



DEPARTMENT: HealthTrust Ethics and Compliance	POLICY DESCRIPTION: Conflict of Interest
PAGE: 1 of 9	REPLACES POLICY DATED: 08/01/04, HPG.003, Procedures for HPG Colleagues to Avoid Conflicts of Interest; 11/02/12, HT.003
EFFECTIVE DATE: January 1, 2015	REFERENCE NUMBER: HT.003
APPROVED BY: HealthTrust Ethics and Compliance Committee	

SCOPE: All departments within HealthTrust Purchasing Group, L.P. ("HealthTrust LP") and its direct and indirect subsidiaries including HealthTrust-Europe LLP ("HealthTrust Europe"); the representative office of HealthTrust in Shanghai ("Shanghai Office") (collectively, "HealthTrust"); and all Advisory Boards.

PURPOSE: To enable all HealthTrust Colleagues to understand, identify and avoid, and to require Decision-makers and Equity Partners to disclose, Conflicts and Standing Interests; and to promote competitive procurement by addressing Conflicts, to help ensure Suppliers are fairly chosen based on objective criteria.

DEFINITIONS: Capitalized terms are defined. See back pages of this policy.

ESSENTIAL INFORMATION:

This is a summary of selected topics and definitions. Please read this entire document for full information.

Potential Conflicts of Colleagues.

HealthTrust Decision-makers are (i) employees who are director-level or above, part of Strategic Sourcing or Global Sourcing, or in a position to make financial or contractual decisions relating to a Supplier or Potential Supplier; or (ii) Advisory Board Participants. See Definitions section for HTE Decision-makers.

A Supplier is an entity that has a contract with HealthTrust.

A Potential Supplier is (i) any manufacturer, supplier or distributor of medical, pharmaceutical or other healthcare products or healthcare-related services, or (ii) any other manufacturer, supplier or distributor known to you to be seeking a contract with HealthTrust.

A Standing Interest is an Interest that you or a Family Member has in a Supplier or Potential Supplier, but it does not rise to become a Conflict so long as neither you nor the Family Member is in a position to influence our contracting process or decisions relating to that entity.

A Conflict of Interest arises if you or a Family Member has an Interest in a Supplier or Potential Supplier, AND have or will have influence over our contracting process or decisions relating to that entity; or if you have an Interest in a HealthTrust competitor. See Policy 1 for types of Conflicts. Report as to Family Members based on your current knowledge; you do not have a duty to inquire.

Disclosure. Interests of Decision-makers are managed by disclosure through the annual Conflicts certification, updates within 30 days of any change, and reminders to manager or board lead if asked to work on a matter relating to the Conflict.

Employees. Employees who are Decision-Makers must disclose any Standing Interest or Conflict. If it is a true



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Conflict, it will be managed by (i) Excluding you from matters relating to the Conflict, unless your participation is deemed essential and not harmful to the process, or (ii) requiring that you divest your Interest if applicable.

Advisory Board Participants. If you are an Advisory Board Participant, you must disclose any Standing Interest or Conflict. If it is a true Conflict, it will be managed by either (i) Excluding you from Advisory Board meetings relating to the Conflict, or (ii) requiring that you divest your Interest if applicable.

Continuing obligation to disclose. In addition to completing the annual conflict of interest statement and updating it with any change, if an Employee or Advisory Board Participant is asked to begin work on a matter involving an entity in which the person has an Interest, he or she must report it to his or her supervisor or Board Lead, respectively, even if the Interest has been disclosed before.

Potential Institutional Conflicts.

An **Institutional Conflict** exists if an Equity Partner entity has a direct or indirect (through a venture capital fund or otherwise) Financial Interest in a Supplier or Potential Supplier coming before an Advisory Board. If the Partner entity has a Participant on that Advisory Board, the appropriate course of action is determined based on whether the Partner objects to having the Interest disclosed:

- (1) If the Equity Partner entity prefers the Conflict not be disclosed to the Advisory Board, then its Participant will be Excluded from board meetings where the category and/or Supplier or Potential Supplier that gave rise to the Conflict will or may be discussed.
- (2) If the Equity Partner entity does not object to disclosure, the Board Lead will disclose the Conflict at those Advisory Board meetings. The Equity Partner's Participant may participate in the meetings and discussion, but his or her clinical scoring and final strategy vote will be removed from the final tally.

