



## ■ Conflict of Interest

### POLICY:

It is the policy of Alive Hospice, Inc. (“Alive Hospice”) that all Directors, Committee Members, Officers, Employees, and Volunteers of Alive Hospice adequately disclose to Alive Hospice such individual’s direct or indirect interest in any matter that comes before Alive Hospice, abstain from voting on the matter, avoid participating in any deliberations on the matter and avoid attempting to exert any influence on Alive Hospice regarding the matter.

To implement this policy, the Board of Directors of Alive Hospice hereby adopt the following:

#### **A. DIRECTORS AND COMMITTEE MEMBERS**

The Board of Directors of Alive Hospice and its Committees occasionally act on matters in which one or more Directors have a direct or, through their firms, companies or families, indirect interest. Firms and companies with which Directors are affiliated in one form or another have been strong supporters and friends of Alive Hospice and deserve recognition as such. Directors should also recognize, however, that conflicts between personal or firm interests and those of Alive Hospice can arise and may not be viewed favorably by other constituencies.

1. If a matter comes before the Board of Directors or a Committee thereof for action, a Director or Committee Member who has a direct or indirect interest in the matter shall disclose to the Board of Directors (or the Committee) the Director's or Committee Member’s interest or confirm that such interest is known to all members of the Board of Directors or the Committee.
2. Such Director or Committee Member shall abstain from voting on the matter and, as a general rule, should not participate in the Board of Director or Committee deliberations on such matter, except as appropriate to assure that all material facts concerning a transaction or matter are provided to the Board of Directors or the Committee. An interested Director or Committee Member shall be excused and retire from any meeting while a matter in which he or she has an interest is discussed and/or voted upon.
3. A conflict of interest transaction or matter shall be approved by the affirmative vote of a majority of the Directors or Committee Members who have no direct or indirect interest in the transaction. The minutes should note the necessary vote and the interested Director’s or Committee Member’s abstention.
4. The presence of a Director or Committee Member with a direct or indirect interest in the transaction or matter does not affect the validity of the transaction or matter, so long as it is approved by a disinterested majority of the Board of Directors or the Committee thereof.
5. Examples of transactions that this policy applies to, include but are not limited to:
  - a. The sale, purchase, lease or rental of any property or other asset;
  - b. Employment or engagement of services, personal or otherwise;
  - c. The award of any grant, contract or subcontract; and
  - d. The investment or deposit of any funds of the Corporation.



All new Directors and Committee Members shall be advised of this policy upon election or appointment. All new Directors or Committee Members shall be asked to submit a letter outlining any possible area of conflict of interest at the first meeting of the Board of Directors or Committee following the election or appointment of the new Director or Committee Member. Such disclosure shall be made part of the minutes of the meeting, and the letter shall become a part of the permanent records of Alive Hospice.

This policy statement shall be called to the attention of the Board of Directors and each Committee thereof, not less often than once a year, and such action shall be recorded in the minutes of such meeting. At such time a copy of this policy statement shall be furnished to each Director and Committee Member.

## **B. OFFICERS**

The Officers of Alive Hospice occasionally act on matters in which one or more Officers have a direct or, through their firms, companies or families, indirect interest. Officers should recognize that conflicts between personal or firm interests and those of Alive Hospice can arise and may not be viewed favorably by other constituencies.

1. If a matter comes before an Officer, an Officer who has a direct or indirect interest in the matter shall disclose to the CEO of Alive Hospice and the Board of Directors the Officer's interest or confirm that such interest is known to the CEO and the Board of Directors.
2. Such Officer should not participate in the deliberations on such matter or attempt to exert any influence on Alive Hospice to affect Alive Hospice's position on such matter, except as appropriate to assure that all material facts concerning a transaction or matter are provided to the CEO and the Board of Directors. An interested Officer shall be excused and retire from any meeting while a transaction or matter in which he or she has an interest is discussed.
3. The presence of an Officer with a direct or indirect interest in a matter or transaction does not affect the validity of the matter or transaction, so long as it is approved by disinterested senior management of Alive Hospice, or a disinterested majority of the Board of Directors, as the case may be.
4. Examples of transactions that this policy applies to, include:
  - a. The sale, purchase, lease or rental of any property or other asset;
  - b. Employment or engagement of services, personal or otherwise;
  - c. The award of any grant, contract or subcontract; and
  - d. The investment or deposit of any funds of the Corporation.

All new Officers shall be advised of this policy upon employment, election or appointment. All new Officers shall be asked to submit a letter outlining any possible area of conflict of interest upon employment, election or appointment. Such disclosure shall be made part of the minutes of the next Board of Directors' meeting, and the letter shall become a part of the permanent records of Alive Hospice.

This policy statement shall be called to the attention of the Officers not less often than once a year, and such action shall be recorded in the minutes of a Board of Director's meeting once a year. At such time a copy of this policy statement shall be furnished to each Officer.



### **C. EMPLOYEES AND VOLUNTEERS**

The employees and volunteers of Alive Hospice occasionally act or participate in transactions or matters in which they have a direct or, through their families, indirect interest. Alive Hospice employees and volunteers should recognize that conflicts between personal interests and those of Alive Hospice can arise and may not be viewed favorably by other constituencies.

1. If a matter comes before an Alive Hospice employee or volunteer, an Alive Hospice employee or volunteer who has a direct or indirect interest in the transaction or matter shall disclose to the CEO of Alive Hospice the employee's or volunteer's interest or confirm that such interest is known to the CEO.
2. Such employee or volunteer should not participate in the deliberations on such matter or transaction or attempt to exert any influence on Alive Hospice to affect Alive Hospice's position on such matter or transaction, except as appropriate to assure that all material facts concerning a transaction or matter are provided to the CEO. An interested employee or volunteer shall be excused and retire from any meeting while a matter in which he or she has an interest is discussed.
3. The presence of an employee or volunteer with a direct or indirect interest in a matter or transaction does not affect the validity of the matter or transaction, so long as it is approved by the disinterested CEO, disinterested senior management of Alive Hospice, or a disinterested majority of the Board of Directors, as the case may be.
4. Examples of transactions that this policy applies to, include:
  - a. The sale, purchase, lease or rental of any property or other asset;
  - b. Employment or engagement of services, personal or otherwise;
  - c. The award of any grant, contract or subcontract; and
  - d. The investment or deposit of any funds of the Corporation.
5. No employee or volunteer may accept outside employment or engagement that:
  - a. Involves current Alive Hospice patients, families or other agency customers or vendors;
  - b. Interferes with job duties, work schedules or performance; or
  - c. Constitutes a conflict of interest.
6. No employee or volunteer may accept, or pay, bribes or kickbacks from, or to, patients, referral sources, customers or vendors of Alive Hospice.



All new employees and volunteers, upon employment or engagement, shall be advised of the Conflict of Interest/Gifts/Transaction/Relationships Policy and the Code of Conduct by the Human Resources Department. All new employees and volunteers, upon employment or engagement, shall be asked to submit a letter outlining any possible area of conflict of interest. Any disclosure will be on file in their personnel record and shall become a part of the permanent records of Alive Hospice.

The Code of Conduct which includes this policy statement shall be called to the attention of the employees and volunteers not less often than once a year, and such action shall be recorded in the minutes of a Board of Directors' meeting. At such time a copy of the Code of Conduct shall be furnished to each employee and volunteer.