



Title:	Policy Number:
HealthPartners Policy on Secondary Interests, Vendor Relationships and Other Arrangements that May Present Conflicts of Interest	HP-SI-01

I. PURPOSE AND SCOPE

As an organization and as individuals, we value Integrity, meaning we are open and honest and keep our commitments. In the Code of Conduct, we make an important commitment to the people we serve: “We offer care and service that is objective and based on the best available scientific evidence. The processes we use to make decisions about care, service, prescribing and purchasing ensure that those decisions are free from the influence (or perception) of personal gain.” We are also committed to complying with the law, including laws that prohibit improperly influencing patients’ and members’ choices in their care and coverage, such as offering or accepting anything of value in exchange for certain patient referrals.

All Colleagues naturally have a variety of personal relationships, outside activities and other interests – what we call Secondary Interests – most of which are unrelated to and unlikely to influence, or appear to influence, their work-related objectivity, judgment or decision-making. But when Colleagues’ Secondary Interests are directly or indirectly related to their HealthPartners work or Health Care in general, we need to take care that they do not interfere with our commitments under the Code of Conduct or the law.

This policy helps us fulfill those important commitments.

This policy:

- Sets expectations and establishes a framework for identifying, disclosing, reviewing and managing Colleagues’ professional, community and personal interests, relationships and activities outside the scope of their assigned work for or on behalf of HealthPartners (Secondary Interests), when those interests could improperly influence their work for or on behalf of HealthPartners, or the work of HealthPartners;
- Helps Colleagues and their leaders balance the benefits of Colleagues’ engagement in Secondary Interests with the potential that they could create Conflicts of Interest with Colleagues’ HealthPartners work and professional obligations, or interfere with our commitments under the Code of Conduct and the law;
- Promotes objective, evidence-based and ethical decision-making that is free from the influence (or perception) of personal gain; and
- Helps the organization identify and manage Conflicts of Interest.

This policy covers the following types of Secondary Interests:

- Community Engagement and Charitable Activities
- Direct Care Services
- Financial Interests
- Gifts, Meals, Entertainment and Hospitality
- Non-Care Services or Expertise
- Personal Relationships
- Travel, Lodging and Conferences
- HealthPartners Institute Research Activities
- Any other outside relationship, activity or interest that is related to Colleagues' work for or on behalf of HealthPartners, could influence, or appear to influence, Colleagues' objectivity, judgment or decision-making in their HealthPartners work, or could undermine the trust of the people we serve.

External activities engaged in by Colleagues as part of their assigned work responsibilities and as a representative of HealthPartners are not considered Secondary Interests for the purposes of this Policy. However, Colleagues must still follow the Code of Conduct in connection with those activities.

II. POLICY

Colleagues are expected to conduct their relationships, activities and interests with each other, HealthPartners, and outside organizations and individuals with Integrity and to avoid interests, relationships and activities that could influence, or appear to influence, Colleagues' objectivity, judgment and decision-making in their assigned work for or on behalf of HealthPartners. Therefore, all Colleagues must comply with this policy, the Code of Conduct, and any other organizational standard related to Secondary Interests or Conflicts of Interest.

HealthPartners may maintain additional policies and procedures related to the Secondary Interests and/or Conflicts of Interest of Colleagues who are in leadership, governance, research or Medical Staff roles. Colleagues who are in those roles must meet both the requirements of this policy and those of any applicable additional policies and procedures.

For purposes of this policy, all Secondary Interests fall into one of three categories: Permitted Secondary Interests, Prohibited Secondary Interests and Conditional Secondary Interests. These categories and any corresponding disclosure, review and management obligations are described in the remainder of this policy.

A. Permitted Secondary Interests

Permitted Secondary Interests are Secondary Interests that Colleagues may engage in and do not need to disclose to HealthPartners (unless changed circumstances cause them to fall into the "Prohibited" or "Conditional" category). If a Secondary Interest meets all of the following requirements, it is considered a Permitted Secondary Interest:

1. The Secondary Interest:
 - a. Is not related to Health Care;
 - b. Is not related to a Colleague's work for or on behalf of HealthPartners;

- c. Does not involve a HealthPartners vendor or prospective vendor, customer or prospective customer, or competitor;
 - d. Does not involve a HealthPartners patient or member to whom the Colleague directly provides care or service;
- 2. The Secondary Interest will not influence, or appear to influence, the Colleague's objectivity, judgment and decision-making in their work for or on behalf of HealthPartners;
- 3. The Secondary Interest will not pose a risk to the reputation of HealthPartners and will not undermine the trust our relationships are built on; **and**
- 4. The Secondary Interest complies in all other ways with the Code of Conduct.

