

# COMPANY CODE OF CONDUCT

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## CODE OF CONDUCT

### I. INTRODUCTION

The Company takes pride in providing high quality of care and quality of life to those we serve and to contribute to improvement in the effectiveness, efficiency and integrity of our health care system as a whole.

We recognize that in today's highly regulated and competitive health care environment, the successful pursuit of those objectives depends not just on the clinical excellence and efficiency of the services we provide, but to a large degree it depends also on the strength of our character and our reputation for honesty, integrity, reliability, and respect among our residents, patients and clients, their families and friends, the communities we serve, our provider partners, our payers, and anyone else who does business with us.

The commitment to respect and enhance that reputation is a fundamental expectation of your employment or other professional association with the Company. It is a commitment we all bear individually and collectively. In short, the Company expects each and every one of us to **Do the Right Thing** in everything we do on behalf of the Company and those it serves.

### II. COMPLIANCE AND THE CODE OF CONDUCT

While we all generally understand what it means to do the right thing in our day-to-day lives, health care today is a complex business subject to many laws, regulations, guidelines and standards. One of the ways the Company helps us deal with those complexities is to establish a compliance program (the "Compliance Program") consisting of various principles, policies, procedures and structures to help clarify and apply those laws, regulations, guidelines and standards so we better understand what is expected of us.

The Code of Conduct (the "Code of Conduct" or the "Code") is just one element of the Company's Compliance Program, but it is an important one. It is a statement of the fundamental principles by which the Company expects its business to be conducted.

The Code of Conduct is not a substitute for the many authorities that govern our business or the detailed policies and procedures that the Company adopts to implement them but as a starting point or a guide to those more detailed authorities. Together, the broad principles of the Code of Conduct and the detailed requirements of the Company's compliance policies set forth the Company's expectations of you to Do the Right Thing. While the Company will provide you with access to this guidance, it is your obligation to embrace and apply it in everything you do on the Company's behalf. By signing the attestation accompanying this Code, you accept that obligation and acknowledge that your continued employment or other professional association with the Company depends upon your ongoing fulfillment of that obligation

### III. DISCHARGING YOUR OBLIGATIONS

We recognize that there may be instances where you learn of practices at the Company that may be of concern to you. While there are many different ways for you to address those concerns, we recognize that your choice will likely depend upon your relationship with the particular employees, independent contractors or vendors involved in the conduct at issue; upon your relationship with your supervisors; or upon your knowledge of the laws, regulations and policies governing the practice that is of concern to you. We wish to assure you that this Code of Conduct exists to help you when you are unable, for any reason, to assure yourself that the conduct in question is in fact appropriate, or if you believe that the problem has not been effectively remedied. In those instances, we fully expect that you will promptly inform your supervisor, if appropriate, or the Compliance Officer of the issue. The Compliance Officer is a senior member of the Company administration who is committed to ensuring full compliance with all existing laws, rules,

regulations, protocols and policies that govern us. The Compliance Officer reports to the Company's Governing Body in coordination with the Company's Director of Compliance.

All Company employees and independent contractors are strongly encouraged to bring concerns to the attention of the Compliance Officer. Reports may be made in person, in writing, or over the telephone. Written communications should be marked "CONFIDENTIAL AND PRIVILEGED MATERIAL PREPARED FOR LEGAL COUNSEL." The Company encourages the reporting of compliance concerns and assures you there will be no retaliation for reports made in good faith. Reports may be made anonymously to the confidential Compliance Hotline (1-855-663-0144) or by clicking the "Compliance" link on the Company's websites.

All reports and communications received will be confidential and privileged to the extent permitted by law. Counsel for the Company, the Compliance Officer and the Company Director of Compliance will review reports and assist in deciding upon an appropriate investigation. The cooperation of the reporting employee or individual may be sought during any investigation, and such cooperation will be positively noted in the employee's or individual's file. Upon conclusion of the investigation, with the advice of legal counsel, the Compliance Officer will determine the necessary follow-up action to be taken. Any concerns about the Compliance Officer or the Compliance Officer's actions or determinations may be brought to the Company's Director of Compliance or the Governing Body.

