

**Signal Behavioral Health Network  
Conflicts of Interest Policy  
September 2022**

**Purpose**

The purpose of this conflicts of interest policy (this “Policy”) is to protect against actual or perceived conflicts of interest influencing Signal Behavioral Health’s (“Signal” or the “Corporation”) corporate activities.

This Policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

This policy applies to all Members, Officers, and Directors of Signal, and persons with a substantial ownership or controlling interest in Signal (“Covered Persons”) and their immediate family members.

**Prevention of Conflicts of Interest**

It shall be the goal of Signal and its Members, Officers, and Directors to demonstrate the highest level of professional and ethical behavior in dealings with consumers, agencies, the public, and staff. In furtherance of this goal, this Policy outlines the actions Signal will take to mitigate and protect against actual and perceived conflicts of interest, as follows:

***Governance Structure***

Signal serves as the substance use disorder and related behavioral healthcare network for the Office of Behavioral Health (“OBH”) and performs all contract functions in compliance with state and federal law. Signal will work actively with the Colorado Department of Human Services if any new and/or perceived conflicts are identified by Signal in performance of its services. Signal will immediately address any actual or perceived conflicts of interest with the appropriate mitigation strategies. As an organization that exists to serve the community, Signal conducts its corporate activities in a manner that avoids actual or apparent conflicts of interest to protect its business reputation and the integrity of the program.

Signal is a non-profit corporation that consists of five corporate Members. The affairs of the Corporation are managed by a Board of Directors consisting of no more than fifty percent (50%) contracted providers of Signal as Directors, regardless of Member Director or Community Director classification. All Directors (both Member Directors and Community Directors) have an equal vote. The Board oversees the activity and performance of Signal. The Board of Directors may recommend termination of any Director and any Member’s membership in the Corporation for any action or omission that, in the reasonable judgment of the Board, constitutes grounds for termination, including on the basis of an unresolvable conflict of interest with Signal.

***Provider-Related Transactions***

As defined in statute, a Provider-Related Transaction is a transaction in which a provider may have control, influence, or decision-making authority on how funding is distributed to any provider or the establishment of any provider or provider network. To the extent the Board of Directors is required to vote on Provider-Related Transactions, a majority vote of the Community Directors only shall be required to take any action on any transaction involving how funding is distributed to any provider or the establishment of provider networks (collectively, “Provider-Related Transactions”). For the avoidance of doubt, Member Directors shall have no control, influence or decision-making authority in Provider-Related Transactions by the Corporation.

In addition to the Board of Directors, the chief executive officer of Signal (“CEO”) exercises general and active management of the business of the Corporation. To avoid actual or perceived conflicts of interest regarding any health care provider that may have an ownership or controlling interest in Signal, in addition to management of conflicts of interest described below, approval for the award of contracts for substance use disorder services and related behavioral health treatment services pursuant to the OBH Contract is vested in the CEO whose decision-making authority is independent of the Members. No Member shall influence or attempt to influence the CEO’s award of service contracts. The CEO shall not also be an employee of any Signal member or contracted provider.

### ***Managing Conflicts of Interest***

Signal will not engage in any business or activities, or maintain any relationship that conflicts in any way with the full performance of its obligations under its contract with the State. Signal will refrain from any practices, activities or relationships that reasonably appear to be in conflict with its full performance of obligations under the OBH Contract. Signal’s approach to managing conflicts includes the following steps:

- I. Duty to Disclose.** All Members, Directors and Officers of Signal are required to complete an annual conflict of interest disclosure form. Members, Directors and Officers have an ongoing duty to report any actual or apparent conflict of interest to the Board of Directors as soon as they become aware of the conflict.
- II. Evaluation of Conflicts of Interest.** The Board of Directors will manage conflicts of interest. After disclosure of the conflict and all material facts, and input is received from the person making the disclosure, he or she will leave the Board or subcommittee meeting while the determination of a conflict of interest is discussed and voted upon.
- III. Procedures Addressing Conflict.** If a conflict is determined to exist, the Board of Directors will decide how it will be addressed. This may include permitting the conflicted individual an opportunity to participate in a discussion of the issue, but not allow them to vote, or the individual may be excluded entirely from the discussion as well as the vote. If a conflict or the appearance of a conflict arises, or if Signal is uncertain whether a conflict or the appearance of a conflict has arisen, Signal will submit to the State a disclosure statement setting forth the relevant details for the State’s consideration.
- IV. Violations of the Conflict of Interest Policy.** If a Member, Director, or Officer is believed to have failed to disclose a conflict, the Member, Director, or Officer will be afforded an opportunity to explain the alleged failure to disclose. If, after hearing the response and making such further investigation as may be warranted in the circumstances, the Board of Directors determines that the Member, Director, or Officer has in fact failed to disclose an actual or apparent conflict of interest, it shall take appropriate disciplinary and corrective action up to and including termination of the individual as a Director or Officer and/or termination of a Member from participating in Signal.