PURPOSE OF POLICY

Ethical principles shall guide all Ellis Medicine (the “Hospital”) business practices. The Hospital recognizes individuals’ rights to participate in financial, business and other activities outside of their Hospital roles provided that such participation is lawful and free of conflicts with their Hospital responsibilities and with the Hospital’s mission.

This Policy is to protect Hospital interests when it contemplates a transaction or arrangement that might benefit the private interest of a Hospital trustee, officer, employee, Medical/Dental staff member, director, manager, appointees with administrative and/or decision-making responsibilities, volunteers or any of these parties’ immediate families (collectively “Hospital Agents”). The relationship between the Hospital and its Hospital Agents includes a strict duty of loyalty and fidelity. Such persons shall exercise the utmost good faith in all transactions in any way related to their duties at the Hospital and its property. They neither shall use their positions nor knowledge gained in their Hospital capacities in a manner that conflicts with their own and the Hospital’s interests. All acts of Hospital Agents shall be for the Hospital’s benefit.

This Policy is intended to supplement, but not replace, any applicable New York laws or regulations governing conflicts of interest applicable to non-profit and charitable corporations.

This Policy does not contemplate all situations or circumstances that from time to time may arise. Hospital Agents are expected to use their best judgment to ensure that they deal with potential and actual conflicts of interest appropriately. If a Hospital Agent is uncertain if a situation requires disclosure under this Policy, he/she should seek clarification from the Corporate Compliance Officer

SCOPE

This policy applies to all individuals, including, without limitation, Hospital Agents.

DEFINITION OF TERMS

“Business Relationship” include those situations in which:
(1) One person is employed by the other in a sole proprietorship or by an organization with which the other is associated as a trustee, director, officer, Key Employee or Greater-than-35% Owner.

(2) One person is transacting business with the other, directly or indirectly, in one or more contracts of sale, lease, license, loan, performance of services, or other transaction involving transfers of cash or property valued in excess of $10,000 in the aggregate during the organization’s tax year. Indirect transactions are transactions with an organization with which the one person is associated as a trustee, director, officer, Key Employee or Greater-than-35% Owner. Transactions entered into in the ordinary course of either party’s business on the same terms as are generally offered to the public are excluded.

(3) The two persons are each a director, trustee, officer or greater than 10% owner in the same business or investment entity.

Ownership is measured by stock ownership (either voting power or value) of a corporation, profits or capital interest in a partnership or limited liability company, membership interest in a nonprofit organization, or beneficial interest in a trust. Ownership includes indirect ownership (i.e., ownership in an entity that has ownership in the entity in question); there may be ownership through multiple tiers of entities.

Note: A business relationship does not include a relationship between: (1) attorney and client; (2) medical professional (including psychologist) and patient; or (3) priest/clergy and penitent/communicant.

Greater-than-35% Owner shall take into consideration cumulative ownership of voting power or value by you and your Family Members.

“Financial Interest”. A party has a financial interest if he/she/it, directly or indirectly, through business, investment or family, personally has:

A. An ownership in or investment interest in or with any entity or person with which/whom the Hospital engages, or proposes to engage, in a business transaction or arrangement,

B. A compensation arrangement with the Hospital and with any entity or individual with which/whom the Hospital has, or proposes to have, a transaction or arrangement (compensation includes direct and indirect remuneration and substantial gifts or favors or
C. A potential ownership or investment interest in, or compensation arrangement with, any entity, or individual with which/whom the Hospital is pursuing, or considering pursuing, a transaction or arrangement.

Not each financial interest in and of itself necessarily constitutes a conflict of interest, rather, a Hospital Agent’s Hospital superior or its Board shall determine in each instance whether a conflict of interest exists.

“Family Member or Family Relationship” The family of an individual includes his or her spouse or domestic partner, ancestors (i.e. parents, grandparents), brothers or sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of these individuals.

“Interested Person” Any Hospital Agent with a direct or indirect financial interest, as defined above, in any undertaking in which the Hospital is interested or involved.

