

<b>PLAN OPERATIONS</b>	 From DentaQuest			
	<i>Policy and Procedure</i>			
	Policy Name:	<b>Conflict of Interest (Regular Employees)</b>	Policy ID:	<b>PLANCG-62</b>
	Approved By:	Advantage Dental Services, LLC Compliance Committee	Last Revision Date:	11/5/2021
	States:	Oregon	Last Review Date:	11/30/2021
Application:	Medicaid	Effective Date:	12/01/2021	

## PURPOSE

This Conflict of Interest Policy is intended to guide Company workforce members in structuring appropriate relationships with care providers, payors, customers, suppliers and other vendors that affect or have the potential to affect or give the appearance of affecting quality of care, treatment, or payment for services. The Company establishes this policy to ensure timely and proper disclosure of possible conflicts of interest to allow the review and approval of each situation as necessary to protect the Company's interest.

## POLICY

Company workforce members and other workforce members will not engage in any activity that creates an actual or perceived Conflict of Interest with the Company's work or mission, or that interferes with the Company's responsibility to the communities it serves, unless such activity has been disclosed, reviewed, approved, and/or had specific controls put in place by Company management to manage any potential conflict. For example, any situation where a Company workforce member may benefit financially, whether directly or indirectly (e.g., through a family member) as a result of that workforce member's position with the Company is a potential Conflict of Interest.

## REFERENCES

Statutory, regulatory, federal, state, other enterprise policies

## DEFINITIONS

**"Affiliated Practitioners"** means practitioners who are credentialed and privileged in the Company's provider network(s).

**"Confidential Information"** means data that the Company, our clients, other companies, or other persons believe to be proprietary, private or sensitive and to which Company has a duty to protect. Confidential information includes, but is not limited to the following: 1) Patients (e.g., patient financial information, protected health information, or personally identifiable information etc.); 2) Workforce members (e.g., salaries, employment records, disciplinary actions, etc.); and 3) Company business (e.g., financial and statistical records, strategic plans, internal reports or memos, policies, procedures, agreements and contracts, communications, source code, etc.).

**"Conflict of Interest"** means a situation in which an individual's financial, professional, or other personal considerations may directly or indirectly affect, or have the appearance of affecting, that individual's professional judgment in exercising any of that individual's duties or responsibilities as a member of our workforce. A situation that may appear to fit these criteria but has been duly disclosed, reviewed, and was either approved as is, or has had specific controls put in place to manage the potential conflict in accordance with this policy will not be deemed to constitute a "Conflict of Interest".

**“Covered Entity”** means the Catalyst Institute, Inc. (“Catalyst”), all of Catalyst’s subsidiaries and all entities in which Catalyst is the ultimate parent including entities in which Catalyst or another Catalyst subsidiary is the sole member of an organization.

**“Covered Individual”** means any full- or part-time employee, contractor, volunteer, or other individual not otherwise covered by Conflict of Interest Policy COM02-ENT.

**“Family Member”** means a Covered Individual’s spouse, ancestors, siblings (whether of whole or half-blood), children (natural or adopted), grandchildren, great grandchildren, and spouses of siblings, children, grandchildren or great grandchildren.

**“Proprietary Information”** means information owned by a company or person. Examples of proprietary information include: copyrighted materials, trade secrets, and or Company confidential information.

## **PROCEDURE**

A. **Duty to Disclose:** all Covered Individuals are required, upon hire and annually thereafter, to provide a written attestation disclosing the existence of any known conflicts of interest.

1. Conflicts must be disclosed at that time when they arise regardless of any defined reporting period; and must include all material facts regarding his or her interest in the transaction, promptly upon learning of the proposed transaction.
2. Other situations may create the appearance of a conflict, or present a duality of interests and should be disclosed as appropriate
3. If a Covered Individual is uncertain whether a Conflict of Interest exists, whether actual, potential or apparent, the uncertainty should be resolved in favor of disclosure of all of the relevant facts to Corporate Clerk in accordance with this Policy.

