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OPTIMUM QUALITY HEALTH VENTURES, INC.
Doing business under the name and style of CAMARIN DOCTORS HOSPITAL



CONFLICT OF INTEREST POLICY
AND
DISCLOSURE STATEMENT
OF THE
BOARD OF DIRECTORS & OFFICERS



Optimum Quality Health Ventures, Inc.

CONFLICT OF INTEREST POLICY AND DISCLOSURE STATEMENT

INTRODUCTION

This Conflict of Interest Policy and Disclosure Statement is issued by the Board of Directors of Optimum Quality Health Ventures, Inc. (OQHVI) in accordance with its Articles of Incorporation, By-Laws, Manual of Corporate Governance, Code of Business Conduct and Ethics, and other applicable laws, rules and regulations.

This policy and disclosure statement will articulate acceptable and unacceptable processes in dealings of Board members and officers of the corporation.

The Board should ensure the proper and efficient implementation of this policy and disclosure statement as part of the company's Code of Business Conduct and Ethics.

1. PURPOSE and APPLICABILITY

Purpose

The purpose of this Board of Directors & Officers Conflict of Interest Policy ("COI Policy") is to protect the interests of Optimum Quality Health Ventures, Inc. and to promote honest, and ethical conduct, including the handling of actual, apparent or potential conflicts of interest between personal and professional relationships.

The OQHVI's Board is reflective of the strategic alliances of its directors and the company. There may be times when its representatives are developing new business lines within their own that potentially compete with OQHVI's service offerings, while on the other hand, such dealings may develop into shared strategic partnerships between the member and the corporation. Given this complexity and to ensure a solid measure of integrity, a rigorous conflict of interest process is essential. Toward that end, the goals of this COI Policy are to:

- Ensure Compliance with OQHVI's Board Code of Business Conduct and Ethics;



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- Provide guidance when members of the Board & Officers of Optimum Quality Health Ventures, Inc. is contemplating entering into a transaction or arrangement that might benefit the private interest of a member of the board of directors & officers;
- Ensure conflicts or relationships involving the Board do not compromise Board members' independent view on any particular issue or vote, nor dilute the director's Duty of Loyalty to all stockholders;
- Encourage timely reporting to the Compliance Officer, or the Conflict Advisory Committee of any violations of this COI Policy;
- Ensure appropriate identification, disclosure, handling and recording of instances in which a director or officer may be presented with a conflict of interest; and
- Protect the integrity of OQHVI and its decision-making process, and promote stockholder, customer, and members confidence in the integrity, intentions and actions of the Board and its officers.

Applicability

This COI Policy applies to each member of the Board including its corporate officers. OQHVI employees shall refer to the Company's Code of Business Conduct and Ethics for conflict of interest matters.

This COI Policy is intended to supplement but not replace any applicable laws governing conflicts of interest applicable to the Company.

No policy can anticipate every situation or circumstance that might lead to a conflict of interest, and as such this COI Policy does not attempt to describe all possible conflicts but rather to serve as a baseline. Any director who is uncertain of the applicability of this COI Policy or individual responsibilities relating to it should seek clarification and guidance before acting



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from the Compliance Officer or Conflict Advisory Committee. This policy is not meant to replace good judgment and all directors and officers should respect its spirit as well as its wording.

2. DEFINITION OF TERMS

Articles of Incorporation refers to the Article of Incorporation of the Company, as may be amended from time to time.

Board refers to the Board of Directors of the Company.

By-Laws refers to the By-Laws of the company, as may be amended from time to time.

Committees refers to the Board committees constituted by the Board of Directors.

Company refers to Optimum Quality Health Ventures, Inc. doing business under the name and style of Camarin Doctors Hospital.

Compliance Officer refers to the Company's Compliance Officer.

Conflict of Interest (Interested Person) A "conflict of interest" occurs when the private interest of a person with a fiduciary responsibility to Optimum Quality Health Ventures, Inc. and its stockholders interferes in any way or even appears to interfere with the interests of the Company as a whole. A conflict situation can arise when a director or officer has interests that may make it difficult to perform their work as director or officer objectively and effectively, or when such director or officer has have a personal interest in, or connection with, any company or employee that OQHVI conducts business or competes with, if the interest is of such a nature that it might influence, or appear to influence, the independent judgment of that individual. Conflict of interest also arise when an Immediate Family Member is involved.

Director refers to a member of the Board of Directors of the Company.



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Immediate Family Member

An “immediate family member” includes any child, stepchild, parent, stepparent, spouse, sibling, in-laws of the director or officer.

Stakeholder

refers to any individual, organization, or society at large who can either affect and/or be affected by the Company’s strategies, policies, business decisions and operations, in general. This includes among others, customers, creditors, employees, suppliers, investors, as well as the government and community in which it operates.

