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**Concert, LLC (“CIN”)**

***Conflicts of Interest Policy***

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**Preliminary Statement**

Concert, LLC (“CIN”) is a network of healthcare providers coordinating care to improve the quality and reduce the cost of health care services in the communities that it serves. In carrying out these services, it is imperative that the CIN’s Leaders (as defined below) avoid situations that may involve a conflict between their private interests or conflicting duties to other organizations and the interests of the CIN. A conflict of interest, in the most conventional sense, arises when a Leader has the opportunity to influence the CIN’s business decisions in ways productive of personal gain or in ways that may conflict with the Leader’s duties to another organization.

**I. Scope:**

This Policy applies to each Leader of the CIN.

**II. Purpose:**

The purpose of this Policy is to provide a comprehensive statement of the CIN’s policies and procedures for the avoidance, timely identification and resolution of conflicts of interest that may adversely affect decision-making by the CIN or by Leaders. The Policy is intended to supplement, but not replace, any applicable federal or state law governing conflicts of interest applicable to the CIN.

**III. Definitions:**

A. “Board” means the Board of Managers of the CIN.

B. “COI Certification” means the conflict of interest questionnaire and certification form, as approved and updated from time to time by the CIN, a current form of which is attached hereto as Exhibit A.

C. “Controlled Entity” means an entity in which a Leader has a 35% or greater ownership or beneficial interest.

D. “Fiduciary Interest” means participation as a trustee, director, manager or officer of a Participant or Supplier.

E. “Financial Interest” means a direct or indirect ownership or investment interest in or a compensation arrangement, which may include forms of non-monetary remuneration, such as gifts or favors above a nominal value, with a Participant or Supplier with which the CIN has or is contemplating entering into a transaction or arrangement.

F. “Immediate Family” means a Leader’s spouse or person with whom the Leader has a civil

union or similar legal or personal relationship, parents or step-parents, children and their spouses, and brothers and sisters and their spouses.

G. "Leader" means any (i) member the Board, (ii) member of any committee or sub-committee of the Board, and (iii) officer of the CIN.

H. "Officer" means any officer of the CIN and any other person determined by the CIN to exercise substantial influence over the affairs of CIN.

I. "Participant" shall mean a licensed medical doctor, doctor of osteopathy, and doctor of podiatric medicine. It is understood that advance practice registered nurses ("APRNs") and physician assistants ("PAs") shall also be deemed Participants when working under the supervision of or in collaboration with a participating medical doctor, doctor of osteopathy, or doctor of podiatric medicine in accordance with applicable Federal and state laws and regulations. Participants may also include such other providers as the Board deems appropriate.

J. "Personal Interest" means a Financial Interest or a Fiduciary Interest with or in a Participant or Supplier by (i) the Leader, (ii) a member of the Leader's Immediate Family or (iii) an entity in which the Leader maintains an ownership of beneficial interest.

K. "Supplier" means a third party that is doing business or may be seeking to do business with the CIN for the purpose of providing products or services.

#### IV. POLICY

**General Policy Statement.** At all times, each Leader of the CIN should (i) disclose and recuse himself or herself from acting on any transaction or arrangement with the CIN that may involve a conflict between his or her Personal Interests and the interests of the CIN, and (ii) act in a manner that he or she reasonably believes to be in the best interests of the CIN.

**Disclosure.** Leaders shall disclose Personal Interests and any real or potential conflicts of interest that may affect their decision-making, as follows:

A. Initial Disclosure. Leaders shall complete a COI Certification and submit it to the Board prior to the commencement of their term of office.

B. Annual Disclosure. Each Leader shall submit an updated COI Certification at least annually in accordance with a procedure established by the Board.

C. Interim Disclosure. Leaders shall disclose to the Board any Personal Interest involving a Participant or Supplier, prior to participating in any discussion or decision involving that Participant or Supplier.

**Resolution of Conflicts of Interest.** Each Leader of the CIN shall refrain from participating or otherwise using his or her influence in the operational and/or strategic decisions of the CIN (including without limiting the foregoing, the evaluation and/or selection of suppliers of goods or services to the CIN, or potential partners for professional and business ventures with the CIN)

whenever such Leader has a conflict of interest or a Personal Interest that he or she believes would be regarded as a conflict of interest. Notwithstanding the foregoing, a Leader who has disclosed a conflict of interest or Personal Interest shall not be precluded from briefly stating his or her position on the matter before the Board or any committee of the CIN or answering any pertinent questions from such body; provided in no case shall such person participate in the deliberations of either such body with respect to such matter. Given that the Board is expected to consist predominantly of representatives of Participants, it is expected that Leaders will have Personal Interests with Participants. Leaders are not obligated to recuse themselves from voting on matters that impact or concern the Participants, or a subset of the Participants, generally and uniformly, such as the standard form of participation agreements, or a plan of distribution of shared savings or clinical model or protocol that applies to Participants, or a subset of Participants, uniformly.

In the case of a conflict of interest involving a member of the Board, the minutes of the Board meetings (or committee thereof) should contain the following information: (i) the names of the persons who disclosed or otherwise were found to have a Personal Interest, (ii) the nature of the Personal Interest, (iii) any action taken to determine whether a conflict of interest existed, (iv) the decision as to whether a conflict of interest in fact existed, (v) the names of the persons who were present for discussions, (vi) the content of the discussion, including any alternatives to the proposed transaction or arrangement, and (vii) a record of any votes taken in connection with the transaction or arrangement giving rise to the potential conflict of interest in question. If one or more Leaders is obligated to recuse himself or herself from a vote, the tally of such vote shall be counted as though the remaining members of the board constitute the entire board.

**Violations.** If the Chairperson of the Board (or any other member of the Board if the Leader is the Chairperson) has reasonable cause to believe that a Leader has failed to disclose a Personal Interest or otherwise violated this Policy, the Chairperson or any member of the Board, as applicable, shall inform the CIN. The CIN shall then inform the Leader of the basis for such belief in writing and afford the Leader an opportunity to explain the alleged violation. If, after hearing the response of the Leader and making such further investigation as may be warranted in the circumstances, the CIN determines that the Leader has in fact failed to disclose a Personal Interest or otherwise violated this Policy, it shall direct that appropriate disciplinary and corrective action, which may include termination of his or her appointment, be taken. In cases where such violation results in significant damage to the interests of the CIN, civil action may be initiated if appropriate.

**Exhibit A**

**Concert, LLC**

**Conflict of Interest Certification**

I acknowledge that I have received, read, understand, and agree to comply with the Conflicts of Interest Policy (the "Policy") of **Concert, LLC** ("CIN"). I further understand that the Policy applies to members of the CIN's Board of Managers, officers, and members of committees and sub-committees of the Board of Managers. I hereby represent as follows:

( ) No, I do not have an actual or reasonable foreseeable "Personal Interest", as such term is defined in the Policy.

( ) Yes, I have the following actual or reasonably foreseeable Personal Interest to disclose:

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Please list any other corporations, limited liability companies, partnerships, trusts or other organization of which you are an officer, director, manager or trustee.

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I certify that the above information is correct to the best of my knowledge, and I hereby agree to supplement the disclosures made above, as needed. If you have any further questions about the application of the Policy, please contact the Chairperson of the Board or other designated officer.

**Name:** \_\_\_\_\_ **(Please Print)**

**Signature:** \_\_\_\_\_ **Date:** \_\_\_\_\_