

**The Rogosin Institute Compliance Manual
Corporate Compliance General Policies**

Policy: Conflict of Interest

Policy No. CCG-202.1

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PURPOSE

All employees of The Rogosin Institute (“The Institute”) have an obligation to conduct business within guidelines that prohibit actual or potential conflicts of interest. This policy has been established to ensure that patient care, research and other business activities are conducted in an objective manner, free from the possible influence or conflicts of interest of Board Members, Officers or Key Persons and are not motivated by the desire for personal or financial gain.

DEFINITIONS

“Board Members” of The Rogosin Institute are the voting members of the governing board of The Rogosin Institute.

“Officers” of The Rogosin Institute are the elected or appointed officers of The Rogosin Institute.

“Key Persons” of The Rogosin Institute are persons so designated by the chief executive officer of The Rogosin Institute or his or her designee. The chief executive officer or his or her designee shall designate as Key Persons those persons who have roles in the management or administration of the business of The Rogosin Institute that could be influenced by a conflict of interest, including but not limited to selecting individually or with others, the vendors from whom goods or services are purchased.

“Board” refers to the governing board of The Rogosin Institute and includes committees of the Board.

"Related Party" means:

- (1) Any Board Member, Officer, or Key Person of The Rogosin Institute;
 - (2) Any relative of any Board Member, Officer or Key Person of The Rogosin Institute;
- and
- (3) Any entity in which any individual described in (1) or (2) has a thirty-five percent (35%) or greater ownership interest or beneficial interest or in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).

"Relative" of an individual means his or her:

- (1) Spouse, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great grandchildren; or
- (2) Domestic partner as defined by NYPHL 2994-A.

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"Related party transaction," means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which The Rogosin Institute is a participant. Transactions in which a) the related party's financial interest is *de minimis*, b) that are not customarily reviewed by the board or boards of similar organizations in the ordinary course of business and are available to others on similar terms, or c) for the provision of benefits provided to a related party solely as a member of a class that the corporation intends to benefit as part of the accomplishment of its mission, are excluded from the definition of Related Party Transaction.

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

- (1) An ownership or investment interest in any entity with which The Rogosin Institute has a transaction or arrangement;
- (2) A compensation arrangement with The Rogosin Institute or with any entity or individual with which The Rogosin Institute has a transaction or arrangement; or
- (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which The Rogosin Institute is negotiating a transaction or arrangement.

"Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

ADMINISTRATION

This policy statement and the policies and directives, which it sets forth, shall be administered for The Rogosin Institute by, or under the direction of, the Audit and Corporate Compliance Committee of the Board of The Rogosin Institute.

DISCLOSURE AND MANAGEMENT OF POSSIBLE CONFLICTS

Duty to Complete Questionnaire. Each Board Member, Officer or Key Person of The Rogosin Institute shall complete a conflict of interest questionnaire upon becoming a Board Member, Officer or Key Person of The Rogosin Institute and annually thereafter. The completed questionnaire shall be submitted to the lead executive of the office of corporate compliance who will receive it on behalf of the Secretary of the Corporation of the Rogosin Institute.

Duty to Update Information. Each Board Member, Officer, or Key Person shall promptly advise the chief executive officer of The Rogosin Institute, or his or her designee, of any changes to the information provided in that individual's last completed conflict of interest questionnaire.

Management Response. The chief executive officer of The Rogosin Institute, or his or her designee, shall review all completed questionnaires and all subsequent advice of changes and shall take such action as is deemed appropriate to eliminate potential for conflicts of

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interest, including such steps as reassignment of responsibilities or establishment of protective arrangements.

Audit and Corporate Compliance Committee. On behalf of the Secretary of the Corporation, the lead executive of the office of corporate compliance shall provide (A) a copy of all completed questionnaires to the Audit and Corporate Compliance Committee of the Board of the Rogosin Institute and (B) a compilation of all disclosures of interests (other than those which are clearly irrelevant or immaterial) made either in the completed questionnaires or provided thereafter, to the Audit and Corporate Compliance Committee of the Board of the Rogosin Institute together, in each case, with the response or recommendation of management. The Audit and Corporate Compliance Committee shall determine whether the reported resolution of issues raised by the disclosures is satisfactory and, if not, shall require such further action as it deems appropriate.

