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1. **CODE OF CONDUCT**
2. **Conflict of Interest**

All UBMD employees are prohibited from engaging in any activity, practice or act of financial interest that conflicts with or appears to conflict with the interests of UBMD or any professional setting where the employee engages in the practice of medicine. A conflict of interest may occur if an employee’s outside activities or personal interests influence or appear to influence his or her ability to make objective decisions on the job. A conflict of interest may also exist if the demands of outside activities hinder or distract the employee from the performance of his or her job or cause the employee to use UBMD resources for purposes not related to UBMD business. Therefore, employees should avoid any actions that might lead someone to believe there is a conflict of interest. Questions regarding conflicts of interest should be directed to a supervisor, compliance coordinator or the UBMD Compliance Officer.

In addition to this Conflict of Interest statement, UBMD has a Conflict of Interest Policy for its Officers, Directors and key employees. (See Attachment A.)

**ATTACHMENT A**

**POLICY ON CONFLICTS OF INTEREST AND**

**DISCLOSURE OF CERTAIN INTERESTS**

The position of the Officers and Directors of [INSERT NAME OF PRACTICE PLAN CORPORATION] (“PP” or the “Corporation”) carry with them a requirement of loyalty and fidelity.

It is the responsibility of such persons to administer PP’s affairs honestly and economically, exercising their best care, skill, and judgment for the benefit of the Corporation.

It is also the responsibility of each Director and Officer to make full disclosure of any interest that might result in a conflict on his/her part.

It is deemed to be timely and appropriate to adopt a policy on conflicts of interest for the guidance of all persons so as to ensure adherence to the policy.

NOW, THEREFORE, BE IT RESOLVED: That the following policy on conflicts of interest be hereby adopted:

1. The Directors and Officers shall exercise the utmost good faith in all transactions touching upon their duties to PP and its property. In their dealings with and on behalf of PP, they shall be held to a strict rule of honest and fair dealing between themselves and the Corporation. They shall not use their positions, or knowledge gained therefrom, in such a way that a conflict might arise between the interest of the Corporation and that of the individual.

2. All acts of such person shall be in the best interest of PP.

3. Such persons shall not accept any gifts, favors, or hospitality that might influence their decision‑making or actions affecting the Corporation.

4. Although it is recognized that a degree of duality of interest may exist from time to time, such duality shall not be permitted to influence adversely the decision‑making process of the Corporation. To this end, any person subject to this policy shall promptly report the possible existence of a conflict of interest for himself/herself or any other person subject to the policy. The report shall be made to the President of the Corporation.

5. The following acts are deemed conflicts of interests:

**a. Outside interests**

 Holding, directly or indirectly, a position or a material financial interest in any outside concern from which the individual has reason to believe the Corporation secures goods or services or that provides services competitive with the Corporation. Competing, directly or indirectly, with the Corporation in the purchase or sale of property or property rights, interests, goods or services.

**b. Outside activities**

Rendering directive, managerial, or consultative services to any outside concern that does business with, or competes with, the services of the Corporation or to render other services in competition with the Corporation.

**c.** **Gifts, gratuities, and entertainment**

Accepting gifts, excessive entertainment, or other favors from any outside concern that does, or is seeking to do, business with, or is a competitor of, the Corporation ‑ under circumstances from which it might be inferred that such action was intended to influence or possibly would influence the individual in the performance of his/her duties. This does not include the acceptance of items of nominal or minor value that are clearly tokens of respect or friendship and not related to any particular transaction or activity of the Corporation.

**d.** **Inside Information**

Disclosing or using information relating to the Corporation’s business for the personal profit or advantage of the individual or his/her immediate family.

Full disclosure of any situation in doubt should be made so as to permit an impartial and objective determination. It should be particularly noted that disclosure relates not only to yourself but also to your immediate family.

 **[INSERT NAME OF PRACTICE PLAN CORPORATION]**

**Annual Questionnaire**

**Disclosure ‑ Conflict of Interest**

Pursuant to the purposes and intent of the resolution adopted by the Board of Directors requiring disclosure of certain interests, a copy of which has been furnished to me, I hereby state that I or members of my immediate family have the following affiliations or interests and have taken part in the following transactions that, when considered in conjunction with my position with or relationship to **[INSERT NAME OF PRACTICE PLAN CORPORATION]**, might possibly constitute a conflict of interest. Check “None” where applicable.

**1. Outside Interest**

Identify any interests, other than investments, of yourself or your immediate family which may be of conflicting interest.

None ( )

**2.** **Investments**

List and describe, with respect to yourself or your immediate family, all investments that might be within the category of "material financial interest.”

None ( )

**3.** **Outside Activities**

Identify any outside activities, of yourself or immediate family which may possibly carry duality of interest.

None ( )

**4. Other**

List any other activities in which you or your immediate family are engaged that might be regarded as constituting a conflict of interest.

None ( )

**5. Gifts, Gratuities or Entertainment**

I hereby certify that neither I nor any member of my immediate family have accepted gifts, gratuities, or entertainment that might influence my judgment or actions concerning business of the Corporation, except as listed here:

None ( )

I hereby agree to report to the President of the Corporation any further situations that may develop before completion of my next questionnaire.

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Name Position Date