

CORPORATE COMPLIANCE PROGRAM
CODE OF ETHICS & BUSINESS CONDUCT

I. INTRODUCTION FROM OUR LEADERS – Casey Waters



Welcome to MSPB! As employees of MSPB, we are in a unique position. The work we do each and every day has the potential to both impact and improve the healthcare that patients receive. With the opportunity we have been given to make positive change in our communities, also comes a large responsibility—we need to be committed to doing the right thing in all that we do. You should know that Medical Specialists of the Palm Beaches, Inc. and MSPB MSO, LLC (collectively, “MSPB”) are fully committed to complying with the laws, rules and regulations that govern or affect our business. We also are committed to conducting our business in accordance with the highest ethical business standards. Accordingly, MSPB has implemented this Corporate Compliance Program/Code of Ethics & Business Conduct (the “Compliance Program” or the “Code”) to serve as a guide and resource for all MSPB team members. The Code describes the procedures that will be followed in enforcing our standards and sets forth responsibilities for each one of us regarding the Compliance Program.

Quick Contact Information

**Compliance Officer and HIPAA
Privacy Officer:**
Eric Weiner, M.D.
(eric.weiner@mspbhealth.com)



HIPAA Security Officer:
Joshua Haney
(joshua.haney@careabout.com)



Compliance Helpline:

Phone: 877-851-1902

Email: reports@syntrio.com (must include company name with report)

Online:

<https://report.syntrio.com/mspbhealth>



Syntrio Anonymous Reporting



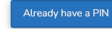
Report an Incident

To report an incident, click the Submit button below.



Already Made a Report?

To follow-up or get the status of an existing report, click a button below.



Submit a Digital Suggestion

To submit a digital suggestion, click the Submit button below



CONFIDENTIALITY COMMITMENT

Syntrio is an independent provider that assists your organization to identify improper activity. We are committed to protecting the identity of all persons who use our secure reporting system. Reports are submitted by Syntrio to the organization's designee, and may or may not be investigated at the sole discretion of the organization. Although we will not disclose your identity without your express permission, it is possible that your identity may be discovered during an investigation of the matter reported because of information you have provided.

Syntrio - 500 Lake Cook Road Suite 350, Deerfield, IL 60015 - reports@syntrio.com
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Mission and Values

MSPB is an integrated healthcare delivery system committed to providing comprehensive, high-quality healthcare with respect, care, and integrity for our patients and the community. The high standards of ethics and conduct embodied in this Code apply to all the interactions between MSPB and its patients, employees, vendors, payors, government entities, insurers, and members of the community.

MSPB will not tolerate unlawful or unethical behavior by anyone associated with our organization, and each one of us is expected to be law-abiding, honest, trustworthy, fair, and compliant with all applicable federal, state, and local laws and regulations in all our business dealings. The high standards of ethics and conduct embodied in this Code apply to all our interactions with companies that we contract with, government entities, insurers and members of the community.

General Standards

Everyone associated with MSPB—Board Members, officers, directors, physicians, employees, consultants and contractors—is expected to follow the ethical standards set out in this Code. No one at MSPB should take an action that is believed to be in violation of any law or this Code. If you are unsure whether an action is lawful you should check with MSPB’s Legal Counsel or the Compliance Officer. When in doubt, you should ask before taking action. At MSPB, we care about compliance.

II. ELEMENTS OF MSPB’S COMPLIANCE PROGRAM

MSPB, through its Compliance Program, seeks to:

- Create a culture that promotes prevention, detection and resolution of instances of conduct that do not conform to applicable laws, regulations, or any other health care compliance requirements.
- Support MSPB in ensuring that internal controls, policies and procedures are firmly in place so that all facets of our business operations are compliant.

Our Compliance Program includes the eight (8) core elements below that are based on the expectations of the Federal and state government for effective compliance programs.

Element 1

Written Policies & Procedures and the Code

Our Compliance Program is, in part, a statement of MSPB's overarching principles and values and defines the framework for compliance policies and procedures. Our Code describes expectations that all employees, Officers and Board members conduct themselves in an ethical manner; that issues of noncompliance and potential illegal conduct are reported through appropriate mechanisms, and those reported issues are promptly addressed and corrected.

