SCOPE:

This policy applies to the Phoebe Putney Health System, Inc. (“PPHS”) and all of its affiliates.

PURPOSE:

The purpose of this policy is to outline regulations and guidelines for the conduct of business in a manner that supports and protects corporate integrity and welfare, and for the appropriate disclosure of conflicts.

POLICY:

A “conflict of interest” will be considered to exist in any instance where the actions or decisions of an employee, when acting on behalf of a PPHS affiliate, also involves obtaining an improper gain or advantage or results in an adverse effect on PPHS’ interests. Conflicts of interest may also arise in other instances.

All covered persons are expected to avoid actual impropriety and/or the appearance of impropriety which might arise from the influence of those activities on business decisions of PPHS or a PPHS affiliate or from disclosure or private use of business affairs or plans of PPHS or a PPHS affiliate. All conflicts of interest, or potential conflicts of interest, shall be disclosed on the Employee Certification Statement.

PROCEDURE:

The regulation and guidelines set forth in this policy contain specific guidelines on certain conduct or activities. They are provided to describe a non-exhaustive list of guidelines for use by PPHS affiliate employees.

Periodically, all salaried employees including employed physicians and all employees with direct involvement with the procurement function will be asked to complete an Employee Certification Statement. The Employee Certification Statement provides covered persons the opportunity to disclose any items of concern. When in doubt, the Compliance Officer always recommends disclosure on this statement.
DEFINITIONS:

Certifying Person: Any person who is required to complete an Employee Certification Statement. Such individuals will include: officers, all salaried employees (including employed physicians), members of the Board of Directors, and employees with direct involvement with the procurement function.

Covered Person: Any employee of PPHS or its affiliates and including Certifying and Non-Certifying Persons.

Household Members: An employee's spouse, parents, children, siblings, and/or in-laws, wherever they reside, as well as any person(s) sharing the same living quarters (other than domestic employees) with an employee that could affect business decisions in a manner that conflicts with the intent of this policy. Also known as "immediate family".

Non-Certifying Person: Any covered person who is not required to complete an Employee Certification Statement.

Phoebe Putney Health System, Inc., or Organization, or PPHS: Phoebe Putney Health System, Inc., its, and all business entities owned or controlled, either directly or indirectly, by Phoebe Putney Health System, Inc.

Supplier: An individual or organization that conducts business with, has a contract with, or is a supplier or provider of services to PPHS or a PPHS affiliate, or who indicates an interest in doing so.
REGULATIONS AND GUIDELINES:

Conflicts Of Interest

1. While not all inclusive, the following will serve as a guide to the types of activities by a covered person, or household member, which might cause conflicts of interest:
   
a. Ownership of, or employment by, any outside concern which does business with PPHS or a PPHS affiliate. This does not apply to stock held in a publicly held corporation, provided the value of that stock does not exceed five percent (5%) of the employee's net worth.

b. Personal business with any supplier, agency or any of their officers or employees.

c. Representation of PPHS or a PPHS affiliate by a covered person in any transaction in which he, she or a household member has a substantial personal interest.

d. Disclosure or use of confidential information, PHI, special or inside information of or about PPHS or a PPHS affiliate, its patients, its employees or its operations without proper authorization.

e. Competition with PPHS or a PPHS affiliate by a covered person, directly or indirectly, in the purchase, sale or ownership of property rights or interest or business investment opportunities.

2. No covered person shall be a director, officer or consultant of a competitor of PPHS or a PPHS affiliate, nor permit his or her name to be used in any fashion that would tend to indicate a business connection with such organization.
3. Participation on boards of directors/trustees

   a. A covered person must obtain approval from the President or Senior Vice-President prior to serving as a member of the board of directors/trustees of any organization whose interest may conflict with those of PPHS or a PPHS affiliate.

   b. A covered person who is asked, or seeks to serve on the board of directors/trustees of an organization whose interest would not impact PPHS or a PPHS affiliate, (for example, civic, charitable, fraternal and so forth) will not be required to obtain approval of the President or Senior Vice-President.

   c. All fees/compensation (other than reimbursement for expenses arising from board participation) that are received for Board services provided during normal work time shall be paid directly to PPHS or a PPHS affiliate.

   d. A covered person must disclose all board of directors/trustees activities periodically on Employee Certification Statement.

   e. PPHS and its affiliates retain the right to prohibit membership on any boards of directors/trustees where such membership might conflict with the best interests of PPHS and its affiliates.

