

## 2017 PUBLIC ACCOUNTABILITY QUESTIONNAIRE

This Questionnaire Covers Calendar Year 2017.  
Please return your response to [sonja.nesbit@arentfox.com](mailto:sonja.nesbit@arentfox.com) no later than  
**May 26, 2017.**

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### OWNERSHIP AND ORGANIZATIONAL STRUCTURE

1. Describe the ownership structure of your GPO and/or its parent or affiliated companies, including details regarding the following:
  - Person(s) or entity(ies) that control the majority of voting interests in your GPO;  
**Response:** HPS Membership serving on the Board of Managers and the Advisory Committees.
  - The types of equity holders of your GPO (e.g., publicly-held company, healthcare providers, individuals, for-profit and/or not-for-profit entities)  
**Response:** not-for-profit members
  - The corporate form of your GPO and/or its parent or affiliated companies – such as corporation, partnership, limited liability company, co-op;  
**Response:** Limited Liability Company
  - Whether the GPO is organized as a for-profit or not-for-profit organization; and  
**Response:** HPS, LLC is a LLC owned by not-for-profit members.
  - Location of corporate headquarters.  
**Response:** 3275 N M-37 Highway, Middleville, MI 49333
2. Describe the composition of your Board of Directors or other governing body and reflect any changes from the previous HGPII reporting year. Include the following in your response:
  - Number of individuals serving on your Board;  
**Response:** HPS Board of Managers consists of 16 seats.
  - Percentage of Board representing GPO customers;  
**Response:** 100 percent, this is a requirement.
  - Percentage of Board that are employees of the GPO; and

**Response:** One, HPS President and CEO. This is the only staff allowed by Board/LLC Management Operating Policy to serve on the Board of Managers.

- Percentage of Board members also serving as employees, officers, or directors of a participating vendor.

**Response:** None. This is prohibited by the “HPS Code of Conduct for Business, Ethics, and Contracting” and specifically the “Conflict of Interest” statement all Board members must sign prior to serving.

3. Indicate whether any equity holder of your GPO and/or its parent or affiliated companies is a physician (or an immediate family member of a physician).

**Response:** HPS does not have any physicians as equity holders of our GPO.

## CONFLICT OF INTEREST

4. Describe the GPO’s policies and procedures that address conflicts of interest for:

- Employees in a position of influence with regard to contracting decisions;
- Clinical Advisory Members; and
- Members of the GPO’s Board of Directors or other governing body.

As part of your response, provide details about reporting requirements for conflicts and provide a copy of written policies.

**Response:** Yes, refer to our Code of Conduct for Business, Ethics, and Contracting. All employees, executives, advisory committee members, and members of the HPS Board of Managers are required to sign a conflict of interest statement every year. Any new employees and or Board/Committee members are required to sign the conflict of interest policy prior to service.

5. Describe actions the GPO takes to avoid conflict of interest issues for members of the Board of Directors (e.g. disclosure and/or prevention of equity investments in participating vendor relationships and acceptance of gifts/meals/travel/entertainment paid for by vendors.)

**Response:** The conflict of interest policy also addresses any equity investments in or with participating vendors. HPS requests that there be no equity investments prior to service and or participation. HPS employees do not serve on any Board for suppliers or services that HPS provides to its membership (attested to in the Conflict of Interest that all staff, committee and board members sign annually). Gifts from the vendor community are forbidden, but during the holiday season certain perishables do arrive unsolicited. HPS distributes the products to our local food bank or a local charity designated by the majority of the staff. Certain business is conducted in conjunction with meals. The HPS standard is that we pay for the “HPS” portion of the meal, or rotate in payment of the total bill. HPS

staff does not accept entertainment. Please refer to the HPS Code of Conduct Power Point for an example explanation of policies.