POLICY

1. In order to protect the integrity of the process through which Suppliers are recommended for the award or renewal of a HealthTrust contract, and to protect itself from its competitors, all HealthTrust Colleagues must remain free of Conflicts in carrying out their responsibilities for HealthTrust, and all Institutional Conflicts must be properly disclosed.
 - (a) **Standing Interests and Conflicts of Colleagues.** A Colleague has a Standing Interest or Conflict if he or she has or had (or to the Colleague's knowledge, a Family Member has or had) an Interest in a Supplier, Potential Supplier or Competitor at any time within the past twelve months. Such an interest will be considered a Standing Interest if the Colleague does not have influence over our contracting process or decisions relating to the Supplier or Potential Supplier. If he or she does have such



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influence, it is likely a Conflict. Here are examples of types of Interests:

- (i) Personal or Financial Interest: Having a Financial Interest or a Personal Interest in a Supplier, Potential Supplier or HealthTrust competitor;
- (ii) An advisor: Holding a position as an officer or board member of, providing consulting services to, advising or having a contract or other compensation arrangement with, a Supplier, Potential Supplier or HealthTrust competitor;
- (iii) An employee or former employee: Being an employee of a Supplier, Potential Supplier or HealthTrust competitor; or a former employee, which employment relationship ended less than three years ago; or
- (iv) Speaking for, or accepting compensation from, a Supplier: Acting as a speaker for or representative of, and/or accepting honoraria, royalties or other monies from, a Supplier or Potential Supplier (directly or indirectly); except that a Colleague may speak at an educational event if (A) he or she is not in any way speaking on behalf of or representing a Supplier or Potential Supplier, and (B) no honoraria, royalties or other monies is accepted; (see also [Policy HT.007 - HealthTrust Colleague Participation in Educational, Training and Promotional Events of Others](#), Procedure 2(a), which allows for third party payment of speaker's expenses under some circumstances).

(b) Potential Institutional conflicts. Institutional conflicts similar to those described in this section 1(b) ("Institutional Conflicts") may arise in HealthTrust's business, and will be handled as follows:

- (i) Equity Partners. An Equity Partner entity may have a direct Financial Interest in, or an indirect Financial Interest through a venture capital or similar fund that is actively considering an investment in, a Supplier or Potential Supplier that is to be reviewed by an Advisory Board. If the Partner entity has a Participant on that Advisory Board, then an Institutional Conflict exists and Procedure 4(c)(iii) below must be followed.
- (ii) HealthTrust. HealthTrust will not have a Financial Interest in a Supplier or Potential Supplier, unless (A) approval of senior management of HealthTrust is obtained, (B) the acquisition is determined by the CEO and COO, in consultation with the ECO, to benefit Members or Clients by creating or maintaining a source for a product or service where there is no other source or very limited sources, or for other reasons that are of benefit to Members or Clients generally; and (C) the matter has been disclosed to the Equity Committee, the HealthTrust Ethics and Compliance Committee, and any other Advisory Board that is in a position to influence significant decisions



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made by HealthTrust with respect to such Supplier or Potential Supplier.

- (c) While it is assumed that the relationship between HealthTrust and its Partners will not result in a Conflict, Employees and Advisory Board Participants must remain alert to the possibility of a Conflict. If one arises, the matter must be brought to the attention of the CEO and ECO for resolution.

