

<b>Hamilton-Madison House, Inc.</b>	
<b>Compliance Program Policies and Procedures</b>	
<b>SUBJECT: Conflict of Interest and Related Party Policy</b>	
<b>APPROVED BY: Lilya Berns</b>	<b>EFFECTIVE: November 20, 2024</b>
<b>REVISED:</b>	<b>PAGE 1 OF 13</b>

**I. POLICY STATEMENT**

This Conflicts of Interest and Related Party Transactions Policy is part of Hamilton-Madison House Inc.’s (the “Agency”) compliance program. The Agency requires that its Members of the Board of Directors, and employees serving on any advisory boards or stewardship committees relating to any entity associated with the Agency or its affiliates (the “Covered Group”) avoid any conflict of interest or the appearance of a conflict of interest and comply with all applicable legal requirements, including but not limited to, the requirements concerning Related Party Transactions.

The Covered Group must, at all times, act fairly, reasonably and in the Agency’s best interests, and must refrain from personal considerations of any kind that conflict with, or that give rise to, or appear to give rise to, an actual or potential conflict of interest between the Covered Group Member’s interest and the best interests of the Agency or its patients. The Agency strives to avoid conflicts of interest, or the appearance thereof, in its relationships with others.

It is expected that the Covered Group read, understand and comply with this Policy. Failure to comply with this policy may constitute grounds for removal of the individual from his or her position or for other appropriate disciplinary action (subject to any applicable collective bargaining agreements).

This policy supplements but does not replace any applicable state laws governing conflict of interest. This policy is intended to ensure fair and ethical behavior in connection with our transactions.

There are a number of key words and phrases used throughout this Policy. For your convenience, they are defined in the Appendix that may be found at the end of this document.

**II. OVERSIGHT OF THIS POLICY**

The adoption, implementation of and compliance with this Policy shall be overseen by the Compliance Officer. The Compliance Officer may, in its discretion, authorize certain functions relating to the implementation of, and compliance with, this Policy to be performed by one or more authorized individuals, but the Compliance Officer shall, at all times, retain overall responsibility for all aspects of the oversight of this Policy.

<b>Hamilton-Madison House, Inc.</b>	
<b>Compliance Program Policies and Procedures</b>	
<b>SUBJECT: Conflict of Interest and Related Party Policy</b>	
<b>APPROVED BY: Lilya Berns</b>	<b>EFFECTIVE: November 20, 2024</b>
<b>REVISED:</b>	<b>PAGE 2 OF 13</b>

### **III. PROCEDURES FOR DISCLOSURE AND REVIEW**

#### **1. How and When to Disclose**

**A. Annual Written Conflict of Interest Disclosure Statement.** The Covered Group will, at least annually, file a written Conflict of Interest Disclosure Statement with the designated Executive Assistant to the Chief Executive Officer. The Executive Assistant will collect such Statements and will provide copies of all completed Statements to the Board and Management Staff and may also provide other relevant documents or information relating to the Statements. The Compliance Officer will report significant concerns regarding the Conflict-of-Interest Disclosure Statements to the Board, the Compliance Committee and the Chief Executive Officer. The Compliance Officer will maintain a record of all such Statements.

The Conflict of Interest Disclosure Statements will ask the Covered Group member to identify, to the best of their knowledge, at least the following: (a) any entity of which the member of the Covered Group is a director, trustee, member, owner, officer or employee, and with which the Agency has a relationship, and (b) any transaction in which the Agency is, or is contemplating becoming, a participant and in which the Covered Group member has a Disclosable Conflict of Interest.