6. Describe the GPO's policies and procedures that address activities, including other lines of business of the GPO and/or its affiliates (including non GPO services and strategic investments) that might constitute conflicts of interest to the independence of its purchasing activity. [1]

**Response:** HPS does not offer services or have other lines of business outside the group purchasing activities.

#### **OTHER LINES OF BUSINESS**

7. Describe other lines of business or investments of the GPO and its affiliates. We are interested in hearing about new as well as nontraditional GPO services that your company and its affiliates are involved with.

**Response:** HPS does not conduct any business activities outside of the GPO practice. HPS is the parent corporation.

8. What policies or guidelines does the GPO have to address potential conflicts of interest with regard to other lines of business engaged in by the GPO and/or its parent or affiliated companies?

**Response:** Not applicable - HPS does not conduct any business activities outside of the GPO practice.

#### **MONIES FROM VENDORS**

9. Describe the GPO's policy with respect to the receipt of sponsorship funds, grants for research or other educational programs, or any other source of non-administrative fee revenue from vendors. What policies does the GPO have to guard against any potential conflict of interest relating to such payments?

**Response:** HPS does not receive sponsorship funds, grants for research or other educational programs, or any other source of non-administrative fee revenue from vendors.

10. Does the GPO and/or its parent or affiliated companies accept vendor fees relating to conference sponsorship or exhibit booth space? What policies does the GPO have to guard against a potential conflict of interest relating to vendor participation in industry trade shows, and donations in general?

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<sup>1</sup> Business concerns, organizations, or individuals are affiliates of each other if, directly or indirectly, (1) either one controls or has the power to control the other, or (2) a third party controls or has the power to control both. (See 48 CFR, Section 9.403 (2007): Securities Act, Sec. 16, 15 USC 77p(f)).

**Response:** HPS hosts an annual membership conference and vendor trade show. In the past years the members do not have a registration fee and the vendor trade show booth fees are less than \$1,000. Corporate sponsorships are available from \$750 - \$15,000 to cover the costs of the event including conference venue rental, food, and speaker fees. The vendor participation is handled by a separate department (outside of contracting personnel) and it is not mandatory in any way that a vendor exhibit and/or provide sponsorship. HPS discloses those sponsorships to the members at the annual meeting and trade show. Please refer to attached HPS Vendor Prospectus for the 2016 HPS Conference and Trade Show.

11. Describe any services or products the GPO or its affiliates provide to vendors on a fee-for-service basis (e.g. data, claims processing, etc.).

**Response:** HPS does not provide any services to the vendor community.

12. Does the GPO make annual disclosures of administrative fees received from vendors for contracting activities with respect to the member's purchase of products and services (e.g. safe harbor reports)? If this document is publicly available, provide an electronic link to this information.

**Response:** Yes, HPS makes annual disclosures of administrative fees received from vendors for contracting activities with respect to the member's purchase of products and services. See the example included with this response. The majority of HPS' operational funding (80 %+ ) comes from membership dues. HPS notifies all eligible members of the fees collected in accordance with 42 CFR 1101.952(j).

13. Does the GPO disclose to members all payments other than administrative fees the GPO receives from any vendor in the course of the GPO's group purchasing activities (e.g. booth space, educational grants, marketing fees, honoraria, etc.) whether from the purchasing activity of those members or not? Describe your disclosure practices.

**Response:** No

14. Describe the GPO's policy with respect to returning administrative fees to an ineligible ~~vendor~~ Member.

**Response:** HPS does require a member to be in good standing prior to payment of Board directed administrative fees.

## **MEMBER FEES**

15. Does the GPO pay fees or offer equity to members upon the signing or re-signing of a participation agreement with the GPO or the joining or renewal of membership in the GPO program?

**Response:** No, HPS does not pay fees to members upon the signing or renewal of the membership with the GPO. The administrative fee shareback is based on the participation

in the contracted programs. Therefore, there would be no accumulated administrative fees for a new member.

