does business with the Company, is a competitor of the Company, or is negotiating a transaction or arrangement with the Company, it could under certain circumstances give rise to a claim that such action was intended to influence or would possibly influence an individual in the performance of his or her duties. (This does not include the personal acceptance of items of nominal or minor value that are clearly tokens of respect or friendship and are not related to any particular transaction or activity of the Company.) Further, a Covered Person may have a conflict if the individual is gratuitously provided use of the facilities, property, or services of the Company.
- 3.3 ***Inside Information.*** A Conflict of Interest may exist if a Covered Person or the Family Member discloses or uses confidential or inside information of or about the Company, particularly for the Covered Person's profit or advantage of the Covered Person or a Family Member.
- 3.4 ***Financial Interests.*** A Conflict of Interest may exist when a Covered Person or the Covered Person's Family Member directly or indirectly benefits as a result of a decision, policy or transaction made by the Company. For example, when a Covered Person or the Covered Person's Family Member has ownership in or is employed by any outside concern which does business with the Company, a Conflict of Interest may exist. This does not apply to stock or other investments held in a publicly held corporation, provided the value of the stock or other investments does not exceed five percent (5%) of the corporation's stock. IHAC may, following a review of the relevant facts, permit ownership interests which exceed these amounts if the Company's Board of Managers or applicable compliance officer concludes such ownership interests will not adversely impact the Company's business interest or the judgment of the Covered Person. Another example of a potential Conflict of Interest would be where the Company contracts to purchase or lease goods, services, or properties from a Covered Person or the Covered Person's Family Member. A third example of a potential Conflict of Interest would be where the Company either refers business, such as patients for health care services, to a Covered Person or Covered Person's Family Member, or receives referrals of business from a Covered Person or Covered Person's Family

Member. Financial interests are not necessarily a Conflict of Interest. A financial Conflict of Interest exists only when the Board decides a Covered Person with a financial interest has a Conflict of Interest.

3.5 ***Non-Financial Interests.*** A Covered Person may have a Conflict of Interest where a Covered Person or the Covered Person's Family Member obtains a non-financial benefit or advantage that the individual or Family Member would not have obtained absent his or her relationship with the Company. Examples include:

3.5.1 A Covered Person or the Covered Person's Family Member seeks to obtain preferential treatment by the Company or recognition for himself or herself or another Covered Person;

3.5.2 Representation of the Company by a Covered Person in any transaction in which he or she or a Covered Person's Family Member has a substantial personal interest; and

3.5.3 Competition with the Company by a Covered Person or the Covered Person's Family Member, directly or indirectly, in the purchase, sale or ownership of property or property rights or interests, or business investment opportunities.

3.6 ***Outside Activities.*** A Conflict of Interest may exist where a Covered Person or the Covered Person's Family Member engages in Outside Activities that conflict with the best interests of the Company, resulting in direct or indirect benefit to the Covered Person or the Covered Person's Family Member engaging in such conduct.

3.7 ***Corporate Opportunity.*** A Conflict of Interest may exist when a Covered Person or the Covered Person's Family Member seeks to take advantage of a corporate opportunity or enables another interested person or other organization to take advantage of a Corporate Opportunity that he or she has reason to believe would be of interest to the Company. For purposes of this policy, Corporate Opportunity means a business opportunity presented to a Manager, Officer, Key Employee or Reporting Physician that:

3.7.1 the Company is financially able to undertake;

3.7.2 is in the Company's line of business and would be of practical value to the Company;

3.7.3 the Company has an interest in or reasonable expectation of the opportunity, and the Manger, Officer, Key Employee or Reporting Physician, by taking the opportunity, will create a conflict with the Company; and

3.7.4 the opportunity, in fairness, should belong to the Company.

Full disclosure of any such situation or any other circumstances that are in doubt should be made to avoid any possible appearance of conflict and permit an impartial and objective review. A business opportunity that comes to a Covered Person or the Covered Person's Family Member in his or her individual capacity, and is one the Company has no interest or expectancy in, is not a Corporate Opportunity for purposes of this Policy, 1.CE.03(a), Conflict of Interest (Iowa Health Accountable Care, L.C.).