Prohibited Relationships and Activities

Service as a Member of the Board, Officer or Employee of a Competing Healthcare Institution

No Officer or Key Person of The Rogosin Institute shall serve as a member of the governing board, or as an officer, or other key employee of any healthcare institution that is a substantial competitor of The Rogosin Institute unless such service is specifically approved by the Audit and Corporate Compliance Committee of the Board of The Rogosin Institute.

Acceptance of Gifts or Entertainment

No Board Member, Officer or Key Person of The Rogosin Institute shall accept gifts or entertainment from persons dealing with The Rogosin Institute that might be considered by an objective observer to have the potential for influencing his or her conduct of business of The Rogosin Institute. Gifts of money are never permissible. This policy is not intended to prohibit the exchange of social amenities or business courtesies of a nominal value, consistent with good taste and mature judgment.

Related Party Transactions. The Rogosin Institute may enter into a Related Party transaction without complying with the procedures set forth below.

Financial Interest. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

Special Provisions for Board Proceedings

Duty to Disclose

A Board Member, Officer or Key Person of the Rogosin Institute who becomes aware that he or she or his or her Related Party has an interest in a proposed transaction shall disclose to the

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appropriate Board the material facts relating thereto, including whether and to what extent the interest is a substantial financial one.

Board Action

Following any such disclosure, and after such due diligence and such development and consideration of other alternatives, if any, as the Board shall deem appropriate, the Board may, in its discretion, authorize or approve the proposed transaction or other matter as at least as fair and reasonable to The Rogosin Institute as would otherwise be obtainable by The Institute. Such actions shall be by a vote sufficient for such purpose without counting the vote or votes of such interested person or persons and such person or persons may not participate in determining the presence of a quorum at the meeting.

Recusal from The Rogosin Institute Deliberations and Vote. A Board Member may not participate in Board deliberations or vote in connection with a matter in which he or she has an interest. An Officer or Key Person, who is not a Board Member, may not participate in Board deliberations in connection with a matter in which he or she has an interest. The Board may request that a Board Member, Officer, or Key Person present information in connection with a matter in which he or she has an interest; however, such a presentation is only permissible if made prior to the deliberations and/or vote.

Procedures to be followed in Related Party Transactions. The Board may only approve The Rogosin Institute's entering into a related party transaction if the following procedures are observed:

- (1) The Board has determined that the transaction is fair, reasonable, and in The Rogosin Institute's best interest at that time; and
- (2) In the event that the Related Party has a substantial financial interest,
 - (A) The Board has (i) considered alternative transactions to the extent available and (ii) approved the transaction by not less than a majority vote of the Board members present at the meeting, and
 - (B) There is contemporaneous documentation of the basis for the Board's approval, including its consideration of any alternative transactions; and
 - (C) Board Committees. No employee, member of the Medical Staff or any person receiving compensation directly or indirectly from The Rogosin Institute shall serve as a member of the Audit and Corporate Compliance Committee or Executive Compensation Committee. Additionally, members of the Audit and Corporate Compliance Committee must meet the independence requirements set out under New York law.
- (3) In the event that a transaction not reviewed pursuant to the requirements described in this Section is entered into by a Rogosin Institute Organization and is later determined to be a Related Party Transaction, it should be reviewed by the Board or its designee under the process described above.

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Violation of Conflict of Interest Policy

Upon reasonable belief that a Board Member failed to comply with the policies and directives set forth in this policy statement, the Board of The Rogosin Institute or its Audit and Corporate Compliance Committee shall inform the individual of the basis of the belief and provide an opportunity to explain the noncompliance. If after hearing the individual's response and making further appropriate investigations, the Board or Audit and Corporate Compliance Committee determines that the individual has, in fact, failed to comply with such policies and directives, it shall take or recommend appropriate corrective action. Upon reasonable belief that an Officer or Key Person failed to comply with the policies and directives set forth in this policy statement, the Board of The Rogosin Institute, its Audit and Corporate Compliance Committee, or the lead executive of the Office of Corporate Compliance in collaboration with the Chief Executive Officer shall inform the individual of the basis of the belief and provide an opportunity to explain the noncompliance. If after hearing the individual's response and making further appropriate investigations, the Board, Audit and Corporate Compliance Committee, or the lead executive of the Office of Corporate Compliance in collaboration with the Chief Executive Officer shall determine that the individual has, in fact, failed to comply with such policies and directives, it shall take or recommend appropriate corrective action, up to and including termination.