#### **IV. PRINCIPLE: RESIDENTS FIRST – QUALITY OF CARE AND RESIDENTS RIGHTS**

There is no principle more fundamental to attainment of the Company's objectives than the commitment to provide our customers and those who pay for their services with high quality of care and quality of life, while maintaining respect for their rights and the circumstances that have placed them in our trust.

##### **A. Quality Assessment and Performance Improvement**

Quality service is the hallmark of the Company, and each of us must strive to continually improve the quality of the services we provide and/or the job responsibilities we perform. It is expected that all Company personnel and independent contractors, regardless of responsibility, participate as appropriate in our quality improvement efforts. We are each responsible for familiarizing ourselves with the quality assessment and performance improvement activities applicable to our position. To obtain information about the Company's overall quality improvement plans and activities, please contact your supervisor.

##### **B. Resident/Client Rights**

The Company recognizes that each resident/client and their family are entitled to receive ethical treatment in accordance with accepted standards of care. It should be the express goal of all Company personnel and independent contractors to treat all residents/clients and their families with courtesy, compassion and dignity, while recognizing and honoring the resident/client's and family's right to privacy and confidentiality. All Company personnel and independent contractors shall fully familiarize themselves with the State Patient's Bill of Rights and conduct themselves at all times in a manner consistent with these rights. In addition, all Company staff and independent contractors involved in resident/client care activities shall attend periodic in-service training sessions or receive information dealing with residents/client' rights requirements. Such training shall cover:

- a) informed consent and refusal of treatment;
- b) privacy and confidentiality;
- c) mental hygiene law;
- d) resident/client complaints; and
- e) access to medical information.

## **V. PRINCIPLE: RESPECT FOR THE LAW AND GOVERNMENT PROCESS**

As indicated above, there are many complex laws, rules, regulations, policies, and procedures that govern virtually every aspect of the Company's business. These authorities are intended to ensure the quality and the integrity of the services we provide and to safeguard the private and public funds used to pay for them from fraud, abuse, and waste. They are administered and enforced by a broad range of governmental agencies through a number of different processes some of which may be routine and familiar to you, others of which you may never encounter.

The Code of Conduct is not intended to catalog or restate all of the authorities that govern our business. However, some of the more important laws and processes that can affect us are addressed below. Regardless of whether or not they are specifically addressed in this Code, however, respect for all of the laws, rules, regulations, policies and procedures which govern our business and the governmental agencies and processes through which they are administered and enforced, is a fundamental principle of the Company's compliance program.

### **A. Discrimination**

There are many state and federal laws that address the issue of discrimination in the admission, care and treatment of our residents, and in the workplace. The Company believes that the fair and equitable treatment of residents, staff and others who do business with us is critical to fulfilling the vision and goals of the organization.

Our policy is to admit and treat residents solely on the basis of their needs, and our capacity to effectively address those needs, without regard to race, color, religion, sex, national origin, age or disability of such person, or any other classification protected by law.

No form of harassment or discrimination on the basis of any classification protected by law will be tolerated. Any allegation of harassment or discrimination will be promptly investigated in accordance with applicable human resource policies and all applicable state and federal laws. Violations confirmed by investigation will result in discipline up to and including termination.

### **B. Business Inducements**

#### **1. Gifts, Gratuities, Donations and other Benefits That Can Lead To Trouble**

Various state and federal laws prohibit the offer, acceptance, solicitation or payment of gifts, gratuities and other benefits of any kind by or on behalf of health care providers, that could be viewed as intended in any way to influence the referral of business paid for in whole or in part, by publicly funded health care programs such as Medicare and Medicaid. These laws are intended to protect the integrity of those programs by prohibiting certain relationships that could lead to unnecessary or otherwise improper utilization of those health care programs.

