



POLICY

Conflict of Interest

PURPOSE

To describe the duties and obligations of members of the Board of Directors (the "Board") of THE COLORADO HEALTH FOUNDATION ("the Foundation"), officers, management staff and key employees involved in decision making for or administering the affairs of the Foundation 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 Foundation

The proper governance of the Foundation 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 Foundation, it being the responsibility of the directors to govern the Foundation's affairs honestly and economically, exercising their best care, skill, and judgment for the benefit of the Foundation. 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 Foundation 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 Foundation, or in organizations which provide services competitive with the Foundation; the performance of services to other organizations which do business with or are competitive with the Foundation; the receipt or acceptance of benefits from any organization doing, or seeking to do, business with the Foundation or with a competitor of the Foundation; or participation in or taking advantage of any business opportunity or activity in which the Foundation has an interest or which may be competitive with the Foundation.

No contract or transaction shall be entered into by the Foundation and any officer or Director.

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

II. Management and Key Employees

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 Foundation and its property. In their dealings with and on behalf of the Foundation, they are held to a strict rule of honest and fair dealing between themselves and the Foundation. They shall not use their positions, or knowledge gained therefrom, so that a conflict might arise between the Foundation's interest and that of the individual. All acts of such persons shall be for the best interest of the Foundation. Such persons shall not accept any gift, favor or hospitality that might influence their decision-making or actions affecting the Foundation.

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