PROCEDURE

1. Individual Decision-makers (Certain Employees and all Advisory Board Participants): training, disclosure of Interests. Each new Decision-maker must attend training on this policy, and each Decision-maker must disclose any Conflict of Interest or Standing Interest, by completing the Conflict of Interest Statement electronically or using the form attached as Appendix A to this policy, within thirty (30) days of becoming a HealthTrust Decision-maker (upon hire as a Decision-maker, promotion to a role as a Decision-maker, or acceptance of an appointment to an Advisory Board). As to Interests of Family Members, you may report based on your current knowledge; you do not have a duty to inquire.
2. Continuing obligation to disclose to manager or Board Lead, and to update.
 - (a) Disclosure. Each Decision-maker must update his or her conflict of interest statement within thirty (30) days of a change in Interests, including where a previously disclosed Standing Interest becomes a Conflict because the Decision-maker has been placed in a role where he or she will have influence over our contracting process or decisions relating to the entity that is the subject of the Interest. In addition, on an annual basis, each Decision-maker must complete the annual conflict of interest statement electronically or using the form of Appendix A hereto.
 - (b) Employee updates. Managers need up-to-date information on Interests a Decision-maker on their team may have. Each Employee Decision-maker must report to his or her manager if he or she is asked to work on a matter that involves a Supplier or Potential Supplier with respect to which the Employee has an Interest (regardless of whether the Employee already disclosed the Interest to the manager or to the ECO). The manager must report the matter to the ECO or the ECO-HTE, who will follow Procedure 4(c)(i).
 - (c) Advisory Board Participant updates. Board Leads also need up-to-date information on Interests. Prior to each Advisory Board meeting or conference call where Suppliers or Potential Suppliers will be discussed, the Board Lead will send the agenda to all Participants, including names of all Suppliers or Potential Suppliers expected to be reviewed. Each Participant must report to the Board Lead, prior to each meeting or conference call:
 - (i) any Conflict they or a Family Member may have with respect to any such Supplier or Potential



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Supplier (regardless of whether the Participant has already disclosed the Interest to the Board Lead or to the ECO), and/or

- (ii) any Institutional Conflict of which the Participant is aware. The Participant is not required to do any investigation concerning Institutional Conflicts.

The Board Lead will report any issues to the ECO, who will follow Procedure 4(c)(ii).

3. Equity Partners disclose Institutional Conflicts to the ECO. The ECO will communicate quarterly with Equity Partner representatives to ask if their Equity Partner institution (i) has a Financial Interest in, or (ii) holds a Financial Interest in a venture capital or similar fund that is actively considering an investment in, a Supplier or Potential Supplier expected to be reviewed during that quarter by an Advisory Board. If so, the matter must be disclosed to the ECO, who will report it to the Board Lead for any Advisory Board meeting where such Supplier or Potential Supplier will or may be discussed. The Board Lead will ensure that Procedure 4(c)(iii) is implemented.
4. Review and action.
 - (a) The ECO will review each Interest disclosed with the Decision-maker, manager, Member representative, Advisory Board Participant and/or Board Lead, as applicable, and conduct any further investigation deemed necessary. The ECO will then brief the executives identified below under 4(c)(i), 4(c)(ii) or 4(c)(iii), who will determine if the matter constitutes a true Conflict, potential Conflict, or an appearance of a Conflict, or a Standing Interest, under Policy 1(a) or 1(b).
 - (b) If it is determined that the matter does not constitute a Conflict, or is merely the appearance of a Conflict or a Standing Interest that need not be addressed, the ECO will inform the parties that no further action is necessary. There may be instances where the CEO and ECO determine in their discretion that even an appearance of a conflict or a Standing Interest should be addressed, in which case the matter will be resolved as described in Procedure 4(c)(i), 4(c)(ii) or 4(c)(iii) below.
 - (c) If it is determined that the matter constitutes a Conflict under Policy 1(a), or 1(b), it will be resolved in one of the following ways, and the ECO will inform the parties in writing of the resolution:
 - (i) Employee Decision-maker Conflicts.
 - (A) (1) The CEO or COO, in consultation with the ECO and Board Lead if applicable, will require that an Employee Decision-maker either divest the Interest if applicable, or be Excluded from matters relating to the Conflict, in a way that effectively mitigates it, with any such Exclusion being documented in an appropriate manner; or



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(2) If the CEO or COO, in consultation with the ECO and Board Lead if applicable, are of the opinion that (x) the participation of the Employee Decision-maker is in the best interests of HealthTrust and its Members or Clients; (y) the Conflict is sufficiently minor that it would not have a material effect on the Employee's objectivity; and (z) if the action as to the Supplier or Potential Supplier is completed, it would result in no material financial benefit to the Employee or any Family Member, then the Employee need not be Excluded nor divest the Interest. (This analysis will require the Colleague's disclosure of the value of any Interest other than a Family Member's cash compensation.) This provision may not be used to prevent a requirement of divestiture of an Interest or an Exclusion where an Employee Decision-maker owns an Interest of the type described in Policy 1(a)(i) above (Interests in Suppliers, Potential Suppliers or competitors of HealthTrust).

