

The purpose of this policy is to safeguard the integrity and reputation of Ensemble Health Partners RCM, LLC d.b.a. Ensemble Health Partners (EHP, Organization) and its staff as well as to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an owner, vice president, director or any employee, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable laws governing conflicts of interest applicable to limited liability companies, and the existing conflict of interest provision set forth in the Organization's Bylaws. To the extent there is any conflict between the policy and the Organization's Bylaws this policy shall govern.

## DEFINITIONS

### 1. Covered Person

All owners, vice presidents, directors, and employees of EHP. For purposes of this policy Covered Persons include Related Parties (see definition below). If a person is a Covered Person with respect to any entity of which EHP is a part, he or she is a Covered Person with respect to all entities.

### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a) an ownership or investment interest in any entity with which the Organization has a transaction or arrangement (excluding a less than 5% aggregate interest of a publicly traded company's shares), or
- b) a compensation arrangement with the Organization or with an entity or individual with which the Organization has the transaction or arrangement, or
- c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Financial interest does not include an aggregate beneficial interest in less than 5% of a publicly traded company's shares.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

### 3. Related Parties

Includes spouse/domestic partner and dependent children of the covered persons and their spouses, parents, siblings and their spouse.

### 4. Conflict of Interest

A conflict of interest arises when an individual's private interest interferes in any way, or even appears to interfere, with the interests of EHP as a whole. A conflict situation can arise when a covered person takes action or has interests that may make it difficult to perform his or her EHP duties objectively and effectively.

The following are illustrative, but not all inclusive, of conflict of interest situations:

- Influence on purchases of equipment, materials or services for EHP from private firms in which a covered person has a financial interest.
- Unauthorized disclosures of EHP information for personal gain.

- Giving, offering, or promising anything of value, as a representative of EHP, to any government official to enhance relations with that official or the government.
- Transmission to a private firm or other use for personal gain of EHP supported work, products, results, materials, record, or information that are not made generally available.
- Influence upon the negotiation of contracts between EHP and private organizations with which the covered person has consulting or other significant relationships, or will receive favorable treatment as a result of such influence.
- Improper use of institutional resources for personal financial gain.
- Acceptance of gifts or free services from a vendor, service provider, or contractor of EHP, when the covered person is in a position to determine or influence ERCO purchases from those persons.
- A Financial Interest as defined above.
- Employment of relatives wherein such relatives have a direct reporting relationship to a member of senior management, including the CEO. <sup>1</sup>

## PROCEDURE

### 1. Duty to Disclose

EHP requires disclosure of all Conflicts of Interest (whether self-evident or possible) by Covered Persons. Covered Persons also are required to disclose any conflict of interest of related parties. Although not mandatory, Covered Persons are encouraged to disclose the financial interests of other family members, such as siblings, independent children, etc. when they have knowledge of such Conflict of Interest, since broader disclosure serves to better protect the Covered Person, as well as EHP.

### 2. When Disclosure Must Be Made

- a) **During the Year** - All Covered Persons are obligated to monitor their outside activities with regard to entities that do business with EHP. At any time during the year, Covered Persons may have a change in a financial arrangement or the addition of a new potential Conflict of Interest that may have an effect on business. It is the responsibility of the individual to report this information to the Compliance Officer (CO). The CO will provide the individual with the appropriate documents to report the potential conflict.

### 3. What Must Be Disclosed

Covered Persons must disclose all Conflict of Interests (or potential Conflict of Interest) and Financial Interests during the year as they occur.

EHP Senior Management shall also report charitable donations of \$25,000 or more made to EHP by financially interested companies/organizations that do business with the institution.

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As referenced in EHP's Code of Conduct, employment of relatives wherein such relatives have a direct reporting relationship to a member of senior management, including the CEO, shall be prohibited. In the event the situation involves a direct reporting relationship with a supervisor, manager, or director, this employment too shall be prohibited unless a waiver is granted by senior management.

#### 4. Review Procedure/Management of Conflicts

The Compliance Officer will review all Conflict of Interest disclosure documents and forward those that report a Conflict of Interest (or possible Conflict of Interest) to EHP's Compliance Committee. After exercising due diligence, the Committee shall render a decision on each presented matter accordingly. Should any member of the Committee be involved in any disclosure of a potential or actual conflict of interest, such member shall recuse himself/herself from any discussion or decision.

#### 5. Specific Activities Prohibited

Acceptance of Gifts, etc. - Solicitation or acceptance of gifts, gratuities, payments or consideration of any kind, or other favors from any person or organization arising because such person or organization does or is seeking to do business with, or establish a relationship with EHP. Small items of nominal value (less than \$50) such as advertising novelties and perishable or consumable gifts shared by the members of a department are acceptable. Any question regarding the application of this section should be directed to the Compliance Officer.

#### 6. Records

Records of all disclosures and actions taken by the Compliance Committee will be kept for a period of six (6) years after the review is complete.

The minutes of the Compliance Committees shall contain:

- The names of the persons who disclosed or otherwise were found 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 committee's decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions 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.

#### 7. Audit Review

All Conflict Of Interest management plans that are adopted are subject to review and audit by the Compliance Officer and/or the Internal Auditor.

#### 8. Report to the Board of Directors

A report of all Conflicts of Interest shall be made by the Compliance Officer at least once annually to the Compliance Committee of and EHP ownership.

#### 9. Violations

This Policy will be strictly enforced. Violation of this policy will subject the individual to disciplinary and corrective action including possible dismissal of the Covered Party.

#### 10. Annual Statements

Each owner, vice president, directors, and employees shall annually sign a statement which affirms that such person:

- has received a copy of the conflict of interest policy,
- has read and understands the policy, and
- has agreed to comply with the policy.

#### 11. Use of Outside Experts

In considering the issues provided for in Article VII, the Organization may, but need not, use outside advisers. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that such issues are considered.