The Code is reviewed at least annually and updated to incorporate changes in applicable laws and other compliance program requirements. It is approved by the Executive Compliance Committee of MSPB annually. Upon hire, employees are required to acknowledge receipt of the Compliance Program/Code of Ethics & Business Conduct and must agree in writing to abide by its standards.

Written Policies & Procedures

The Code cannot address all of the laws, regulations and rules that apply to our operation. MSPB has also adopted many policies and procedures ("P&Ps") that support our Compliance Program and our operations in general. Our policies are disseminated to all staff members, as applicable. Policies are reviewed and signed off on by the applicable department head no less than every two years. However, P&Ps can be revised or updated more frequently as necessary. The compliance P&Ps are referenced in the Code and available through the MSPB intranet and SharePoint drive. Other MSPB policies may be department specific and can be obtained from the head of the specific department or from the Director of Operations.

When a department leader identifies the need for a written operational policy, the department leader will work with the Legal Department in drafting the policy. All official MSPB policies must be numbered, dated and initialed by the applicable department head. Once finalized, MSPB P&Ps are disseminated to the relevant MSPB team members. Team members may be required to sign written acknowledgement of receipt of certain policies.

Applicability of Code of Conduct to MSPB Vendors

Vendors and contractors are extensions of the work that MSPB performs. Accordingly, they are subject to MSPB's Compliance Program to the extent that they perform services in any identified risk areas. Where a contractor is providing services to MSPB in an identified risk area, the written agreement with the vendor/contractor must include specific provisions stating that:

- The contractor/vendor is subject to MSPB's Compliance Program; and
- MSPB shall have the right to terminate the agreement in the event that the contractor/vendor fails to adhere to the requirements of the MSPB Compliance Program.

Some specific risk areas that may be applicable here include: coding compliance services; credentialing services, and medical billing-related services.

Maintenance of Compliance P&Ps and Documentation

All Compliance Program documentation will be maintained in writing for no less than six (6) years. As required by law, MSPB shall make such records available to applicable Federal and state governmental agencies.

Element 2

High-Level Oversight, Including a Compliance Officer and Compliance Committee

The Compliance Officer of MSPB is ultimately accountable for oversight of the Compliance Program and conducts that oversight through the Board Compliance Committee and Executive Compliance Committee.

The Compliance Officer

The MSPB Compliance Officer has the responsibility to implement the required elements of the Compliance Program and oversee the day-to-day operations of the program. The Compliance Officer is responsible for ensuring that processes are in place to monitor and oversee activities by key business units; compliance issues are properly addressed as they arise; and that appropriate compliance assurance reviews and inquiries are conducted.

The Compliance Officer is responsible for drafting, implementing, and updating a compliance work plan for the coming year at least annually or as otherwise needed. The Compliance Officer also is responsible for investigating and independently acting on matters related to the Compliance Program, including designing, coordinating, and documenting internal investigations and corrective actions.

The Compliance Officer will report at least quarterly to the Board Compliance Committee, the MSPB CEO and the Executive Compliance Committee on the progress of adopting, implementing, and maintaining the Compliance Program. The Compliance Officer serves as the Chair of the Compliance Committee.

The Board Compliance Committee

The Board Compliance Committee is comprised of three Board Members. This committee meets on a quarterly basis and has overall responsibility for the oversight of the Compliance Program. The Board Compliance Committee will review and update its Charter on an annual basis.

The Executive Compliance Committee

MSPB's Executive Compliance Committee is comprised primarily of senior management. This committee meets on a quarterly basis and has overall responsibility for the continued improvement of the Compliance Program. The Executive Compliance Committee, among other things, ensures that necessary policies and procedures and compliance education are in place.

The Executive Compliance Committee monitors the effectiveness of the Compliance Program; recommends improvements as necessary or appropriate; and reviews significant compliance risk areas and the steps management has taken to monitor, control, and limit such compliance risk exposure.

Element 3

Training and Education

The Compliance Officer, working with the Human Resources Department, develops and oversees compliance training and education for MSPB. The Human Resources Department is responsible for ensuring that assigned compliance education is completed by all MSPB team members.

- **Training upon Hire**

Each new employee of MSPB is required to complete mandatory compliance and HIPAA training within twenty (20) days of commencement of work.

- **Annual Training**

On an annual basis, all employees and Board Members are required to complete online refresher training modules for Corporate Compliance and HIPAA Privacy and Security and sexual harassment.

- **Specific Education**

Employees in identified risk areas also will receive education specific to their functions. Education may be in person, through audio/web conferences, or in writing on various topics. The Compliance Officer, or his designee, may provide targeted education to individuals on specific risk areas. Data security modules also are released to all staff throughout the year by the IT Security team.

Human Resources maintains the content and employee attendance records of the required training for ten (10) years.

MSPB Training Plan

The Human Resources Department, in conjunction with the Compliance Officer, will develop and maintain a training plan outlining the following:

- the subjects or topics for training and education
- the timing and frequency of the training
- the affected individuals that are required to attend each type of training
- the method for tracking attendance
- how the effectiveness of the training provided will be periodically evaluated

Element 4

Effective Lines of Communication

If you have a compliance issue or question, you should contact your immediate supervisor or the Compliance Officer. Your failure to report a compliance issue may result in disciplinary action against you for failing to report.

How to Report a Compliance Concern

- **Reporting Methods**

You may report instances of perceived non-compliance as follows:

- **Compliance Officer:** Eric Weiner, M.D.
eric.weiner@mspbhealth.com

- **Confidential Compliance Helpline: Phone:** 877-851-1902; **Online:** <https://report.syntrio.com/mspbhealth>; **Email:** reports@syntrio.com (must include company name with report)

- **Confidentiality**

All employee concerns are handled and investigated in a confidential manner, and confidentiality will be preserved to the extent circumstances and the law allow.

- **Non-Retaliation and Anonymous Reporting**

Reports can be made in good faith without fear of retribution or adverse consequences. As detailed in MSPB's [*Deficit Reduction Act, Whistleblower Protection and Non-Retaliation Policy*](#), any form of retaliation against any employee who makes a report in good faith or otherwise participates in the Compliance Program is strictly prohibited. Retaliation of any sort will result in disciplinary action up to and including termination of employment for the individual who engages in retaliation.

Element 5

Well-Publicized Disciplinary Standards

MSPB's P&Ps include guidance regarding disciplinary action for those who have failed to comply with our policies and procedures, this Code or federal and state laws. Any individual who fails to participate in the Compliance Program as required, including engaging in or failing to report noncompliance or violations of the Code or policies and procedures, is subject to disciplinary action, up to and including termination of employment.

- **Enforcement**

MSPB encourages the highest standards of ethical conduct. When suspected non-compliance is determined to exist, the Compliance Officer is required to ensure an investigation is performed and determine whether a violation of law or policy has occurred. If an investigation reveals that a violation has occurred, the Compliance Officer will provide recommendations to correct the violation and may recommend disciplinary action and education/training to prevent recurrence of the issue. It is the responsibility of management to implement corrective actions for any identified noncompliance.

- **Disciplinary Records**

If disciplinary action is initiated, management works with Human Resources to make sure that the disciplinary action is reflected in the employee's personnel file. Management works with the Compliance Officer to document investigations related to non-compliance. Documentation of disciplinary action serves as proof of the effectiveness of the Compliance Program by demonstrating that compliance is taken seriously within the organization.

Element 6

Effective System for Routine Monitoring, Auditing and Identification of Compliance Risks

Auditing, monitoring, and self-assessments assist MSPB in identifying and acting on real or potential issues before they become liabilities. To prevent and detect non-compliance, MSPB conducts monitoring of key systems and processes.

- **Compliance Monitoring**

Monitoring involves daily, weekly, or other periodic spot checks to verify that essential functions are being adequately performed and that processes are working effectively. Individuals may be required to report the results of their monitoring efforts to the Compliance Officer and/or the Executive Compliance Committee. An example of such monitoring might be checking to see that all exclusion checks are being performed upon hire and monthly thereafter. Another example might be spot checking that HIPAA notices of privacy practices are available at all partner company practice sites.

- **Compliance Audits**

Compliance audits of known risk areas are conducted in a systematic and structured approach. The process involves identifying a risk area; researching applicable regulatory guidelines; determining the key objectives; detailing the scope and methodology to be utilized; selecting a sample; and producing a written report of findings, recommendations and management responses to those findings and recommendations. An example of a compliance audit would be where the Executive Compliance Committee requires the Human Resources Department to pull 20% of new hire files to ensure 100% contain I-9 documentation.

- **Compliance Work Plan**

The Compliance Officer, in conjunction with members of management, assesses the risks of the business on a continuous basis. Annually, the Compliance Officer compiles a Compliance Work Plan that is reviewed and signed off on by the Executive Compliance Committee. The Compliance Work Plan identifies specific risk areas that are to be reviewed during the upcoming year. Throughout the year, the Compliance Officer reports progress on these reviews to the Executive Compliance Committee and to the Board Compliance Committee.

- **Sanctions Screening**

MSPB will not hire, contract or retain any employee or company to perform services if that employee or company is excluded from participation in any federal or state-funded healthcare program. To that end, in accordance with the MSPB's [Sanction and Other Background Check Policy](#), all employees and vendors are checked upon hire/engagement and on a monthly basis thereafter against applicable exclusion lists.

- **Annual Review of Compliance Program**

The Compliance Officer will perform an annual Compliance Program effectiveness review and will share results with the Executive Compliance Committee.

Element 7

Procedures and System for Prompt Response to Noncompliance

Any noncompliance threatens our reputation as reliable, honest, and trustworthy. MSPB is committed to correcting any identified noncompliance and implementing necessary steps to prevent its recurrence.

- **Investigating Compliance Issues**

Upon notice of possible noncompliance, the Compliance Officer will promptly initiate an investigation into the issue to determine whether a compliance issue exists, or if there has been a violation of the Code, P&Ps or applicable laws. If a compliance issue or violation does exist, the investigation will attempt to determine its cause so that appropriate and effective corrective action can be implemented.

- **Corrective Action Plans**

If noncompliance is identified, the non-compliant activity will be stopped as soon as feasible. An investigation into the extent and root cause of the noncompliance will be conducted to examine, among other issues:

- existing workflows and processes;
- relevant policies and procedures;
- training and education of staff involved; and
- the effectiveness of monitoring systems, if any.

When all the relevant facts have been determined, a corrective action plan (“CAP”) to correct and prevent the recurrence of the noncompliance will be developed and implemented. The CAP will include detailed steps to be taken and a timeline for implementation of those steps.

Element 8

Policy of Non-Intimidation and Non-Retaliation

MSPB’s [*Deficit Reduction Act, Whistleblower Protection and Non-Retaliation Policy*](#) provides that anyone who makes a report, complaint, or inquiry in good faith, will be protected from retaliatory action. We have a no-tolerance policy for intimidation of, or retaliation taken against, individuals making such good faith reports, complaints or inquiries, and will take disciplinary action against individuals who have intimidated or retaliated against such individuals.

III. COMPLIANCE EXPECTATIONS

MSPB expects all MSPB team members to ensure compliance in all areas of our work, including:

Financial Accounting Records: Integrity and Accuracy

All financial reports, accounting records, expense accounts and other financial documents must accurately represent the performance of MSPB operations.

Gifts, Payments, Loans and Entertainment

MSPB’s [*Gifts, Kickback, and Marketing Policy*](#) strictly prohibits the solicitation of gifts, gratuities, favors or kickbacks by an officer or employee. No officer or employee will make or offer to make any payment or provide any other thing of value to another person with the understanding or intention that such payment is to be used to influence business decisions or the referral of patients to or from MSPB.

Similarly, gifts or other inducements cannot be received for the purpose of influencing the business behavior of the recipient. Cash or cash-equivalent gifts are strictly prohibited. Non-cash gifts or any other inducements made to MSPB team members from individuals who seek to influence patient referrals by MSPB or business decisions by MSPB are also strictly prohibited. Gifts of even nominal value may not be offered to any governmental official. Such gifts can be misinterpreted as an attempt to improperly influence the official and must be avoided. Any questions regarding whether an item or situation falls within the scope of this section must be raised immediately with the Compliance Officer.

Billing & Coding

MSPB will ensure the accuracy of clinical documentation and appropriate capture of patient disease burden and the appropriate submission of claims for reimbursement of medical services. The following are risk areas that should never be permitted or assisted:

- Billing for items or services not rendered or not provided as claimed;
- Inclusion of unsupported diagnoses on claims;
- Submitting claims for supplies and services that are not medically necessary;
- Double billing;
- Billing for non-covered services as if such services are covered;
- Knowing misuse of provider identification numbers, which results in improper billing;
- Unbundling (billing for each component of the service instead of billing or using an all- inclusive code);
- Failure to properly use coding modifiers;
- Failure to correctly identify services ordered;
- Billing by non-credentialed providers;
- Failing to report and re-pay overpayments;
- Inappropriately retaining credit balances;
- Upcoding the level of service provided; and
- Inappropriate “Incident-to” billing (for example, having a PA or NP bill under a physician without the physician being involved and signing off on the treatment plans, etc.)

Value-Based Care Compliance

In the world of value-based care, accurate coding of patient disease burden and the rendition of care is paramount. MSPB will continuously monitor and review all aspects of compliance under value-based care payors relationships.

General Business Practices

MSPB will not make any unethical or illegal payments to anyone to induce the use of our services. In addition, management must ensure that all MSPB’s business records are accurate and truthful, with no material omissions; that the assets and liabilities of MSPB are accounted for properly in compliance with all tax and financial reporting requirements, and that no false records are made. Similarly, all reports submitted to governmental agencies, auditors, insurance carriers, or other entities must be accurately and honestly made.

Purchasing Policy

All purchasing decisions must be made with the purpose of obtaining the highest quality product or service at the most reasonable price. No purchasing decision may be made based on any consideration that any employee, officer or partner—or any family member or friend of any of them—will benefit by the transaction. Rather, the sole criteria behind all purchasing decisions must be only the best interests of MSPB. Nor can any service or item be purchased in return for a referral of patients from another or with a view towards inducing another to refer patients. MSPB has adopted a [**Conflict of Interest Policy**](#) that must be adhered to by all.

Trade Practices/Antitrust

Antitrust laws are designed to preserve and foster fair and honest competition for businesses. To accomplish this goal, the language of these laws is deliberately broad, prohibiting such activities as “unfair methods of competition” and agreements “in restraint of trade.” This type of language gives enforcement agencies the right to examine many different business activities to judge the effect on competition.

MSPB’s [**Antitrust Compliance Policy**](#) requires full compliance with all antitrust laws. Antitrust laws make illegal any agreement that restricts competition or interferes with the ability of the free-market system to function properly. You should not have any discussions, conversations or other communications with competitors about pricing, payor rates, salaries and compensation; the division of geographic areas or

services; the circumstances under which business will be conducted with suppliers, insurance companies, patients or customers; or marketing efforts without guidance from the Office of General Counsel. Further, you should avoid discussions with competitors regarding the future business plans of MSPB.

All managed care networks operated by MSPB must be operated in compliance with the [Antitrust Compliance Policy](#).

Compliance with Anti-Kickback Laws

Both federal and state laws specifically prohibit any form of kickback, bribe or rebate made directly or indirectly, overtly or covertly, in cash or in kind to induce the purchase, recommendation to purchase or referral of any kind of healthcare goods, services or items paid for by Medicare or the Medicaid program. The term “kickback” means the giving of anything of value in exchange for patient referrals. Any question concerning these laws or any business arrangement subject to anti-kickback or anti-referral laws should be directed to the Compliance Officer and/or MSPB’s Legal Counsel.

To list everything that may constitute an improper inducement or improper remuneration under the anti-kickback laws would not be possible. However, MSPB’s [Gifts, Kickback, and Marketing Policy](#) states that MSPB must scrupulously avoid being either the offeror or the recipient of an improper inducement. Care must be taken in structuring relationships with persons not employed by MSPB or the Affiliates so as not to create a situation where MSPB appears to be offering an improper payment to those who may be in a position to refer or influence the referral of patients. For example, the offering of free goods or services, or those priced below-market value, to physicians for the purpose of influencing them to refer patients to, or utilize the professional services offered by, MSPB would be improper.

MSPB also should not receive any improper inducement from its vendors to influence it in making decisions regarding the use of particular products or the referral or recommendation of patients to other providers of goods and services. For example, free or at below-market value goods or services from vendors, awards, discounts, prizes or other forms of remuneration may be treated as a “kickback” even if given as part of a promotional program of a vendor or provider, e.g., pharmaceutical company, medical equipment supplier, etc.

The laws also prohibit health care providers from providing gifts and other inducements to patients. Any patient gift programs must be vetted through the Legal Department.

HIPAA and Other Confidential or Protected Information

Under the Health Insurance Portability and Accountability Act (“HIPAA”), MSPB MSO, LLC is designated as a “Business Associate” of Medical Specialists of the Palm Beaches, Inc. As a Business Associate, MSPB MSO must abide by HIPAA in safeguarding protected health information (“PHI”). The HIPAA Security Rule specifies a series of administrative, physical, and technical safeguards for MSPB to assure the confidentiality, integrity, and availability of electronic PHI. All MSPB staff must familiarize themselves with the MSPB HIPAA policies, including the following:

- [Minimum Necessary Policy](#)
- [HIPAA Privacy and Security Policy](#)
- [Breach Notification Policy](#)
- [Portable Device Policy](#)

Confidential information acquired by personnel about the business of MSPB must be held in strict confidence and may not be used as a basis for personal gain by the personnel, their families, or others.

Information relating to transactions pending with MSPB is not to be released to any person unless this information has been published or otherwise made generally available to the public.

Information Owned by Others

Like MSPB, other organizations have intellectual property they want to protect. So do individuals. These other parties are sometimes willing to disclose their confidential information for a particular purpose. If you receive another party's confidential information, you must proceed with caution to prevent any accusations that you or MSPB misappropriated or misused the information. All Non-Disclosure Agreements (NDAs) should be vetted with the Legal Department before execution.

Special care should be taken in acquiring software or other IT from others. As intellectual property, software and other IT are protected by copyright laws and may also be protected by patent, trade secret laws or as confidential information. Such software includes computer programs, databases and related documentation owned by the party with whom you are dealing or by another party. Before you accept software or sign a license agreement, you must vet the agreement with the Legal Department.

Records Retention/Destruction

MSPB is required by law to maintain certain types of business records, usually for a specified period of time. Failure to retain such documents for such minimum period could subject our business to penalties and fines.

You are expected to comply fully with MSPB's [Document Retention and Destruction Policy](#) and records retention and destruction schedule for the department in which you work.

Government Investigations, Inquiries, or Requests for Information

All dealings with governmental agencies must be truthful and accurate. If you are made aware of any type of governmental investigation or request for information, you must immediately contact the Legal Department.

Having a government agent come to a business location can be intimidating. Below are some steps you should follow:

- If a governmental agent comes to MSPB's corporate offices and seeks information, you should contact the Office of the General Counsel immediately.
- Do not consent to a search or review. Unless the governmental agent has a Warrant, that agent may not enter the site or review documentation.
- Do not provide written or oral statements to the agent.
- Make photocopies of the agent's business cards and send to the Legal Department, immediately.
- Any employee who receives an official governmental request for information must notify MSPB's Office of the General Counsel/Compliance Officer immediately.

It is MSPB's policy to comply with the law and to cooperate with reasonable demands made during a governmental investigation or inquiry.

