

## **Hawaii Independent Physicians Association Antitrust Policy**

The mission of the Hawaii Independent Physicians Association (“HIPA”) is physicians helping physicians through education, support, and leadership to better care for the people of Hawai‘i and continue to deliver high quality care for patients and the community while maintaining personal and professional satisfaction. HIPA is not organized to and does not play any role in the competitive decisions of its members or their employees, nor does it restrict in any way competition among members or potential members.

### **A. Overview**

It is HIPA’s policy to comply with all federal, state and local laws, including antitrust laws. This Policy applies to, and its compliance is the responsibility of, HIPA officers, directors, and employees, and members, and HIPA expects all of its officers, directors, employees, and members to adhere to this policy with respect to all activities for HIPA and in support of HIPA’s activities and programs. HIPA officers, directors, employees, and members are expected to be sensitive to issues involving trade associations and to take all measures necessary to comply with applicable antitrust laws. To assist in compliance, this Policy will be distributed to HIPA’s officers, directors, employees, and members. Any questions about this Policy, or concerns about the antitrust implications of a particular course of action should be directed to Greigh Hirata, MD (the Compliance Officer).

### **B. Risks Associated with Particular Types of Conduct**

Federal and Hawai‘i law alike prohibit concerted activities or agreements between competitors in restraint of trade. The leaders and members of HIPA must be aware of the potential for situations that may give rise to antitrust allegations. Violations of the antitrust laws can have serious consequences for HIPA and its members. Antitrust violations may be prosecuted by the Department of Justice as felonies and are punishable by steep fines and imprisonment. In addition, individuals, companies, and government officials may attempt to file civil antitrust cases against HIPA. Even unfounded allegations can be a significant drain on HIPA and its members. Because litigation and investigations are a distraction from HIPA’s mission, HIPA seeks to avoid even the appearance of impropriety in all its dealings and activities.

### **C. Prohibited Conduct**

As an organization consisting of physicians who would otherwise be competitors, HIPA’s officers, directors, employees, and members should adhere to the following principles. No HIPA officer, director, employee or member will:

- Engage in any activity intended or attempting to effectuate any understanding or agreement (including written or oral, formal or informal) among two or more members or other competitors with regard to prices or terms and conditions of contracts for services or products.
- Enter into discussions or exchange information about joint negotiation of prices or price-related terms with a health care payor such as an insurance company;
- Enter into discussions or exchange information about allocating or dividing geographic markets, customers, or patients;
- Enter into discussions or exchange information about discouraging competition in any segment of the healthcare market;

- Enter into discussions or exchange information about exclusive dealing with any health care provider or group of health care providers, supplier or purchaser of healthcare services or products, competitors, patients, or private or governmental reimbursers concerning the following topics:
  - The pricing and other economic terms of contracts (including cost-containment terms) with health care payors;
  - The prices charged by health care providers either to health care payors or patients;
  - Refusal to provide services that may be desired by health care payors or patients;
  - Limitations on the package of related services that may be offered to health care payors or patients;
  - Boycotts or refusals to deal with health care payors;
  - Whether members should or should not accept particular contractual terms offered by health care payors; or
  - Coercion or retaliation with respect to any member's decision to contract with a health care payor and may not organize a boycott or concerted refusal to deal with a payor if that payor does not comply with contract demands.

HIPA is not, and will not become, involved in the competitive business decisions of its members, nor will it participate in activities or discussions that suppress fair and open competition among its members.

There may also be potential antitrust implications related to the following activities:

- a) Standard setting, including accreditation;
- b) Setting membership criteria & ethical rules of conduct;
- c) Denial of membership benefits;
- d) Gathering and disseminating salary, benefit and employment-related information via surveys.

#### **D. Conduct Not Prohibited**

HIPA may act as a passive messenger and convey proposed contract terms between its members and health care payors and advocate on behalf of individual members with regard to the terms of contracts with payors.

Discussion of the following topics is not likely to raise substantial antitrust concerns, so long as the topics below do not include discussion of the topics above:

- Quality of patient care;
- Clinical integration;
- Coordination of care;
- Exchange of information or medical records regarding patients to facilitate coordination of care;
- Uniform standards or guidelines relating to the above;
- Sharing information or concerns about the standardized terms of contracts with health care payors; and
- Legislative and administrative advocacy.

### E. Training and Communications

HIPA directors, officers, and employees shall receive a copy of this Policy as part of their initial orientation and sign an acknowledgment that they have read and will abide by the Policy. Orientation for new directors, officers, and employees will include education on antitrust compliance and member responsibilities. HIPA members shall receive a copy of the Policy and sign/retain an acknowledgement that they have read and will abide by the Policy as a condition of membership. Any person invited to speak at any HIPA meeting or activity shall also be provided a copy of this Policy and shall sign/retain an acknowledgment that they have read and will abide by the Policy. The Policy will be made available on HIPA's website.

### F. Enforcement

- The Board of Directors (Board) is responsible for:
  - (a) overseeing and implementing this Policy;
  - (b) appointing a compliance officer responsible for day-to-day management and implementation;
  - (c) reviewing investigation reports and determining whether and what disciplinary measures to take in response to an investigation;
  - (d) periodic review of complaints and investigations to ensure accountability, identify patterns of misconduct, and potential compliance weaknesses; and
  - (e) periodic review of this Policy to assess whether its criteria should be updated in light of the Board's periodic review of complaints and investigations.
- HIPA officers, directors, employees, and members should be on the lookout for potential antitrust issues and should proactively address them before they become concerns by promptly contacting the Compliance Officer to discuss questionable conduct. Submissions may be anonymous.
- Potential or actual violations of this Policy and complaints regarding questionable conduct must be brought to the attention of the Compliance Officer as soon as possible so that they can be addressed appropriately. Complaints, reports of potential or actual violations, and concerns may be submitted anonymously.
- When concerns regarding questionable conduct, complaints, and reports of potential or actual violations of this Policy are presented, the Compliance Officer will consult with the Board and legal counsel promptly to determine whether an internal investigation is appropriate.
- If there is reason to believe that an antitrust violation may have been committed, an investigation will be undertaken promptly and a report shall be made to the Board.
- HIPA officers, directors, and employees who violate or fail to comply with this Policy are subject to disciplinary action, including termination.
- Members who violate or fail to comply with this Policy will receive a notification letter from HIPA's legal counsel and are subject to disciplinary action, including revocation of membership.

Adopted by the Board of Directors on December 7, 2019 .

Last modified: December 7th, 2019.

### Acknowledgment:

I, \_\_\_\_\_ hereby acknowledge I have read the above anti-trust policy and agree to  
*name*  
abide by its terms. I will retain a copy of this policy for my records.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date