## **BID AND AWARD/CONTRACTING ISSUES**

16. Does the GPO have a publicly-available description of its bid and award process? If so, provide a link and written description of your bid and award process. If not, describe how it may be obtained.

**Response:** As of January 13, 2017 HPS partnered with ROi for our members to access their contract portfolio. Therefore, HPS will have to defer this question to the ROi process.

17. Describe the GPO's requirements for how products or services are published so they are accessible to potential vendors. If a bidder is not awarded a contract, is that bidder able to review the decision criteria used to evaluate the bid? Include in your response a general description of the GPO's criteria for vendor selection.

**Response:** As of January 13, 2017 HPS partnered with ROi for our members to access their contract portfolio. Therefore, HPS will have to defer this question to the ROi process.

18. Describe the GPO's policy with regard to the use of single, sole, dual, and multi-source procurement and provide an example or two to support use of these contracting tools.

**Response:** As of January 13, 2017 HPS partnered with ROi for our members to access their contract portfolio. Therefore, HPS will have to defer this question to the ROi process.

19. Does the GPO permit bundling of unrelated products or services from the same vendor or from different vendors? If so, under what circumstances would the GPO consider bundling to be appropriate?

**Response:** As of January 13, 2017 HPS partnered with ROi for our members to access their contract portfolio. Therefore, HPS will have to defer this question to the ROi process.

20. Describe the process for contracting for clinical preference items. Describe the GPO's policy guiding the appropriate length/term of contracts for clinical preference products.

**Response:** As of January 13, 2017 HPS partnered with ROi for our members to access their contract portfolio. Therefore, HPS will have to defer this question to the ROi process.

## **ADMINISTRATIVE FEES**

21. What is the GPO's practice regarding the amount of administrative fees accepted? If there is a written policy, please provide an electronic link or copy of the GPO's policy regarding these fees.

**Response:** As of January 13, 2017 HPS partnered with ROi for our members to access their contract portfolio. Therefore, HPS will have to defer this question to the ROi process.

22. Describe the conditions in which the GPO accepts administrative fees beyond 3 percent, requiring specific (not blanket) disclosure under the Federal Regulatory Safe Harbor provisions?

**Response:** As of January 13, 2017 HPS partnered with ROi for our members to access their contract portfolio. Therefore, HPS will have to defer this question to the ROi process.

23. Describe the range of administrative fees accepted and examples of the types of contracts (without specifying specific proprietary information) that have administrative fees greater than 3 percent.

**Response:** As of January 13, 2017 HPS partnered with ROi for our members to access their contract portfolio. Therefore, HPS will have to defer this question to the ROi process.

### **PRIVATE LABEL PROGRAMS**

24. Describe whether the GPO has a private label program and if so, describe the products the private label program covers.

**Response:** As of January 13, 2017 HPS partnered with ROi for our members to access their contract portfolio. Therefore, HPS will have to defer this question to the ROi process.

25. Describe the GPO's practice regarding administrative fees derived from a private label program.

**Response:** As of January 13, 2017 HPS partnered with ROi for our members to access their contract portfolio. Therefore, HPS will have to defer this question to the ROi process.

### **VENDOR GRIEVANCE PROCESS**

26. Describe the GPO's policy and process with respect to responding to a vendor's grievance regarding the bid/award process.

**Response:** As of January 13, 2017 HPS partnered with ROi for our members to access their contract portfolio. Therefore, HPS will have to defer this question to the ROi process.

27. Did any supplier, since submission of the last GPO's Public Accountability Questionnaire, request an evaluation pursuant to the HGPII Independent Evaluation Process? If so, please provide information regarding the outcome of such evaluation.

**Response:** None have contacted HPS directly or via HGPII or HSCA.

28. Does the GPO participate in HGPII's Independent Evaluation Process?

**Response:** Yes, HPS has participated in HGPII Independent Evaluation Process last year.

29. Is the HGPII Independent Evaluation Process displayed on the GPO's public website? If so, please provide an electronic link to this information.