(B) In the event the Employee Decision-maker desiring to remove a Conflict or potential Conflict is the CEO, the COO, a VP reporting to the CEO or COO, or the ECO, the Conflict may only be resolved by disclosure to and a determination by such person's immediate supervisor and two of the other named high-ranking individuals, that by divestiture or Exclusion, the potential for a Conflict can be adequately mitigated.

(ii) Advisory Board Participant Conflicts. If the CEO or COO and the Board Lead, in consultation with the ECO, determine that the matter constitutes a true Conflict for an Advisory Board Participant under Policy 1(a), the matter will be resolved as follows. The Advisory Board Participant must either (1) be Excluded from Advisory Board meetings at which the category and/or the Supplier or Potential Supplier that gave rise to the Conflict will or may be discussed, with any such Exclusion being documented in the minutes of the meeting; or (2) divest the Interest if applicable. The chosen course of action will be documented in the minutes of the Advisory Board meeting.

(iii) Institutional Conflicts.

(A) Equity Partner Entity. If the CEO, in consultation with the ECO, determines the matter constitutes an Institutional Conflict for an Equity Partner entity per Policy 1(b), the matter will be resolved as follows, and the action taken recorded in the Advisory Board meeting minutes:

(1) If the Equity Partner entity prefers the Conflict not be disclosed to the Advisory Board, then its Participant will be Excluded from board meetings where the category and/or Supplier or Potential Supplier that gave rise to the Conflict will or may be discussed.

(2) If the Equity Partner entity does not object to disclosure, then the Board Lead will disclose the Conflict at Advisory Board meetings where the Supplier or Potential Supplier that gave



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rise to the Conflict will be discussed. The Equity Partner's Participant on the Advisory Board may participate in the meeting and discussion of the Supplier's or Potential Supplier's product and category, but his or her clinical scoring and final strategy vote will be removed from the final tally.

- (B) **HealthTrust.** If the CEO and COO, in consultation with the ECO, determine the matter constitutes an Institutional Conflict for HealthTrust under Policy 1(b)(ii) herein, it will be disclosed to the Advisory Board at each meeting where the Supplier or Potential Supplier that gave rise to the Conflict is discussed. The disclosure must be documented in the minutes of each Advisory Board meeting.

5. Reporting.

The ECO will submit a report annually to the CEO and the HealthTrust Ethics and Compliance Committee of reported Conflicts and resolutions of such Conflicts. The ECO is responsible for overseeing implementation of this policy. For questions, please contact Lynn Egan at 615-344-3947, Lynn.Egan@HealthTrustpg.com.

DEFINITIONS

Advisory Board means the Equity Committee, and any other advisory board or committee established by HealthTrust, comprised of Advisory Board Participants, including without limitation HTE's evaluation panels.

Advisory Board Participant or Participant means a representative of a Member or Client who participates on an Advisory Board as a regular or associate participant.

Board Lead means the Employee who directs the activities of an Advisory Board.

CEO means the Chief Executive Officer of HealthTrust LP.

Client means a customer or client of HealthTrust that is not a Member, and that receives fee-based consulting services (and in some cases assistance with custom contracting) offered by HealthTrust under one of the following programs: EnergyTrust, ServiceTrust, SolutionsTrust and SourceTrust; or other programs offered by HealthTrust from time to time.

Conflict or Conflict of Interest means an Interest of a Decision-maker or his or her Family Member or an Equity Partner in any Supplier or Potential Supplier, which Interest has become an actual or potential conflict of interest or appearance of a conflict because (i) the Decision-maker has or will have influence over the outcome of a HealthTrust decision relating to such entity, and (ii) as a result of the decision, the Decision-maker or his or her Family Member could stand to directly or indirectly gain, or be placed in a more favorable position.

COO means the Chief Operating Officer of HealthTrust LP.

