

Conflicts of Interest

Department:	Compliance, Corporate		Policy No:	157
Prepared By:	Emily Coriale / June 1, 2018		Date Originated:	6/1/2018
Approved By:	Compliance Committee – June 26, 2018		Last Revision Date:	N/A
Areas of Impact:	All P3 Employees and Departments		Supersedes P&P No.	N/A

1. PURPOSE:

To ensure P3 Health Group Holdings, LLC's ("**P3**")¹ employees, including the Chief Executive Officer ("**CEO**"), senior administrators or managers, governing body members, and First Tier, Downstream and Related Entities ("**FDRs**"), act in the best interest of P3 and are compliant with the requirements set forth in the Code of Federal Regulations ("**CFR**"), Centers for Medicare & Medicaid Services ("**CMS**") guidelines, as well as the P3's Code of Conduct as it relates to conflict of interest.

2. SCOPE:

- a. This policy applies to all of P3's employees, management, contractors, student interns, and volunteers.
- b. This policy describes P3's objectives and policies with regard to identifying and resolving conflicts of interest.

3. DEFINITIONS:

Unless defined in the body of this policy (which would be indicated by a term in parenthetical, underlined and with quotations around the defined term), the following terms, have the following meanings for this policy:

Compliance Officer: P3's Compliance Officer and his or her designee(s).

Conflict of Interest: A situation in which an individual's personal interest might benefit from his or her official actions or influence.

Downstream Entity: Any party that enters into a written agreement, acceptable to CMS, with persons or entities involved with the Medicare Advantage ("**MA**") benefit ("**MAO**") or Part D benefit, below the level of arrangement between a Medicare Advantage Organization or applicant or a Part D plan sponsor or applicant and a first tier entity. These written arrangements continue down to the level of the ultimate provider of both health and administrative services.

FDR: First Tier, Downstream and Related Entity

¹ When the term "**P3**" is used herein, it also includes the following entities, in addition to P3 Health Group Holdings, LLC ("**Holdings**") – P3 Health Partners, LLC; P3 Health Group Management LLC; P3 Consulting, LLC; P3 Health Partners-Nevada, LLC; Kahan Wakefield Abdou, PLLC; Bacchus Wakefield Kahan, PC; as well as any direct or indirect subsidiaries of Holdings, whether now existing or hereafter formed.

Financial Interest: A person has a financial interest if the person, directly or indirectly through business, investment or family has:

- An ownership or investment interest in any entity with which P3 has a transaction or arrangement;
- A compensation arrangement with P3 or with any entity or individual with which P3 has a transaction or arrangement. Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial, such as:
 - Consultancy – any consultancy, directorship, position in or work that attracts regular or occasional payments in cash or kind.
 - Fee-paid Work – any work commissioned for which the member is paid in cash or in kind.
 - Shareholdings – any shareholding in or other beneficial interest in shares. (This does not include shareholdings through unit trusts or similar arrangements where the trust beneficiary has no influence on financial management).

First Tier Entity: Any party that enters into a written arrangement, acceptable to CMS, with a MAO or Part D plan sponsor or applicant to provide administrative services or health care services to a Medicare eligible individual under the MA program or Part D Program.

Interested Person: Any principal officer, director, committee member or senior staff person with delegated powers, who has a direct or indirect financial interest, is an interested person.

Related Entity: Any entity related to a MAO or Part D sponsor by common ownership or control and:

1. Performs some of the MAO or Part D plan sponsor's management functions under contract or delegation;
2. Furnishes services to Medicare enrollees under an oral or written agreement; or
3. Leases real property or sells materials to the MAO or Part D plan sponsor at a cost of more than \$2,500 during a contract period.

4. POLICY:

P3 requires all employees, including the CEO, senior administrators or managers, governing body members and FDRs to complete general compliance and Fraud, Waste and Abuse training, including review of P3's Code of Conduct, and to disclose any potential conflicts of interest within 90 days of initial hire or contract, annually thereafter, and immediately notify the Compliance Officer whenever a potential or actual conflict of interest arises.

