

ACO Conflict of Interest

Responsible Individual: Vice President, Compliance/Risk Management

Approved By: NCH CEO Cabinet

March 22, 2023

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Purpose:

To promote propriety and transparency in ACO activities.

Definitions:

Any reference to "NCH" or "Facility" refers to North Country Healthcare and its Hospital affiliates - Androscoggin Valley Hospital, Upper Connecticut Valley Hospital, Weeks Medical Center and their related clinics and delivery sites.

"Interested Person" means any director, officer, or member of a committee with governing board-delegated powers who has a direct or indirect Financial Interest, as defined below.

"Financial Interest" means that a person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the ACO has a transaction or arrangement;
2. A Compensation arrangement with the ACO or with any entity or individual with which the ACO has a transaction arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with any entity with which the ACO is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A Financial Interest is not necessarily a conflict of interest. A person who has a Financial Interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy

General:

Responsibilities

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Board or Executive Committee.
2. Recusal of Self. Any director may recuse themselves at any time from involvement in any decision or discussion in which the director believes they have or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

Determination of Conflict

1. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, they shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Procedures for Identifying a Conflict of Interest

1. An Interested Person may make a presentation at the Board meeting but, after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The Chair of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Board shall determine whether the ACO can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

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4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in ACO's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of this Policy

1. If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

The minutes of the Board and all committees with Board-delegated powers shall contain:

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 decision as to whether a conflict of interest in fact existed.
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 with the proceedings.

Annual Statements

Each director, principal officer, and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of this Conflict of Interest Policy
2. Has read and understands the policy, and
3. If at any time during the year the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.
4. The Compliance Officer shall regularly and consistently monitor and enforce this policy through review of annual statements that identify potential financial interests or opportunities which conflict or potentially conflict with current or pending business arrangements of the ACO.

Rescission:

This policy is new and therefore does not rescind or replace any other.

Suzanne Landry, MBA, CPCO
Vice President, Compliance/Risk Management

Thomas Mee, RN, BSN, MBA
Chief Executive Officer



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Attachment A

**Aledade Accountable Care 101, LLC
Manager and Officer
Annual Conflict of Interest Statement**

Name: _____ Date: _____

Position: Member of the Board of Managers

I affirm the following:

I have received a copy of the Conflict of Interest Policy. _____ (initial)

I have read and understand the policy. _____ (initial)

I agree to comply with the policy. _____ (initial)

Disclosure: Do you have a financial interest or opportunity which conflicts or potentially conflicts with current or pending business arrangements of the ACO, as provided in the Conflict of Interest Policy? Yes / No

1. If yes, please describe (attach additional pages, if necessary): _____

2. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy? Yes / No / N/A

I understand I have a continuing duty to disclose potential conflicts as new ACO business arrangements and personal financial interests arise. I agree to update my disclosure information as it becomes necessary.

Signature of Director / Officer

Date: _____

Date of Review by ACO Compliance Officer: _____