There are many ways these laws can affect us and violations can have serious consequences for the Company as well as any individuals who violate them. The Company's policies and procedures on this topic will reflect the seriousness of those concerns and all staff are expected to thoroughly familiarize themselves with those policies. If you have any question at all about the propriety of any particular situation you should raise it with your manager, your Compliance Officer or any member of the Company's management team or its Governing Body. Even innocent or well-intentioned mistakes can have serious consequences, so it is always best to ask questions if you are not absolutely sure.

In short, whether dealing with residents, their families or other representatives, health care providers with whom we do or we might refer our residents (including health care charities associated with referral partners), vendors or contractors who offer to provide or do provide goods or services to the Company or its residents or any other parties or entities with whom we conduct the Company's business, Company staff must be vigilant to ensure that all such business is absolutely

free from offers, solicitation, payment or acceptance of gifts, gratuities or other benefits of any kind whatsoever made for the purpose of inducing or influencing business decisions.

While these principles and policies apply to all of us, it is particularly important that any staff or Company representatives with contracting authority or marketing and admissions responsibilities be aware of and sensitive to them. Keep in mind that your view of what constitutes an inducement may differ from that of others. The government takes a very expansive view of this and in the final analysis that is the view that matters most. Any arrangement or proposal that is tied in any way to the volume or the nature of business referred between parties is particularly suspect as is any proposal or arrangement offering commercially unrealistic discounts, “free” goods and services or below fair market value prices. Arrangements between business partners that may be widely accepted or routine in other business can lead to significant civil or even criminal penalties in the health care industry. Basically, in health care today, if the deal looks too good to be true, it probably is.

## **2. Gifts, Gratuities and Payments from Residents**

While not necessarily rising to the level of violations of law discussed above, the same considerations apply with respect to gifts and gratuities offered by or solicited from residents, their friends, families and representatives. The Company makes decisions on the acceptance and referral of customers and on accommodations or services provided to customers based solely on an assessment of their clinical needs and our ability to provide the goods and services required to address those needs. We want to avoid any appearance that these decisions can be influenced by inducements that residents or their representatives might be willing to make. Accordingly, staff members are prohibited from individually soliciting or accepting tips, personal gratuities or gifts of any kind from residents or their friends or family members. Other than small items of nominal value or items presented for the benefit of an entire unit or department such as flowers, fruit baskets, candy, etc., staff members may not accept gratuities from residents or residents’ families or friends. If a resident, family member or friend or any other individual wishes to present a monetary gift, or other gift of more than nominal value he/she should be referred to the appropriate administrator or Compliance Officer.

## **3. “Supplementation”**

There are certain limited situations in which payers may permit residents or their representatives to “supplement” the amount paid to the facility under their health care coverage, for additional services over and above what that coverage might otherwise pay for. In other cases, such “supplementation” is strictly prohibited. Accordingly, before agreeing to accept any such supplementary payments by or on behalf of a resident, for “extra” services, staff should always seek the review and approval of the Company’s legal department.

## **C. False Claims – The Importance of Thorough, Accurate and Timely Documentation**

The Federal “False Claims Act” and many similar or related state and federal laws provide for significant civil and/or criminal penalties for the filing of false or inaccurate claims for reimbursement from Medicare, Medicaid, other public health programs and third party payers.

False claims include claims for services no one performed, claims for more services than what someone actually performed, claims that are not medically necessary, are inaccurate or that misrepresent the scope or the nature of the services rendered, claims for services that the programs do not cover, and claims for services lacking adequate clinical documentation. Additionally, the government has argued that false claims also include claims for services that significantly deviate from the quality standards that the payers expect when they contract with us to provide care to their members or beneficiaries.

As required by federal law, the Company has developed and published for all staff, vendors and others who do business with us, policies specifically addressing the provisions of the Federal False Claims Act and related state laws as well as the protections afforded under those laws to those who report actual or suspected violations of the laws, commonly referred to as “Whistleblowers.”

