

**Allina Integrated Medical Network
Conflicts of Interest and Confidentiality Policy**

Reference #: AIMN002

Origination Date: August 2020
Next Review Date: August 2023
Effective Date: August 2020

Approval Date: August 11, 2020
Approved By: AIM Network Board of Directors

System-Wide Policy Ownership Group: Allina Integrated Medical Network
System Policy Information Resource: Senior Vice President, Chief Compliance Officer

SCOPE:

Sites, Facilities, Business Units	People applicable to (Physicians, NP, Administration, Contractors etc.)
The Allina Integrated Medical Network.	AIMN Board members and Board committee members (whether voting or advisory members of the Board or committee), Officers, Board designees, senior management (individual that holds the title of Vice President or above, if any), individuals that have procurement responsibility or the authority to effectively recommend such procurement, any other individual who holds a position of trust, and other individuals as may be determined from time to time by the Allina Health Board of Directors, subject to Allina Health’s approval.

I. PURPOSE

Allina Integrated Medical Network (AIMN) preserves integrity and independence in making decisions and exercising judgment in its affairs. The Board of Directors of AIMN recognizes that real, potential and apparent *Conflicts of Interest* naturally occur from time to time in the course of conducting AIMN’s daily affairs. *Conflicts of Interest* can compromise such integrity and independence if not identified, assessed and either eliminated or appropriately managed.

The AIMN Bylaws reserve to Allina Health the power to adopt a conflicts of interest policy for AIMN. Allina Health has adopted a system-wide policy on Outside Interest and Conflicts Management (the “Policy”). To ensure consistency, the Policy (as it may be amended by Allina Health from time to time) is incorporated herein by this reference, adopted and applies to the AIMN and all organizations controlled directly or indirectly by the AIMN. The purpose of the Policy is to guide the conduct of *Covered Persons* of AIMN when such real, potential or apparent *Conflicts of Interest* arise.

This AIMN policy (“AIMN Policy”) incorporates the Policy, and clarifies certain provisions of the Policy as they apply to AIMN as well as outlines the confidentiality requirements necessary to protect information that is sensitive or proprietary to the AIMN.

II. DEFINITIONS

Definitions of *italicized* terms used in this Policy are provided at the end of this Policy.

III. INDIVIDUALS COVERED BY THIS POLICY

All of the following *Covered Persons* have a duty to comply with this AIMN Policy: AIMN Board members and Board committee members (whether voting or advisory members of the Board or committee), Officers, Board designees, senior management (individual that holds the title of Vice President or above, if any), individuals that have procurement responsibility or the authority to effectively recommend such procurement, any other individual who holds a position of trust, and other individuals as may be determined from time to time by the Allina Health Board of Directors, subject to Allina Health's approval.

IV. OVERVIEW OF CONFLICT OF INTEREST AND CONFIDENTIALITY POLICY

All *Covered Persons* have a duty at all times to fulfill their obligations and conduct the affairs of AIMN, and their association with AIMN, in good faith, in an impartial and unbiased manner, in the best interests of AIMN, and in strict compliance with the Policy.

All *Covered Persons* are also required under this AIMN Policy to maintain confidentiality for information of which they become aware through their affiliation with AIMN that are sensitive and proprietary in nature with respect to the AIMN's business and affairs, and they are prohibited from sharing, giving, selling, discussing or using such information in any manner unless authorized by and in the best interests of the AIMN.

All *Covered Persons* are required to cooperate with the AIMN Board of Directors in the administration of this AIMN Policy.

All *Covered Persons* have a fiduciary duty that obligates them to exercise their powers in good faith and in the best interests of the AIMN and its mission, as opposed to their own personal interests or that of a third party, such as an individual medical practice or a competing accountable care organization.

