

STAMFORD HEALTH CARE SOCIETY, INC

Policy on Conflicts of Interest  
And  
Disclosure of Certain Interests

This conflict of interest policy is designed to help directors, officers, committee members and employees of the STAMFORD HEALTH CARE SOCIETY INC (collectively referred to hereinafter as STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE), identify situations that present potential conflicts of interest and to provide STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though a director, officer, committee member or employee has, or may have a conflict of interest with respect to the transaction . In the event there is an inconsistency between the requirements and procedure prescribed herein and those in federal or state law, the law shall control. All capitalized terms are defined in Part 2 of this policy.

1. Conflict of Interest:

For purposes of this policy, the following circumstances shall be deemed to create conflicts of interest:

- A Contract or Transaction between Stamford Health Care Society, inc and a Responsible Person or Family Member;
- A Contract or Transaction between STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative;
- A Responsible Person or Family Member competing with STAMFORD HEALTH CARE SOCIETY in the rendering of services or in any other Contract or Transaction with a third party;
- A Responsible Person holding the position of director, officer or employee of an entity that regularly takes advocacy positions on issues common to STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE advocacy issues;
- A Responsible Person or Family Member disclosing or using knowledge about STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE for personal profit or advantage;
- A Responsible Person or Family Member taking personal advantage of a circumstance they became aware of due to their relationship with STAMFORD HEALTH CARE

SOCIETY, INC, D/B/A ROBINSON TERRACE and which is of financial interest to STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE;

- A Responsible Person or Family Member having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to; an entity or individual that competes with STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE in the provision of services or in any other Contract or Transaction with a third party.
- A Responsible Person utilizing their position with STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE or their a STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE meetings or functions to discuss or advocate the business of an entity in which the person has a financial or employment issue unless authorized to do so the STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE board of directors;
- A Responsible Person or Family Member disclosing or using knowledge about STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE business or advocacy strategies to engage in behavior competitive with STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE business activities or advocacy positions ; and
- Any circumstance that interferes or may appear to interfere with the Responsible Person's ability to carry out his or her fiduciary responsibilities.
- Gifts, Gratuities and Entertainment - A Responsible Person accepting gifts, entertainment, or other favors from any individual or entity that:
  - does or is seeking to do business with, or is a competitor of STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE ; or
  - has received, is receiving, or is seeking to receive a loan or grant, or to secure other financial commitments from STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE ; or
  - is a charitable organization ;

under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE.

## 2. Definitions

A. A Conflict of Interest is any circumstance described in Part 1 of this Policy.

B. A Responsible Person is any person serving as an officer, committee member, employee, or member of the board of directors of STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE .

C. A Family Member is a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person .

D. A Material Financial Interest in an entity is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person's or Family Member's judgment with respect to transactions to which the entity is a party. This includes all forms of compensation.

E. A Contract or Transaction is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship, or review of a charitable organization by STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE. The making of a gift to STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE is not a Contract or Transaction.

### 3. Procedures

A. Before board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest, and who is in attendance at the meeting, shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting .

B. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

C. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

D. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be

reflected in the minutes of the meeting. •For purposes of this paragraph, a member of the board of directors of STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the board of directors .

E. Responsible Persons who are not members of the board of directors of STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of board or committee action, shall disclose to the Chair or the Chair's designee any Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE participation in such Contract or Transaction.

In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a Conflict of interest that is subject to this policy.

4. Confidentiality. Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE. Furthermore, a Responsible Person shall not disclose or use information relating to the business of STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE for the personal profit or advantage of the Responsible Person or a Family Member. Information regarding pending transactions or developing advocacy positions is not to be released unless in furtherance of STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE interests.

#### 5. Violations of the Conflicts of Interest Policy

A. If the governing board or committee has reasonable cause to believe a Responsible Person has failed to disclose actual or possible conflicts of interest; it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

B. If, after hearing the Responsible Person's response and after making further investigation as warranted by the circumstances, the governing board or committee

determines the Responsible Person has failed to disclose an actual or possible conflict of interest; it shall take appropriate disciplinary and corrective action.

6. Review of Policy

A. Each new Responsible Person shall be required to review a copy of this Policy and to acknowledge in writing that he or she has done so.

B. Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions, or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions, or circumstances might include service as a director of or consultant to a not-for-profit organization, or ownership of a business that might provide goods or services to STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE. Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Chair, President, Chief Executive Officer and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

C. This policy shall be reviewed annually by the board of directors. Any changes to the policy shall be communicated immediately to all Responsible Persons.

**Stamford Health Care Society, Inc., d/b/a Robinson Terrace  
Stamford Health Care Society, Inc., d/b/a Robinson Terrace**

**Conflict of Interest Disclosure Statement**

Question 1:

To the best of your knowledge, do you or any member of your immediate family have a personal financial interest in an entity that has or seeks to enter into a business or other financial transaction with STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE?

NO\_\_\_ YES \_\_\_ IF "YES," please explain:

Question 2:

To the best of your knowledge, do you or any member of your immediate family hold any position as a member, owner, director, officer, employee of or consultant for an entity that has or seeks to enter into a business or other financial transaction with STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE ? Your current leadership role in a STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE member facility does not need to be disclosed. You do not need to disclose that your facility is a customer of STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE' for-profit subsidiaries.

NO\_\_\_ YES \_\_\_ IF "YES," please explain:

Question 3:

To the best of your knowledge, have you or any member of your immediate family received or enjoyed any gift, entertainment, or other similar benefit of more than \$200 during the past year from any entity that has or seeks to enter into a business or other financial transaction with STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE?

NO\_\_\_ YES \_\_\_ IF "YES," please explain:

Question 4:

To the best of your knowledge, have you or any member of your immediate family engaged in any business or other financial transaction with STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE during the past year? You need not report any reimbursement of expenses made in conformity with STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE reimbursement procedures.

NO \_\_\_ YES \_\_\_ IF "YES," please explain:

Question 5:

Are you a director, officer, or employee of any entity other than STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE that regularly takes positions on advocacy and health policy issues that are common to issues on which STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE takes positions? Please disclose your role with another health care association if it is other than as a member. Please disclose your role with other national, statewide or local associations, organizations, or companies if it is other than as a member or customer. You do not need to disclose your role as a Board member of an STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE member facility, or your role on an AHA task force, committee, or policy board.

NO \_\_\_ YES \_\_\_ IF "YES," please explain :

ACKNOWLEDGMENT

I hereby certify that the information set forth above is true and complete to the best of my knowledge . I acknowledge that I have reviewed, understand, and agree to abide by the Conflict of Interest Policy of STAMFORD HEALTH CARE SOCIETY, INC, D/B/A ROBINSON TERRACE. I understand that I have an affirmative obligation to update the information stated above.

Date: \_\_\_\_\_ Signed: \_\_\_\_\_

Print Name/title: \_\_\_\_\_

Organization: \_\_\_\_\_

***Please return to: Stamford Health Care Society, Inc., 28652 State Hwy 23, Stamford, NY 12167  
Attn: Administration***