**Response:** On the HPS website, HPS highlights our participation and support of HGPII.  
<https://hpsgpo.com/about/partnerships>

## INNOVATION

30. Describe the GPO's policy and process to evaluate and provide opportunities to contract for innovative products and services.

**Response:** As of January 13, 2017 HPS partnered with ROi for our members to access their contract portfolio. Therefore, HPS will have to defer this question to the ROi process.

31. Does the GPO have the right to enter into a GPO contract for innovative technology at any time during its bid and award cycle? Describe the process the GPO has for fostering the development of GPO contracts for innovative products.

**Response:** As of January 13, 2017 HPS partnered with ROi for our members to access their contract portfolio. Therefore, HPS will have to defer this question to the ROi process.

32. Are GPO members allowed to evaluate products and/or communicate with vendors, regardless of whether a vendor has a contract with the GPO?

**Response:** Yes, HPS members are allowed to evaluate products and/or communicate with vendors, regardless of whether a vendor has a contract with the HPS.

33. Are GPO members allowed to purchase non-contracted products or services directly from non-participating vendors?

**Response:** Yes, HPS members are allowed to purchase non-contracted products or services directly from non-participating vendors.

## VENDOR DIVERSITY PROGRAMS

34. Describe the GPO's program or activities that encourage contracting with Diverse Suppliers (small, women-owned, veteran owned, minority-owned). Explain how you promote or market those programs to the GPO's membership and to Diverse Suppliers.

**Response:** As of January 13, 2017 HPS partnered with ROi for our members to access their contract portfolio. Therefore, HPS will have to defer this question to the ROi process.

35. Has the GPO increased contracting with Diverse Suppliers over the prior year(s)? If so, quantify these increases within each Diverse Supplier category (SBE, WBE, VBE, and/or MBE).

**Response:** As of January 13, 2017 HPS partnered with ROi for our members to access their contract portfolio. Therefore, HPS will have to defer this question to the ROi process.

36. Does the GPO have a Supplier Diversity Committee or other program or group for developing diversity goals and expanding opportunities? If so, describe. What are its mission, goals, and objectives? Does it work directly with the GPO's sourcing team in developing its goals and expanding opportunities? What are the Committee's significant achievements over the GPO's last fiscal year? If it is a committee, who are its members and how frequently does it meet?

**Response:** As of January 13, 2017 HPS partnered with ROi for our members to access their contract portfolio. Therefore, HPS will have to defer this question to the ROi process.

37. Does the program described in question 36 provide education to member health systems regarding diversity program best practices and/or how to establish a Supplier Diversity Program within their system? Does it solicit member feedback to ensure it is meeting member expectations?

**Response:** As of January 13, 2017 HPS partnered with ROi for our members to access their contract portfolio. Therefore, HPS will have to defer this question to the ROi process.

38. Describe any other actions concerning Supplier Diversity you think are important that are not covered by the preceding questions.

**Response:** As of January 13, 2017 HPS partnered with ROi for our members to access their contract portfolio. Therefore, HPS will have to defer this question to the ROi process.

## CODE OF CONDUCT

39. Provide a copy of (as well as an electronic link to) your GPO's written code of business ethics and conduct and describe any changes from the previous HGPII reporting year.

**Response:** The HPS Code of Conduct for Business, Ethics, and Contracting is available on the public HPS Web site, [www.hpsgpo.com](http://www.hpsgpo.com). No changes have been made from the previous HGPII reporting year. <https://hpsgpo.com/about/ethics>

40. Describe whether and in what manner the GPO distributes its written code of business ethics and conduct to all applicable employees, agents, contractors, clinical advisory committees, and others involved in group purchasing activity. How often is the code of conduct provided to employees? Do employees receive annual refresher training on the GPO's ethics and the code of conduct? Describe the content of the training and the method of delivery.

