



CONFLICT OF INTEREST POLICY AND AGREEMENT

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MILLENNIUM COLLABORATIVE CARE, PPS (Millennium)

CONFLICT OF INTEREST POLICY AND AGREEMENT

ARTICLE I
PURPOSES

The purpose of the Conflict of Interest Policy is to protect the interest and to achieve the goals of the Millennium Collaborative Care Performing Provider System (“Millennium”) when it is contemplating entering into a transition or arrangement that might benefit the private interest of any interested person. This policy does not replace, but supplements the conflict of interest policies of our Participants and/or Participating Providers.

It is important for Millennium Collaborative Care PPS to be aware that both real and apparent conflicts of interest or dualities of interest sometimes occur in the course of conducting the initiatives of DSRIP and that the appearance of conflict can be troublesome even if there is in fact no conflict whatsoever.

Conflicts occur because of the many persons associated with Millennium it should be expected to have, and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. In these situations, a person will sometimes owe identical duties of loyalty to two or more corporations. The purpose of the conflict of interest policy is to protect Millennium’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Millennium or might result in a possible excess benefit transaction.

Conflicts are undesirable because they potentially or eventually place the interests of others ahead of the goals of NYS DOH initiatives. The long-range best interests of Millennium do not require the termination of all association with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved; however, it is imperative for the interested party to be transparent. Millennium expects all to be accountable and report any conflicts of interest to the Millennium Compliance Officer.

Each interested person of Millennium has a duty of loyalty to Millennium. The duty of loyalty generally requires all interested persons prefer the interests of Millennium over the interest or the interests of others. In addition, Millennium shall avoid acts of self-dealing which may adversely affect the Millennium goals and indicatives.

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 directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

ARTICLE II **DEFINITIONS**

2.1 Interested Person

Any Millennium staff, director, officer, participant, participating provider, member of a committee with board delegated powers or employee who has a direct or Financial Interest, as respect to any entity of Millennium Collaborative Care PPS, is an Interested Person with respect to all entities in Millennium.

2.2 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 Millennium DSRIP has a transaction or arrangement; or
- (b)** a compensation arrangement with the Participants, Participating Providers, Millennium or with any entity or individual with which Millennium has a transaction or arrangement; or
- (c)** a potential ownership or investment interest (35% or greater ownership or beneficial interest, or if the entity is a partnership, a direct or indirect ownership exceeding 5%) in, or compensation arrangement with, any entity or individual with which Millennium is negotiating a transaction or arrangement.

ARTICLE III **PROCEDURES**

3.1 Duty to Disclose

Any interested person of DSRIP initiatives and/or decisions must promptly disclose the existence, nature and all material facts of his or her financial, adversarial or other interest with respect to Millennium DSRIP generally, or as it pertains to a proposed transaction or arrangement.

At least annually, in the Conflict of Interest Statement referenced below and continually as the situation may arise in connection with any actual or possible conflicts of interest, an Interested Person must disclose the existence and nature of his or her Financial Interest with respect to Millennium generally or as it pertains to a proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists

If at any time a matter comes before the Board of Managers or an authorized committee of the Board for decision or approval, in which an interested person of DSRIP initiatives and/or decisions or financial, adversarial or other interest, that interest must be promptly disclosed to each member of the Board or committee.

3.3 Procedures for Addressing the Conflict of Interest

- (a) The Board or Committee members will review all transactions, agreements or any other arrangements or relationships between the Millennium and the Interested Person, and any other transactions which may involve a potential conflict of interest. The Board or Committee members addressing the conflict of interest must act in the best interests of the Millennium at all times.
- (b) The Interested Person must not be present for deliberations and voting on the transaction or arrangement in which he or she has an interest. However, an interested person is not prohibited from providing information regarding the transaction or arrangement to the Board or committee prior to deliberations and voting.
- (c) Interested Persons shall not vote, act, or attempt to influence improperly the deliberations on any matter in which he or she has been determined by the Board or committee to have an interest.
- (d) Prior to entering into a proposed transaction involving an Interested Person, the Board or committee will consider alternative transactions to the extent available.
- (e) The Board or committee shall, after considering alternate transactions and/or comparability data, determine in good faith by vote of the committee whether the transaction or arrangement is fair, reasonable, and in the best interest of Millennium at the time of such decision. The transaction shall be approved by not less than a majority vote of the Board or committee.

3.4 Violations of the Conflicts of Interest Policy

If the any employee, officer, or member of the Board has reasonable cause to believe that another employee, officer, or member of the Board has failed to disclose actual or possible conflicts of interest, it shall report such failure to disclose to the Millennium Compliance Officer. If, after hearing the response of the potential Interested Party and making such further investigation as may be warranted in the circumstances, the Compliance Officer determines that the stakeholder has in fact failed to disclose an actual or possible conflict of interest, it shall take the appropriate disciplinary and corrective action, which may include removal from further discussions or votes regarding the relevant transaction.

ARTICLE IV **RECORDS OF PROCEEDINGS**

4.1 Minutes

The minutes for proceedings pursuant to this policy shall contain:

- (a) The names of the persons who disclose 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.
- (b) 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 record of any votes taken in connection herewith.

ARTICLE V
ANNUAL STATEMENTS

Each Interested Person shall sign a statement as soon as practicable after appointment, to be renewed annually, which affirms such person:

- (a) Has received a copy of the conflicts of interest policy; and
- (b) Has read and understands the policy; and
- (c) Has agreed to comply with the policy.

No less than annually, the Millennium Compliance Officer shall review all interests disclosed by such Questionnaires. The Compliance Officer will provide recommendations on how conflicts will be managed, if any related thereto.