



BOARD OF COMMISSIONERS BRIEFING: CONFLICTS OF INTEREST

**Presented by
STEVEN FORMAN
Compliance Expert to the Board
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COI POLICY APPLIES TO ALL BROWARD WORKFORCE MEMBERS

POLICY GA-001-015 Conflict of Interest defines **workforce member** as:

- Any employee, independent contractor, agent, trainee, or other person who performs work for or on behalf of Broward Health.
- This includes full-time, part-time, and pool employees; associates; directors; officers; managers; supervisors; Board Members, and members of standing committees; medical staff members employed by or otherwise affiliated with Broward Health; and others receiving training at any Broward Health facility; and others who provide goods or services to Broward Health.

WHY DOES BROWARD CARE ABOUT COI?

- Broward Health is a publicly funded institution with an obligation to preserve public trust and to provide an environment where those engaged by or work in the work environment are free from COI.
- Confidentiality and Impartiality are important to maintaining the integrity of the healthcare services being provided.
- Broward is committed to managing COI as part of **enterprise risk management.**

WHAT IS A COI?

A Conflict of Interest involves risk of **benefit** and/or **bias**

Benefit

A conflict of interest arises in any situation when a covered person's actions and business judgment is conflicted by persons who may **benefit personally** (or appear to do so) from dealings with an entity or person conducting business with Broward, **including indirect benefits** such as to family members or businesses with which the person is closely associated.

Bias

Financial or other considerations may **compromise** (or have the appearance of compromising) the **employee's objectivity** or independent professional **judgment** in the discharge of Broward duties and responsibilities.

CONFLICTS OF INTEREST CAN BE REAL – OR APPEAR REAL

- If a situation looks like a conflict of interest or feels like a conflict of interest, it's likely there is some level of conflict
- Use the “**reasonable person test**”:
If a reasonable, disinterested person would conclude that an individual might emphasize personal interests over other interests for which he/she has responsibility, there is, at the very least, the appearance of a conflict of interest

ARE ALL CONFLICTS AUTOMATICALLY “BAD”?

- COI can create an impression of impropriety that might undermine individual’s or organization’s credibility.
- Having a COI policy and doing nothing about it is a problem!
- Full disclosure and prior approval can cure a COI issue.



CONFLICT SITUATIONS AND EXAMPLES

Nepotism.

- Hiring or having a relative reporting to you

Accepting personal gratuities

- Patient's family providing gift to nurse caring for patient
- A vendor seeking a contract provides something of value

Conflicting outside employment or other allegiances

- Procurement Director steers procurement decisions to favor a company where a family member works.

Using or disclosing confidential information

- An employee uses Broward information to solicit gifts

Maintaining roles that conflict

- A Board Commissioner votes for a contract with a party with whom he has a relationship

Inducements to influence flow of business.

- Arrangements with referring physicians that implicate AKS and Stark Laws

BROWARD CODE & COI POLICIES

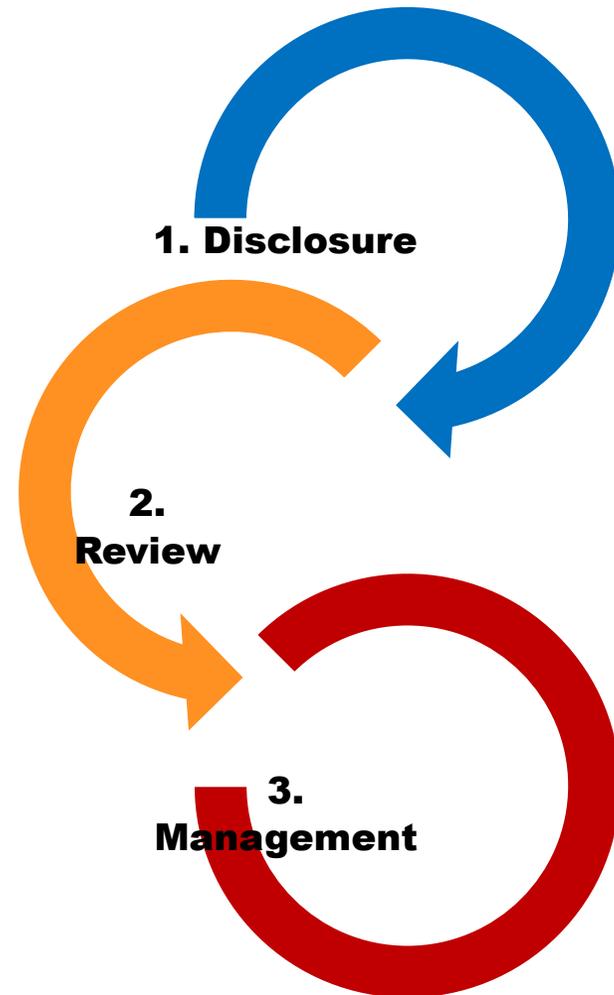
Code of Conduct: Broward Health employees should avoid conflicts or the appearance of conflicts between personal interests or an outside interest and the interests of Broward Health.