B. Prohibited Secondary Interests

Prohibited Secondary Interests are Secondary Interests that Colleagues are not permitted to engage in, unless a specific exception in HealthPartners policy or other organizational standard applies. Colleagues are expected to avoid, decline or terminate Prohibited Secondary Interests. The following Secondary Interests are prohibited:

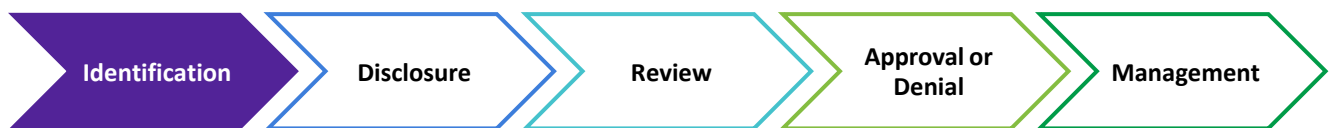
- 1. Colleagues may not engage in a Secondary Interest if it in *any way* conflicts with the Code of Conduct.
- 2. Colleagues may not accept or solicit any item, service, or anything else of value for personal use or enjoyment from any person, business or organization that does or seeks to do business with HealthPartners, including patients or members, vendors, customers and competitors if the item, service or other thing of value is intended to influence, likely to influence, or could appear to influence their objectivity, judgment and decision-making in their work for or on behalf of HealthPartners. (*Consult the Gifts, Meals, Entertainment and Hospitality Standard for limited exceptions related to business courtesies and expressions of patient and member appreciation.*)
- 3. Colleagues may not accept or solicit cash or cash-equivalents (such as gift cards or discounts) from any person, business or organization that does or seeks to do business with HealthPartners, including patients or members, vendors, customers and competitors. (*Consult the Community Engagement and Charitable Activities Standard for limited exceptions related to donations to a HealthPartners Foundation*);
- 4. Colleagues may not participate in leisure, cultural, sports or entertainment activities at the expense of or made available by any person, business or organization that does or seeks to do business with HealthPartners, including patients or members, vendors, customers and competitors. (*Consult the Gifts, Meals, Entertainment and Hospitality Standard for limited exceptions related to occasional charitable events or activities.*)
- 5. Colleagues may not accept payment or reimbursement for travel, lodging or conference fees or related expenses from a person, business or organization that does or seeks to do business with HealthPartners, including patients or members, vendors, customers and competitors. (*Consult the Travel, Lodging and Conferences Standard for limited exceptions related to certain professional engagements and negotiated terms in vendor contracts and the HealthPartners Institute Research Activities Standard for guidance on research-related travel expenses and allowances.*)

C. Conditional Secondary Interests

Conditional Secondary Interests are Secondary Interests that *may* be permitted under certain conditions but that will *always* require identification, disclosure, review, approval or denial and management (if appropriate). If a Secondary Interest meets any of the following, it must be identified, disclosed, reviewed, approved or denied and managed as appropriate in accordance with this policy:

1. The Secondary Interest:
 - a. Is related to Health Care;
 - b. Is related to a Colleague's work for or on behalf of HealthPartners;
 - c. Involves a HealthPartners vendor or prospective vendor, customer or prospective customer, or competitor;
 - d. Involves a HealthPartners patient or member to whom the Colleague directly provides care or service.
2. The Secondary Interest could influence, or appear to influence, a Colleague's objectivity, judgment and decision-making in their work for or on behalf of HealthPartners, if not appropriately managed;
3. The Secondary Interest could pose a risk to the reputation of HealthPartners or undermine the trust of the people we serve, if not appropriately managed; or
4. The Secondary Interest could conflict in any way with the expectations in the Code of Conduct, if not effectively managed.

III. PROCEDURES



All Colleagues, including leaders, are expected to follow the procedures described below in order to ensure that Secondary Interests are appropriately identified, disclosed, reviewed, approved/denied, and managed according to this policy and organizational standards. Colleagues involved in HealthPartners Institute Research Activities are expected to follow research-specific procedures as outlined in the HealthPartners Institute work standard for Secondary Interests, and any additional expectations described in the *HealthPartners Organizational Secondary Interests Standard on HealthPartners Institute Research Activities*.