**B. Continuing Obligation to Update Conflict of Interest Disclosure Statement.** Each member of the Covered Group has an affirmative obligation to update their annual written Conflict of Interest Disclosure Statement whenever there are new or changed facts or circumstances that create a Disclosable Conflict of Interest. All updates to the annual Conflict of Interest Disclosure Statement are to be filed with the Agency’s Compliance Officer for the Board and Management Staff. The Compliance Officer or their designee will collect such updates and will provide copies thereof to the Chief Executive Officer. The Compliance Officer may also provide to the Chief Executive Officer other relevant documents and information relating to any matter(s) that are believed to present a Disclosable Conflict of Interest. The Compliance Officer will also maintain a record of all such updates.

**C. Prior to the Initial Election of A Director.** Prior to the initial election of any Director, the individual proposed for a Director position shall complete, sign and submit to the designated Executive Assistant to the Chief Executive Officer for the Board and Management Staff a written Conflict of Interest Disclosure Statement identifying, to the best of the proposed Director’s knowledge, any entity of which he or she is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Agency has a relationship,

<b>Hamilton-Madison House, Inc.</b>	
<b>Compliance Program Policies and Procedures</b>	
<b>SUBJECT: Conflict of Interest and Related Party Policy</b>	
<b>APPROVED BY: Lilya Berns</b>	<b>EFFECTIVE: November 20, 2024</b>
<b>REVISED:</b>	<b>PAGE 3 OF 13</b>

and any transaction in which the Agency is a participant and in which the proposed Director might have a Disclosable Conflict of Interest. All such Statements will be filed with the Compliance Officer. The Executive Assistant to the Chief Executive Officer will collect such Statements and provide copies of each completed Statement to the Board and Management Staff and may also provide other relevant documents or information relating to the Statements.

**2. The Review Process.**

**A. Review by Board of Directors and Management Staff.** All disclosures of matters that are believed to present a Disclosable Conflict of Interest will be forwarded by the Compliance Officer to the Executive Director and Management Staff of the Agency to the Board of Directors, along with other relevant documents and information relating thereto, if any, for its consideration in a manner consistent with applicable law.

The Executive Director and Management Staff of the Agency will conduct a full review of all matters that raise an actual or potential conflict of interest, or that create the appearance of an actual or potential conflict of interest. In so doing, the Management Staff:

- i.** Will consider all relevant facts and circumstances involved in the matter, and in particular, what is fair, reasonable and in the best interests of the Agency and its patients;
- ii.** Will exclude the affected individual(s) from being present at or participating in the deliberations or voting on the matter;
- iii.** Will prohibit the affected individual(s) from any attempt to Improperly Influence the deliberations or voting on the matter;
- iv.** Will permit the affected individual(s), upon request of Management Staff to present information as background or answer questions concerning the matter at a committee or board meeting prior to commencement of deliberations or voting on the matter; and

**B. Additional Special Rules for Related Party Transactions and Member Related Party Transactions.** In addition to the general considerations outlined above, all Related Party

<b>Hamilton-Madison House, Inc.</b>	
<b>Compliance Program Policies and Procedures</b>	
<b>SUBJECT: Conflict of Interest and Related Party Policy</b>	
<b>APPROVED BY: Lilya Berns</b>	<b>EFFECTIVE: November 20, 2024</b>
<b>REVISED:</b>	<b>PAGE 4 OF 13</b>

Transactions and Member Related Party Transactions are subject to the following additional special rules:

i. The Agency may not enter into a Related Party Transaction unless the transaction is determined to be fair, reasonable and in the Agency’s best interest at the time of the determination;

ii. In considering the Related Party Transaction, the Management Staff shall ensure that the member of the Covered Group who has an interest in the Related Party Transaction has disclosed in good faith all material facts concerning such interest; and

iii. No Related Party may participate in the deliberations or voting relating to any Related Party Transaction in which he or she has an interest. However, the Management Staff may request that a Related Party present information as background or answer questions concerning a Related Party Transaction at a Board or committee meeting prior to the commencement of deliberations or voting relating.