B. **Types of Reportable Conflicts of Interests:** it is not possible to identify every circumstance that may give rise to an actual, potential or apparent Conflict of Interest. The following are examples of the kinds of facts and circumstances that may give rise to a Conflict of Interest and that must be reported in a Conflict of Interest Disclosure Statement:

### **1. Financial Interests**

- a. A Covered Individual or his/her Family Member is seeking or has entered into a Business Transaction with any Covered Entity;
- b. A Covered Individual or his/her Family Member has a direct or indirect investment or ownership interest in an entity that is seeking or has entered into a Business Transaction with any Covered Entity. An ownership interest that represents 5% or less of the ownership interests in a publicly traded company need not be considered a financial interest for purposes of this Policy;
- c. A Covered Individual or his/her Family Member or any entity in which a Covered Individual or his/her Family Member has a direct or indirect investment or ownership interest has a compensation arrangement with any Covered Entity other than reimbursement of expenses that satisfy IRS requirements as a business expense or reasonable compensation for services provided in the capacity as a Director of any Covered Entity;
- d. A Covered Individual or his/her Family Member or any entity in which a Covered Individual or his/her Family Member has a direct or indirect investment or ownership interest has a compensation arrangement with an entity that is seeking or has entered into a Business Transaction with any Covered Entity;

2. **Business Affiliations:** a Covered Individual or his/her Family Member is a Director, Officer, employee, consultant, agent, advisor of or otherwise in a position of influence with any person or organization that is seeking or has entered into a Business Transaction with any Covered Entity;
  3. **Governmental Affiliations:** a Covered Individual or his/her Family Member holds an elected or appointive office or position in any branch of government or in any regulatory agency with authority or jurisdiction over any Covered Entity;
  4. **Other Outside Activities:** A Covered Individual or his/her Family Member is a Director, Officer, partner, employee, consultant, agent or advisor of, or has a direct or indirect financial interest in an organization that competes with any Covered Entity or engages in activities or advocates for positions that are inconsistent with the mission or best interests of any Covered Entity or of an organization that has been the recipient of a financial benefit from any Covered Entity;
  5. **Outside Employment (“Moonlighting”):** a Covered Individual works for him/herself or another employer, other than the Covered Entity, while employed by the Covered Entity, regardless of the nature or scope of the employment activity.
- C. **Disclosure Process:** as part of its Code of Conduct & Ethics Training, Covered Individuals are provided a link to the Conflicts of Interest Form:
1. The form instructs the Employees to disclose any “perceived” conflicts, which they are directed to route to the Compliance Department.
  2. The Compliance Department, in turn, reviews the conflicts of interest disclosures and shares them with the Employee’s manager and to the Department’s ELT Member for assessment as to validity of any conflict.
- D. **Determining Whether a Conflicts Exists:** within 2 business days of receipt of a Conflict of Interest Form, the Manager and ELT Member will meet with the Covered Individual to discuss:
1. whether a conflict of interest exists;
  2. determine the nature and seriousness of the conflict; and
  3. decide what, if any, steps are necessary to remediate the conflict
- E. **Reporting of Remediation:** within 5 business days of receipt of a Conflict of Interest Form, the ELT Member responsible for the Area will return the completed form to the Compliance Department and to the Human Resources Department.
1. The ELT Member will provide written analysis as to their determination of the existence of a conflict where the ELT Member determines that a conflict exists, the ELT Manager will include the defined steps agreed upon to remediate the conflict.
- F. **Gratuities and Gifts:** No Covered Individual or his/her Family Member may accept a gift, gratuity, entertainment or other material benefit with a fair market value in excess of \$100.00 from an organization that does, or is seeking to do, business with or is a competitor of any Covered Entity.
1. A Company workforce member may not directly or indirectly accept loans, goods, services, rebates, gifts, travel, lodging, entertainment, or any other form of preferential treatment from a non-Company organization for the performance of his or her prescribed Company responsibilities.
  2. Similarly, a Company workforce member may not conduct his or her prescribed Company responsibilities in any manner contrary to Company’s best interests, but a Company workforce member may accept conventional business courtesies, such as lunches, mementos, or modest entertainment.
  3. Workforce members should contact the Compliance Department with questions about the appropriateness of an offered courtesy. (Refer to the *Company Code of Ethics*.)

**FORMS AND OTHER RELATED DOCUMENTS (by name)**

Code of Conduct and Ethics

Conflict of Interest Form

***Revision History***

Date:	Description
3/6/2018	Updates based on annual review.
3/6/2018	Conversion to revised policy and procedure format and naming convention.
11/12/2018	Corporate Compliance Committee approval
05/29/2020	ADS Compliance Committee approval
11/5/2021	Updates based on annual review.