Colleagues must first **identify** the category (Permitted, Prohibited or Conditional) into which each of their Secondary Interests falls, and to follow the corresponding process described below. Colleagues should consult with their leader if they have any question about which category a particular Secondary Interest falls into.

A. Procedures for Permitted Secondary Interests

Colleagues who identify a Permitted Secondary Interest may engage in that Secondary Interest without disclosure to HealthPartners or other further action under this policy.

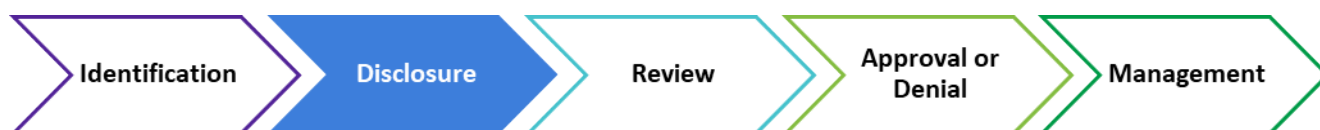
If a subsequent change in circumstances would cause the Secondary Interest to become a Prohibited Secondary Interest or Conditional Secondary Interest, Colleagues must follow the corresponding process described below.

B. Procedures for Prohibited Secondary Interests

Colleagues are expected to avoid, decline or terminate all Prohibited Secondary Interests. If a Colleague identifies a Prohibited Secondary Interest for which they believe there is an exception under this policy or another organizational standard, they must work with their Direct Leader to determine whether that exception applies. If so, and the Colleague wishes to proceed with the Secondary Interest, the interest becomes a Conditional Secondary Interest, and the Colleague must follow the process described below.

C. Procedures for Conditional Secondary Interests

Conditional Secondary Interests are Secondary Interests that *may* be permitted but that will *always* require disclosure, review, approval/denial, and management, as described below. Colleagues and leaders are expected to follow the process described below for each Conditional Secondary Interest.



1. Disclosure

Colleagues must disclose all current and proposed Conditional Secondary Interests using approved organizational Disclosure Forms. Disclosures must be complete, truthful, and timely. Colleagues are expected to disclose Conditional Secondary Interests as follows:

a. Disclosure by Employees

i. Upon Hire

All employee Colleagues must disclose Conditional Secondary Interests that are already in place at the time of hire. Colleagues must also disclose past activities if they could influence, or appear to influence, the Colleague's objectivity, judgment and decision-making during their employment.

ii. Prior to Commitment

All employee Colleagues must disclose any Conditional Secondary Interests they are considering *prior to* committing to them.

iii. Upon Request

All employee Colleagues must disclose any Conditional Secondary Interests requiring disclosure upon request, even if the Conditional Secondary Interest has been previously disclosed and approved.

iv. Other – Subsequent Disclosure (after the fact)

If a Colleague realizes they participated in a Conditional Secondary Interest without disclosure, review, and prior approval, or if a Conditional Secondary Interest arises in real time and the Colleague is unable to disclose prior to participating, the Colleague is expected to disclose the Conditional Secondary Interest as soon as possible after participation occurs.

b. Disclosure by Non-Employee Colleagues

i. Upon Establishment of Relationship/Arrangement with HealthPartners

All non-employee Colleagues, including, but not limited to, clinicians who are privileged but not employed by HealthPartners, are expected to disclose Conditional Secondary Interests that are in place at the time of the establishment of a relationship/arrangement with HealthPartners. Non-employee Colleagues must also disclose past activities if they could influence, or appear to influence, the Colleague's objectivity, judgment and decision-making related to their work for or on behalf of HealthPartners.

ii. Prior to Commitment

All non-employee Colleagues are expected to disclose any proposed Conditional Secondary Interests *prior to* committing to them.

iii. Upon Request

All non-employee Colleagues are expected to disclose any Conditional Secondary Interests upon request, even if the Conditional Secondary Interest has been previously disclosed and approved.

c. Modified or Updated Secondary Interests

Colleagues (employees and non-employees) are expected to inform their Direct Leaders of any material changes to the terms of a previously approved Conditional Secondary Interest immediately upon the Colleague's contemplation, notification or awareness of such changes, whether initiated by the Colleague or by a third party. At that time, the Colleague and their Direct Leader (or other leader if required by this policy) are expected to update existing Conditional Secondary Interest disclosures, reviews, approvals and Management Plans, as appropriate.