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

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

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

5. Disclosures.

5.1 ***Initial Disclosure.*** Upon election, appointment, or the beginning of the term of employment or other contract, individuals newly affiliated with the Company shall be oriented on and receive a Disclosure Questionnaire (*see Attachment "A"*) to be completed and promptly returned.

5.2 ***Annual Disclosure.***

5.2.1 A designated person within the Company shall send Disclosure Questionnaires to all Managers, Officers, Key Employees and Reporting Physicians. Persons required to report who have not returned a Disclosure Questionnaire will be contacted and follow-up will continue on a regular basis in an effort to receive complete and accurate responses from all persons. The information disclosed will be used to identify potential Conflicts of Interest and to assist in completing IRS and Medicare questionnaires.

5.2.2 The annual Disclosure Questionnaires will include and will acknowledge that the Officer, Manager, Key Employee or Reporting Physician:

5.2.2.1 has access to a copy of the Policy 1.CE.03, Conflict of Interest;

5.2.2.2 has read and understands the policy;

5.2.2.3 agrees to comply with the policy;

5.2.2.4 understands that the policy applies to all committees and subcommittees having board-delegated powers; and

5.2.2.5 understands that the organization is an organization that is governed by the MSSP regulation, and that it must continuously comply with the regulations governing its existence.

5.3 ***Ongoing Duty to Disclose.*** The duty to identify and disclose potential Conflicts of Interest is a duty that is ongoing. All Officers, Managers, Key Employees and Reporting Physicians shall immediately disclose such potential conflict or duality of interest as soon as the interest occurs. Disclosure should be made to the Covered Person's supervisor, the Compliance Official or Chief Executive Officer of the Company, or the Board Chair of the Company, as applicable.

## 6. Compensation Decisions.

6.1 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 Company. In the event that an interest is identified that may give rise to a conflict of interest, the Company should follow the processes set forth in this policy to evaluate the potential conflict of interest. Furthermore, Covered Persons who receive direct Compensation from the Company 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.

6.2 No individual, either individually or collectively, is prohibited from providing information to any board or committee regarding Compensation.

- 6.3 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 direct Compensation.
- 6.4 Executive Compensation decisions will be made by a committee composed entirely of independent members of the Board of Managers 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.

7. Conflict Review Committee.

- 7.1 A committee consisting of the Internal Auditor and the General Counsel of Iowa Health System shall carry out the responsibilities described below for IHAC.
- 7.2 When the annual Disclosure Questionnaires or interim disclosures of either of the members of the Conflicts Review Committee are being reviewed, the member being reviewed shall be replaced by the President of Iowa Health Accountable Care, L.C.
- 7.3 A complete listing of all Company Officers, Managers, Key Employees and Reporting Physicians must be submitted by IHAC's CEO to the Conflict Review Committee for conflict analysis purposes.
  - 7.3.1 This listing must be promptly updated as changes are made and will be reviewed on an annual basis for accuracy.
  - 7.3.2 IHAC will determine which Key Employees and Reporting Physicians will be required to complete their Disclosure Questionnaire by inclusion on this list.
- 7.4 The Conflicts Review Committee will process and evaluate annual Disclosure Questionnaires and additional reporting.
- 7.5 The specific duties of the Conflicts Review Committee shall be to:
  - 7.5.1 review all annual Disclosure Questionnaires and interim supplemental disclosures from designated categories of persons within the Company who are subject to this policy;
  - 7.5.2 identify potential Conflicts of Interest disclosed in such annual Disclosure Questionnaires or interim disclosures;
  - 7.5.3 investigate and evaluate, as necessary, potential Conflicts of Interest contained in annual Disclosure Questionnaires or interim disclosures;



7.5.4 report findings, conclusions, and recommendations to the Board of Managers of the Company for decision and action; and

7.5.5 assure the necessary information is reported to the Internal Revenue Service.

8. Board Action.

8.1 Any duality of interest or possible Conflict of Interest on the part of any organizational Officer, Manager, Key Employee or Reporting Physician together with all material facts, should be disclosed to the Board of Managers and made a matter of record, either through an annual procedure or when the interest occurs or becomes a matter of Board action.

8.2 The Board of Managers shall review any duality of interest or possible Conflict of Interest in accordance with the IHS Conflict of Interest Administrative Approval Procedure (*see Attachment "B"*).