Because it is not possible to list all situations or relationships that might create conflicts of interest, employees should promptly disclose to their department head, appropriate Senior Vice-President or the compliance officer any circumstances that might constitute violation of these guidelines. Employees are encouraged to obtain assistance from the Operations Solutions or Compliance Departments to determine if a conflict exists.

**Certification**

Each certifying person within PPHS and its affiliates shall read this policy and periodically sign a statement to that effect, as requested by the Chief Compliance Officer. The Chief Compliance Officer will subsequently submit a report to the President and the Finance Committee of PPHS or the appropriate affiliate.
1. In addition to the Employee Certification Statement (Attachment A to this policy) completed by certifying persons, any non-certifying person who transfers to a salaried position will be required to complete the Employee Certification Statement within ninety days of transfer.

2. In addition to the statement, a memorandum shall be submitted by a certifying person to his or her department head or Senior Vice-President promptly after he or she becomes involved in any conflict, or possible conflict, with this policy that he or she has not previously reported. Such memorandum will be forwarded to the Chief Compliance Officer.

**Bribes**

No funds or other property of the organization shall be used to bribe, or attempt to bribe, any decision, action, or inaction by any public official, employee, agency or organization. Any employee who believes that there has been an attempt at bribery is obligated to report his or her suspicion to the compliance officer.

**False Or Misleading Information**

No covered person shall intentionally make any false or misleading statement to any patient, person or entity doing business with PPHS or one of its affiliate, about other patients, persons or entities doing business with or competing with PPHS or a PPHS affiliate, or about the products or services of such persons or entities.
Gifts

Covered persons and household members may not solicit or accept cash or gifts of any value in the form of trips, discounts or other tangible benefits that would suggest or create an obligation from employees, suppliers or any person whom they contact during the course of normal business.

1. Reasonable entertainment and gifts of nominal value may be accepted from present or prospective suppliers but generally must not exceed, unless otherwise dictated by law, $100.00 in aggregate value from any one supplier in any one calendar year.

2. All gifts of items or services exceeding $100.00 in value must be reported, in writing on the Gift Submission Form (Attachment B to this policy), to your direct supervisor, Senior Vice-President, or the Chief Compliance Officer within two days of receipt of the gift.

3. All offers of gifts exceeding $100.00 in value must be reported, in writing to your direct supervisor, Senior Vice-President, or the Chief Compliance Officer within two days of receipt of the gift. *A written report regarding the offer is required even if the employee declines to accept the gift.*

4. PPHS and PPHS affiliates reserve the right to require an employee to return any gift, regardless of the reported value.

5. Any excessive meals and entertainment paid for, or loans offered or given by a supplier, may not be accepted, exclusive of loans by lending institutions in the ordinary course of business.

6. Assets of PPHS and its affiliates shall not be used to provide gifts, personal favors or benefits to others, except for lawful and reasonable business-related expenses.

Travel And Lodging

Travel and/or lodging for a covered person may not be accepted from, or be reimbursed by, a supplier unless such travel or lodging is approved in advance by the President or Senior Vice-President. All other business travel will be at the expense of PPHS or a PPHS affiliate according to its established business travel policy. Under no circumstances may a covered person accept travel or
lodging from a supplier for a household member without prior approval of the President or Senior Vice-President:

1. Unless charged at a fair market price, a covered person may not utilize, for his or her personal use, living quarters, a cabin, lodge, apartment, vehicle, office or retreat facility owned or supplied by suppliers or agencies.

2. For example, supplier-sponsored seminars or trips outside of the continental limits of the United States, and/or to non-traditional business sites upon advance written approval by the President or Senior Vice-President. Such trips or seminars must have a definitive business purpose.