The thoroughness, accuracy and reliability of the documents and records the Company produces or uses in conducting its business is critical to our compliance with these laws and the attainment of our business objectives. Nowhere is this more important than with respect to the procedures we follow and the records we produce for purposes of claims and reimbursement, regardless of the payer. Strict compliance with the Company’s policies on creation, maintenance and correction of all claims-related documentation is fundamental to your employment or association with the Company. Intentional or negligent errors, omissions or misrepresentations are serious offenses subject to discipline up to and including termination.

#### **D. Privacy and Confidentiality Laws – Personal Identifying Information**

Everyone in health care today has some awareness of the federal Health Insurance Portability and Accountability Act (“HIPAA”). HIPAA and the regulations which implement it, formally recognized the privacy interest that all health care consumers have in their personal health care information. It imposes upon the health care industry many detailed requirements to help safeguard those privacy interests from inappropriate and unnecessary use and disclosure. Personal health care information protected under HIPAA (“protected health information” or “PHI”) includes any information that can be used to identify the person as a resident or consumer of health care services or that relates to the person’s health care status, treatment or payment status. In addition to HIPAA, federal and state laws and standards have been adopted that significantly expand the privacy protections addressed by HIPAA and the penalties for violating those protections. In some states those protections are extended beyond our customers to the personal identifying information (“PII”) of employees and/or others who may do business with us. These laws and standards will continue to evolve.

The Company respects the privacy interest held in all PHI/PII and requires its employees, consultants, contractors and anyone else with access to such information to do so as well. To that end the Company will adopt, and update as circumstances require, specific confidentiality policies and procedures to address the more complex issues that arise regarding the “use” or “disclosure” of PHI/PII.

As a general principle, however, you should consider all medical, financial or other personal identifying information of residents or employees that you have access to during the course of your employment or association as strictly confidential. Even where use or disclosure of such information is permitted under the pertinent laws and Company policies, you should use or disclose only the minimum amount of information necessary to accomplish the task for which you need it, and you should disclose it only to those who absolutely need the information to perform their jobs. Intentional or even unintentional disclosure to friends, family members, co-workers or anyone else of PHI/PII – even the fact that someone is a resident of your facility – runs the risk of serious consequences for everyone involved. This is particularly true of electronic media, such as cell phones, laptops or other devices, which can record, store or transmit images or other personal identifying information widely and instantly with a single mistake. Do not under any circumstances take, transmit, or post publicly photographs or video of our residents or otherwise disclose in any format – electronic, verbal or paper – any PHI/PII with which you come into contact during the course of your employment or association with the Company except as may be specifically authorized under applicable Company policies. IF THERE IS ANY DOUBT WHATSOEVER ABOUT WHETHER YOU SHOULD USE OR DISCLOSE PHI/PII, STOP! Always check the Company’s policies and if you are still not sure ask for guidance from your supervisor, Compliance Officer or the Company’s legal team.

## **E. Qualifications for Employment – Professional Licensure and Job Requirements**

Various state and federal laws establish standards, protocols and requirements that must be met by individuals or entities for the issuance and maintenance of licenses, permits, certifications, registrations or other official authorizations and approvals necessary to lawfully perform the services required for employment or other association with the Company. State and federal laws also may dictate categories of individuals or entities who, due to past violations of law or other infractions, may be barred, suspended or otherwise prohibited from participation in publicly funded health care programs such as Medicare or Medicaid, or who may otherwise be prohibited from employment in health care facilities operated by the Company (“excluded individuals”).

Compliance with all such laws is critical to the Company’s integrity and its ability to get reimbursed for the services it provides as all services must be provided by appropriately credentialed individuals. The Company will undertake screening and verification of compliance with all such laws upon initial hire and may do so intermittently throughout the course of your employment or other engagement. All staff, contractors, vendors and anyone else doing business with the Company are expected to show equal respect for these laws, to maintain the licenses, permits, certifications, registrations or other credentials required for the performance of their duties in good standing, and to notify the Company immediately in the event that any such license, permit, certification or other required credentials expire or are terminated, suspended or otherwise limited or in the event they become or suspect they may become an “excluded individual.” Failure to do so will be cause for discipline up to and including termination.