“Conflicts of Interest” exist if a Hospital Agent’s activities or personal interests appear to or might influence his/her/its actions in a manner detrimental to the Hospital or to its mission or result in an improper or illegal gain for him/her/it or for a third party, including, without limitation and only as examples:

A. Is the Hospital Agent a party, or does he/she/it propose to be a party, to an existing or proposed material contract or transaction with the Hospital and/or

B. Is a Hospital Agent a director, officer or other fiduciary of, or does he/she/it have a material interest in, any person or entity who/which is a party to an existing or proposed material contract or transaction with the Hospital?

Related organization is an organization that stands in one or more of the following relationships with the Corporation: parent; subsidiary; brother/sister; or supporting/supported organization. The following is a list of “related organizations” known to the Corporation: Visiting Nurse Service of Schenectady and Saratoga Counties.

Reportable compensation is compensation reported on Form W-2, Box 5 (or Box 1 if employee’s compensation is not reported in Box 5), or Form 1099-MISC, Box 7, filed for the calendar year ending with or within the Corporation’s tax year.

Other compensation is compensation other than Reportable Compensation, including deferred compensation not currently reportable on Form W-2, Box 5 or Form 1099-MISC, Box 7, and certain nontaxable benefits. Examples include, but are not limited to: base salary/wages/fees deferred, bonus deferred, incentive compensation deferred, stock options at time of grant, stock awards paid by taxable organizations not vested, stock equivalents paid by taxable organizations not vested, contributions (employer) to qualified retirement plan, qualified or nonqualified retirement plan defined benefit accruals (reasonable estimate of increase in actuarial value), amounts
deferred (plus earnings under 457(b) plan (nonvested)), and contributions to nonqualified plans (nonvested).

**Grants or assistance** includes all grants or other assistance (including provision of goods, services or use of facilities), regardless of amount, provided by the Corporation to any Interested Person (Grants) at any time during the Corporation’s fiscal year. Examples of grants are scholarships, fellowships, internships, prizes and awards. A grant includes the gift portion of a part-sale, part-gift transaction.

**Interested Persons (Grants)** for purposes of reporting grants or assistance include current or former officers, directors, trustees or Key Employees, Substantial Contributors or related persons. Related Person for these purposes includes a member of the Corporation’s grant selection committee, a Family Member of the Corporation’s current or former officers, directors, trustees or Key Employees or a 35% Controlled Entity. Employees (or child of an employee) of a Substantial Contributor or of a 35% Controlled Entity are included, but only if such individual received the grant or assistance at the direction or advice of the Substantial Contributor or 35% Controlled Entity, or pursuant to a program funded by the Substantial Contributor that was intended primarily to benefit such employees (or their children).

**35% Controlled Entity** is defined under Code Section 4958(f)(3) to include a corporation in which you or your Family Member owned more than 35% of the total combined voting power; a partnership in which you or your Family Members own more than 35% of the profits interests; or a trust or estate in which you or your Family Members own more than 35% of the beneficial interest.

**Substantial Contributor** for these purposes means any person who contributed at least $5,000 during the Corporation’s current tax year. Note: Substantial Contributor disclosure is only required if the Corporation is required to file a Schedule B with its Form 990/990EZ.

**Business transactions** include, but are not limited to contracts of sale, lease, license and performance of services, whether initiated during the Corporation’s current tax year or ongoing from a prior year that:

(a) exceed $3,800,000;
(b) total payments for all transactions between the parties during the tax year are greater than $100,000; or
(c) the transaction involved the payment of compensation to a Family Member of a current officer, director, trustee or key employee of the Corporation if the Reportable Compensation amount is more than $10,000.

Business transactions include Joint Ventures, whether new or ongoing, in which either the profits or capital interest of the Corporation and of the interested party exceeds 10%. The following is a list of “Joint Ventures” known to the Corporation: None.

Interested Persons (BT) for purposes of reporting business transactions include current or former officers, directors, trustees, Key Employees, Family Members of such individuals, 35% owned entities (includes direct or indirect ownership, individual or collectively, by current or former officers, directors, trustees or key employees or their family members); or an Affiliated Entity.

Controlling Interest means:
(a) with respect to corporations, ownership (directly or indirectly) of more than 35% of the combined voting power;
(b) with respect to partnerships or personal service corporations, ownership (directly or indirectly) or more than 5% of the profits interest; and
(c) with respect to trusts or estates, ownership (directly or indirectly) or more than 35% of the beneficial interest.