8.3 Any organizational Officer, Manager, Key Employee or Reporting Physician having a Conflict of Interest in any matter should not be present during general discussion nor vote or use his or her personal influence on the matter, and he or she should not be counted in determining the existence of a quorum for purposes of the matter or item as to which a conflict exists. The Board should exclude the individual from any discussion or vote in which the Board decides whether or not a Conflict of Interest exists.

8.4 The foregoing requirements should not be construed as preventing the organizational Officer, Manager, Key Employee or Reporting Physician from briefly stating his or her position on the matter, nor from answering pertinent questions of other Board members, since his or her knowledge may be of great assistance, but after doing so, he or she should leave the meeting.

8.5 In cases in which an Officer, Manager, Key Employee, Reporting Physician or the Individual's Household Member has a Conflict of Interest in an arrangement or transaction, the following additional steps may be taken at the direction of the Board of Managers:

8.5.1 After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board or committee meeting while the determination of a Conflict of Interest is discussed and voted upon. The remaining Board or committee members shall decide if a Conflict of Interest exists.

8.5.2 A disinterested person or committee may be appointed to investigate alternatives to the proposed arrangement or transaction.

- 8.5.3 In order to approve the arrangement or transaction, the Board must first find, by majority vote of disinterested members, that the arrangement or transaction is in the Company's best interest, is fair and reasonable to the Company, and, after reasonable investigation, the disinterested members have determined that a more advantageous transaction or arrangement cannot be obtained with reasonable efforts under the circumstances.
- 8.6 The minutes of the Board and all committees with Board-delegated powers shall contain:
- 8.6.1 The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible Conflict of Interest, the nature of the financial interest, any action taken to determine whether a Conflict of Interest was present, and the board's or committee's decision as to whether a Conflict of Interest in fact existed.
- 8.6.2 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.
- 8.7 In order to protect the Company's best interests, appropriate disciplinary action may be taken with respect to an Officer, Manager, Key Employee or Reporting Physician who violates Policy 1.CE.03(a), Conflict of Interest (Iowa Health Accountable Care, L.C.).

*/s/ William B. Leaver*

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William B. Leaver  
IHS President

**Attachment “A” to Policy 1.CE.03(a), Conflict of Interest  
(Iowa Health Accountable Care, L.C.)**

**2012 CONFLICT OF INTEREST  
DISCLOSURE/QUESTIONNAIRE**

Name \_\_\_\_\_

The Iowa Health Accountable Care, L.C. (“IHAC” or the “Company”) Board of Managers has adopted a Conflict of Interest policy. Pursuant to this policy, you are asked to complete this Conflict of Interest Disclosure/Questionnaire because of your position with one or more Iowa Health System related entities listed below.

Company	Your Position	Confirm Position	
		Yes	No

Please provide the requested information and answer the questions below to the best of your knowledge. For instance, in determining whether or not any family members have any relationships to the Company, responses based upon information and general knowledge you currently have is adequate. **Specific inquiries of family members are not necessary.**

When completing the information in this questionnaire, please answer considering any transaction during the past calendar year, or anticipated in the current calendar year. Please note that your roles and activities with any other IHS entity or affiliated clinic should be disclosed on this form.

Please sign, date, and return the questionnaire.

**Definitions.** (See Conflict of Interest Policy for further information and definitions):

1. **“Compensation”** includes direct and indirect remuneration, in cash or in kind (including royalties, consulting fees, speaking fees and research grants); that compensation does not include gifts, meals, and business courtesies that are permitted under **IHS**’s Policy 1.CE.14, Gifts and Business Courtesies, which has been adopted by the Company.
2. **“Family Member”** means the family members of the individual completing this form, including spouse (other than a spouse who is legally separated under a decree of divorce or separate maintenance), children (including a legally adopted child or stepchild), grandchildren, the spouses of children, parents, step-parents, grandparents, brothers and sisters of the individual and their spouses, and persons with whom the individual maintains a personal relationship approximating a family relationship.