**Employee Discounts**

The acceptance of any merchandise or service discount by an employee from a vendor is a violation of this policy, except for those expressly negotiated on behalf of the employees of PPHS or an affiliate.

**Direct Purchases From Suppliers For Personal Use**

Purchases from suppliers (and discounts associated with such purchases) that are for personal use shall be permitted only when they are available to all employees.

**Receipts Of Samples And/Or Free Goods**

While receipt of free goods from suppliers is discouraged, it is recognized that it is necessary to receive sample products from a supplier for trial and evaluation. The procedures for the receipt, use, disposal and return of samples are addressed in Materials Management policy MM.MTM.001. Such procedures are consistent with the provisions and philosophy of this policy.

**Promotions And Contests**

Participation with a supplier in a promotion or contest that results in personal gain/loss is not permitted.
Meals, Refreshments And Entertainment

At a supplier's invitation covered persons may accept meals or refreshments at a supplier's expense. Frequent acceptances of meals, refreshments or entertainment and/or elaborate arrangements of the three should be avoided. At the appropriate opportunity, a reciprocal invitation will be offered to a supplier. However, such reciprocity may be deemed inappropriate if it is not business related.

Occasional attendance at a theater or sporting event, or similar entertainment at supplier's expense, may be accepted by covered persons subject to the value limits previously described. It is preferable that a regular business representative of the supplier be in attendance with the covered person.

Honoraria For Speeches And Articles

Honoraria opportunities for PPHS and PPHS affiliate employees must be conducted on an individual's own time and must not conflict with an individual's job responsibilities, unless requested by PPHS and PPHS affiliates to do so during the normal work hours of the presenting person. Coverage of job responsibilities will then be arranged by the department manager if such is needed. Each honoraria opportunity will be considered on an individual basis and must have the documented, advance approval of the President or Senior Vice-President.

Honoraria for speeches and articles given or prepared by an employee may be retained by him or her unless: 1) his or her speech or article is prepared at the specific direction of PPHS or a PPHS affiliate or 2) there is an agreement to the contrary with the covered person. In such case, any honoraria will revert to PPHS or a PPHS affiliate.

Services Of Other Employees And Independent Contractors

A covered person will not use the services of any of his or her subordinates for personal purposes. In addition, a covered person will not use, for personal purposes, the services of any person that contracts with or is employed by PPHS or a PPHS affiliate except in return for payment which is equivalent to the amount which would be paid by an independent third party who has no relationship of any kind or nature with such person.
Organization Property

A covered person will not use the equipment, supplies, funds, or other property of PPHS or its affiliates for personal use, unless such use is incidental to business use (e.g. accessing internet with laptop computer).

Transactions In Property

Notwithstanding any other provisions of this policy, a covered person will not purchase, lease or otherwise acquire equipment, supplies, other goods or other property of any kind through PPHS or a PPHS affiliate, if the purpose or result of such acquisition is to avoid payment of income, sales, use or other taxes.

Outside Employment And Business Activities/Consulting

Consulting opportunities for covered persons must be conducted on an individual's own time and must not conflict with an individual's job responsibilities. Each consulting opportunity for a covered person will be considered on an individual basis and must have the advance approval of the President or Senior Vice-President. Covered persons are prohibited from working as a business where such work conflicts with a covered person's ability to perform his or her job at PPHS or a PPHS affiliate, or where the employee is in any way soliciting business for the other employer while working for PPHS or a PPHS affiliate.

1. All names, addresses and other identification of employees, customers, suppliers and contractors are property of PPHS and PPHS affiliates, and shall not be used or disclosed to any other person, except in the regular course of employment.

2. It is required that covered persons who hold employment elsewhere disclose the relationship on the Employee Certification Statement periodically.

3. Exclusive of expense reimbursement, no covered person is to be paid any form of remuneration other than through the payroll function.

4. Any covered person operating an enterprise for personal profit shall comply with the Solicitation, Distribution and Loitering Policy HR.EMP.0006.
Dealings With Current Or Former Employees Or Directors

Caution should be used when consideration is given to entering into any financial arrangement with a current or former trustee or current or former employee. Any hint of preferential treatment should be avoided, and the nature of the proposed arrangement should be fully disclosed on the Employee Certification Statement. When in doubt, disclosure is always preferable.