**Response:** Yes, upon employment with HPS each employee signs the conflict of interest and equity statements. HPS reviews the Code with employees prior to signing the conflict of interest and equity statements. In addition, each year at an all staff meeting the HPS Corporate Compliance Officer reviews a presentation on the HPS Code of Conduct with the entire staff. Following the presentation, each staff member is asked to sign the conflict of interest and equity statements. The Board of Managers and Advisory Committees are



presented the conflict of interest and equity statements and asked to sign a copy each year.

41. Describe the mechanism (e.g., a corporate review board, ombudsman, corporate compliance or ethics officer) for employees to report possible violations of the written code of business ethics and conduct to someone other than one's direct supervisor, if necessary.

**Response:**

The President/CEO – If the employee or business partner does not feel comfortable reporting to the manager it may be brought directly to the president/CEO of HPS.

Compliance Officer – If the employee or business partner does not feel comfortable in bringing the issue to the HPS president/CEO, then the reporting should go to the Compliance Officer. The Compliance Officer has full authority to take the matter directly to the HPS Board of Managers.

The HPS Hotline e-mail – If the employee or business partner desires anonymity, they may utilize the HPS Hotline form available, <https://hpsgpo.com/about/ethics>. The complaint or concern then comes directly to the Compliance Officer with complete confidentiality.

## REPORTING POTENTIAL ETHICAL VIOLATIONS

42. What process is used to protect the confidentiality of the reporting employee's identity and what safeguards are in place to mitigate the opportunities for retaliation?

**Response:** The HPS Hotline e-mail is a secure blind line. The choice of the sender to identify themselves is their option; it is completely blind to the Compliance Officer on the sender's identity.

43. Describe how the GPO follows up on reports of suspected violations of the code of business ethics and conduct to determine if a violation has occurred and if so, who was responsible. Describe corrective and other actions taken in such circumstances.

**Response:** HPS encourages all who deal with HPS to communicate directly and honestly about compliance issues or questions. HPS believes that honest communication is the responsibility of all involved in dealing with the HPS business process. Questions concerning legal, compliance, or ethical matters need to be brought forward and addressed. To date, HPS has not received a complaint filed via the e-mail or any other method.

44. Describe the processes the GPO follows up on, to monitor on a continuing basis, adherence to the written code of business ethics and conduct, and compliance with applicable federal laws.

**Response:** HPS makes all attempts to remain up-to-date on laws, regulations and guidelines by attending trade specific activities and monitoring appropriate trade publications. HPS maintains a system of internal controls to prevent, detect, and deter fraudulent behavior. HPS does not tolerate fraudulent behavior which includes the act or

intent to cheat, trick, steal, deceive, or lie, and intentional acts of fraud are subject to disciplinary action, up to and including termination.

45. Are periodic reports on the GPO's ethics and compliance program made to the GPO's Board of Directors or to a committee of the Board? If so, please state how often and in general, what information is reported? Are periodic reports on the company's participation in HGPII made to the GPOs Board of Directors or to a committee of the Board? If so, please state how often and in general, what information is reported.

**Response:** HPS reviews in detail the HPS code with the Board of Managers annually prior to the individual Board members signing the conflict of interest and equity statement. HPS staff reports at appropriate meetings their involvement in the HGPII and actions taking place in the market that impact the industry.

46. How many of your GPO employees attended the Best Practices Forum in 2014? Include the name of the most senior executive who attended.

**Response:** HPS's entire leadership team attended the 2010, 2011, 2012, 2013, 2014, 2015 and 2016 Forum including our President and CEO.

47. List the name, title and contact information of the senior manager assigned responsibility to oversee the business ethics and conduct program. Provide the name, title and contact information for the individual(s) responsible for responding to this report.

**Response:** Thomas J. LaPres, President and CEO HPS, tlapres@hpsnet.com and Michelle Pleiness, Vice President of Member Development and Customer Relations, HPS Compliance Officer, mpleiness@hpsnet.com. HPS Office: 269-795-3308.