2. Review and Approval/Denial of Conditional Secondary Interests

Except as provided below, it is the responsibility of Colleagues' Direct Leaders to review all Conditional Secondary Interests disclosed to them in a timely manner. As part of the review, Leaders will determine whether a Conditional Secondary Interest should be approved or denied. As they conduct such reviews Leaders are expected to use care, objectivity and sound judgment, to apply the review criteria described below, and to follow other applicable organizational standards.

a. Framework for Review

Leaders are expected to evaluate each disclosed Conditional Secondary Interest against the following considerations:

- i. Whether the **type or identity of the third party** that the Colleague's Secondary Interest is with would pose a risk to HealthPartners or its reputation and/or would be contrary to its Mission, Vision or Values;
- ii. Whether the **connection between the subject of the Conditional Secondary Interest and the Colleague's work or role within HealthPartners** would increase the likelihood that the Secondary Interest could influence, or appear to influence, the Colleague's objectivity, judgment or decision-making in their work for or on behalf of HealthPartners; and
- iii. Whether the Conditional Secondary Interest **in any way conflicts with the Code of Conduct**.

Leaders should use the Secondary Interest Leader Toolkit for additional guidance and assistance with how to apply these considerations.

b. Approval/Denial

Following review, a Colleague's Direct Leader will determine whether a Conditional Secondary Interest should be:

i. Approved, no Management Plan required

The Colleague's participation in a Conditional Secondary Interest should be approved without the requirement of a Management Plan if the Leader determines that a Conditional Secondary Interest would not create a Conflict of Interest and would not raise other concerns under the Code of Conduct or this policy;

ii. Approved, Management Plan required

The Colleague's participation in the Conditional Secondary Interest may be approved with a Management Plan if the Leader determines that a Conditional Secondary Interest could create a Conflict of Interest or other concerns under the Code of Conduct or this policy, but that such Conflict of Interest and/or other concerns can be effectively managed or avoided; or

iii. Denied

The Colleague's participation in the Conditional Secondary Interest must be denied if the Leader determines that a Conditional Secondary Interest would create a Conflict of Interest or other concern under the Code of Conduct or this policy that could not be effectively managed or avoided with a Management Plan.

c. Escalated Reviews

Direct Leaders are expected to escalate review of Conditional Secondary Interests to the appropriate Senior Leader when:

- i. The Colleague provides or recommends care directly to patients and the Conditional Secondary Interest relates to the Colleague's scope of practice or professional expertise;

- ii. The Conditional Secondary Interest is directly related to the Colleague's work for or on behalf of HealthPartners;
- iii. There is a high degree of likelihood that the Conditional Secondary Interest will or could pose a risk to HealthPartners, its reputation or the trust our relationships are built on; *or*
- iv. The Colleague's Direct Leader believes in good faith they cannot objectively conduct the review due to their own Secondary Interests or other considerations.

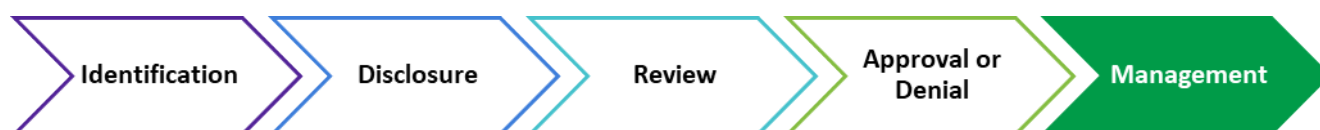
Escalated reviews should be directed to the appropriate Senior Leader based on the Colleague's role as outlined below:

Role	Escalated Reviewer
Physicians	Senior Medical Director
Dentists	Associate Dental Director
All Other Clinicians	Vice President Service Line Leader
All Other Colleagues	Division Leader / Vice President

Leaders who conduct escalated reviews are expected to apply the framework for review described above and should continue to involve the Colleague's Direct Leader, as appropriate.

d. Additional Review of Litigation-Related Services

In addition to following the disclosure requirements outlined above, Colleagues must disclose Conditional Secondary Interests that involve litigation support, expert witness testimony, independent medical exams and other litigation-related work to the HealthPartners Law Department in writing. The Law Department, in consultation with appropriate Leaders, will review, approve or deny, and impose Management Plans on such arrangements.