Vendor Non-Obligation

It is the policy of PPHS and its affiliates to conduct its business with vendors (suppliers of goods and providers of services) at the highest level of professionalism. To this end, PPHS and its affiliates will take all reasonable steps to avoid conflicts of interest, and the appearances thereof.

Conflicts of interest include any circumstances where the actions or decisions of PPHS and its affiliates involve obtaining an improper gain, advantage, result, or expectation of performance aside from that which PPHS and its affiliates has contracted for at “arms length”. Accordingly, there is no obligation or expectation of performance by vendors on behalf of PPHS and its affiliates beyond that which is contracted for by an authorized representative of PPHS and its affiliates.

Policy Violations

Alleged violation of this policy and provisions are to be reported to the covered person's Senior Vice-President and the Chief Compliance Officer.

1. Incidents of alleged policy violations will be treated as follows:
   a. The Compliance Department will ensure all data necessary to conduct an investigation is obtained and reviewed in an impartial manner.

      b. Facts will be assembled and reviewed with the employee’s supervisor/department head and/or the Sr. Vice-President of Human Resources (or designee).

2. The investigation and resolution of suspected policy violations must be given priority over other responsibilities of management involved.
3. In the event that disciplinary action is required, such action will be administered in accordance with the provisions of the Discipline Policy for non-management employees or Management Support of Organizational Mission Policy for management employees (see policy HR.EMP.0001, Discipline Policy or policy #D-4, Management Support of Organizational Mission).

4. A covered person who disagrees with a decision pertaining to disciplinary action may submit the matter for review in accordance with the Problem Resolution Process for non-management Employees or Management Request for Review Policy for management employees (see policy HR.EMP.0002, Problem Resolution Process or policy # D-3 Management Request For Review).

REFERENCE:

Phoebe Putney Health System, Inc. Code of Conduct
Phoebe Putney Health System, Inc.
Certification Statement

I have read and understand the Phoebe Putney Health System, Inc. Conflict of Interest Policy. I agree to abide by the intent of the Policy and will immediately report any real or potential violations to the Compliance Department. The undersigned certifies that he or she will not use his or her position for financial, political, or other self-interest that could be interpreted by the Board or the Corporation as not being in its best interests. I also certify that:

_____1. I have listed below the activities, gifts and other benefits, affiliations, employment of household members, business interests, ownerships, investments or any other actions or associations that may conflict with the Phoebe Putney Health System, Inc. Conflict of Interest Policy. I have also listed employment and/or business activities as a director/trustee of any organization or agency.

Gifts: (Provide amount, date, vendor and vendor representative)
___________________________________________________________
___________________________________________________________
___________________________________________________________

Affiliations, Ownerships, Business Interests
___________________________________________________________
___________________________________________________________
___________________________________________________________

_____2. To the best of my knowledge, I nor (if applicable) any of the employees under my responsibility have not been in violation of any of the activities identified in the Phoebe Putney Health System, Inc. Conflict of Interest Policy.

I understand that I have a continuing obligation to report any information relevant to the Conflict of Interest Policy that may develop or I become aware of, prior to my next certification.

___________________________________   ______________________________
Name (Please Print)      Signature

___________________________________   ______________________________
Date       Department

___________________________________  ______________________________
Reviewed by (VP, SRVP)    Cost Center

ATTACHMENT A
Original – Compliance Department   Copy – Covered Person
PHOEBE PUTNEY HEALTH SYSTEM, INC.
GIFT SUBMISSION FORM

Department Name: __________________________        Date:  _____________________________
Employee’s Name: ___________________________     Cost Center No.: ____________________
Description of Gift: ________________________________________________________________

Monetary Value of Gift:  $___________________________________________________________

Representative’s Name: __________________________________________________________________________________

Company Name: __________________________________________________________________________________

Company Address: __________________________________________________________________________________

Company Phone Number: __________________________________________________________________________________

________________________________________________
Employee’s Signature

________________________________________________
Date

________________________________________________
Department Head Signature

________________________________________________
Date

ATTACHMENT B