Affiliated Entity includes an entity (other than tax-exempt organizations) in which current or former officers, directors, or key employees were serving at the time of the transaction as an officer, director, trustee, key employee, partner or member with a 5% ownership interests, or shareholder with 5% ownership interest.

CONFLICTS OF INTEREST

More specifically, potential conflicts of interest also may include, without limitation, Hospital Agents or their families:

A. Directly or indirectly owning a significant financial Interest, or significantly participating, in outside activities with, or borrowing money from, any concern (1) from which/whom the Hospital obtains goods or services or (2) that/who competes with the Hospital.

B. Competing, directly or indirectly, with the Hospital to purchase or to sell property or to provide any service.

C. Representing the Hospital in any transaction or activity in which he/she has a direct or indirect material financial interest.
D. Disclosing or misusing confidential information about the Hospital, its activities or intentions gained through the individual’s Hospital relationship for his/her or another party’s personal profit or advantage.

E. Representing another concern, as director, partner, member, manager, advisor, employee, representative, officer, agent or fiduciary, in any transaction or activity that involves the Hospital as an adverse party or in which it has adverse interests.

F. Accepting gifts, loans, favors or other special preferences from any concern that does, or seeks to do, business with, or competes with, the Hospital under circumstances that reasonably imply that such action is intended to influence performance of his/her Hospital duties or his/her Hospital activities generally.

G. For Hospital employees, failing to notify the Hospital’s Human Resources office that he/she formerly was employed by a Medicare intermediary/carrier or by New York Medicaid.

H. Profiting, directly or indirectly, from any Hospital action or decision in which he/she participated or about which he/she has knowledge.

Also, from time to time, individual Hospital Agents may be in positions of leadership with other tax exempt entities for which they act as spokespersons. In such situations, these individuals should ensure that they are seen as speaking for their organization or as individuals and not as spokespersons or representatives of the Hospital.

PROCEDURES

DISCLOSURE REQUIREMENTS

A) The Hospital’s corporate Bylaws require Hospital Agents and other selected individuals, as identified by the Vice President, Human Resources and the Corporate Compliance Officer, to annually file a conflict of interest disclosure statement with the Hospital.

B. In the interest of full disclosure and transparency, Hospital Agents shall disclose all possible conflicts of interest to their supervisors, the Vice President, Human Resources, the Corporate Compliance Office or the Board Chairperson, as applicable, who will evaluate the situation and provide any necessary guidance to avoid any appearance of impropriety.

C. If an individual is concerned about another individual’s(s’) possible conflict of interest, he/she should contact the Corporate Compliance Officer, or the Hospital’s Compliance and Fraud Hotline.

D. Each Hospital employed Hospital Agent during his/her new employee orientation process and annually thereafter will receive a Conflict of Interest Disclosure Statement for completion and a copy of Policy 9050. He/she must file his/her Conflict of Interest Disclosure Statement with the Corporate Compliance Officer, before his/her first
scheduled day of Hospital employment or other service in a sealed envelope marked “Private and Confidential”. Upon receipt, Corporate Compliance Officer, will review the disclosure and, if a potential conflict is disclosed, the Corporate Compliance Officer, will meet with the Hospital Agent and/or with his/her appropriate supervisor, to discuss the disclosure and need for action if any.

E. Employees’ original Disclosure Statements will be sent under sealed transport to the Human Resource Department and placed in the individual’s file and a complete copy and related documents will be maintained in the Audit and Compliance Department.

F. Prior to taking his/her position, each Trustee and member of a committee with Board delegated powers, must file a Conflict of Interest Disclosure Statement with the Corporate Compliance Officer. A copy of the disclosure statement and Policy 9050 will be provided to each individual during the new board/committee member orientation process.

G. Each Trustee annually will receive a Conflict of Interest Disclosure Statement for completion and a copy of Policy 9050. The Disclosure Statement should be completed and sent to the Director, Corporate Compliance and Internal Audit, in a sealed envelope marked “Private and Confidential”. Upon receipt the Corporate Compliance Officer, will review the disclosure and, if a potential conflict has been disclosed, he/she will meet with the Board Chairperson to discuss the disclosure and need for action, if any. Trustees original Conflict of Interest Disclosure Statements and related documents will be maintained in the Audit and Compliance Department.

H. Potential conflicts resolved by agreements among the involved parties must be documented, signed by all parties and preserved.

