



Policy # 04	Effective Date: 6/29/2018	Revised Dates: 2/3/2022; 4/19/2024; 1/20/2026
Title: Conflict of Interest - Staff		Owner: Compliance Official
Reviewed & Approved by: MaineHealth ACO Board		Review Date: 5/29/2026

Policy Summary:

It is the policy of MaineHealth Accountable Care Organization (MaineHealth ACO) to require its entire staff to disclose any personal or financial interests that have the potential to cause a conflict of interest while performing their job or administrative functions.

This policy incorporates, but does not replace, the conflict of interest policy adopted by the Board of Trustees, attached as Appendix A.

Policies:

1. All staff are required to abide by the conflict of interest policies enumerated in the following four documents:
 - a. This Conflict of Interest policy and its Appendix A: Disclosure of Certain Interests by staff.
 - b. The MaineHealth Code of Ethical Conduct, available in MCN Policy Manager under the MaineHealth Corporate Manuals, MaineHealth Corporate Compliance, which outlines general ethical principles of conduct required of the MaineHealth ACO staff.
 - c. The MaineHealth Promoting Ethical Partnerships with Health Care Vendors policy, which states the rules for permissible interaction between staff and health care vendors, including, but not limited to, prohibition on gifts and samples from health care vendors, strict limitations on health care vendor support of the MaineHealth ACO education, disclosure requirements for interactions with health care vendors.
 - d. The MaineHealth Financial Conflict of Interest Disclosures by Personnel Engaged in Research and Other Sponsored Programs policy, which provides the educational and disclosure requirements for key personnel involved in research and sponsored programs and outlines the process for developing management strategies for conflicts of interest that may arise in research and sponsored programs.
2. Staff may not use their positions to profit personally or to assist others in profiting in any way at the expense of the MaineHealth ACO.

3. All staff are required to disclose all actual and potential conflicts of interest and to avoid improper acts and the appearance of improper acts arising from the influence of those activities on business decisions of the MaineHealth ACO.
4. Staff must obtain clarification from their Supervisor, MaineHealth ACO management or Compliance Official, or MaineHealth Audit & Compliance Services when a question arises about whether a conflict exists or may arise from certain activities.
5. Staff must obtain approval from their Supervisor, MaineHealth ACO management or Compliance Official, or MaineHealth Audit & Compliance Services prior to serving as members of the Board of Directors or Trustees of an organization whose interests may conflict with those of the MaineHealth ACO. Civic, charitable, scientific, and educational organizations do not require such prior approval unless their charitable missions are in conflict or competition with the MaineHealth ACO.

Procedures:

1. Staff must report any potential conflict of interest to their Supervisor or Department Director as soon as it arises. Supervisors or Department Directors who receive reports of potential conflicts shall notify the Compliance Official of the potential conflict. The Compliance Official must be notified of all conflict of interest disclosures that are shown to represent a conflict.
2. Staff can anonymously report a potential conflict through the MaineHealth Compliance Helpline at (207) 662-4646. Staff who becomes aware of another individual's potential conflict should notify their Supervisor or the Compliance Official without fear of retaliation.
3. MaineHealth ACO has delegated the oversight and management of the MaineHealth ACO annual conflict of interest disclosure program to MaineHealth Audit & Compliance Services. MaineHealth Audit & Compliance Services will report all findings to the MaineHealth ACO President, the Compliance Official and Compliance Committee.
4. MaineHealth Audit & Compliance Services shall distribute the conflict of interest disclosure form and policy to individuals who have been identified, based on their role and responsibility at the MaineHealth ACO, as making a required annual disclosure. The categories of staff who will receive annual disclosure forms are specified in the Promoting Ethical Partnerships with Health Care Vendors policy as the following:
 - i. MaineHealth ACO staff and contracted physicians in leadership positions, are defined as anyone with the job title of manager, director, medical director, chief, vice president, senior vice president, chief operating officer or chief executive officer;
 - ii. All participants in the MaineHealth ACO and Medicare Shared Savings Program;
 - iii. Members of the MaineHealth ACO Boards and Committees who are not represented in ii).
5. At the discretion of the Compliance Official, other staff may be required to complete a conflict of interest disclosure. The Compliance Official may request staff to complete a conflict of interest disclosure upon hire or at any time throughout their employment.
6. Individuals who receive the disclosure form from the Compliance Official or from MaineHealth Audit and Compliance Services shall complete the form fully and accurately and attest to the truthfulness by signing and dating the disclosure form.