POLICY GA-001-015 Conflict of Interest:

1. No Workforce Member may enter into any employment, transaction, or other arrangement that may cause or be perceived to cause a conflict of interest.
2. Broward Health requires all Workforce Members to disclose any and all Outside Activities, Personal Interests, and Significant Financial Interests that may pose a potential Conflict of Interest. Failure to do so is grounds for disciplinary action, up to and including termination.
3. If any disclosed Outside Activities, Personal Interests, or Significant Financial Interests are determined to be an actual Conflict of Interest, specific management guidelines and expectations must be established prior to permitting the Outside Activity, Personal Interest, or Significant Financial Interest to continue.

BROWARD'S APPROACH TO MANAGING COI

Leadership reviews disclosures to determine materiality and, where warranted, places appropriate restrictions on employee's scope of duties and/or vendor interaction.



Employees disclose real or potential conflicts as they arise or at least annually via Broward's COI Disclosure Statement.

Management apprises the employee of the restrictions, if any, deemed necessary to mitigate and manage the COI. Employee agrees to observe the restrictions.

PROCESS FOR DISCLOSURES

1. **Upon Hire:** All new hires will be required to complete and submit a COI Disclosure Form.
2. **Annual Certification:** Identified Key Employees, Medical Staff members, and Board members will receive an automated email notification advising of this requirement and providing a copy or link to the required COI Disclosure Form. Instructions for logging in and completing the form shall be provided.
3. **Incidental Disclosures:** Any changes in Significant Financial Interests or relevant Personal Interests that occur after the new hire or annual disclosure are to be disclosed at the time of or subsequent to the event but may be made at any time during the calendar year, so long as the changes are disclosed at least annually.
4. **Contractor/Physician Disclosure:** All third parties or contractors doing work with or on behalf of Broward Health will be required to complete and submit a COI Disclosure Form upon engagement unless a documented exception is applicable.

BROWARD'S APPROACH TO MANAGING COI

1. Once the disclosing Workforce Member or Contractor has responded to the COI Disclosure questionnaire, it will be reviewed and evaluated by the Workforce Member's direct supervisor and applicable senior member of administration, in consultation with the Corporate Compliance Department.
2. Depending on the nature of the disclosure, the Corporate Compliance and Ethics Department may further consult with the General Counsel's office.
3. If an actual or apparent Conflict of Interest is identified in the Disclosure, the individual will be informed of the status of the review process, including the need for additional information, the need for a documented Management Plan, or the need for further review by the Committee on Conflicts of Interest.
4. If a management plan is needed, both the discloser and that person's supervisor will be required to sign off on any agreed upon management plan.
5. If a disclosure indicates that revision of an agreement or language needs to be added to a contract in order to mitigate an actual or potential conflict of interest, the Corporate Compliance and Ethics Department will collaborate with the General Counsel's Office as required...

COMMITTEE ON CONFLICTS OF INTEREST:

- A Broward Health Committee established to gather facts and information on disputed management plans and conflicts of interest when an initial resolution cannot be established between the Corporate Compliance and Ethics Department, the Workforce Member's immediate supervisor, and/or the applicable member of Broward Health's administration.
- Members:
 - Chief Compliance Officer
 - Chief Administrative Officer (now the COO)
 - General Counsel.
- The final determination of resolution of such disputed management plan and/or conflict of interest will be made by the CEO after review of the facts and information gathered by the Committee.