3. Management of Conditional Secondary Interests

If a Leader determines that a Conditional Secondary Interest would create a Conflict of Interest or other concerns under the Code of Conduct or this policy that could be effectively managed or avoided with a Management Plan, they are expected to develop a Management Plan for the Colleague to follow as a condition of approving the Conditional Secondary Interest.

The Management Plan should identify and document what steps must be taken by the Colleague to substantially reduce, mitigate or eliminate any Conflicts of Interest or other concerns created by a Conditional Secondary Interest. The Management Plan should be designed to protect the interests of HealthPartners and the people we serve and to provide the Colleague with clear expectations related to the Conditional Secondary Interest.

a. Management Plan Components

Management Plans should be tailored to address each Conditional Secondary Interest and should document careful consideration of the issues, risks and steps to be taken to reduce, mitigate or eliminate Conflicts of Interest or other concerns. Leaders should consider including the following components in Management Plans: Colleague's recusal from related decision-making; disclosure to patients, Colleagues and others; de-linking financial benefits from clinical decision-making; prohibition on use or disclosure of organizational information and other assets; Colleague's fulfillment of the expectations of their position; and other factors that could impact the interests of HealthPartners or the people we serve. Leaders should consult the Leader Toolkit for additional guidance.

b. Management Plan Administration

Colleagues are expected to sign the Management Plan developed by their Leader and to comply with all components of the Management Plan. The Colleague's Direct Leader is expected to monitor the Colleague's ongoing adherence to the Management Plan. Leaders should consult the Secondary Interest Leader Toolkit for additional guidance related to the administration of Management Plans.

IV. DEFINITIONS

"Clinician" means colleagues who may submit bills/claims for their services independently (using their own name and National Provider Identifier/NPI) or advanced practice providers, where "provider" means an individual licensed or otherwise authorized to practice (i.e., diagnose and treat physical or mental health conditions) in the State and performing within the scope of their practice as defined under State law.

"Colleague" means anyone employed by HealthPartners or under contract or other arrangement with HealthPartners to act on its behalf, including, without limitation, officers, physicians, Board Members and volunteers, and any student, resident or intern under the supervision of the foregoing.

"Community Engagement and Charitable Activities" means working with or volunteering for organizations or groups that operate for public or charitable purposes or that advocate for policy, political or social positions. This includes, but is not limited to, service on such groups' boards of directors or advisory committees; active fundraising, development or solicitation; political advocacy; medical or service missions; and volunteer activities. External activities engaged in by Colleagues as part of their assigned work responsibilities and as a representative of HealthPartners are not considered Secondary Interests for the purposes of this Policy. However, Colleagues must still follow the Code of Conduct in connection with those activities.

"Conditional Secondary Interest" means Secondary Interests that *may* be permitted under certain conditions but that *always* require identification, disclosure, review, approval or denial, and management, as appropriate.

"Conflict of Interest" means a Secondary Interest that interferes with – or appears to interfere with – a person's ability to perform their assigned work for HealthPartners objectively, free from bias or

inappropriate influence and in the best interests of the organization and the people we serve. For the purposes of this policy, Conflicts of Interest include **Potential Conflicts of Interest**, which means that factors or conditions are present that could create an actual Conflict of Interest. The standard for determining whether a Conflict of Interest exists is not whether the person who has the Secondary Interest thinks it is a Conflict of Interest, but whether a reasonable and objective person would consider it a Conflict of Interest. Therefore, even **Perceived Conflicts of Interest** can be problematic, when reasonable and objective people could conclude that a Conflict of Interest exists. Not all Secondary Interests create Conflicts of Interest; however, even when they do, many Conflicts of Interest can be effectively managed to remove inappropriate influence or the appearance of influence.

“Disclosure Form” means the Secondary Interests Disclosure Form provided by the HealthPartners Office of Integrity and Compliance and completed by colleagues.

“Direct Care Services” means providing clinical services outside HealthPartners (such as employment in another practice or facility, moonlighting, and independent medical exams). This includes clinical services provided with or without compensation.

“Direct Leader” means the person(s) to whom a Colleague directly reports and/or who supervises and manages the Colleague’s day-to-day work for HealthPartners.