V. ROLE OF ALLINA HEALTH, ACC AND GNC IN MONITORING AND ENFORCEMENT OF THE POLICY

Allina Health has delegated to the Governance and Nominating Committee (the "GNC") of the AIMN Board of Directors the responsibility for overseeing the implementation of the Policy in order to assist Allina Health in fulfilling its reserved power. The GNC will act as the Conflicts Management Committee for AIMN as outlined in the Policy.

In the event a majority of members of the GNC have a direct or *Associational Interest* that could give rise to a *Conflict of Interest* with the matter under review, the GNC shall refer the matter to the Allina Health Audit and Compliance Committee ("ACC") to assess, eliminate or manage the *Conflict of Interest*.

The GNC shall periodically update the ACC on its implementation activities and decisions by providing the ACC written reports, which include, without limitation, information on the existence of any *Conflicts of Interest*, as well as how such *Conflicts of Interests* were addressed, eliminated or managed.

VI. CONFIDENTIALITY

Covered Persons are required under this AIMN Policy to maintain confidentiality of information of which they become aware through their affiliation with AIMN that are sensitive and proprietary in nature with respect to the AIMN's business and affairs, including but not limited to those pertaining to operations,

financial performance, strategic planning, quality improvement, physician quality and improvement, patient information, ethics and human resources. *Covered Persons* may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with, AIMN to any individual or entity, including *Family Members*, friends, and business and professional associates, other than individuals or organizations who have a legitimate need for such information to further the best interests of AIMN and to whom AIMN has authorized disclosure. Unless so authorized, *Covered Persons* are prohibited from sharing, giving, selling or discussing such information in any manner with or to any person or organization outside the AIMN and from using any such information to the personal advantage of the *Covered Person* or any person or organization other than the AIMN.

Covered Persons must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. At the end of a *Covered Person's* employment or term in office or upon the termination of the relationship with AIMN, the *Covered Person* shall, at the request of AIMN, return all documents, papers, and other materials, regardless of medium, that may contain or be derived from AIMN confidential information, in his or her possession.

VII. PERIODIC REVIEW AND MODIFICATION OF POLICY

The GNC of the AIMN Board of Directors shall periodically review this AIMN Policy and recommend changes as necessary and appropriate to the Allina Health Board of Directors for final approval. The Allina Health Board of Directors may amend, update or modify the AIMN Policy at any time, with or without the involvement or approval of the GNC or the AIMN Board of Directors.

DEFINITIONS

AIMN	The entity bearing the name Allina Integrated Medical Network and all organizations controlled directly or indirectly by the AIM Network. The AIM Network is a Minnesota not-for-profit corporation and wholly-owned subsidiary of Allina Health System.
Associational Interest	An interest that occurs when a <i>Covered Person</i> has (or plans to have) a non-financial or non-economic relationship, formal or informal, or other non-financial involvement with or interest in any other, entity or individual that could render the <i>Covered Person</i> incapable of making a decision with only the best interests of AIMN in mind (including, for example, a non-compensated fiduciary position such as a member of the board of directors or a board committee).
Conflict of Interest	A set of circumstances in which a Financial Interest or Non-financial Interest, or any other professional or personal relationship or interest held by an individual or an individual's Family Member has the potential to compromise or bias the judgment or objectivity of the individual's decisions or actions, or create the appearance of such compromise or bias.
Covered Persons	The persons listed in Section III of this AIMN Policy.

Family Member	<p>An individual who is related to a Covered Person in any of the relationships listed below. “Parents”, “siblings” and “children” include all individuals related by blood, adoption, and marriage/step relationships. “Spouse” includes a domestic partner.</p> <ul style="list-style-type: none">- great-grandparent- grandparent- parent (and their spouses)- sibling (and their spouses)- child (and their spouses)- grandchildren (and their spouses)- great-grandchildren (and their spouses)- spouse- spouse's parent (and their spouses)- spouse's sibling (and their spouses)- spouse's grandchildren (and their spouses)- a person who is a member of the Covered Person’s household for tax or insurance purposes.
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