With respect to any Related Party Transaction involving the Agency and in which a Related Party has a substantial financial interest, the following shall also apply:

i. Prior to entering into a Related Party Transaction or a Member Related Party Transaction in which a Related Party or a Member Related Party has a substantial financial interest, the Management Staff must consider alternative transactions, to the extent available; and

ii. The Agency may not enter into a Related Party Transaction or a Member Related Party Transaction unless the transaction is determined to be fair, reasonable and in the Agency’s best interest at the time the Agency enters into it, and the reasons for such determination must be contemporaneously documented.

C. **Determination by Management Staff.** The Management Staff will make a final and binding determination as to whether a conflict of interest exists or may exist, and what course the Agency will take in connection with the matter.

Management Staff will contemporaneously document in writing in appropriate minutes of any meeting at which the matter is deliberated or voted upon all deliberations and determinations relating thereto, including, at a minimum, a summary of the matter, a summary of the deliberations, consideration of any alternatives, who is present at the meeting(s), the vote and the basis for the

<b>Hamilton-Madison House, Inc.</b>	
<b>Compliance Program Policies and Procedures</b>	
<b>SUBJECT: Conflict of Interest and Related Party Policy</b>	
<b>APPROVED BY: Lilya Berns</b>	<b>EFFECTIVE: November 20, 2024</b>
<b>REVISED:</b>	<b>PAGE 5 OF 13</b>

determination, including, but not necessarily limited to, whether the matter is as fair and reasonable to the Agency as would otherwise then be obtainable by the Agency.

**D. Certain Compensation Decisions.** To the extent applicable, unless otherwise provided in the certification of incorporation or the by-laws, the Board shall have the authority to fix the compensation of Directors for services in any capacity. The fixing of compensation of Officers, if not done in or pursuant to the by-laws, requires the affirmative vote of a majority of the entire Board unless a higher proportion is set by the certificate of incorporation or by-laws. All compensation must be in a reasonable amount for services rendered and must be in compliance with all other legal requirements. No person who may benefit from such compensation may be present at or otherwise participate in any deliberation or vote concerning his or her compensation. However, such person may be asked to present information as background or answer questions at a meeting prior to the commencement of deliberations or voting relating thereto. A Director will not be prohibited from deliberating or voting concerning compensation for service on the Board that is to be made available or provided to all Directors of the Agency on the same or substantially similar terms.

#### **IV. EXAMPLES**

It is not possible to list every circumstance that gives rise to either a conflict of interest or the appearance of a conflict of interest. However, the following examples may be helpful in illustrating the types of situations that may create an actual or potential conflict of interest or the appearance of one. Remember that this is not an exhaustive list, and your particular circumstance may very well give rise to a conflict of interest, or the appearance of one, even though it is not listed below.

There is a Disclosable Conflict of Interest if a member of the Covered Group or their Relative:

- i.** Engages in, or intends to engage in, a Related Party Transaction;
- ii.** Has any financial interest in a vendor; is a member, owner, director, trustee or officer of a vendor; or has a contractual or employment relationship with a vendor;
- iii.** Has any financial interest in an entity that competes with the Agency, or has a contractual or employment relationship with an entity that competes with the Agency;

<b>Hamilton-Madison House, Inc.</b>	
<b>Compliance Program Policies and Procedures</b>	
<b>SUBJECT: Conflict of Interest and Related Party Policy</b>	
<b>APPROVED BY: Lilya Berns</b>	<b>EFFECTIVE: November 20, 2024</b>
<b>REVISED:</b>	<b>PAGE 6 OF 13</b>

iv. Solicits or accepts any gifts, entertainment, or other favors from any the Agency vendor, or an individual or entity seeking to become a vendor of the Agency, under circumstances where it might be inferred that such action was intended to influence the member of the Covered Group in the performance of their duties on behalf of the Agency;

v. Represents the Agency in any matter in which the person has a personal interest (financial or otherwise);

vi. Uses, or has the opportunity to use, knowledge about the Agency for personal gain, profit or advantage;