Decision-maker means:

- (i) for Colleagues (other than those at HealthTrust Europe) one who is:
(a) an Employee who is:



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- director-level or above
 - a member of HealthTrust's Strategic Sourcing Department reporting directly or indirectly to the COO, or the Global Sourcing group, or
 - in a position to make financial or other contractual commitments on behalf of HealthTrust; or
- (b) an Advisory Board Participant.
- (ii) For Colleagues at HealthTrust Europe, Decision-maker means all Employees of HealthTrust Europe *but for*:
- The Procurement and Business Support Team
 - The Executive Assistant / Personal Assistant Team
 - The Information and Data Team excluding the Associate Director of Information
 - The Finance Team excluding the Project Accountant and the Director of Finance
 - The HR and Legal Administrator
 - The Sales Coordinator

ECO means the Ethics and Compliance Officer of HealthTrust LP reporting directly to the CEO.

ECO-HTE means the Ethics and Compliance Officer of HealthTrust Europe.

Employee means any HealthTrust Colleague other than an Advisory Board Participant.

Equity Committee means the HealthTrust LP Equity Advisory Committee, comprised of representatives of its general partner and limited partners.

Equity Partner or Partner means an entity that is a Member and a general or limited partner of HealthTrust LP.

Exclude or Excluded means that a Colleague who has a Conflict (or a representative of an Equity Partner entity that has a Conflict) will be recused, and have no involvement in matters involving the matter that gave rise to the Conflict, including without limitation any discussions, reviews, scoring, voting or approvals relating to the matter.

Family Member means a person's spouse, common law spouse, domestic partner of the same or opposite gender; natural parent, adoptive parent or stepparent; child or stepchild; sibling, half-sibling or step-sibling; father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law; grandparent or grandchild, and spouse of a grandparent or grandchild; or any member of the person's household.

Financial Interest: A financial interest exists when a Decision-maker, Family Member, or Equity Partner has an interest that includes income, compensation or other remuneration, a direct or indirect ownership interest (stock, options, warrants, debt instruments, loans, or other proprietary interests including interests held through a venture capital or similar fund, or interests in intellectual property), except for investments made through diversified mutual funds, or other investment or pension accounts where the holder has no control over investment selections.

HealthTrust Colleague or Colleague means:

(a) an individual who works full- or part-time for HealthTrust including



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- (i) employees of HealthTrust,
(ii) employees of HCA Management Services, L.P. who work for HealthTrust under a management contract,
(iii) employees of China International Intellectech (Shanghai) Corporation dispatched to work for the Shanghai Office, or
(iv) independent contractors providing services to HealthTrust; and
(b) an Advisory Board Participant.

Institutional Conflict has the meaning described in Policy 1(b).

Interest means any Financial Interest and/or Personal Interest, including any Standing Interest.

Member means an entity that has become a member of HealthTrust by signing a participation agreement with HealthTrust under which it participates in a group purchasing program offered by HealthTrust.

Personal Interest: A personal interest exists when a Decision-maker or Family Member has an interest in the outcome of a decision, other than a Financial Interest.

Potential Supplier means (i) any manufacturer, supplier or distributor of medical, pharmaceutical or other healthcare products, devices or supplies of any sort, and any provider of services that are specific to the healthcare industry; or (ii) any other type of manufacturer, supplier or distributor that is known to you to be seeking a contract with HealthTrust.

Standing Interest means an Interest of a HealthTrust Colleague or a Family Member in a Supplier or Potential Supplier, which Interest does not rise to become a Conflict so long as the Colleague or Family Member is not in a position to influence our contracting process or decisions, if any, relating to that entity.

Supplier means any individual or entity that has a contract with HealthTrust, as a vendor, consultant, distributor, landlord or in any other capacity; but excluding Members and Clients, independent contractors and those under employment contracts with HealthTrust.

Third Party means an individual or entity external to HealthTrust, its Members or Clients (a Supplier, Potential Supplier, charity, other entity, or person or friend of a Decision-maker), other than a Family Member.

REFERENCES

[HealthTrust Code of Conduct](#)

[Policy HT.004 – HealthTrust Events](#)

[Policy HT.006 – Business Courtesies Received by HealthTrust Colleagues from Others](#)

[Policy HT.007 - HealthTrust Colleague Participation in Educational, Training and Promotional Events of Others](#)

HT.003 HealthTrust Conflict of Interest Policy

Appendix A **Conflict of Interest Statement** (page 1 of 3)

Please complete and sign this statement and deliver it as directed by the HealthTrust Ethics & Compliance Officer (Lynn.Egan@healthtrustpg.com), or complete it electronically as directed. Full details, including definitions of capitalized terms used in this Statement, are in **Policy HT.003, Conflict of Interest**, at this link: <http://healthtrustpg.com/ethics-compliance/>.