## **F. Immigration**

The Company is not permitted to employ anyone who is not a United States citizen, unless that person has an appropriate visa or other documentation which allows him or her to legally work at the Company. If the Company violates federal immigration laws, it could be subject to significant civil or criminal liability. It is the policy of the Company to fully comply with the immigration laws and, therefore, no person will be hired without presenting documentation of their citizenship or immigration status to our Human Resources Department to assure that we may legally employ them. Any concerns regarding immigration issues should be brought to the attention of the Human Resources Department or the Compliance Officer.

## **G. Wage and Hour Issues**

As an employer, the Company is required to comply with all applicable wage and hour laws, and other laws governing the employment relationship. You are entitled to receive fair and equitable wages in connection with your services to the Company, and you may receive overtime pursuant to applicable federal and State wage and hours laws as well as Company policies. You should report any suspected violation of the wage and hour laws, or other related provisions, to your supervisor or a Compliance Committee member; and you should not be subject to retaliation or adverse employment action for making such a report.

## **H. Government Process – Investigations and Enforcement**

It is the Company’s policy to fully cooperate with all government investigations or inquiries in a direct, honest and truthful manner. These investigations and inquiries may be routine such as with “reportable events” or annual facility certification surveys or they may involve agencies, issues or procedures with which you are completely unfamiliar. While in most cases, any contact you will have with a government investigation will be at work, this is not necessarily always the case. Government investigators may also contact you at home or elsewhere away from the workplace.

Regardless of when or how you may find yourself involved in a governmental investigation, there are some general guidelines to follow that will help to ensure that as a Company we fully cooperate with the government in an effective and responsible manner.

## **1. Identification**

The first thing to do in the event of any contact from any individual or agency is to politely request the name, address and telephone number of the person or entity making the contact and the purpose of the contact.

## **2. Notification**

At the earliest opportunity, notify your immediate supervisor and such other Company personnel as may be established through pertinent Company policies and procedures. Wherever possible, politely inform investigators that before producing any documents, witnesses, or other materials and before providing any statements, Company policy requires you to complete the notification process to ensure that Company management is aware of and can ensure full cooperation with the investigation or inquiry.

## **3. Cooperation**

In all cases of governmental investigations or inquiries you should make every reasonable effort to fully cooperate with investigators and never attempt to delay or otherwise obstruct any such investigation. This means that Company staff must:

- Always be polite and courteous to the investigators;
- Never hide, withhold, destroy, or change any documents in anticipation of or in response to a governmental investigation or inquiry no matter how routine the issue or how serious the potential outcome;
- Never lie or make false or misleading statements to any investigator;
- Never attempt to persuade or assist anyone else to provide any false or misleading information, to withhold alter or destroy any information or to otherwise obstruct any governmental investigation.

## **4. Accurate Documentation**

The accuracy and reliability of the documents we generate during the course of our day-to-day activities are critical to the integrity of the Company. Company staff are expected to help maintain the Company's integrity by ensuring that all records and documents, particularly those at issue in governmental investigations and inquiries are thorough, complete and accurate and that they are never altered, edited or amended except as may be permitted in strict accordance with applicable Company policies. Disregard of this principle will be grounds for serious disciplinary action up to and including termination.

### **I. Controlled Substances**

The Company is required to follow specific requirements in connection with the handling, distribution and administration of controlled substances, such as drugs, medications and pharmaceuticals to residents/clients. Unauthorized distributions are strictly prohibited by federal and State laws, and frequently will constitute a felony, for which imprisonment is mandated. Violations of Company policy in this area can also lead to termination, and to potentially adverse licensure actions.

All Company personnel involved in the handling and distribution of prescription drugs or controlled substances must therefore strictly adhere to all applicable laws, regulations and policies. Care also should be taken, at all times, to safeguard the supply of controlled substances, and you will be expected to discharge your obligations carefully in this regard. If you become aware of any potential violation of law or Company policy relating to drugs, you should immediately advise your supervisor or the Compliance Officer.