vii. When a current Director, Officer or Key Employee has any family or business relationship with another current Director, Officer or Key Employee. A business relationship between two persons includes where: (i) 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, or greater-than-35% owner, even if that organization is tax-exempt; (ii) one person is transacting business with the other (other than in the ordinary course of either party's business on the same terms as are generally offered to the public), directly or indirectly,<sup>1</sup> 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 Agency's tax year; and (iii) the two persons are each a director, trustee, officer, or greater than 10% owner in the same business or investment entity (but not in the same tax-exempt organization) [This provision applies only to Directors, Officers and Key Persons]; or

viii. Might have, or appears to have, a conflicting interest in any transaction or arrangement in which the Agency is, or intends to be, a participant.

Note, however, that De Minimis Transactions and Ordinary Course of Business Transactions, as defined in the Appendix, are not covered by this Policy. Even in such cases, however, the affected party may not intervene or seek to influence the person tasked with making the decision or reviewing the transaction. Further, the person tasked with making the decision or reviewing the transaction should not consider or be influenced by the affected party's involvement in decisions or matters that may affect the decision-maker/reviewer.

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<sup>1</sup> For purposes of this definition, "indirect transactions" are transactions with an organization with which the one person is associated as a trustee, director, officer, or greater-than-35% owner. Such transactions do not include charitable contributions to tax-exempt organizations.

<b>Hamilton-Madison House, Inc.</b>	
<b>Compliance Program Policies and Procedures</b>	
<b>SUBJECT: Conflict of Interest and Related Party Policy</b>	
<b>APPROVED BY: Lilya Berns</b>	<b>EFFECTIVE: November 20, 2024</b>
<b>REVISED:</b>	<b>PAGE 7 OF 13</b>

**V. TRAINING**

The Agency will conduct training and education for the Covered Group on this Policy, including as to what constitutes Disclosable Conflicts of Interest, required disclosures, when and how disclosures are to be made, the review and determination process and other related matters at the individual’s orientation and on a regular basis thereafter.

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If you are uncertain about a particular transaction or matter, it should be disclosed pursuant to this Policy.

**APPENDIX: DEFINITIONS**

This Appendix sets forth the definitions of a number of important words and phrases that are used throughout this Policy.

1. **“Affiliate”**. An “Affiliate” of the Agency means any entity controlled by or in control of the Agency.
2. **“Board”**. “Board” means the body responsible for the management of the Agency including, but not limited to, board of directors or any other body constituting a Governing Board.
3. **“Covered Group”**. “Covered Group” means its Members of the Board of Directors, officers, employees, and volunteers serving on any advisory boards or stewardship committees relating to any entity associated with the Agency or its affiliates.
4. **“De Minimis Transaction”**. A “De Minimis Transaction” for purposes of this Policy is one that is immaterial or insignificant to the Agency, taking into account all relevant factors, including but not limited to: (i) the Agency’s overall business or financial operations; (ii) any impact the transaction might have on the quality of care, treatment or services provided to our patients; and/or (iii) the size and scope of the particular transaction.
5. **“Director”**. “Director” means any member of the Governing Board of the Agency, whether designated as director, trustee, manager, governor, or by any other title.

<b>Hamilton-Madison House, Inc.</b>	
<b>Compliance Program Policies and Procedures</b>	
<b>SUBJECT: Conflict of Interest and Related Party Policy</b>	
<b>APPROVED BY: Lilya Berns</b>	<b>EFFECTIVE: November 20, 2024</b>
<b>REVISED:</b>	<b>PAGE 8 OF 13</b>

6. **“Disclosable Conflict of Interest”**. “Disclosable Conflict of Interest” means any circumstance that gives rise to, or appears to give rise to, an actual or potential conflict of interest between a Covered Group member’s interest (or the personal, business or financial interests of a Relative of a Covered Group member) and the best interests of the Agency. In addition, every Related Party Transaction and every Member Related Party Transaction is a Disclosable Conflict of Interest.

