

**STANDARDS OF CONDUCT FOR
BOARD OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS
OF COMMUNITY HEALTH ASSOCIATION OF MOUNTAIN/PLAINS STATES
Approved by the CHAMPS Executive Committee 09/15/08
Revised by the CHAMPS Executive Committee 05/20/15**

I. Community Health Association of Mountain/Plains States (CHAMPS) is in a position of trust with respect to many external organizations and agencies. CHAMPS, its Board of Directors, officers, employees, and agents have a responsibility to the CHAMPS membership, the Government, and other sources of funds to use such funds prudently, ethically, and for the purposes for which they are designated. Ethical conduct must be at the very foundation of CHAMPS.

II. The primary purposes of these Standards of Conduct (Standards) are to provide safeguards to prevent employees, agents, officers and members of the Board of Directors from (1) using their positions for purposes that are, or give the appearance of being, motivated by a desire for private financial or other gain for themselves or others such as those with whom they have family, business or other ties, and, (2) violating their duty to CHAMPS by inappropriately disclosing confidential information about CHAMPS.

III. These Standards shall apply to every person acting on behalf of CHAMPS. The following definitions shall apply to these Standards.

1. Representative: Every officer, director, delegate, committee member, employee (full or part-time) or any other person acting on behalf of CHAMPS.

2. Associate: (1) a member of a Representative's immediate family; (2) any organization in which a Representative (or a Representative's immediate family) is a partner, or in which a Representative or a member of his/her family owns more than 10 percent of any class of securities.

3. Financial Interest: A Representative has a Financial Interest if the Representative has directly, or indirectly through an Associate:

- a. An ownership or investment interest in any entity with which CHAMPS has a transaction, contract, agreement or arrangement.
- b. A compensation arrangement with CHAMPS or with any entity or individual with which CHAMPS has a transaction, contract, agreement, or arrangement.
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which CHAMPS is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial. A Financial Interest is not necessarily a conflict of interest. A person who has a Financial Interest shall have a conflict of interest only if the appropriate board, director or committee decides that a conflict of interest exists in accordance with Paragraphs VII and VIII hereof.

IV. Ethics and integrity are the responsibility of each individual. Therefore, every Representative of CHAMPS is responsible for ethical conduct consistent with these Standards and with CHAMPS' policies. The CHAMPS Board of Directors (Board) and employees in supervisory positions must assume responsibility for ensuring that their conduct and the conduct of those they supervise (including contractors) complies with these Standards.

V. Business activities undertaken on behalf of CHAMPS with the public, the Government, and suppliers must reflect the highest standards of honesty, integrity, and fairness. These business activities must be conducted so that they avoid the appearance of misconduct or impropriety.

VI. While the following guidelines are not intended to cover every situation or take the place of personal integrity, they will indicate how Representatives are to conduct themselves in many cases. The absence of a specific guideline does not relieve any Representative of the responsibility for proper, legal, and ethical conduct at all times. Representatives in doubt should take up their problems with the responsible staff person or the Board.

1. Personal Financial Interests: No Representative of CHAMPS shall participate in the selection, award, or administration of a contract or grant if a real or apparent conflict of interest exists. Such a conflict arises when a Representative or a Representative's Associate has a Financial Interest or other interest in a firm selected for an award, contract or other beneficial arrangement with CHAMPS.

Without prior disclosure and a decision as outlined in Paragraphs VII and VIII, no Representative shall personally or through any Associate have a direct or indirect Financial Interest or other interest in any business enterprise which is doing or seeking to do business with CHAMPS, including the receipt of any grants.

2. Gifts, Entertainment, or Other Favors: No Representative or any Associate shall solicit or accept gifts, cash, travel or lodging, unreasonable entertainment, loans or any other gifts or favors from persons doing business with CHAMPS, including suppliers of goods or services, other than those of such nominal value that they cannot be regarded as placing the Representative under any obligation to the donor.

3. Bribery: CHAMPS will immediately dismiss any employee, remove any officer or member of the Board, and terminate the contract of any contractor/agent found to have offered or accepted a bribe to secure funding from or a transaction, contract, agreement or arrangement with CHAMPS.

4. Confidential Information: Representatives of CHAMPS may acquire confidential information by virtue of their affiliation with CHAMPS. It is CHAMPS' policy that information (including paper and electronic documents

containing such information) that CHAMPS deems to be confidential may not be disclosed outside of CHAMPS. In addition, Representatives shall not disclose information that is not designated as confidential in instances where the individual should reasonably know that CHAMPS would not wish to have the information released to a third party, and should exercise reasonable care to avoid the inadvertent disclosure of confidential information.