Stockholder

refers to individuals or entities who own shares of stock in the Company.

3. POLICY OVERSIGHT

This COI Policy shall be under the jurisdiction of the Audit Committee which will consider recommendations from an advisory committee herein named the Conflict Advisory Committee. The Committee is assigned specifically to assist the Board in identifying and managing director or officer conflicts of interest, specifically by:

- Gathering information about potential or actual conflicts of interests, which may involve conducting interviews as appropriate.
- Recommending to the Audit Committee an appropriate action (e.g., whether an interested director may serve on a specific Board committee or be present for discussion, deliberation, voting, etc.) on matters in which a potential or actual conflict may exist or where a conflict of interest calls into question a particular director’s continued ability to serve effectively on the Board, and whether the Audit Committee should recommend to the Board that the director no longer continue to serve.



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4. GUIDELINES

This COI Policy does not attempt to describe all possible conflicts of interest that could develop; however, some of the more common conflicts which directors should avoid are described below:

- **Relationship of Company with Third Parties:** Directors shall avoid any conduct or activities that are inconsistent with the Company's best interest or that disrupt or impair the Company's relationship with any person or entity with which the Company has or proposes to enter into a business or contractual relationship. Directors may not act on behalf of, or conduct business on behalf of OQHVI with any company or firm whom the director (or any of their Immediate Family Members) has a Financial Interest or other substantial personal interest or affiliation.
- **Compensation from Non-Company Sources:** Directors may not accept compensation in any form for services performed for the Company from any source other than the Company for services as a director.
- **Confidentiality:** Directors may not use non-public information of OQHVI for their own benefit or the benefit of an Immediate Family Member or a Related Party. All directors shall avoid from discussing internal Company matters or developments with anyone outside of the Company, except as required in the performance of regular duties or as otherwise required by law. Serious problems could be caused for the Company by unauthorized disclosure of confidential or proprietary information about the Company.
- **Corporate Opportunities:** Directors shall avoid taking for themselves personal opportunities related to the Company's business; using the Company's property, information or position for personal gain; and shall not compete with the Company for business opportunities.
- **Relationship with Competitors:** Directors shall avoid entering into a relationship or transaction that could give rise to actual or potential appearance of divided loyalties/conflicting interests (e.g., having a Financial Interest in or service with a



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competitor, or with a company that is pursuing an activity involving Optimum Quality Health Ventures, Inc.).

- **Personal Use of Company Assets:** Directors shall avoid using Company assets, labor or information for personal use without prior approval by the Board or as part of an approved Board Communication, compensation or expense reimbursement program.
- **Equity Investments:** Directors shall disclose on a real-time basis any new equity investments owned by such director, their Immediate Family Members in any participating vendors or suppliers of the Company. Directors are also required to disclose investments or other related interests, or those of their Immediate Family Members or Related Parties, in competitors as they arise. Further, directors shall disclose prior to commencement of discussions concerning a particular participating vendor or supplier any equity investments owned by such director, their Immediate Family Member or Related Parties in such participating vendor or supplier. A director, officer, or committee member who has or whose Immediate Family Member or Related Party has such investment may not participate in any discussions, negotiations, voting or other decisions relating to the applicable vendor or supplier.

5. PROCEDURES

Duty to Disclose

Each existing and potential new candidate for a Board seat will complete the COI process no less than annually. This involves reviewing the Code of Business Conduct and Ethics and COI Policy, and completing and signing the Conflict of Interest Disclosure Statement for Directors.

Each Board member shall also update and resubmit the Disclosure Statement as promptly as practicable, and in any event within fifteen (15) days after entering into or becoming aware of a new relationship or a change in an existing relationship that may present a conflict. Each director will be required to review this COI Policy annually, and at such time shall review their



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previously submitted Disclosure Statement, and if necessary, amend, and resubmit the form. In connection with any actual or possible conflict of interest, an interested director must disclose the existence of the interest and all material facts to the Compliance Officer and Conflict Advisory Committee.

Determining Whether a Conflict of Interest Exists

The process in determining whether a conflict of interest exists will be as follows:

- a) The Conflict Advisory Committee will convene to assess if a potential or actual conflict exists, or where the disclosed conflict of interest calls into question the director's continued ability to effectively serve on the Board.
- b) An interested director may be called to make a presentation or explanation related to the applicable transaction, arrangement or relationship at a Committee meeting to gain a better understanding of the issues.
- c) Upon completing the presentation or explanation, such director must be recused from any discussion of, and any vote on, the transaction, arrangement or relationship involving the conflict of interest.
- d) The Committee shall then present its recommendation to the Audit Committee.

Procedures for Addressing the Conflict of Interest

Should the Audit Committee determine the matter does not constitute a conflict, it will notify the affected director in writing that no further action is necessary unless there is a change in the matter.