7. **“Improperly Influence”**. “Improperly Influence” means coercing, manipulating, misleading, or fraudulently influencing the decision-making when the Covered Group members knew or should have known that their action, if successful, could result in the outcome which they could not deliberate or vote on directly.

8. **“Indirect Financial Interest”**. A person has an “Indirect Financial Interest” in an entity if a Relative, as is defined herein, has an ownership interest in that entity or if the person has ownership in an entity that has ownership in a partnership or professional corporation.

9. **“Key Person”**. Key person” means any person, other than a director or officer, whether or not an employee of the corporation, who (i) has responsibilities, or exercises powers or influence over the corporation as a whole similar to the responsibilities, powers, or influence of directors and officers; (ii) manages the corporation, or a segment of the corporation that represents a substantial portion of the activities, assets, income or expenses of the corporation; or (iii) alone or with others controls or determines a substantial portion of the corporation’s capital expenditures or operating budget.

“Key Person” also includes the IRS definition of “Key Employee”

The term “Key Employee” includes, but is not limited to:

- With respect to any transaction involving Agency, any person who was, at any time during the 5-year period ending on the date of such transaction, in a position to exercise substantial influence over Agency’s affairs;
- Any individual serving on the governing body/Governing Board of Agency who is entitled to vote on any matter over which the governing body/Governing Board has authority;

<b>Hamilton-Madison House, Inc.</b> <b>Compliance Program Policies and Procedures</b>	
<b>SUBJECT: Conflict of Interest and Related Party Policy</b>	
<b>APPROVED BY: Lilya Berns</b>	<b>EFFECTIVE: November 20, 2024</b>
<b>REVISED:</b>	<b>PAGE 9 OF 13</b>

- Any person who, regardless of title, has ultimate responsibility for implementing the decisions of the governing body/Governing Board of Agency, for supervising the management, administration, or operation of Agency, or for managing the finances of Agency, regardless of whether such ultimate responsibility resides with one, two or more individuals, either individually or acting in concert. Included in this group are presumed to be the President, Chief Executive Officer, Chief Operating Officer, Treasurer and Chief Financial Officer Agency;
- Any person with a material financial interest in a provider-sponsored organization (i.e., a Medicare Advantage organization) in which Agency participates;
- Any person who satisfies the definition of a “Key Employee” pursuant to IRS Form 990, as the same may be amended from time to time; <sup>2</sup>
- Any other person for whom all the relevant facts and circumstances tend to show that the person has substantial influence over the affairs of Agency including, but not limited to, the facts and circumstances tending to show that substantial influence does or does not exist, as outlined in IRS regulations at 26 CFR §

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For purposes of Form 990, a current Key Employee is an employee of the organization (other than an officer, director, or trustee) who meets all three of the following tests applied in the following order:

1. **\$150,000 Test.** Receives reportable compensation from the organization and all related organizations in excess of \$150,000 for the calendar year ending with or within the organization's tax year.
2. **Responsibility Test.** At any time during the calendar year ending with or within the organization’s tax year:
  - a. Has responsibilities, powers or influence over the organization as a whole that is similar to those of officers, directors, or trustees;
  - b. Manages a discrete segment or activity of the organization that represents 10% or more of the activities, assets, income, or expenses of the organization, as compared to the organization as a whole; or
  - c. Has or shares authority to control or determine 10% or more of the organization's capital expenditures, operating budget, or compensation for employees.
3. **Top 20 Test.** Is one of the 20 employees other than officers, directors, and trustees who satisfy the \$150,000 Test and Responsibility Test with the highest reportable compensation from the organization and related organizations for the calendar year ending with or within the organization's tax year.

