



Conflict of Interests:

Sunshine Senior Services

Level: Entity Specific

I. POLICY STATEMENT and PURPOSE

It is the policy of the Company to maintain an ethical environment. To that end, the Company has developed guidelines and procedures to assure that directors, officers, members of a committee with Board-delegated powers, consultants or other contracted persons, employees, and other persons in an important position of trust have the mechanism to disclose existing or potential Conflict of Interests (COI) (or the appearance of a conflict) and that the organization has a process to determine the appropriate actions as necessary.

The purpose of this policy is to define 'Conflict of Interests,' describe the Company's requirement to obtain information regarding existing or potential COI, provide a mechanism for individuals to report any such COI, and protect the Company's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer, director, or manager of the Company or another individual or entity.

II. DEFINITIONS

Conflict of Interests (COI) – Involvement in multiple interests, one of which could possibly corrupt the motivation for an act in the other.

Downstream Entity – Any party that enters into a written arrangement, acceptable to the Centers for Medicare & Medicaid Services (CMS), with persons or entities involved with the Medicare Advantage (MA) benefit or Part D benefit, below the level of the arrangement between a Medicare Advantage Organization (MAO) 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.

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

Related Entity – Any party that is related to an MAO or Part D sponsor by common ownership or control and performs some of the MAO or Part D plan sponsor's management functions under contract or delegation; furnishes services to Medicare enrollees under an oral or written agreement; or 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.

IV. OWNERSHIP and TRAINING

The Corporate Compliance Officer (CCO) is responsible for administration, oversight, and training with regard to performance and procedure under this policy.

V. PROTOCOLS

- a. Any director, officer, member of a committee with Board-delegated powers, consultant or other contracted person, employee, or other person in an important position of trust has duties to the Company of honesty, good faith, and fairness. If not disclosed, a COI or the appearance of a COI breaches these duties.
- b. Defined broadly, a COI can arise in any situation in which a decision-maker is influenced in an organizational decision by personal, financial, business, or other concerns unrelated to the Company's best interests.
- c. A COI can also arise in any instance where the actions or activities of an individual on behalf of the Company also involve an improper gain or advantage for the individual, or an adverse effect on the Company's interests.
- d. COI Activities. While non-inclusive, the interests and activities listed below should serve as a guide to illustrate what could be considered possible causes of a COI. Such interests and activities should be reported in full to the Company:
 - i. Outside Interests – Owning or having financial interest or any contractual arrangement in any outside company that conducts business with the Company.
 - 1. This does not apply to stock or other investments held in a publicly held corporation, as long as the value of the stock or other investments does not exceed 5% of the corporation's stock. The Company may, however, allow ownership interests that exceed 5% if the CCO determines the ownership interests will not adversely impact the Company's business interest or your judgment;
 - 2. Directly or indirectly holding a position or a material financial interest in any outside concern from which the individual has reason to believe the Company secures goods or services (including the services of buying or selecting stocks, bonds, or other securities) or that provides services competitive with the Company;
 - 3. Directly or indirectly competing with the Company in the purchase or sale of property (or property rights), interests, services, or business opportunities.
 - ii. Outside Activities
 - 1. Outside activities include: rendering directive, managerial, or consultative services to any concern that does business with, or competes with, the services of the Company or rendering other services in competition with the Company.
 - 2. Conducting business not on behalf of the Company, with any company vendor, supplier, contractor, agency, or any of officer or employee of such entity (including secondary employment).
 - iii. Family Interests and Activities

A COI may arise, relative to the interests or activities of a member of an individual's family, if the actions or activities involve an improper gain or advantage for the individual, or an adverse effect on the Company's interests. For the purpose of this policy, "family" includes spouse, co-habitant partners, children, parents, siblings, stepparents, stepchildren, grandparents, dependents, persons residing in the same household as the individual, or anyone who may have an influence over the individual's decisions and/or actions relative to the Company.

iv. Gifts, Gratuities, and Entertainment

The acceptance of gifts (including excessive entertainment or other favors) from any outside concern that does business with the Company (including those seeking to do business with the Company or who may be a competitor of the Company), could imply that the gift is intended to influence the Company individual in the performance of his or her duties. This does not include the acceptance of non-monetary items of nominal or minor value (totaling less than \$100 per source per calendar year) that are clearly tokens of respect or friendship and not related to any particular Company transaction or activity.

v. Disclosure of Information

Persons in a position of trust (as defined in section V.a.) have a duty not to disclose or use confidential, proprietary, special, or inside information relating to the Company's business for personal profit or to the advantage of individuals or entities other than the Company, and have the duty to disclose any instance where such conduct has occurred or could be perceived as having occurred.

e. The Company has procedures for both retrospective and prospective COI disclosure.

- i. Retrospective disclosure is satisfied through completion of an annual COI Questionnaire, as described in further detail below.
- ii. Prospective disclosure occurs when an individual to whom this Policy applies recognizes the potential for an actual or perceived COI (as defined in Section III – "Definitions") and reports the issue to the Compliance Department for review as outlined below under "Duty of Disclosure."

f. Annual COI Disclosure Process

The Company annually requires directors, officers, board committee members, and those managers and others in important positions of trust to provide a complete written disclosure of all transactions, interests, or associations of such person and the family of such person that could be considered a COI. Such individuals will receive from the Compliance Department a copy of this policy and a Company-approved COI Questionnaire with instructions for completion and return to the Compliance Department.

g. Information Processing

The information on the annual Statements and Questionnaires will be reviewed confidentially by the CCO or designee. Legal counsel will be consulted as needed. The resolution of any identified conflicts will be documented. Information in individual disclosures or review documents may be shared with the Company's Board of Trustees.

h. Failure to Disclose

Failure to complete, or inadequate completion of the requested disclosures will be addressed by the CCO who, depending on the circumstances, may recommend action to the Board of Trustees, up to and including termination from employment or other position held.

i. Duty of Disclosure

Any person to whom this Policy applies (see Section V. a. above) must disclose any situations or circumstances involving an actual or potential COI or the appearance of a COI. Further, no such person may undertake any employment, investment, or other action that represents an actual or potential COI or the appearance of a COI without first fully disclosing the matter and obtaining approval in accordance with this Policy.

j. First Tier, Downstream, and Related Entities (FDRs)

The managers, officers, and directors of FDRs who are responsible for the administration or delivery of Medicare Advantage or Medicare Part D benefits may be requested to attest or in some form certify that the manager, officer, or director is free from any conflict of interests in administering or delivering Medicare Advantage or Medicare Part D benefits.

VI. REGULATORY REFERENCES / CITATIONS

None

VII. RELATED POLICIES / PROCEDURES

None

VIII. ATTACHMENTS

None

Approved: Effective 1/01/2023

Reviewed:

Revised:

Signature(s):


Owners of Sunshine Senior Services