I. All potential conflicts involving the Board of Trustees will be summarized by the Corporate Compliance Officer and reported to the Audit Committee of the Board. This Committee will then share this information with the Board Chairperson.

PROCEDURES FOR ADDRESSING BOARD CONFLICTS OF INTEREST:

a. An interested person may make a presentation to the Board or at a committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote upon, the transaction or arrangement that could constitute the conflict of interest.

b. If a more advantageous transaction or arrangement that would not constitute a conflict of interest is not reasonably attainable under the circumstances, , the Board or committee shall determine by a majority vote of the disinterested Trustees or committee members whether the transaction or arrangement is fair and reasonable to the Hospital, in its best interest and for its benefit and shall decide, for the Board, whether to enter into the transaction or arrangement in conformity with such determination and, for a committee, whether to recommend that the Hospital enter into the transaction or arrangement.
c. If an actual or possible conflict of interest arises or could arise from a relationship between an interested person and the Hospital, the disclosure by such interested person shall be referred to the Board Chairperson for review.

CONFLICT OF INTEREST DECISIONS

The decision to enter into a conflict of interest transaction should be based upon whether:

A. The transaction is fair and reasonable (fair market value) for the Hospital
B. The transaction is in the Hospital’s best interest;
C. A more advantageous transaction or arrangement could reasonably be attained that would not create a conflict.

VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY

A. If the Board or committee has reasonable cause to believe that a Hospital Agent has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford him/her an opportunity to explain his/her alleged failure to disclose.

B. If after hearing the Hospital Agent’s response and further investigating as may be warranted under the circumstances, the Board or committee determines that the Hospital Agent in fact has failed to disclose an actual or possible conflict of interest, the committee shall refer the matter to the Board and, in each instance, the Board shall take appropriate disciplinary and corrective action, up to and possibly including removal from the Board or from the committee.

RECORDS OF BOARD PROCEEDINGS

The minutes of the Board and all committees with Board-delegated powers shall contain:

A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with a pending Board or committee action, the nature of the financial interest, any action taken to determine whether a conflict of interest existed and the Board’s or committee’s decision regarding whether a conflict of interest in fact exists:

B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

COMPENSATION

A Trustee or voting member of any committee that considers Hospital compensation matters is precluded from voting on matters pertaining to his/her own Hospital compensation, but he/she may provide information regarding such compensation.
ANNUAL STATEMENTS

Each Trustee, principal Hospital Officer and member of a committee with Board delegated powers annually shall sign a statement affirming that he/she:

A. Received a copy of this Conflict of Interest Policy;
B. Read and understands this Policy;
C. Agrees to comply with this Policy;
D. Understands that the Hospital is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes; and
E. Has and will continue to disclose any potential conflicts of interest to the Hospital in writing.

ANNUAL REVIEWS

To ensure that the Hospital operates consistently with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, annual reviews will be conducted that will include whether compensation arrangements and benefits are reasonable and are the result of arm’s length bargaining.

Annually all transactions discussed and identified as Conflicts of Interest also will be evaluated by disinterested persons regarding whether they met the requirements of a fair and reasonable transaction in accordance with Internal Revenue Service and New York Attorney General guidance.

LOANS

No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings or through the ordinary deposit of funds in a bank shall be made by the Hospital to its Trustees, Officers or any entity in which one or more of such Trustees or Officers are directors or officers and/or hold a substantial financial interest.

COMPLIANCE WITH LAWS

The Hospital intends that in all matters related to it and to all Trustees, Officers and members of committees with Board delegated powers shall adhere to applicable federal and state laws and regulations. Reasonable legal assistance shall be pursued should any action's or transaction's legality be questioned.

POLITICAL ACTIVITY

The Hospital respects Trustees', Officers', and members of committees with Board delegated powers' rights to determine whether to be individually involved with political activities of their
own choosing. No Hospital funds may be used in connection with any such activity and no individual may make political contributions on the Hospital’s behalf.

