

**SOUTHERN ILLINOIS HEALTHCARE ENTERPRISES, INC.
AND SUBSIDIARY CORPORATIONS**

CORPORATE BYLAW PROVISIONS

SECTION 6.085 CONFLICT OF INTEREST

A. Statement of General Policy.

This Corporation recognizes that it is natural for both actual or ostensible conflicts of interest to sometimes occur in the course of conducting the daily affairs of the Corporation. A conflict of interest is defined as referring only to personal, proprietary interests of the persons covered by this policy and their immediate families as defined in Paragraph E, and not to philosophical or professional differences of opinion. Conflicts will occur because the many persons associated with the Corporation do in fact have multiple interests and affiliations and various positions of responsibility within the community.

B. Actual or Ostensible.

Conflicts of interest may be actual or ostensible. A conflict of interest, whether actual or ostensible, may reflect adversely upon the persons involved and upon the institutions with which those persons are affiliated, regardless of the actual facts or motivations of the parties. Conflicts of interest that are actual may potentially place the interest of the individual(s) above that of the corporate obligations to its corporate purpose(s) and to the public interest. It is decidedly not in the long-range best interests of the Corporation to terminate or cease all association with persons who may have actual or ostensible conflicts of interests if there is a prescribed and effective method of rendering such conflicts, actual or ostensible, harmless to the Corporation, its corporate purposes, and the public interest.

C. Affirmative Policy.

It shall be the affirmative policy of the Corporation not to prohibit conflicts of interest from occurring, but to require that they be disclosed fully when and as they are discovered or occur and to prohibit specified activities by such parties in the affairs of the Corporation. Such disclosure shall be made to the General Counsel of the Corporation annually and at such other times as may be required as the actual or ostensible conflict arises, using such forms as may be prescribed by the General Counsel.

D. Coverage of this Policy.

This policy shall apply to all Trustees, Corporate Officers, Board Committee members, medical staff committee members, agents, and employees of the Corporation, including independent contract providers of services and materials. It shall be the affirmative obligation of executive management of the Corporation to publicize this policy to all such parties on a recurring basis.

E. Disclosure of all Conflicts.

All Trustees, Officers, Board Committee members, medical staff committee members, agents, employees and independent contractors of the Corporation shall disclose all actual or ostensible conflicts of interest which they discover or have brought to their attention in connection with the Corporation's activities as soon as reasonably possible. "Disclosure" as used in these By-Laws shall mean providing to the appropriate person, Board or committee a description of the facts comprising the actual or ostensible conflict. In the case of conflicts involving Officers and Board members or their immediate families, defined below, the written notice of disclosure shall be filed with the Board Chair, the General Counsel of the Corporation and the President. All other written notices of disclosure shall be filed with the General Counsel of the Corporation or person designated by the General Counsel from time to time to receive such notifications. All notices of conflict of interest received hereunder shall be noted for record in the minutes of a meeting of the Board of Trustees and any appropriate committee thereof.

Relative or family member includes a person's spouse, ancestors, brothers and sisters, children, stepchildren, stepparents, grandchildren, great-grandchildren, as well as mother-in-law, father-in-law and spouses of brothers, sisters, children, stepchildren, grandchildren and great-grandchildren. Relative or family member also includes a party to a civil union, who is a person who has established a civil union pursuant to the Illinois Religious Freedom Protection and Civil Union Act or any other similar statute, and is included in any definition or use of the terms spouse, family, immediate family and other terms that denote the spousal relationship.

F. Prescribed Activity by Persons Having Conflicts.

Where a Trustee, Officer, Board Committee member, medical staff committee member, agent, employee or independent contractor believes that he or she or a member of his or her immediate family, as defined in paragraph E above, might have or does have an actual or ostensible conflict of interest, he or she shall, in addition to filing the notice of disclosure required under this provision, abstain from making motions, voting, executing agreements on behalf of the Corporation, or taking any other similar direct or indirect action on behalf of the Corporation where the conflict might pertain. At any time an item comes up for business before the Board in which a person or a member of that person's immediate family has a conflict, such person shall leave the room and not participate in discussion or voting. Where any person requests in writing, or upon its own initiative, the Board at any time in special cases may establish further guidelines for the resolution of any actual or ostensible conflicts of interest consistent with the interest of the Corporation.

G. Procedure.

Any Trustee, Officer, Board Committee member or medical staff committee member having an actual or ostensible conflict of interest on any matter shall not vote on that matter and shall not be counted in determining a quorum for the meeting. It is anticipated that the Trustee, Officer, Board Committee member or medical staff committee member having such actual or ostensible conflict of interest shall have an opportunity to explain the actual or ostensible conflict and then will leave the meeting; however, the Trustee, Officer, Board Committee member or medical staff committee member shall be available to answer any questions from other Board members, if any. The

minutes of the meeting shall reflect that disclosure was made, abstention from voting and quorum determination.

The foregoing requirements shall neither be construed as preventing the Trustee, Officer, Board Committee member or medical staff committee member from revealing the conflict, stating a position in the matter, nor from answering pertinent questions of other Board members.

This policy shall be reviewed annually for the information and guidance of Trustees, Officers, Board Committee members or medical staff committee members and any new Trustee, Officer, Board Committee member or medical staff committee member shall be advised of this policy before undertaking the duties of office.

If there are any questions concerning a particular situation or proposed transaction which may result in an actual or ostensible conflict of interest, the Trustee, Officer, Board Committee member or medical staff committee member shall contact the Corporation's General Counsel. If a conflict exists and is not resolved it shall be brought to the attention of the Chair of the Board by any person having knowledge or information.

Copies of this policy statement shall be sent to each Trustee, Officer, Board committee member, medical staff committee member, management employee, physician employee, physician independent contractor and employed licensed independent practitioner at least once per year, with the requirement that they complete a certificate which confirms that they understand this policy, agree to comply with it, indicate any known conflicts, and have no knowledge of any additional violation of this policy. In the case of an actual or ostensible conflict of interest situation, the Trustee, Officer, Board committee member, medical staff committee member, management employee, physician employee, physician independent contractor or employed licensed independent practitioner and others affected by this policy shall complete a specific disclosure notice.

H. Special Note.

Certain approval levels for financial transactions may be approved by the Board from time to time. Such resolution with delegation of authority to commit assets of the Corporation shall not supersede this conflict of interest policy and any business with Board members, even while under said limits, shall require full disclosure and approval by the Board of Trustees prior to execution of any agreements, payments, etc.

November 10, 2011