## **VI. PRINCIPLE: INTEGRITY IN THE WORKPLACE – RESPECT FOR COMPANY ORGANIZATION, PROCESS AND REPUTATION**

While Doing The Right Thing certainly includes complying with laws and regulations, there are other considerations related to the Company's organization, process and reputation which are equally important to the Company's ability to function effectively and deliver on our obligations to those we serve. Even though disregard of these considerations may not rise to the level of a violation of law, they are fundamental to your relationship with the Company and violations will result in disciplinary action up to and including termination of employment or contract.

At the core of this principle, everyone who conducts business on the Company's behalf should understand that they may be viewed as representatives of the Company, and that their professional and personal conduct can reflect positively or negatively on the Company's reputation for excellence. With this in mind, the Company expects as a condition of employment or association that each of us will always:

- treat all customers, family members, vendors, contractors, our colleagues in the workplace and anyone else who does business with the Company with courtesy and respect;
- respect Company process, policy and procedure;
- respect industry professional standards and parameters; and
- act at all times with a level of honesty, integrity and professionalism that reflects positively on the Company.

Some practical considerations as to how this principle affects your day-to-day relationship with the Company are addressed below.

### **A. Misrepresentation and Disparagement**

In furtherance of the Company's commitment to standards of business ethics and integrity, you are expected to accurately and honestly represent the Company in any communications you make relating to Company business. You should refrain from making false or misleading statements to any resident, person or entity doing business with the Company in any forum including the various forms of social media. Nor should anyone engage in any activity or scheme intended to defraud anyone of money, property or honest services. You should not misrepresent or disparage the Company, its products or services, its staff or its clients. Nor should you make disparaging comments about other residents, persons or entities doing business with or competing with the Company, or other members of our health care community.

### **B. No Siloes – Cooperation, Coordination, Teamwork**

Company management understands that the Company is really just the sum of its parts, i.e. each of us expending our best efforts on the Company's behalf to attain the goals and objectives discussed throughout this Code. Expending our best efforts does not mean, however, that we work in "siloes" independent of the roles, responsibilities, and contributions of our colleagues. To the contrary, the team that works best is the team that works together. Integrity and professionalism in pursuit of the Company's objectives means cooperation, communication and coordination of effort

with your colleagues. When it comes to delivering outcomes for our customers “not my job,” is not an option. This does not mean, however, that you should take action that exceeds your abilities, your scope of practice or your professional credentialing. In those circumstances teamwork means knowing the limits of your abilities or authorization and getting the right people involved to perform the task at hand.

### **C. Professional Responsibility, Company Organization and Process**

While the Company expects everyone to take an active interest in and contribute to the attainment of the Company’s business objectives to the best of their abilities, there are certain practical limitations on personal initiative that are necessary to ensure that the Company operates in a coordinated and effective manner. Some of the more important of those considerations are addressed below.

#### **1. Professional Responsibility**

First and foremost, we are a health care company. The clinicians who deliver care to our customers must always respect the limitations of their licensure or other professional credentials, and must always operate within the parameters of those credentials and the accepted standards of practice in the communities in which they operate. While professional responsibility is important to all of us, it is a critical responsibility to the integrity of our clinical product. Deviation from this responsibility is unacceptable.

#### **2. Public Advocacy and Lobbying**

From time to time the Company may take positions on legislation or other matters of public policy affecting its business. While suggestions and input from staff are always welcome in the development of the Company’s policy positions, the articulation and public dissemination of the Company’s positions on any such matters needs to be carefully controlled so as to avoid intentional or inadvertent misrepresentation. Absent specific authorization from Company management to engage in public advocacy or lobbying on the Company’s behalf, staff must refrain from doing so.

#### **3. Regulatory Filings – Interactions with Government Agencies**

Similarly, as a highly regulated business many of us will have occasion to come into contact with government regulatory agencies whether it involves routine processes such as surveys, licensure or certification filings and financial reporting, or less routine events such as investigations, audits, meetings with government staff or other general inquiries and communications. Many of these interactions can and may be best handled by facility or service level staff; however, as with public advocacy and lobbying, it is easy for encounters of this sort to lead to inadvertent miscommunication and misrepresentation of the Company’s position. As part of the “no siloes-teamwork” concept, whenever interaction with government agencies is required, staff should ensure before taking any action on the Company’s behalf that they have notified and received approval to act from their direct supervisors.