It is the policy of CHAMPS that all information communicated at executive sessions or other closed sessions of the Board is confidential information. In addition, the Board or Executive Director may determine that other information is confidential on a case-by-case basis taking into account CHAMPS' best interests.

5. Political Campaigns and Lobbying: No Representative of CHAMPS may engage in political campaign activities (those activities which are related to the election of a person for public office) during business hours. No Representative may use CHAMPS' name, facility, or resources in connection with political campaign activities. No Federal grant or related funds may be used to support the costs, if any are incurred, of prohibited lobbying activities as defined variously in OMB Circular A-122, Department of Health and Human Services ("DHHS") rules implementing the Byrd Amendment and DHHS appropriations riders.

6. Dealing with Government Officials: Representatives of CHAMPS will be cooperative and truthful in their dealings with any governmental inquiries or requests, including audits, surveys, and reviews. However, Representatives of CHAMPS who are not authorized to speak on behalf of CHAMPS will not respond to any governmental inquiries or requests related to CHAMPS, including audits, surveys, and reviews and will promptly report any such inquiries or requests to CHAMPS' Executive Director or Compliance Officer.

VII. Upon or before election, hiring or appointment, Representatives shall make a full written disclosure of all Financial Interests, relationships, and holdings that could result in a foreseeable conflict of interest. This written disclosure will be kept on file and updated as appropriate.

It is recognized that situations will occur in which a Representative has an outside affiliation or a Financial Interest in a present or proposed transaction that might be in conflict with, or have the potential to be in conflict with, or be perceived as being in conflict with the interests of CHAMPS. When a potential conflict of interest arises, a Representative shall make full disclosure in writing to the appropriate director, board or committee of any action taken, opinion of conflict or no conflict, and any other facts relevant to the conflict determination to be rendered as set forth below in Paragraph VIII.

VIII. When any such actual, potential, or perceived conflict of interest requires action by or is relevant to a matter requiring action by the Board, Executive Director, or a committee, the interested Representative shall call it to the attention

of the Board or committee. The Representative with the potential conflict shall make a full and fair presentation regarding all the facts and circumstances relating to the conflict, and shall, after answering any questions posed by the other persons present, withdraw from the meeting for as long as the matter is under consideration. The Board or committee shall determine whether a real or apparent conflict of interest exists and any actions to be taken in relation thereto. The minutes of the meeting of the Board or committee shall reflect that a conflict of interest was disclosed, that the interested Representative was not present during discussion and voting, and the final decision of the body regarding the existence of a conflict of interest and any actions to be taken.

When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board or committee. That vote shall exclude the Representative with the potential conflict of interest.

IX. Employees or other persons acting on behalf of CHAMPS who violate these standards may, depending on the severity of the violation, be subject to oral admonishment, written reprimand, reassignment, demotion, and suspension or separation, in addition to legal penalties which might apply. Officers and members of the Board who violate these standards may, depending on the severity of the violation, be subject to oral admonishment or removal from the Board, in addition to legal penalties that might apply.

X. A copy of these Standards shall be furnished to each Representative who is presently serving this organization. This policy shall be reviewed annually for the information and guidance of all Representatives. Any new Representatives shall be advised of the policy upon undertaking the duties of Representative.

**CHAMPS STANDARDS OF CONDUCT
ACKNOWLEDGEMENT FORM**

I hereby acknowledge receipt of the Community Health Association of Mountain/Plains States (CHAMPS) Standards of Conduct. I have read the Standards of Conduct and agree to comply with the terms of the policy.

As a Board of Directors member, officer, or employee of CHAMPS, I understand that I owe certain duties to the Primary Care Association (PCA) including, but not limited to, the duty of loyalty to CHAMPS. I understand that one aspect of fulfilling my duties to CHAMPS is to avoid conflicts of interest in which my allegiance might be split between a position of responsibility to CHAMPS, and another professional, personal, business, or volunteer position or responsibility.

I have provided CHAMPS with a full written disclosure of all my current Financial Interests, relationships, and holdings that could result in a foreseeable conflict of interest and I shall update such disclosure as appropriate.

Signature:

Name (Typed or Printed):

Organization:

Date: