



DR. PABLO O. TORRE
MEMORIAL HOSPITAL

B.S. Aquino Drive,
Bacolod City,
Negros Occidental,
6100

Document Code:	DPOTMH-HW-P05
Effective Date:	08-15-2021
Document Type:	CORPORATE GOVERNANCE POLICY
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Department/Section:	COMPLIANCE DEPARTMENT
Document Title:	CONFLICT OF INTEREST POLICY


- iii. Corporations or firms where a Company Personnel and/or his Relative hold a position as director, officer or executive of such corporations or firms.
- iv. Corporations or firms where a Company Personnel and/or his Relative, either singly or collectively, holds/owns more than ten percent (10%) of the subscribed capital or equity of such corporations or firms.
- v. Corporations or firms wholly or majority owned or controlled by the corporation or firm where a Company Personnel and/or his Relative, either singly or collectively, holds/owns more than ten percent (10%) of the subscribed capital or equity of such corporations or firms.
- vi. Partnerships of which a Company Personnel or his Affiliate is a general partner.
- vii. A co-ownership in which a Company Personnel or his Affiliate is one of the co-owners of a property sold, assigned or leased to RMCI or its subsidiaries, except where the sale, assignment and/or lease covers only the other co-owner's (who is not the Company Personnel or his Affiliate) undivided interest in the property.

(b.) ASSOCIATES – third parties with existing or previous close personal or business affiliation or relationship with a Company Personnel in view of which a Company Personnel's decisions or actions in the best interest of RMCI and/or its subsidiaries are unduly affected or compromised.

(c.) CONFLICT OF INTEREST – occurs when the private interest of a Company Personnel and/or his Affiliate interferes or appears to interfere in any way with the interest of RMCI and/or its subsidiaries. It can arise when a Company Personnel has interests that may make it difficult to perform his or her work objectively and effectively regardless of whether or not he or his Affiliate receives or will receive Personal Benefit (as hereinafter defined). Conflict of interest can also arise when a Company Personnel and/or his Affiliate receives or will receive

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improper Personal Benefit from a transaction with RMCI and/or subsidiaries as a result of the Company Personnel's position in RMCI and/or subsidiaries.

(d.) **EMPLOYEE** - any individual hired by RMCI for salaries and/or benefits provided in regular amounts at stated intervals in exchange for services rendered personally for the Company's business on a regular basis and who does not provide such services as part of an independent business. This includes RMCI's officers, executives, supervisors, rank and file, and, only for purposes of this Policy, other corporate officers under the Company's By-laws, temporary staff, casual employees, project employees or Subsidiaries' employees who also work for/serve RMCI (e.g. on seconded basis).


(e.) **CONSULTANTS** – includes professional consultants, firms, partnerships, counsels, outsourced companies or such other professional entities or individuals rendering professional or specialized expert services to RMCI ad/or any company within the Group, as well as advisors of the Company who may be appointed by the Board of Directors or the President & CEO, or who act as representatives of the Company's investors, shareholders, affiliates or partners.

(f.) **PERSONAL BENEFIT** – refers to gain or advantage, whether material or non-material, directly or indirectly provided to or received by a Company Personnel and/or his Affiliate, such as financial gain, professional advancement, travel, facilities and/or accommodation benefits, entertainment, preferential treatment in personal transactions, and other similar advantages.

(g.) **RELATIVES** – relatives of up to the third civil degree, by consanguinity, affinity or legal adoption, including, spouse, parents, children (and their spouses), siblings (and their spouses), nieces and nephews (limited to children of brothers and sisters) [and their spouses], grandparents, and aunts and uncles (limited to brothers or sisters of parents); and a domestic partner and his relatives of up to third civil degree, by consanguinity, affinity or legal adoption.

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All Directors, Officers, Employees and Consultants (collectively "Company Personnel") are expected to execute their duties with the highest standard of ethics and integrity and adhere to the values and principles of the Company at all times. The Conflict-of-Interest Policy ("this Policy") sets out the Company's approach and guidelines on identifying and disclosing any actual or perceived conflict of interest situation that may arise during the execution of Company Personnel's duties towards the Company.

Section 6. Areas in which Conflict of Interest may arise

The areas enumerated below are descriptive only and not exhaustive.


a. Dealings with and as Suppliers, Contractors, Business Partners, Consultants and Third Parties.

Company Personnel are enjoined from giving undue preferential treatment to any individual or entity with whom RMCI and/or its subsidiaries does business. Further, Company Personnel shall avoid circumstances that could, or could be reasonably expected to, impair their objectivity in the performance of their duties and obligations to RMCI and/or its subsidiaries. In this regard, Company Personnel are proscribed from participating in any part of the transactions, dealings or decision-making process with respect to any existing or potential supplier, contractor, business partner, or consultant of the Company in which they or their Affiliate have an interest, including any acts that may be deemed as seeking to influence any action or inaction with respect to such parties.

Authorized Employees shall select and deal with suppliers, contractors, business partners, consultants and third parties doing or seeking to do business with RMCI and/or its subsidiaries in an impartial and fair manner. In this connection, authorized Employees shall award and maintain contracts or transactions on arm's length commercial terms, based only on the best interest of RMCI and/or its subsidiaries and under strict rules of fairness and confidentiality. The foregoing standards shall also be observed with respect to contracts and transactions between companies within the Group.

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b. *Dealings with Company Personnel and Prospective Employees or Consultants*

Conflict of Interest can arise in a wide range of human resources matters, such as recruitment and selection, promotion, disciplinary procedures, staff development, performance review, benefits, and remuneration. In this area, Company Personnel shall ensure that they treat each other, as well as prospective employees/consultants, with respect, fairness, impartiality, and equal opportunity, including respect for varying views and individual ideas, regardless of rank, seniority, or relationship. Company Personnel shall avoid any action or inaction that gives undue preferential treatment or discriminates against any Company Personnel or prospective employee/consultant. In this regard, Company Personnel are proscribed from taking part in any decision-making process on human resources matters with respect to their Affiliates, including any action that may be deemed as seeking to influence any official action with respect to such Affiliates.

c. *Directorship, Executive Positions and Employment in Other Companies or Organizations*

Company Personnel shall avoid accepting positions or employment or carrying out work outside of RMCI and its subsidiaries where a Conflict of Interest or loyalty may arise and which may significantly affect the Company Personnel's efficiency in the performance of his duties and obligations to RMCI, or otherwise adversely affect his work for RMCI. For Employees and Consultants, the Human Resources Department ("HRD") shall prescribe the requirements and/or guidelines for permissible outside positions, employment, or work. For Directors, the requirements and conditions in this Policy shall be in addition to those contained in the RMCI By-laws, Revised Manual on Corporate Governance, and other applicable laws, rules, and regulations.

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d. *Use of Property, Services and Other Resources*


Company Personnel are expected to use the property, services, or other resources of RMCI and its subsidiaries responsibly, efficiently, with care and only for purposes authorized or allowed under the policies or guidelines issued by RMCI and its subsidiaries, as the case may be. Accordingly, Company Personnel are reminded to avoid the more than inconsequential use of the property, services, or other resources of RMCI and its subsidiaries for their Personal Benefit or in any manner not solely for the benefit of the company, unless the applicable policy or guidelines expressly allow personal use of such property, services or other resources (e.g. Company-issued executive cars, cellular phones, landlines, club rights, etc.). The HRD shall be responsible for releasing implementing guidelines with respect to the responsible use of Company-issued properties and/or rights. Further, Company Personnel shall refrain from taking advantage of the property, information of, or their positions in the company, or opportunities arising from these, for their Personal Benefit or to act against the best interest of RMCI.

e. *Dealings with Dealers and Distributors of RMCI and its subsidiaries' Products & Services*

Conflicts of Interest may also arise in situations where Company Personnel and/or their Affiliates are or become dealers and/or distributors of the products and/or services of RMCI and its subsidiaries. Company Personnel shall ensure that they treat all dealers and/or distributors with respect, fairness, impartiality, and equal opportunity. Company Personnel shall avoid any action or inaction that gives undue preferential treatment or discriminates against any dealer, distributor, or potential dealer/distributor. In this regard, Company Personnel are proscribed from participating in any part of the transactions, dealings, or decision-making process with respect to any dealers or distributors in which they and/or their Affiliate have an interest, including any acts that may be deemed as seeking to influence any such action or inaction with respect to such dealers or distributors.

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f. *Dealings with Customers or Clients*

Company Personnel shall ensure that they treat all customers and clients of RMCI and its subsidiaries with respect, fairness, impartiality, and equal opportunity. Company Personnel shall avoid granting to their Affiliates preferential terms including discounts not ordinarily available to other customers/clients, from which Personal Benefit will be derived by such Affiliate.

g. *Prohibited Conflict of Interest Situations*

g.1. No Director or officer shall, in breach of his fiduciary duty to the Company, acquire or attempt to acquire directly or indirectly through an Affiliate any business opportunity in the line of the Company's business, in which the Company has an interest or a reasonable expectancy and which the Company is financially able to undertake, where the personal interest of the Director or officer will be in conflict with the interest of the Company.


g.2. The Company shall not, directly or indirectly, including through any Subsidiary or Affiliate, grant or arrange for any credit (or extensions thereof) in the form of personal loans to any Director or officer, unless allowed by applicable laws and regulations, or when sanctioned by a duly passed and approved Company policy.

h. *Other Examples of Situations Which May Lead to Conflict of Interests*

1. Being a relative of government official who may have dealings with RMCI and/or its subsidiaries.
2. Having a reporting relationship with a family member.
3. Employment of relatives within the Company or the subsidiaries.

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4. Being the hiring decision maker of any relative.

Section 7. What Needs to Be Done

Company Personnel shall not engage in any activity that may give rise, or may be perceived to give rise to, a Conflict of Interest. All Company Personnel must disclose in writing any actual or potential instances and/or situations where they may have a Conflict of Interest or the appearance of a Conflict of Interest to the relevant authorities specified herein, as soon as they become aware of such actual or potential instances and/or situations. Depending on the nature of the conflict situation, conflicted Company Personnel may be mandated to comply with other requirements.

In situations where the Conflict of Interest in business transactions cannot be avoided or where a particular business transaction has the potential of being categorized as a Conflict of Interest business transaction or official action, the Company Personnel concerned shall immediately make a full written disclosure, using the form attached in Schedule II of such transaction and his or his Affiliate's private interest in the transaction or official action, as follows:

a.1. For Directors

To: The Board of Directors through its Chairman

a.2. For Officers

To: The President

Cc: Corporate HR Officer and Compliance Officer


a.3. All Employees except Officers

To: The Department Head

Cc: Corporate HR Officer and Compliance Officer

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a.4. For Consultants

To: The Department Head of the business unit for which the Consultant renders professional service
Cc: Corporate HR Officer and Compliance Officer

The Company Personnel concerned shall likewise inhibit himself from any direct or indirect participation or involvement at any stage of the transactional process flow and cannot sign any paper or document related to the transaction.

Section 8. Disclaimer

This Policy does not address every possible form of conflicts of interest and it is expected that all Company Personnel shall apply their best judgment to comply with the principles set forth in the Policy letter and spirit in relation to situations not specifically covered herein. In case of any question or doubt on interpretation or anomaly, the Company Personnel shall seek necessary clarification from the Company's Compliance Officer.


Section 9. Effectivity

This policy shall take effect immediately. All existing policies, guidelines, regulations, systems, practices and related implementing guidelines concerning the same matters covered herein are deemed superseded by this Policy. In the event of any inconsistency between the policy contained herein and the terms of other existing policies, guidelines, systems practices and related implementing guidelines, this policy shall prevail.

This policy, the other Corporate Governance Policies, and the Code of Ethics and Business Conduct have supplemental application to each other.

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Section 9. Approval, Amendment or Alteration of this Policy

This Policy has been approved and adopted by the Board of Directors of the Company. The Compliance Department and the Company's Board of Directors, Executive Committee, Management Committee, and Middle Managers have the overall responsibility for implementation, monitoring and periodic review of this Policy.

This Policy shall not be amended, altered or varied unless such amendment, alteration or variation shall have been approved by resolutions of the Board of Directors.

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APPROVAL:

	Name/Title	Signature	Date
Prepared by:	JHAZEL V. JAVIER, CPA Compliance Officer – Developmental Assignment		8/3/2021
Verified:	NANCY B. HIZON, MS Psych, FPCHA Human Resources Division Officer		8/9/2021
	CHARMAIN G. ILEJAY Sales & Marketing Division Officer – Developmental Assignment		8/5/21
	RICKY G. SALIDO Logistics Division Officer – Developmental Assignment		8/05/2021
	JULIE ANNE CHRISTINE J. KO, CPA, MBA, FPCHA Chief Finance Officer – Developmental Assignment		8/6/2021
	ENGR. NOEL P. GARBO, MBA, FPCHA Engineering & General Services Division Officer		8/23/2021
	ROSARIO D. ABARING, RN, MAN, PhD, FPCHA Ancillary Division Officer		8.20.2021
	PRINCESS M. ABELLON, MBA Pharmacy Division Officer – Developmental Assignment		8/3/21
	MARIA LIZA C. PERAREN, RN, MN Nursing Division Officer – Developmental Assignment		8/24/2021
	HENRY F. ALAVAREN, MD, FPSMID, FPSQua Total Quality Division Officer		8/23/2021
Recommending Approval:	MA. ANTONIA GENSOLI, MD, FPPS, FPCHA Vice President- Chief Medical Officer and Medical Director		8/26/2021
	SOCORRO VICTORIA L. DE LEON, CPA, MBA, PhD, FPCHA Vice President- Chief Operating Officer		08/24/21
Approval:	GENESIS GOLDI D. GOLINGAN President and CEO		9/11/2021

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DISSEMINATION

Communicator's Bulletin

Weekly Management Meeting

Annual Reorientation of Employees


Pre-board and On-board Orientation of Employees

REFERENCE:

Adopted with modifications from the Metro Pacific Hospital Holdings, Inc. (MPHHI) – Corporate Governance Policy: the Metro Pacific Hospital Group Hospital-wide Conflict of Interest Policy.

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Schedule I

DECLARATION OF ADHERENCE AND CONFLICT OF INTEREST

Date _____

Name [Chairman or President or Division Head] _____

Position _____

Dear Sir,

I confirm that I have received, read and understood the Conflict of Interest policy of the [RMCI and/or its subsidiaries] and I shall fully abide by the said policy in letter and spirit.

I further confirm that: *(strike off whichever is not applicable and narrate if required)*:

- A. There is no conflict of interest with my roles and responsibilities entrusted to me by [RMCI and/or its subsidiaries] or
- B. I would like to declare the following associations which is or may create a potential conflict of interest situation in the discharge of my duties concerning [RMCI and/or its subsidiaries]. The name and nature of my personal associations/interest is as under:

1. Government Officials which are covered as my relatives are:

Name: _____

Position: _____


Department: _____

Relationship: _____

2. Current and/or past position/role in government bodies, such as government hospitals:

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Schedule II

DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST

Date of Disclosure:			
Name of Disclosing Party:			
Department:		Position:	
Disclosure Submitted To:		Position:	
Background of the Disclosure			
Other Information			
Reviewer's Resolution			
Signature of Disclosing Party:		Date:	
Signature of Reviewer:		Date	

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Position: _____

Government Agency: _____

Period Covered: _____

(Add in existing form)

3. Persons/Companies with whom I have official dealings/private interest with:

Signature

Name

Position

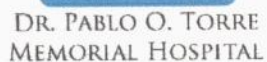
Cc:

Name [President or Head of HRD]

Position

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REVISION HISTORY

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