#### **4. Contracts**

For some of the reasons stated elsewhere in this Code (see above, Business Inducements) and for many other reasons, contracts entered into on behalf of the Company must be carefully scrutinized to minimize the risk of potential compliance and other legal issues. Accordingly, staff may not enter into negotiations with any third party regarding the terms of any Company contract nor execute or otherwise commit the Company to any contract without the express authority to do so by Company management. Moreover, unless expressly waived, all contracts must be reviewed and approved by the Company’s legal department prior to final agreement on terms and execution.

In particular, Company staff are not authorized to commit the Company to unwritten deals, “handshake” arrangements or verbal agreements of any kind whether they be initial relationships or amendments to existing relationships.

Company staff should conduct all business negotiations on the Company's behalf at arm's length and should avoid transactions that appear improper or that might otherwise compromise the Company's integrity. To the extent Company staff have direct or indirect personal relationships with actual or potential contract partners they need to so advise their supervisor to avoid the appearance of impropriety and/or conflicts of interest as addressed below.

## **5. Marketing**

All staff are representatives of the Company. Our words and actions can reflect positively or negatively on the Company itself. The Company sincerely hopes that all staff will be happy with their jobs and proud of the organization they work for, and in that sense we may all have opportunities to promote or market the Company to potential customers, potential employees or other business partners. While enthusiasm for the Company's activities is a good thing and something to be encouraged, staff must be sensitive to the fact that marketing or promotional efforts need to be coordinated with those who are specifically tasked with those responsibilities by Company management. In particular, consistent with the theme of honesty, integrity and professionalism running throughout this Code, under no circumstances should any staff, professional marketer or otherwise, make disparaging remarks about competitors or encourage potential customers, employees or business partners to breach existing business arrangements with third parties. Similarly as discussed in greater detail under the section on Business Inducements above, under no circumstances should any staff offer or give anything of value to potential customers, vendors, employees or anyone else, in order to influence the decision to do business with the Company.

## **6. Attendance at Seminars, Continuing Education and Other Industry or Professional Events**

The Company recognizes that continuing education and professional networking with our peers through various industry educational, training or social events is an important factor in helping us deliver service to our customers. While participation in such events is encouraged and will be supported by the Company in the appropriate circumstances, it is important for the effective operation of the Company that management is aware of and has the ability to coordinate such participation by staff. Accordingly, all requests for participation in any such events during work hours or at Company expense, must receive prior approval from the attendee's supervisor. To the extent participation will involve any presentation by Company staff, supervisor approval and sign off on content and terms of participation will also be required.

## **7. Charitable Donations and Contributions**

The Company enthusiastically participates in, and welcomes the participation of its staff in contributions to bona fide charitable organizations which are organized for purposes consistent with our health care mission. To the extent that such charitable activities involve hospitals or other entities in a position to refer business to the Company, which is often the case, there is always the potential for them to be misconstrued as an unlawful business inducement as discussed above. To minimize that potential, Company staff should not commit the Company to any charitable contribution without obtaining approval from the appropriate management representative and their Compliance Officer.

## **D. Safe and Healthy Environment**

The Company is committed to providing a drug-free, safe and healthy work environment. Using or being under the influence of alcohol or illegal drugs while working is strictly prohibited. Furthermore, each of us is responsible for compliance with applicable health and safety laws and regulations. Any environmental risks that may arise at our facilities should be identified, reported to your supervisor and managed in accordance with applicable laws and regulations.