FORMULARY COMMITTEE (POC-001-618 Central Formulary Committee)

- Any Committee member having a COI on any matter or having an immediate family member with a COI on any matter, may not vote or use his/her personal influence on the matter, and he/she may not be counted in determining the quorum for the meeting. The member must recuse him or herself.
- Prior to discussion related to any product considered for change in Formulary status, each member shall verbally disclose to all members conflict of interest information associated with products (or related products) being considered for Formulary status change that is documented in their *Conflicts of Interest Certification Form*
- Members with disclosed COI may participate in the discussion related to any product considered for Formulary addition. However, prior to final consideration and vote, the Member is requested to physically leave the room allowing independent discussion of the topic by the remaining members.
- Any staff member and any health care providers requesting to discuss or otherwise influence the Formulary status of a medication must, prior to attending the meeting, complete, sign and submit the *Conflicts of Interest Certification*. Copies of submitted forms will be distributed to the voting members of the Committee prior to any discussion or presentation on the subject formulary change.

GA-001-150 Master Procurement Code

- **VI. CODE OF ETHICS AND PROFESSIONAL CONDUCT**
Broward Health and its officers, employees, and personnel, as well as persons or entities who offer to or do business or provide services at or on behalf of Broward Health, must at all times comply with Applicable Law and perform their responsibility in an ethical and proper manner, consistent with the Code of Conduct.
- **XII. SELECTION/EVALUATION COMMITTEES** Selection/Evaluation Committees shall be utilized for the evaluation of Bids and Proposals in Formal Bid Processes. Supply Chain Services will provide appropriate instructions and training regarding the roles and responsibilities of the Selection/Evaluation Committee. Prior to serving on the Selection/Evaluation Committee, each member shall execute a Conflicts of Interest Certification Form.

GA-001-120 LOBBYING AND LOBBYIST ACTIVITIES

Individuals and firms shall enter into a Lobbyist Services Agreement and agree to:

3. comply with terms and conditions related to the actual and potential conflicts of interest, including but not limited to:
 - avoid activities, investments, representations and other situations which may have the potential to create or give the appearance of a conflict interest or which may conflict with duties and responsibilities to the District;
 - refrain from having any personal financial interest, direct or indirect, with any member of the District's Board, or any person who is employed by the District or by District owned and/or operated facilities;
 - refrain from representing any client whose interest is adverse to the interest of the District;
 - if any current or prior client represented by District Lobbyist has or may potentially have an interest adverse to the interest of District, the District Lobbyist shall immediately disclose such actual or potential conflict of interest to District's CEO and General Counsel.
 - Before District lobbyist shall propose, advocate, or otherwise advance any legislation, administrative rule, regulation, or policy on behalf of another client that may potentially impact District and its operations, District Lobbyist shall disclose the representation to District's CEO and General Counsel, and provide a copy of the legislation, administrative rule, regulation, or policy to the District; and
 - District Lobbyist and its employees shall not, have or hold any continuing or frequently recurring employment or contractual relationship that is substantially antagonistic to or incompatible with the District Lobbyist's loyal and conscientious exercise of judgment related to its representation of and obligations to the District.

LOBBYING ACTIVITIES CONT'D

- B. In the event a conflict of interest arises during the term of the Agreement or any other period of representation, District Lobbyist will disclose, in writing, the existence and nature of such conflict to the District's CEO and General Counsel. Such disclosure shall occur immediately upon discovery of the conflict, but in no event be made more than three (3) days after Lobbyist's discovery of the conflict.
- C. Upon the occurrence of any conflict of interest, or upon the appearance of a potential conflict of interest, the District may terminate the Lobbyist Services Agreement if, in its sole discretion, it determines that the conflict or potential conflict would impair the trust, loyalty and confidentiality upon which the Agreement is predicated.

LET'S BE CLEAR

It is important to remember that employees' actions must always reflect the best interests of Broward Health. Gifts should never be offered or accepted where the intent is to induce or reward someone for doing business with our organization or to try to influence an employee in planning a decision. Gifts offered by patients or family members can be tricky because we never want the community to believe that great care is contingent upon the receipt of gifts.



Questions/Comments