3. **“IHAC” or “Company”** means Iowa Health Accountable Care, L.C.
4. **“Outside Activities”** include service as a **Member of Board**/trustee, **Officer**, owner, committee member, employee, independent contractor, consultant, advisor, agent or similar position with a non-IHS-affiliated entity (regardless of whether the organization is charitable or for-profit in nature).
5. **“Position/Affiliation”** means the responsibilities to an Iowa Health System affiliated entity under the following: If multiple positions held simultaneously, then report the highest level position. For example, a **Reporting Physician** whom is also a **Member of Board**, would report **Member of Board**.
  - **Member of Board** – Members of Board of Directors or Trustees, including members of medical staff serving as Directors or Trustees.
  - **Officer** – Chief Executive Officer, President, Chief Operating Officer, Vice Presidents, and Chief Financial Officer of the Company. Also includes other executives named as officer by the Board of Directors or Trustees.
  - **Reporting Physician** – Member of the medical staff of an IHS hospital not employed by the company, with department head responsibilities or powers similar to those of an **Officer** or **Member of Board**.
  - **Key Employee** – Any employee having responsibilities or powers similar to those of an **Officer**, **Member of Board**, or management of the entity.
6. **“Referral Source”** means any person or entity that is a source or potential source of patient referrals to **IHAC**, such as physicians who refer patients to **IHAC contracted entities** for services.
7. **“Vendor/Referral Recipient”** means any person or entity that sells to or obtains health care business or referrals from **IHAC contracted entities**, or potentially could sell to or obtain health care business of referrals from **IHAC contracted entities**, 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.

**I. OUTSIDE ACTIVITIES – Questions about your activities outside of your role with IHAC.**

1. Do you hold a position(s) such as being an employee, **Officer**, **Member of Board**/trustee, independent contractor, consultant, advisor or agent with an outside entity (i.e., an entity not affiliated with **IHAC**)?

No\_\_\_\_ Yes\_\_\_\_ If yes, please provide details below:

Organization	Type of Business	Position
Example: ABC Advisors	Investment Portfolio Management	Employee/Financial Planner

2. To your knowledge, do any of your **Family Member(s)** hold a position(s) such as being an employee, **Officer, Member of Board**/trustee, independent contractor, consultant, advisor or agent with an entity that you have reason to believe does business or may do business in the coming year with **IHAC**?

No\_\_\_ Yes\_\_\_ If yes, please provide details below:

Organization	Type of Business	Family Member Position	Family Member Name	Your Relationship With Family Member
Example: ABC Advisors	Investment Portfolio Management	Employee/Financial Planner	Jim Smith	Spouse

3. Do you have (or plan to have) a **Compensation** arrangement with, personal loans from, or have another financial relationship with another organization that you have reason to believe does business or may do business in the coming year with **IHAC**, or is a **Referral Source** or **Vendor/Referral Recipient**? (You need not report relationships already disclosed in response to previous questions.)

No\_\_\_ Yes\_\_\_ If yes, please provide details below:

Organization	Type of Business	Description of Relationship
Example: ABC Advisors	Investment Portfolio Management	Compensated for referrals

4. To your knowledge, do any **Family Member(s)** have (or plan to have) a **Compensation** arrangement with, personal loans from, or have another financial relationship with another organization that you have reason to believe does business or may do business in the coming year with **IHAC**, or is a **Referral Source** or **Vendor/Referral Recipient**? (You need not report relationships already disclosed in response to previous questions.)

No\_\_\_ Yes\_\_\_ If yes, please provide details below:

<b>Organization</b>	<b>Type of Business</b>	<b>Description of the Type of Family Member Relationship</b>	<b>Family Member Name</b>	<b>Your Relationship With Family Member</b>
Example: ABC Advisors	Investment Portfolio Management	Compensated for referrals		

5. Do you have (or plan to have) an ownership or investment (including stock options and profit sharing plans) in another organization that you have reason to believe does business, or may do business in the coming year with **IHAC**, or is a **Referral Source** or **Vendor/Referral Recipient**? (For purposes of this question, an ownership or investment interest does not include an interest comprised solely of securities in a publically traded company or publically traded mutual fund, provided such interest does not exceed five percent (5%) of any class of shares or other securities outstanding.)