Forms shall be returned to the requestor, the Compliance Official or MaineHealth Audit and Compliance Services or submitted electronically, within 30 days of receipt or notification.

7. MaineHealth Audit & Compliance Services shall investigate all potential conflicts of interests identified through the disclosure forms and other potential conflicts of interest of which it becomes aware. MaineHealth Audit & Compliance Services shall report to that individual's Supervisor, and to the MaineHealth ACO Compliance Committee and the MaineHealth ACO President, of any potential conflicts that it finds could affect the individual's decision-making role. Efforts will then be made to either remove the conflicted individual from the decision-making process that created the conflict, establish another mechanism of oversight to ensure that unbiased decisions are made or allow the individual to remove the financial or other interest causing the conflict.
8. Non-Compliance with MaineHealth ACO conflict of interest disclosures policy will be referred to MaineHealth Audit and Compliance Services for follow up and management according to MaineHealth polices including disciplinary procedures. MaineHealth Audit & Compliance Services will notify the MaineHealth ACO President of the outcomes.

Definitions:

Conflict of interest: conflict of interest is a real or perceived divergence between a health care professional's personal interest in a matter and that individual's professional responsibility to another person, colleague, learner or organization.

Staff: the term "Staff" includes the MaineHealth ACO's Officials, Board of Trustees, committee members, managers, employees and others as required.

Health care vendor: Health care vendor refers to any commercial company that provides goods and services that are used in patient care or in clinical settings and to health care institutions or residential facilities to which the MaineHealth ACO may refer patients. Examples include pharmaceutical companies, medical device companies, suppliers of goods used in the hospital for patient care, companies providing diagnostic services, companies providing residential or home care for patients after discharge from the hospital.

Immediate family member and family relationships: unless otherwise specified, the immediate family of an individual includes his or her spouse, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren.

Outside Financial Interests: The following partial list can serve as a guide for the types of activities offered by staff, or household members of such staff, which may cause conflicts of interest because they are an outside financial interest:

- Investments or employment with any outside concern that does business with the MaineHealth ACO, except for less than 5 percent ownership of stock held in publicly traded corporations;
- Participating in any transaction for personal gain in which the MaineHealth ACO is a party;

- Disclosure or use of confidential or "insider" information about the MaineHealth ACO, particularly for personal profit or advantage;
- Competition with MaineHealth directly or indirectly, in the purchase, sale or ownership of property or business interests; and
- Participating in any business or employment that may conflict with the proper performance of one's duties at the MaineHealth ACO.

Related Policies:

Promoting Ethical Partnerships with Health Care Vendors

MaineHealth Code of Ethical Conduct

Administrative Approval:

Signature

Shannon M. Banks

5/29/2026

Shannon Banks
Senior Director - COO
MaineHealth ACO

Date

Conflict of Interest Policy

Appendix A

MAINEHEALTH ACCOUNTABLE CARE ORGANIZATION

CONFLICTS OF INTEREST POLICY AND DISCLOSURE OF CERTAIN INTERESTS

BY GOVERNING BOARD MEMBERS

(Expanded to include officers, employees, participants and physicians with administrative responsibilities)

The proper governance of the MaineHealth ACO and its affiliated companies depends on its trustees and officers who give of their time and talent for the benefit of the community. Because of their varied interests and occupations, situations of dual interest may result that could be interpreted as a conflict of interest.

This service should not be rendered impossible solely by reason of this duality of interest. Therefore, the trustees of the MaineHealth ACO and its affiliated companies adopt the following policy which would require full disclosure of a duality of interest and nonparticipation in any discussions and vote where the interest is involved.