Here are the essential concepts that you must understand to complete this Conflicts Statement:

An **Interest** means an interest in a Supplier, Potential Supplier or HealthTrust competitor. Here are examples of some types of Interests you may have in a Supplier, Potential Supplier or a HT competitor:

- a Financial Interest such as an investment or ownership interest, or other compensation
- a Personal Interest such as employment of a Family Member
- being an advisor such as a board member or consultant
- being a current employee, or a former employee within the past 3 years
- being a speaker or representative of, or accepting honoraria or other monies from, a Supplier, Potential Supplier or HT competitor

Family Member means a person's spouse, common law spouse, domestic partner of the same or opposite gender; natural parent, adoptive parent or stepparent; child or stepchild; sibling, half-sibling or step-sibling; father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law; grandparent or grandchild, and spouse of a grandparent or grandchild; or any member of the person's household.

A Supplier is a company that already has a contract with HealthTrust.

A Potential Supplier is

- any manufacturer, supplier or distributor of medical, pharmaceutical or other healthcare products, devices or supplies, and any provider of services that are specific to the healthcare industry; or
- any other type of manufacturer, supplier or distributor that is known to you to be seeking a contract with HealthTrust.

You have a Conflict of Interest if you have an Interest in a Supplier or Potential Supplier, AND you have or will have influence over our contracting process or decisions regarding that company; OR if you have an Interest in a HealthTrust competitor.

You have a Standing Interest if you have an Interest in a Supplier or Potential Supplier, but you are not in a position to influence our contracting process or decisions regarding that company, so it is not a Conflict.

HealthTrust means HealthTrust and all of its departments including without limitation CoreTrust.

PLEASE COMPLETE AND SIGN THIS CONFLICTS STATEMENT ON THE NEXT PAGES

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Annual Conflict of Interest Statement (page 2 of 3)

Box 1	DO YOU, OR TO YOUR KNOWLEDGE DOES ANY FAMILY MEMBER, HAVE A <u>CONFLICT OR STANDING INTEREST AS TO ANY</u> SUPPLIER, POTENTIAL SUPPLIER OR HEALTHTRUST COMPETITOR, THAT EXISTS NOW OR EXISTED AT ANY TIME DURING THE PAST 12 MONTHS?	Yes <input type="checkbox"/> No <input type="checkbox"/>
Box 2	If you checked "YES" in Box 1 indicating that you have or a Family Member has a Conflict or Standing Interest, please describe the Interest(s) in Box 4 below.	
Box 3	<p>Please complete this Box 3 and sign regardless of whether you have any Interest to disclose.</p> <p>Your last name _____</p> <p>Your first name _____</p> <p>Title _____</p> <p>Your organization _____</p> <p>Signature _____</p> <p>Date _____</p>	

**IF YOU CHECKED "NO" IN BOX 1,
COMPLETE AND SIGN IN BOX 3 ABOVE and you are finished!**

**IF YOU CHECKED "YES" IN BOX 1,
COMPLETE AND SIGN IN BOX 3 ABOVE
and
DESCRIBE THE INTEREST IN BOX 4 ON THE NEXT PAGE**

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Your first name

Your last name

Date

Complete Box 4 below only if you checked “YES” in Box 1 on page 2. Don’t forget to sign in Box 3, page 2.

Box 4	Name of interested party (you or Family Member)	Relationship to you	Name of entity	Relationship of Entity to HealthTrust	Nature of Interest (if employee include title)	Approximate % of Interest as of today¹	Date Interest arose (and ceased if applicable)	Do you have ANY influence over our contracting process or decisions on this entity as described on page 1?
	EXAMPLE John Smith	Spouse	Stryker	Supplier	Stock, 100 shares	.0000262%	Dec. 2004	No
	EXAMPLE Jane Doe	Self	Medical Gizmos, Inc.	Potential Supplier	Former employee; CFO	n/a	June 1, 2002	Yes

[For ECO use only]

¹ For example, do you own 5% of the company? If this information is difficult to obtain, please provide an estimate.