Event Documentation

MSPB has procedures for documenting certain events that impact the business. These events include, but are not limited to, the following: tardiness or missed work; discrimination, insubordination, or other inappropriate work behavior; poor job performance; workplace accident or injury; violence or other threats from employees, patients, or visitors; discipline or termination; and HIPPA breach. Leadership (Office Managers, supervisors, Department Heads, etc.), will *contemporaneously* document any above-listed

events to secure the information for future use and will notify HR or Legal/Compliance about the event. If any event cannot be documented contemporaneously, the individual will do so at the earliest opportunity.

Human Resources

MSPB recognizes that its greatest strength lies in the talent and ability of its employees. Accordingly, MSPB has developed and implemented specific human resources policies and an Employee Handbook. All staff must review and sign an acknowledgement to be bound by the Employee Handbook.

IV CONFLICTS OF INTEREST

MSPB expects all MSPB Team Members to conduct business according to the highest ethical standards of conduct. The requirements are heightened for executive team and Board Members (“Executive Team”). Business dealings that create a conflict between the interests of MSPB and a MSPB Team Member are unacceptable. MSPB Team Members are expected to devote their best efforts to the interests of MSPB and avoid any and all activities, relationships and financial interests that conflict with their responsibilities and obligations to MSPB.

MSPB recognizes the right of MSPB Team Members to engage in activities outside of their duties to MSPB. However, an MSPB Team Member must disclose any possible conflicts of interest so that MSPB may assess and prevent potential conflicts of interest from arising. A potential or actual conflict of interest occurs whenever an MSPB Team Member is in a position to approve or influence a decision, action or policy that involves or could ultimately result in a personal gain or financial benefit for the MSPB Team Member, any member of his or her immediate family (i.e., spouse or significant other, children, parents, siblings) or any organization in which the Team Member or an immediate family member is a director, trustee, officer, member, partner or shareholder. Even if the Team Member is not in a position to control the decision, a conflict may exist.

MSPB has adopted a [Conflict of Interest Policy](#). This policy must be followed by all MSPB Team Members. The policy also is implicated where a proposed arrangement creates the “appearance of” a conflict of interest: any conduct (especially involving compensation or other things of value) perceived by a reasonable person to impair—or potentially impair—an employee to act with objectivity and integrity in the best interests of MSPB. Although it is not possible to specify every action that might create a conflict of interest, our Policy sets forth some examples of certain activities that may present problems. If an MSPB Team Member has any question as to whether an action or proposed course of conduct would create a conflict of interest, he or she should immediately contact the Office of General Counsel to discuss the issue.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Each MSPB Team Member must promptly disclose in writing actual or potential conflicts of interest that may arise over the course of the year. Such disclosure must take place: i) prior to voting on or otherwise discharging duties with respect to any matter involving the conflict; ii) prior to entering into any contract or transaction involving the conflict; iii) as soon as possible after the MSPB Team Member learns of the conflict; and iv) on the conflict of interest disclosure form, annually.

APPROVAL OF CONTRACTS OR TRANSACTIONS INVOLVING POTENTIAL CONFLICTS OF INTEREST

An MSPB Team Member who has or learns about a potential conflict of interest should disclose the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the General Counsel of MSPB. The General Counsel may refer the matter to the MSPB Conflicts Committee for review. Following receipt of information concerning a contract or transaction

involving a potential conflict of interest, the MSPB Conflicts Committee will consider the material facts concerning the proposed contract or transaction (the “Proposed Arrangement”), including the process by which the decision was made to recommend entering into the Proposed Arrangement on the terms proposed. The Committee will utilize a three pronged “test” to determine whether and/or how to allow the Team Member to proceed:

- A.** Whether there would be an actual conflict of interests if the Proposed Arrangement was consummated;
- B.** Whether the Proposed Arrangement creates the appearance of a conflict of interest; and
- C.** Whether there is any policy, contract, or other document that is contrary to the Proposed Arrangement.

Date Last Revised:

November 1, 2022
August 21, 2023
May 30, 2024
February 13, 2025