Should the Audit Committee determine the matter does constitute a conflict, it will determine a course of action. Corrective action approved by the Audit Committee may include, without limitation, the interested director be:

- Restricted from any applicable committee participation, and/or
- Excluded from all matters relating to the conflict, or



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- Required to divest the interest causing the conflict.

In addition, the Audit Committee may make a recommendation to the Board that the interested director be removed from the Board and not stand for reelection and hold any other position in the corporation.

Violations of the Conflicts of Interest Policy

- a) If a director, officer or any other concerned party has reasonable cause to believe a director has failed to disclose actual or possible conflicts of interest, or failed to abstain from any discussion or vote related to a conflicting matter pursuant to this COI Policy, they shall inform the Compliance Officer and Conflict Advisory Committee.
- b) If, after hearing the interested Director's response and after making further investigation as warranted by the circumstances, the Audit Committee reaches a conclusion that the Director has failed to comply with this COI Policy or the approved restrictive requirements, it will determine the disciplinary action.
- c) If the Audit Committee concludes that the violation could be cause for removal from the Board, then the Audit Committee will make a recommendation to the Board for a majority vote.

6. ANNUAL STATEMENTS

Directors shall annually sign the Conflict of Interest Disclosure Statement which affirms such person:

- a) has received a copy of the COI Policy,
- b) has read and understands the COI Policy, and
- c) has agreed to comply with the COI Policy.



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Any new Board members and potential candidates are required to sign the Disclosure Statement prior to service.

7. FINAL PROVISIONS

Effectivity

This Conflict of Interest Policy and Disclosure Statement is immediately effective once approved by the Board until amended, altered or varied.

Review and Amendment

The policy shall be reviewed by the Board when deemed appropriate, but no less than once every two (2) years.

The COI Policy and Disclosure Statement shall not be amended, altered or varied unless such amendment, alteration, or variation shall have been approved by a Board resolution.



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In accordance with the purposes and intent of the Optimum Quality Health Ventures, Inc. (OQHVI) Conflict of Interest Policy (“COI Policy”), a copy of which has been furnished to me, I hereby disclose the I, _____, my Immediate Family Member or Related Party have the following affiliations, interests or relationships, and/or have taken part in the following transactions:

1. Do you, an Immediate Family Member or Related Party hold, directly or indirectly, a financial interest or other substantial personal interest or affiliation with any company, vendor, supplier or firm with which Optimum Quality Health Ventures, Inc. has or proposes to enter into a business or contractual relationship?

No

Yes – Explain

2. Are you or your Immediate Family Member a director, executive, advisory board member, limited partner, founder, officer, or hold another position of authority to influence, directly or indirectly, any organization, firm, company whether joint venture, owned or partially owned by your organization that would, directly or indirectly, compete with any Optimum Quality Health Ventures, Inc. businesses?

No

Yes – Explain



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3. Do you, an Immediate Family Member or Related Party hold, directly or indirectly, have or had a compensation relationship with any company, vendor, supplier, or firm with which OQHVI has or proposes to enter into a business or contractual relationships that has resulted in or could result in personal benefit to you, an Immediate Family Member or related Party?

- No
- Yes – Explain

4. Have you, an Immediate Family Member or Related Party used non-public information of Optimum Quality Health Ventures Inc. for personal benefit?

- No
- Yes – Explain

5. Have you, an Immediate Family Member or Related Party taken personal opportunities related to OQHVI business by using OQHVI property, information or position for personal gain or competed with Optimum Quality Health Ventures, Inc. for business opportunities?

- No
- Yes – Explain



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6. Have you, an Immediate Family Member or Related Party used OQHVI assets, labor or information for personal use without prior approval from the Board or not as part of an approved Board communication, compensation or expense reimbursement program?

No

Yes – Explain

7. Do you, an Immediate Family Member or Related Party have an equity investment in any company, vendor, supplier, or firm with which OQHVI has or proposes to enter into a business or contractual relationship?

No

Yes – Explain

8. Are there any other interests, activities, investments or involvement that you think might be relevant for full disclosure of all actual apparent or potential conflicts of interests?

No

Yes – Explain



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I hereby state that:

- I have received a copy, read and understand the Conflict of Interest Policy.
- I have received a copy, read and understand the Code of Business Conduct and Ethics.
- I agree to comply with the Conflict of Interest Policy and Code of Business Conduct and Ethics.
- I agree to report to the OQHVI's Compliance Officer or Conflict Advisory Committee:
 - any change in the response to each of the foregoing questions that may result from changes in circumstances, or
 - any further financial interest, situation, interest or conduct that may develop before completion of my next annual Disclosure Statement.
- The information contained in this Disclosure Statement is true and accurate to the best of my knowledge and belief.
- I am the individual named above who completed and signed the Disclosure Statement

(Signature over Printed Name)