The following policy of duality and conflict of interest is hereby adopted:

1. Any duality of interest or conflict of interest on the part of a trustee or member of a committee with board delegated powers shall be disclosed to the entire Board or Committee and made a matter of record. This process shall be an annual occurrence or when the interest becomes a matter for Board or Committee action.
2. Any trustee having a duality of interest or possible conflict of interest on any matter shall disclose the possible conflict of interest to the Board, shall leave the meeting during any discussions concerning the matter, shall not vote or use his personal influence, and he shall not be counted in determining the quorum for the meeting. The remaining Board members shall decide after disclosure if a conflict of interest exists.
3. If it is determined that a conflict of interest exists with a trustee or officer, the chairperson of the board or committee shall, when appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction. It should be noted that if an individual has a conflict of interest in MaineHealth ACO or any of its affiliated companies he will be considered to have a conflict of interest in all related organizations within the MaineHealth system.

4. After exercising due diligence, the board or committee shall determine whether MaineHealth or its affiliated companies can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
5. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested trustees or committee members present, whether the transaction or arrangement is in the best interest and for the benefit of MaineHealth or its affiliated companies, whether the transaction or arrangement is fair and reasonable and shall decide whether to enter into such transaction or arrangement.
6. The minutes of the board and committees with board-delegated powers meetings shall include:
 - a. The names of persons who disclosed financial interests, the nature of the financial interests and whether the board determined that there was a conflict of interest; and
 - b. The names of all persons present for discussions and/or votes relating to the transaction or arrangement; the content of these discussions, including any alternatives to the proposed transaction or arrangement; and a record of the vote, including the quorum situation and any abstention from voting.
7. Each trustee, officer and committee member with board delegated powers shall sign an annual statement which affirms that such person has received a copy of the conflicts of interest policy; has read and understands the policy, has agreed to comply with the policy; understands that the policy applies to all committees and subcommittees with board delegated powers; and understands that MaineHealth and its affiliated companies are charitable corporations and in order to maintain their federal tax exemption they must engage primarily in activities that accomplish one or more of their tax-exempt purposes.
8. The responsibility for monitoring such disclosure shall rest with the Officers of the Board. They will report annually to the full Board and make recommendations regarding specific disclosures.
9. The Board or Committee shall take appropriate disciplinary and corrective action with respect to a member who violates the conflicts of interest policy.

Guidelines

A conflict of interest may be considered to exist in those instances where the actions or activities of an individual on behalf of MaineHealth ACO or any of its affiliated companies would result in:

- A. personal gain or advantage;
- B. an adverse effect on MaineHealth or any of its affiliated companies' interests;
- C. achievement through a third party of personal gain or advantage.

I. Financial Interests:

- A. Any trustee, member of a committee with board delegated powers or officer directly or indirectly through business or family, holding a position or having material financial interest (actual or potential ownership, investment, compensation arrangement) in an outside concern from which MaineHealth ACO and its affiliated companies secures goods or services;
- B. competition with MaineHealth ACO and its affiliated companies by an individual directly or indirectly through business or family, in the purchase or sale of property or property rights or interest;
- C. any transaction that would inappropriately increase the cost of health care.

II. Gifts, Gratuities, and Entertainment:

Acceptance of gifts, excessive or unusual entertainment or other favors from any concern outside that does or is seeking to do business with or is a competitor of MaineHealth ACO and its affiliated companies.

This does not include the acceptance of items of nominal or minor value that are of such nature as to indicate that they are merely taken out of respect or friendship and not related to any particular transactions of MaineHealth ACO and its affiliated companies.

III. Inside Information:

Disclosure or use of MaineHealth ACO and its affiliated companies' information for the personal profit or advantage of individuals or organizations.

IV. Other:

Full disclosure of any situation in doubt should be made to permit an impartial determination. It should be particularly noted that this disclosure relates not only to you, but also to your immediate family.