<b>Hamilton-Madison House, Inc.</b> <b>Compliance Program Policies and Procedures</b>	
<b>SUBJECT: Conflict of Interest and Related Party Policy</b>	
<b>APPROVED BY: Lilya Berns</b>	<b>EFFECTIVE: November 20, 2024</b>
<b>REVISED:</b>	<b>PAGE 10 OF 13</b>

53.4958-3(e)(2) and (3), to the extent such provisions are applicable and as the same may be amended from time to time],<sup>3</sup> and

- Any other person deemed to be a “Key Employee” under current laws, rules or regulations applicable to Agency.

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Facts and circumstances tending to show substantial influence. Facts and circumstances tending to show that a person has substantial influence over the affairs of an organization include, but are not limited to, the following—

- (i) The person founded the organization;
- (ii) The person is a substantial contributor to the organization (within the meaning of section 507(d)(2)(A)), taking into account only contributions received by the organization during its current taxable year and the four preceding taxable years;
- (iii) The person's compensation is primarily based on revenues derived from activities of the organization, or of a particular department or function of the organization, that the person controls;
- (iv) The person has or shares authority to control or determine a substantial portion of the organization's capital expenditures, operating budget, or compensation for employees;
- (v) The person manages a discrete segment or activity of the organization that represents a substantial portion of the activities, assets, income, or expenses of the organization, as compared to the organization as a whole;
- (vi) The person owns a controlling interest (measured by either vote or value) in a corporation, partnership, or trust that is a disqualified person; or
- (vii) The person is a non-stock organization controlled, directly or indirectly, by one or more disqualified persons.

Facts and circumstances tending to show no substantial influence. Facts and circumstances tending to show that a person does not have substantial influence over the affairs of an organization include, but are not limited to, the following—

- (i) The person has taken a bona fide vow of poverty as an employee, agent, or on behalf, of a religious organization;
- (ii) The person is a contractor (such as an attorney, accountant, or investment manager or advisor) whose sole relationship to the organization is providing professional advice (without having decision-making authority) with respect to transactions from which the contractor will not economically benefit either directly or indirectly (aside from customary fees received for the professional advice rendered);
- (iii) The direct supervisor of the individual is not a disqualified person;
- (iv) The person does not participate in any management decisions affecting the organization as a whole or a discrete segment or activity of the organization that represents a substantial portion of the activities, assets, income, or expenses of the organization, as compared to the organization as a whole; or
- (v) Any preferential treatment a person receives based on the size of that person's contribution is also offered to all other donors making a comparable contribution as part of a solicitation intended to attract a substantial number of contributions.

<b>Hamilton-Madison House, Inc.</b>	
<b>Compliance Program Policies and Procedures</b>	
<b>SUBJECT: Conflict of Interest and Related Party Policy</b>	
<b>APPROVED BY: Lilya Berns</b>	<b>EFFECTIVE: November 20, 2024</b>
<b>REVISED:</b>	<b>PAGE 11 OF 13</b>

A person is not a “Key Employee” under the NPRA if they are deemed not to be in a position to exercise substantial influence over the affairs of Agency if they fall into certain categories outlined in IRS regulations at 26 CFR § 53.4958-3(d).<sup>4</sup>

9. **“Officer”**. “Officer” means those individuals designated as officers in the by-laws of the Agency and those who are otherwise appointed as officers of the Agency in accordance with its by-laws.

10. **“Ordinary Course Of Business Transaction”**. An “Ordinary Course of Business Transaction” is one that is consistent either with the Agency’s consistently applied past practices in similar transactions or with common practices in the industry in which the Agency operates.

