

<b>TITLE:</b> Conflict of Interest Policy	<b>POLICY DESCRIPTION:</b> Procedures for HPG Colleagues to Avoid Conflict of Interest
<b>PAGE:</b> 1 of 3	<b>TYPE:</b> Compliance and Ethics
<b>EFFECTIVE DATE:</b> August 1, 2004	<b>REFERENCE NUMBER:</b> HPG.003

**SCOPE:** All HealthTrust Purchasing Group (“HPG”) colleagues in all departments and all members of HPG Clinical committees and Advisory Boards.

**PURPOSE:** To ensure that HPG colleagues (as defined below) avoid actual conflicts of interest or the appearance of any conflict of interest, in compliance with the Code of Conduct for HPG Colleagues, and to promote competitive procurement to the maximum extent possible by ensuring that Vendors are fairly chosen based on objective criteria.

**POLICY:**

A. Except as otherwise provided in this Policy, HPG colleagues may not:

1. Participate in contracting decisions involving Vendors in which they, their spouse, dependent child, or other member of their household has any financial or other personal interest.
2. Own stock, stock options, warrants to purchase stock, or debt instruments or other proprietary or equity interests in any entity doing, or actively negotiating a contract to do, business with HPG, except through diversified mutual funds or investment accounts where the investor has no control over investment selections.
3. Use Vendor non-public information (*e.g.*, insider information) gained through the course of HPG activities for their personal benefit or the benefit of any other person. HPG Colleagues may only share such information with others to the extent necessary for them to fulfill their obligations to HPG. Information identified as confidential information from Vendors may not be communicated to Third Parties without written approval from the Vendors.
4. Induce a Vendor to provide a personal benefit to themselves or to any other persons.
5. Hold office, serve on the board of directors, participate in management, provide consulting services or be otherwise employed by a Vendor doing or actively attempting to do business with HPG.

B. HPG colleagues with a conflict or potential conflict of interest may remove the conflict or potential conflict by meeting the following conditions:

1. They have disclosed their conflict or potential conflict to their immediate supervisor or, for Advisory Board members, the HPG Vice President over the Advisory Board; the Vice President for national agreements should then be notified of such conflict or potential conflict;
2. They have either divested the ownership interest or excluded themselves from the discussion and approval of such transaction; and

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3. The HPG President or HPG Ethics and Compliance Officer (“ECO”) has been advised of the conflict and determined that the transaction is in the best interest of HPG, its members, and their patients; and that by divestiture or exclusion the potential for a conflict of interest has been adequately removed.
- C. HPG colleagues with a conflict or potential conflict may participate in discussion and/or approval of transactions without divestiture only if both the HPG President and the HPG ECO determine that the individual’s participation would be in the best interests of HPG, its members and their patients; and that the degree of conflict is sufficiently minor that it would not have any material effect on the objectivity of such person; and that if the transaction is completed, such transaction would provide no material financial benefit to such person.

**PROCEDURE:**

1. The HPG President or HPG ECO shall establish and maintain a process whereby HPG colleagues:
  - a. Complete a Conflict of Interest Questionnaire (see attached) within thirty (30) days of employment or appointment (for Advisory Boards); or within sixty (60) days from the effective date of this Policy;
  - b. Disclose relationships that present potential conflicts of interest as they arise;
  - c. Review and, if necessary, amend their Questionnaires annually; and
  - d. Attend a refresher training session on this Policy at least annually.
2. The HPG ECO shall collect and review Questionnaires for accuracy and potential conflicts of interest. As appropriate, the HPG President or HPG ECO shall address any potential conflict by reviewing his or her concerns with the affected person and such individual’s supervisor, and having such person either remove the conflict or potential conflict in accordance with Section B under “Policy” above, or obtain an exception as provided in Section C under “Policy” above.

**DEFINITIONS:** The following definitions apply for purposes of this policy.

**HPG Colleagues or Colleagues:**

1. Employees of HCA Management Services, LP who work full-time or part-time for HPG under a management contract; and

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2. Clinical Committees and Advisory Board Members: individuals who either work full-time or part-time for HPG or are HPG member employees, and who participate on any advisory board or clinical committee for HPG.

**Third Party:** Any entity that is external to HPG and its members (*e.g.*, a Vendor, friend, relative).

**Vendor:** Any entity doing or seeking to do business with HPG.

**REFERENCES:**

HPG Code of Conduct, July 1, 2004

**HPG – HealthTrust Purchasing Group  
MM.003 Conflict of Interest Questionnaire**

All HPG employees, and members of HPG Advisory Committees must complete the following Conflict of Interest Questionnaire.

I, \_\_\_\_\_, acknowledge receipt of a copy of the HPG Conflict of Interest Policy and a list of current HPG Vendors. I have read and understand the Policy. I certify that no situation in which I am involved could be construed as creating a conflict of interest under the Policy, except as disclosed below.

**Instructions**

In the spaces below, please list the names of Vendors, companies or other entities which may potentially contract with HPG and in which you, your spouse, dependent children or other members of your household may have an interest, and describe the interest below. After completing the Questionnaire, please read and sign the acknowledgement below.

**Interested Person:** You (Employee), your spouse, dependent child, or other member of your household, and the relation to you.

**Organization/Entity:** Name of the Vendor, company or entity.

**Nature of the Organization or Entity:** Supplier, hospital, pharmaceutical company, etc.

**Type of Interest:** Employment, stock ownership, contractual agreement, membership, personal relationship, etc., other than diversified mutual funds with no investor control on investment selections.

**Percentage of Interest if above 5%:** Indicate percentage if your ownership interest exceeds 5%.

Interested Party and Relation to Employee		Organization/Entity	Nature of Organization or Entity	Type of Interest	Percentage of Interest if Above 5%
Examples	Employee	Siemens	Supplier	Stock	N/A
	Name/Spouse	Bayer	Pharmaceutical Company	Employment and Stock	N/A

I hereby certify that to the best of my knowledge my above responses to this Questionnaire completely disclose any relationships that I, my spouse, dependent child or other members of my household have that might create a potential conflict of interest relative to my responsibilities to HPG. I understand that I have a duty to disclose new relationships that present potential conflicts of interest as they arise, and that I must review, and if necessary, amend this Questionnaire annually.

\_\_\_\_\_  
HPG Colleagues Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