5. PROCEDURE / ACTION:

- a. **Disclosure of Potential Conflicts of Interest:** Each employee, including the CEO, senior administrators or managers, governing body members and FDRs must complete, sign and date the Disclosure of Potential Conflicts of Interest Form (refer to Supporting Documents) upon initial employment or appointment, and annually thereafter. Updated forms must also be submitted if changes in circumstance arise, that may give rise to a potential conflict of interest.
- b. **Determination of Action Needed:** The Compliance Officer will review each attestation to determine if actual conflict of interest exists and will review any potential instances with Human Resources. Potential conflicts of interest could include:
 - i. Secondary employment or business that is related to P3's business as either a vendor, customer, supplier or competitor;
 - ii. Hiring, supervising or managing a relative, spouse or cohabitant;

- iii. Referring business to a relative, spouse or cohabitant;
 - iv. Holding a financial interest greater than 1% of the outstanding capital of a customer, vendor, supplier or competitor.
- c. **Retention of Disclosure of Conflicts of Interest Attestations:** The Compliance Officer is responsible for managing the retention and maintenance of the Organization’s Disclosure of Potential Conflicts of Interest Form for 10 years unless otherwise mandated by CMS.

6. DOCUMENTATION / REFERENCES:

SUPPORTING DOCUMENTS:

Disclosure of Potential Conflicts of Interest Form

CROSS REFERENCED P&Ps:

Code of Conduct

MANUAL:

Medicare Managed Care Manual, Chapter 21 Section 50.3.1

Prescription Drug Benefit Manual, Chapter 9 Section 50.3.1

Relevant Regulatory Citations:

42 C.F.R. § 422.503(b)(4)(vi)

42 C.F.R. § 423.501

42 C.F.R. § 423.504(b)(4)(vi)

7. HISTORY:

DATE	REVISED BY	REASON FOR REVISION/CONTENT CHANGED



DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST FORM

Instructions:

1. The purpose of this form is to report any conflicts of interest to P3 Health Group Holdings, LLC (“**P3**”)². The P3 Compliance Officer may contact you upon receipt of this form, so please be sure to furnish sufficient contact information. To ensure compliance with all applicable laws, do not send Protected Health Information (PHI) via email unless encrypted.
2. A “Conflict of Interest” arises if you have personal interests or inappropriate professional interests that conflict with your employed position: (a) when you offer an opinion; (b) reach a judgment; or (c) make a decision. For more information regarding Conflicts of Interest, please see the Conflict of Interest Policy.
3. Common examples of a conflict of interest include: (a) use of company information for private gain; (b) service on a Board of Directors; (c) family and romantic relationships (nepotism); (d) implied pressure on employees to use a manager’s relative; (e) vendor relationships – kickbacks and rebates; (f) gifts from vendors, customers, or others; or (g) improper use of company assets. The foregoing is a non-exhaustive list – there are many other scenarios where a conflict of interest may arise.
4. If you have questions about whether you have a conflict, please contact P3’s Compliance Officer, Maria Nutile, at mnutile@p3hp.org or by phone at 702-307-4880
5. *Please send completed and signed forms, along with any documents that describe your situation, to mnutile@p3hp.org*
6. For frequently asked questions, please see the last page of this document.
7. If you have any questions concerning this form, please contact P3’s Compliance Officer by phone or email from the information listed above.

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DISCLOSURE OF CONFLICT OF INTEREST FORM	
Date of Disclosure:	
Annual Disclosure (Y/N):	
New or Updated Disclosure (Y/N): (only applies if this is not your Annual report)	
If this is your annual disclosure, and you answered "no" to the foregoing question and if you have nothing further to report, you can stop here and sign below.	
Contact Information of Person Making Disclosure –	
Name:	
Company Name:	
Telephone No.:	
Street Address:	
City:	
State:	
Zip Code:	
I have a Potential or Actual Conflict (Y/N): (if No, then skip to the end and sign)	
Information About the Conflict –	
Name of Person or Entity that Gives Rise to Conflict:	
City and State of Person or Entity:	
Facts: (use as much space as you need, and attach additional sheets if necessary)	

Signature

I certify that the statements above are true and correct to the best of my knowledge. My organization agrees to maintain supporting documentation for a period of at least ten (10) years plus the current contract year and will furnish evidence to the above responses upon request for compliance purposes.

Please Print:

Name: _____

Signature: _____

Date: _____

Frequently Asked Questions

1. *What is a personal relationship?*

A personal relationship includes any individual living in your home or your spouse, parent, child, sibling, grandparent, grandchild, in-laws (mother, father, brother, sister, daughter, son), step-child, step-parent or domestic partner.

2. *Do we only report conflicts annually?*

Report changes as they occur to the Compliance Officer.

3. *Are we allowed to have a second job?*

Yes an employee may have a second job but it may not be as a consultant, director, officer, or part-time employee of any of the following: Competitors; Subcontractors; Providers; Vendors; or others that do business with P3. ***Please consult with Human Resources before accepting other employment or consulting work to ensure (a) there are no conflicts, and (b) it does not otherwise impede your ability to perform your duties for P3.***