



## **POLICY**

### **Conflict of Interest**

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#### **PURPOSE**

To describe the duties and obligations of members of the Board of Directors (the "Board") of THE COLORADO HEALTH FOUNDATION ("the Corporation"), management staff and other persons involved in decision making for or administering the affairs of the Corporation with respect to the avoidance of conflicts of interest and the procedures for the disclosure thereof.

#### **POLICY**

##### I. Board of Directors and Officers of the Corporation

The proper governance of the Corporation depends on the members of the Board who provide their time for the benefit of our community. Providing this service, because of the varied interests and backgrounds of the directors, may result in situations involving a dual interest that might be interpreted as conflict of interest. This service should not be rendered impossible solely by reason of duality of interest or possible conflict of interest. This service nevertheless carries with it a requirement of loyalty and fidelity to the Corporation, it being the responsibility of the directors to govern the Corporation's affairs honestly and economically, exercising their best care, skill, and judgment for the benefit of the Corporation. The matter of any duality of interest or possible conflict of interest can be handled through full disclosure of any such interest, together with noninvolvement in any vote where the interest is involved.

Specifically, this fiduciary relationship requires the avoidance of conflicts of interest and the affirmative duty to reveal to the Corporation conflicts of interest and apparent conflicts of interest which may exist through the disclosure of interests and activities such as: the ownership, direct or indirect, of a financial or other interest in organizations supplying services to the Corporation, or in organizations which provide services competitive with the Corporation; the performance of services to other organizations which do business with or are competitive with the Corporation; the receipt or acceptance of benefits from any organization doing, or seeking to do, business with the Corporation or with a competitor of the Corporation; or participation in or taking

advantage of any business opportunity or activity in which the Corporation has an interest or which may be competitive with the Corporation.

No contract or transaction shall be entered into by the Corporation and any officer or Director or between the Corporation and any other corporation, firm, association or other entity in which an officer or Director is an officer or director or has a significant financial or influential interest.

The provisions of this policy shall be reviewed annually for the information and guidance of the Board.

## II. Other Personnel

Vice presidents, department directors, key management personnel and full time physician employees with substantial administrative responsibilities shall exercise the utmost good faith in all transactions touching upon their duties to the Corporation and its property. In their dealings with and on behalf of the Corporation, they are held to a strict rule of honest and fair dealing between themselves and the Corporation. They shall not use their positions, or knowledge gained therefrom, so that a conflict might arise between the Corporation's interest and that of the individual. All acts of such persons shall be for the best interest of the Corporation. Such persons shall not accept any gift, favor or hospitality that might influence their decision-making or actions affecting the Corporation.

Such persons shall avoid outside employment or activity that involves obligations which may compete with or be in conflict with the interest of the Corporation.