No\_\_\_ Yes\_\_\_ If yes, please provide details below:

<b>Organization</b>	<b>Type of Business</b>	<b>Position</b>
Example: ABC Advisors	Investment Portfolio Management	Employee/Financial Planner

6. To your knowledge, do any of your **Family Member(s)** have (or plan to have) an ownership or investment (including stock options and profit sharing plans) in another organization that you have reason to believe does business or may do business in the coming year with **IHAC**, or is a **Referral Source** or **Vendor/Referral Recipient**? (For purposes of this question, an ownership or investment interest does not include an interest comprised solely of securities in a publically traded company or publically traded mutual fund, provided such interest does not exceed five percent (5%) of any class of shares or other securities outstanding.)

No\_\_\_ Yes\_\_\_ If yes, please provide details below:

<b>Organization</b>	<b>Type of Business</b>	<b>Family Member Position</b>	<b>Family Member Name</b>	<b>Your Relationship With Family Member</b>
Example: ABC Advisors	Investment Portfolio Management	Employee/Financial Planner	Jane Smith	Daughter

**II. TRANSACTIONS – The purpose of the following questions is to identify potential or actual transactions that could be affected by the interests you identified in Section I. For each question in this section, consider yourself, your *Family Member*, and any entities as somehow connected to you in Section I above.**

7. Are you aware of any transaction in which you, your *Family Member*, or an entity you identified yourself as being affiliated with in Section I, engaged in any sale, exchange, or leasing of real estate with *IHAC*?

No \_\_\_ Yes \_\_\_ If yes, please explain below:

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

8. Are you aware of any transaction in which you, your *Family Member*, or an entity you identified yourself as being affiliated with in Section I, engaged in any furnishing or receiving of goods, services (other than employment), or facilities to or from *IHAC*?

No \_\_\_ Yes \_\_\_ If yes, please explain below:

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

9. Are you aware of any transaction in which you, your *Family Member*, or an entity you identified yourself as being affiliated with in Section I, engaged in any lending of money or other credit to or from *IHAC*; or lending that is secured in whole or in part by *IHAC* or any assets of *IHAC*?

No \_\_\_ Yes \_\_\_ If yes, please explain below:

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

10. Are you aware of any transaction in which you, your *Family Member*, or an entity you identified yourself as being affiliated with in Section I, was employed by, affiliated with or otherwise involved in a business that is the same as or related to *IHAC*'s business (e.g., an accountable care organization or other managed care organization), including competitors, *Referral Source*, or *Vendor/Referral Recipient*?

No \_\_\_ Yes \_\_\_ If yes, please explain below:

Individual/Organization Name	Description of Transaction/Relationship

11. Do you hold a position (other than employment by *IHAC*) in which any employee, *Officer* or *Member of Board* of *IHAC* has the authority to: (a) approve *Compensation* or other payments you receive, (b) supervise or direct your activities, or (c) approve a transaction from which you receive economic benefit?

No \_\_\_ Yes \_\_\_ If yes, please explain below:

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

12. Are you aware of any transaction in which you, your *Family Member*, or an entity you identified yourself as being affiliated with in Section I, received a transfer of any income or assets (other than wages or reimbursable business expenses received as an employee) of *IHAC*?

No \_\_\_ Yes \_\_\_ If yes, please explain below:



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

13. Are you aware of any transaction in which you, your *Family Member*, or an entity you identified yourself as being affiliated with in Section I, use or disclose information relating to the business of *IHAC* for personal interest, profit, or advantage?

No \_\_\_ Yes \_\_\_ If yes, please explain below:

Organization	Description of Transaction

14. Have you provided or do you intend to provide services to any person or entity, other than *IHAC*, that require such time and effort that such services could interfere with the fulfillment of your responsibilities to *IHAC*?

No \_\_\_ Yes \_\_\_ If yes, please explain below:

Organization	Description of Service	Was Service Disclosed to <i>IHAC</i> Prior to Entering Into Transaction? (Y/N)

15. 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 *IHAC*, the acceptance of which could reasonably be interpreted as having been given to influence you or *IHAC* to act favorably towards the person or entity regarding business with *IHAC*?

No \_\_\_ Yes \_\_\_ If yes, please explain below:

Organization	Description of Gift	Estimated Dollar Amount	Was Transaction Disclosed to <i>IHAC</i> Prior to Entering Into Transaction? (Y/N)

16. 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 *IHAC*?