**EXHIBITS**

Exhibit A - Ellis Medicine Conflict of Interest Disclosure Form

ORIGINAL IMPLEMENTATION DATE: 05/06/97
REVIEW DATE: 05/99, 11/01, 12/02, 7/14, 6/16, 8/17, 9/18, 10/18, 9/20
REVIEWED DATE: 11/99, 04/03, 01/04, 12/08, 11/09, 7/11, 6/13, 8/14, 9/19

**REVIEWED BY:**

Audit Committee of the Board of Trustees
Chief Financial Officer
ELLIS MEDICINE

CONFLICT OF INTEREST DISCLOSURE FORM

INSTRUCTIONS

Prior to assuming his/her position, and annually thereafter, individuals capable of influencing or making business decisions on the Hospital's behalf shall file an annual Conflict of Interest Disclosure Form that describes all situations that may create actual, potential, or apparent conflicts of interest. The Hospital’s Conflict of Interest Policy sets forth standards of conduct expected and required of Hospital Agents, including their disclosure of all interests that could result in such a conflict. Each new Hospital employee in an influential and/or decision-making capacity must file a Conflict of Interest Disclosure Form before his/her first scheduled day of Hospital employment and annually thereafter.

Please read the Hospital’s Conflict of Interest Policy which is enclosed, complete and return the enclosed Conflict of Interest Disclosure Form in a sealed envelope marked “PERSONAL AND CONFIDENTIAL” to the Hospital’s Corporate Compliance Officer. Each person completing a Disclosure Form shall promptly advise the Corporate Compliance Officer, of any changes to the information provided therein.

GUIDELINES

Although it is impossible to list every circumstance that possibly could cause a conflict of interest, the following will serve as a guide to the types of activities that might create conflicts and that should be fully reported:

1. **Outside Interests**

   A. Directly or indirectly holding a position or a financial interest in any outside concern from which the individual has reason to believe the Hospital secures goods or services (including buying or selling stocks, bonds or other securities), or that provides services competitively with the Hospital.

   B. To compete, directly or indirectly with Hospital purchases or sales of property or of property rights, interests or services.

2. **Outside Activities**

   Rendering directive, managerial, or consultative services to any outside concern that does business with, or competes with the services of, the Hospital or services in competition with the Hospital.

3. **Inside Information**

   Disclosing or using information about the Hospital’s business or other confidential Hospital information for personal profit or advantage.
4. **Gifts, Gratuities, and Entertainment**

Accepting gifts, excessive entertainment, or other favors from any concern that does, or is seeking to do, business with, or is a competitor of, the Hospital under circumstances from which it might be inferred that doing so was intended to influence, or possibly would influence, the individual’s Hospital undertakings. Full disclosure of any doubtful situation involving you or your immediate family should be made to permit an impartial and objective determination.

**REVIEW**

Upon receipt of a Conflict of Interest Disclosure form, the Corporate Compliance Officer, will review it and discuss its content as needed with the respective Director, Vice President, or the Hospital’s President or Board Chairperson, as applicable. If a potential conflict is discerned, this discussion may include steps necessary to resolve identified conflicts.

Upon completion of this review and resolution of potential conflicts, the Corporate Compliance Officer, will certify either that:

- There are no conflicts or any undisclosed conflict is not one prohibited under the Conflict of Interest Policy or other Hospital policies;
  
  or
  
- The Hospital Agent has resolved the conflict.
ELLIS MEDICINE
CONFLICT OF INTEREST DISCLOSURE FORM

NAME:       

DEPARTMENT: 

DATE:       

1. Are you or a family member, an officer, director, trustee, partner (general or limited), 
   employee, or regularly retained agent or owner of any organization that has or may have a 
   business relationship with Ellis Medicine?

   YES □   NO □

   If “YES” please provide the following information:

   Organization  Position  Name (You or Name  Nature of 
                   of Family Member)  Organization’s  Business

   __________________________________________________________
   __________________________________________________________
   __________________________________________________________
   __________________________________________________________

2. Have you or a family member, had or do any of you presently have, a financial interest in 
   an outside business or firm that has a relationship with Ellis Medicine – either as a supplier 
   of goods or services, customer, or competitor ?