11. **“Related Party”**. “Related Party” means member of the Covered Group of the Agency or any Affiliate of the Agency or any other person who exercises the powers of Directors, Officers or Key Persons over the affairs of the Agency or any Affiliate of the Agency; (ii) any Relative of any individual described in clause (i) of this definition; or (iii) any entity in which any individual described in clauses (i) or (ii) of this definition has a 35% or greater

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4

That regulation currently provides as follows:

A person is deemed not to be in a position to exercise substantial influence over the affairs of an applicable tax-exempt organization if that person is described in one of the following categories:

- (1) Tax-exempt organizations described in section 501(c)(3). This category includes any organization described in section 501(c)(3) and exempt from tax under section 501(a).
- (2) Certain section 501(c)(4) organizations. Only with respect to an applicable tax-exempt organization described in section 501(c)(4) and § 53.4958-2(a)(4), this category includes any other organization so described.
- (3) Employees receiving economic benefits of less than a specified amount in a taxable year. This category includes, for the taxable year in which benefits are provided, any full- or part-time employee of the applicable tax-exempt organization who—
  - (i) Receives economic benefits, directly or indirectly from the organization, of less than the amount referenced for a highly compensated employee in section 414(q)(1)(B)(i);
  - (ii) Is not described in paragraph (b) or (c) of this section with respect to the organization; and
  - (iii) Is not a substantial contributor to the organization within the meaning of section 507(d)(2)(A), taking into account only contributions received by the organization during its current taxable year and the four preceding taxable years.

<b>Hamilton-Madison House, Inc.</b>	
<b>Compliance Program Policies and Procedures</b>	
<b>SUBJECT: Conflict of Interest and Related Party Policy</b>	
<b>APPROVED BY: Lilya Berns</b>	<b>EFFECTIVE: November 20, 2024</b>
<b>REVISED:</b>	<b>PAGE 12 OF 13</b>

ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%.

**12. “Related Party Transaction”.** “Related Party Transaction” means any transaction, agreement or any other arrangement in which a related party has a financial interest and in which the corporation or any affiliate of the corporation is a participant, except that a transaction shall not be a related party transaction if: (i) the transaction or the related party's financial interest in the transaction is *de minimis*, (ii) the transaction would not customarily be reviewed by the board or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms, or (iii) the transaction constitutes a benefit provided to a related party solely as a member of a class of the beneficiaries that the corporation intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms.

**13. “Relative”.** “Relative” means a Covered Group Member’s (i) domestic partner, as defined in New York Public Health Law § 2994-a; <sup>5</sup> (ii) his or her ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren,

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<sup>5</sup> If you have any questions as to who is or is not a domestic partner under New York law, please consult with the Director of Human Resources.

“Domestic partner” means a person who, with respect to another person:

- (a) is formally a party in a domestic partnership or similar relationship with the other person, entered into pursuant to the laws of the United States or of any state, local or foreign jurisdiction, or registered as the domestic partner of the other person with any registry maintained by the employer of either party or any state, municipality, or foreign jurisdiction; or
- (b) is formally recognized as a beneficiary or covered person under the other person's employment benefits or health insurance; or
- (c) is dependent or mutually interdependent on the other person for support, as evidenced by the totality of the circumstances indicating a mutual intent to be domestic partners including but not limited to: common ownership or joint leasing of real or personal property; common householding, shared income or shared expenses; children in common; signs of intent to marry or become domestic partners under paragraph (a) or (b) of this subdivision; or the length of the personal relationship of the persons.

Each party to a domestic partnership shall be considered to be the domestic partner of the other party. “Domestic partner” shall not include a person who is related to the other person by blood in a manner that would bar marriage to the other person in New York state. “Domestic partner” also shall not include any person who is less than eighteen years of age or who is the adopted child of the other person or who is related by blood in a manner that would bar marriage in New York state to a person who is the lawful spouse of the other person.

**Hamilton-Madison House, Inc.**  
**Compliance Program Policies and Procedures**

**SUBJECT: Conflict of Interest and Related Party Policy**

**APPROVED BY: Lilya Berns**

**EFFECTIVE: November 20, 2024**

**REVISED:**

**PAGE 13 OF 13**

great-grandchildren; or (iii) the spouse or domestic partner of his or her brothers, sisters, children, grandchildren, and great-grand-children.