*Many other circumstances, all of which cannot possibly be listed here could give rise to a potential Conflict of Interest and should be disclosed if they exist. For example, to accept gifts, excessive entertainment, or other favors from any outside concern that does, or is seeking to do, business with *IHAC*, or is a competitor of *IHAC*, under certain circumstances might give rise to a claim that such action was intended to influence or possibly would influence an individual in the performance of his or her duties. This does not include the acceptance of items of nominal or minor value that are clearly tokens of respect or friendship and not related to any particular transaction or activity. Also, to disclose or use information relating to *IHAC*'s business for personal profit or advantage could give rise to a claim of conflict. If any of these circumstances exist and have not been disclosed in prior answers, they should be disclosed in response to this question. If you have any questions regarding whether an item should be disclosed, please contact Paula Davey at (515)241-3200 or DaveyPA@ihs.org.*

No \_\_\_ Yes \_\_\_ If yes, please explain below:

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

**III. OTHER COMPLIANCE QUESTIONS.**

17. Have you ever been subject to civil or criminal sanctions under the Medicare or Medicaid programs?

No\_\_\_ Yes\_\_\_ If yes, please explain below:

18. Have you at any time within the past year been employed by any Medicare fiscal intermediary or carrier (these are the companies which pay Medicare claims to hospitals and professionals)?

No\_\_\_ Yes\_\_\_ If yes, please explain below:

**ACKNOWLEDGMENT AND AGREEMENT**

I acknowledge that:

- I have read and understand the *Iowa Health Accountable Care, L.C.* Conflict of Interest Policy.
- I agree to comply with the Policy.
- I understand that the Policy also applies to all committee and subcommittees having board-designated powers.
- I understand that *IHAC* and *Iowa Health System* are 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.

I agree to promptly report to the *IHAC* board chair, president or compliance official, or IHS 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.

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**Signature**

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**Date**

**Attachment “B” to Policy 1.CE.03(a), Conflict of Interest  
(Iowa Health Accountable Care, L.C.)**

**IHS CONFLICT OF INTEREST**

**ADMINISTRATIVE APPROVAL PROCEDURE  
IOWA HEALTH SYSTEM AND AFFILIATES**

The Board of Directors of Iowa Health System (“IHS”) has adopted Policy 1.CE.03(a), Conflict of Interest (Iowa Health Accountable Care, L.C.) (the “Policy”). In accordance with the Policy, each Director or other key person has completed a Conflict of Interest Disclosure Questionnaire. Under the Policy, certain procedures must be followed prior to an IHS entity entering into a transaction where a conflict may exist with respect to a Manager, Officer, Key Employee, or Reporting Physician of IHS or its affiliated entities, including IHAC. 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 or the IHS Audit Services Department. Whenever it is proposed that IHAC 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 IHAC Board of Managers has determined as follows:

1. For transactions of less than \$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 Board of Managers.
2. For transactions which individually or in the aggregate exceed \$50,000, but are less than \$250,000 in a calendar year, management is authorized to enter into such transactions so long as an appropriate memorandum 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 IHAC Compliance Official for recordkeeping and subsequent review purposes.
3. For any transactions in excess of \$250,000, individually or in the aggregate, an appropriate memorandum 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 reviewed and approved by the Board of Managers.

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

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

## ATTACHMENT 1

### Administrative Approval Procedure

Documentation for Authorization of Conflict Transactions:

1. Name of other party to the transaction:

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2. Description of purchase/transaction:

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3. Person responsible for purchasing/transaction decision:

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4. Estimated total value of purchase/transaction:

\$ 

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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 #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.

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

9. Explain why a bidding process was not used. 

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- 10. Was there an appraisal or opinion from an independent third party in connection with this transaction?  Yes  No If so, please attach any relevant documentation.
- 11. If the answer to item 10 is no, was there an internal evaluation of the consideration in this transaction?  Yes  No If so, please attach notes or memoranda of such internal valuation.
- 12. If the answer to items 10 and 11 is no, how did you determine that a more advantageous transaction could not be obtained?

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**CERTIFICATION**

Please indicate your opinion as follows:

Is the arrangement in the entity's best interest and for the entity's benefit?  Yes  No

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

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

Yes  No If yes, please explain:

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\_\_\_\_\_  
Printed Name of Responsible Person

\_\_\_\_\_  
Signed

\_\_\_\_\_  
Date