   YES □   NO □

   If “YES” please provide the following information, and complete question 3 and 4:

   Organization  Position  Name (You or Name  Nature of 
                   of Family Member)  Organization’s  Business

   __________________________________________________________
   __________________________________________________________
   __________________________________________________________
   __________________________________________________________

3. Does this financial interest represent an ownership interest of 10% or more of any 
   Organization named above?  YES □   NO □
4. Can you affect how much business this outside Organization receives from or provides Ellis Hospital?  
   YES □  NO □

5. Have you or a family member received, or do you presently receive, salaries, fees, honoraria, royalties, stock or other indicia of ownership, gifts or other financial or other benefit from an Organization and/or from contributions to (or work on) books, articles, lectures, participation on committees, consulting work, or other activities in which you use or may or could use Ellis Medicine’s reputation, experience or information?
   YES □  NO □

6. Did you have a Family Relationship or a Business Relationship with any Ellis Medicine officer, trustee, or key employee? (For the purpose of the question above, a “business relationship” does not include a relationship between an attorney and client, a medical professional and patient, or a priest/clergy and penitent/communicant.)
   YES □  NO □

   If yes, please explain:
   __________________________________________________________________________
   __________________________________________________________________________
   __________________________________________________________________________

7. Do you have, or have you or a family member had, any other interest, relationship, or transaction that could result in you receiving more than $100.00 and/or that could create a real, apparent or potential conflict of interest with Ellis Medicine contrary to its Conflict of Interest Policy? For questions regarding vendor relationships, see Policy #9100 Hospital Employee Relationships with Healthcare Vendors for clarification.
   YES □  NO □

   __________________________________________________________________________
   __________________________________________________________________________
   __________________________________________________________________________

8. Have you devoted or do you presently devote an average of eight hours or more weekly to the activities of a party whose business or activities relate to your Ellis Medicine responsibilities or relationship?
   YES □  NO □

   If yes, please explain:
   __________________________________________________________________________
   __________________________________________________________________________
   __________________________________________________________________________

9. Have you, a family member or your significant other accepted gifts or favors from a party, including suppliers of goods or services to and/or patients and/or competitors of Ellis Medicine, -while you are, or were, able to influence Ellis Medicine decisions that may affect this party?
   YES □  NO □

   Examples of such gifts/favors:
• Accepting free concert tickets from a vendor bidding on an Ellis Medicine contract for which your recommendation is needed.
• Money of any amount; loans of any value
• Stocks, bonds, notes, obligations of any value
• Gift certificates, free or discounted services and/or products (except as made available to the general public)
• Lodging, transportation, meals, entertainment and sporting events
• Any other gift or favor of nominal value in violation of existing Ellis Medicine policies

Explain:
________________________________________________________________________
________________________________________________________________________
________________________________________________________________________

10. Do you have a family member who is an employee of Ellis Medicine and/or are you in a position to have direct authority or influence over Hospital hiring, promotion, or salary decisions involving a family member, significant other or close personal friend?

   YES □   NO □

If yes please provide the names of those individuals involved:
________________________________________________________________________
________________________________________________________________________
________________________________________________________________________

Certification

A copy of the Hospital’s Conflict of Interest Policy has been furnished to me. I have read, understand and agree to comply with the Policy. I understand that Ellis Medicine is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which are compliant with its charitable purpose.

I hereby state that the above is an accurate and current statement of all my reportable outside interests and activities, or those of members of my immediate family, which when considered in conjunction with my position with or relationship to Ellis Medicine, might possibly constitute a conflict of interest. I hereby agree to report to the Corporate Compliance Officer, any further situation that may constitute a possible conflict of interest before I receive my next Conflict of Interest Disclosure Form.

Reminder: If at any time there is a matter under consideration, which may constitute a direct or indirect conflict of interest, it is your obligation to disclose the facts to the Board of Trustees or the Committee involved, to abstain from voting and to refrain from using your personal influence on the matter.

Signature: _______________________________      Date: __________________

Please return this Disclosure Form to the Corporate Compliance Officer in a sealed envelope.
CORPORATE COMPLIANCE OFFICER CERTIFICATION

Describe any arrangements you worked out with the Hospital Agent AND with his/her respective Director/Divisonal Director/Vice President or with Ellis Medicine’s President or Board Chairperson to resolve any conflict of interest.

___________________________________________________________________________
___________________________________________________________________________
___________________________________________________________________________

I certify, to the best of my knowledge, that the person named above does not have any conflicts of interest or has reported and resolved them.

Corporate Compliance Officer Signature: ____________________________ Date: ________
Director/VP/President/Chair Signature: ______________________________ Date: ________