“Financial Interests” means financial benefits received or anticipated, including, without limitation, investments (e.g., stocks, bonds), ownership interests (e.g., business or practice ownership, partial ownership or control) and intellectual property interests (e.g., royalties, licensing arrangements).

“Gifts, Meals, Entertainment and Hospitality” means items, events or social opportunities provided to a Colleague by an individual, business or other organization that does or seeks to do business with HealthPartners. This includes but is not limited to financial gifts, such as cash, discounts or cash equivalents like gift cards; sports or entertainment tickets, upgrades or access; food or drink; and items given in recognition or appreciation of a Colleague’s or department’s achievement or service.

“Health Care” means the provision, financing or administration of health care products, services or coverage.

“HealthPartners” means HealthPartners, Inc. and its subsidiary organizations.

“Immediate Family Member” means:

- Spouse or Significant Other
- Parent, child or sibling
- Stepparent, stepchild, stepbrother or stepsister
- Father-in-law, mother-in-law, daughter-in-law, son-in-law, brother-in-law, or sister-in-law
- Grandparent or grandchild
- Spouse of grandparent or grandchild

“Management Plan” means an arrangement put in place by the organization and agreed to by a Colleague that describes the conditions the Colleague must meet in order to proceed with or continue a Conditional Secondary Interest.

“Non-Care Services or Expertise” means providing non-clinical services outside HealthPartners in a professional capacity, such as employment, consulting, medical directorships or administrative functions; speaking, teaching, or writing engagements; participation in advisory groups, focus groups or boards of directors; research; and litigation support services. This includes services or expertise provided with or without compensation.

“Permitted Secondary Interests” means Secondary Interests that Colleagues may engage in and do not need to disclose (unless changed circumstances cause them to fall into a different category).

“Personal Relationships” means intimate or close personal relationships, such as with Immediate Family Members, Significant Others and close friends. For purposes of this policy, professional relationships with patients or members are not considered “Personal Relationships,” unless the patient or member is also an Immediate Family Member, Significant Other or close friend.

“Prohibited Secondary Interests” means Secondary Interests that Colleagues are not permitted to engage in, unless a specific exception in HealthPartners policy or other organizational standard applies. Colleagues are expected to avoid, decline or terminate Prohibited Secondary Interests.

“Secondary Interest” means a Colleague’s professional, community or personal interests, relationships or activities outside the scope of their work for or on behalf of HealthPartners. This includes, but is not limited to:

- Community Engagement and Charitable Activities
- Direct Care Services
- Financial Interests
- Gifts, Meals, Entertainment and Hospitality
- Non-Care Services or Expertise
- Personal Relationships
- Travel, Lodging and Conferences
- HealthPartners Institute Research Activities
- Any other outside relationship, activity or interest that is: related to Colleagues’ work for or on behalf of HealthPartners; could influence, or appear to influence, Colleagues’ objectivity, judgment or decision-making in their HealthPartners work; or could undermine the trust of the people we serve.

“Significant Other” means a close relationship formed between two people that are built upon affection, trust, intimacy and romantic love.

“Travel, Lodging and Conferences” means payment, subsidy or reimbursement of items, activities or fees related to business or personal travel or professional conferences by an individual, business or organization that does or seeks to do business with HealthPartners. This includes airfare or other transportation, accommodations, meals or refreshments and registration fees to support or encourage the Colleague’s attendance at a conference, training, panel, medical mission or product demonstration.

V. COMPLIANCE

Failure to comply with this policy or related organizational standards may result in disciplinary

action, up to and including termination of employment, contract or clinical privileges in accordance with organizational policy, Medical Staff Bylaws, and other applicable standards.

VI. OTHER RESOURCES

Code of Conduct

Secondary Interest/Conflict of Interest Disclosure Forms

HealthPartners Institute Work Standard for Secondary Interests

Secondary Interest Leader Toolkit:

- Discussion guide

- Review guide

- Management plan template

Secondary Interest Standards:

- Appropriate relationships with vendors

- Community engagement and charitable activities

- Direct care services

- Financial Interests

- Gifts, Meals, Entertainment and Hospitality

- Non-care services or expertise

- Open Payments

- Personal relationships

- Travel, lodging and conferences

- HealthPartners Institute Research Activities

VII. APPROVALS

HealthPartners Enterprise Integrity Steering Committee

HealthPartners Chief Compliance Officer

VIII. ENDORSEMENT

Strategy and Planning Group of HealthPartners' President and Chief Executive Officer