## **E. Company Policies & Procedures**

Most if not all of the issues discussed under this and the other principles of this Code, together with many of the other standards, guidelines, structures and processes, by which the Company conducts its business, are addressed in greater detail in the Company's Employee Handbooks and in the many specific operating policies and procedures which the Company will adopt and amend from time to time. All of this guidance will be made available to you as your job requires in various formats throughout the course of employment or other professional association with the Company. As a fundamental element of your respect for Company organization and process, and as a requirement of your employment or association with the Company, you are expected to familiarize yourself with the policies and procedures specific to your responsibilities with the Company and conduct yourself accordingly. In that respect, all of those policies and procedures are incorporated by reference and made a specific part of your obligation to Do the Right Thing under this Code of Conduct.

## **VII. PRINCIPLE: RESPECT FOR COMPANY RESOURCES**

The Company expects all staff to commit themselves professionally to the best interests of the Company and its customers and to help ensure that all of the Company's resources, including your time on the job, are most effectively dedicated to that goal.

### **A. Company Property**

Company staff should not conduct non-Company business or use Company property for their own personal business, benefit or convenience during working hours without prior approval from their supervisor. This covers all forms of Company property including staff time, vehicles, supplies, furniture, fixtures, equipment, computer hardware, software, internet access and telephones. With respect to computer and telephone usage, this means there is no right, nor should there be any expectation, of privacy for personal use of the Company's equipment. Under no circumstances is Company property to be used to solicit, harass or otherwise offend, or for any unlawful purpose.

### **B. Proprietary Information**

Staff must not disclose or use the Company's proprietary information (information about the Company's' finances, business plans and strategies, payment and business negotiations) or any other confidential, special, or inside information on or about the Company, for the personal benefit of themselves or others without the specific authorization of Company management. Information, ideas and intellectual property assets of the Company are important to organizational success. Information pertaining to the Company's competitive position or business strategies, payment and reimbursement information, and information relating to negotiations with staff members or third parties should be protected and shared only with staff members having a need to know such information in order to perform their job responsibilities. Staff members should exercise care to ensure that intellectual property rights, including patents, trademarks, copyrights and software are carefully maintained and managed to preserve and protect their value.

Similar considerations apply to proprietary information of third parties other than the Company itself. Staff must not misappropriate confidential or proprietary information belonging to another person or entity nor utilize any publication, document, computer program, information or product in violation of a third party's interest in such product. Staff must not improperly copy for their own use documents or computer programs in violation of applicable copyright laws or licensing agreements. Nor should staff utilize confidential business information obtained from competitors, including customer lists, price lists, contracts, and other such information in violation of a covenant not to compete, prior employment agreements, or any other agreement or law restricting such use.

### **C. Conflicts of Interest**

The Company expects that all staff will have a duty of undivided and unqualified loyalty to the organization and will not use their positions to profit personally or to assist others in profiting in any way at the expense of the organization. Accordingly, all staff are expected to conduct themselves in a manner so as to avoid actual or perceived conflicts of interest in which that undivided and unqualified loyalty might be called into question.

A conflict of interest exists any time your commitment to the Company is or could appear to be compromised by a personal interest. Conflicts of interest can arise through many different professional or personal relationships involving staff or their family members. Basically, any business or other relationship or activity in which you or a member of your family have a personal or professional interest, that competes with, seeks to do business with or could be viewed as possibly compromising your ability to devote your full attention and commitment to the best interests of the Company or its customers, could give rise to an actual or perceived conflict of interest.

Avoidance of conflicts of interest or the appearance of such conflicts requires staff to exercise good judgment and common sense and try to view the situation as others might. Where you know or suspect that such a conflict or an appearance of conflict might exist, you should disclose the situation to your supervisor and request and obtain required approval before proceeding. Disclosure and pre-approval is always the best course to follow to avoid conflicts of interests.

#### **VIII. PRINCIPLE: COMMUNICATION IS KEY TO COMPLIANCE – REPORTING AND INVESTIGATION OF COMPLIANCE ISSUES**

Communication is a key component of our compliance program and one that helps make all the other components of the program work. The Company communicates its standards and expectations through written policies and procedures, including this Code of Conduct and your Employee Handbook, and through education and training on those policies and procedures. By the same token, the Company expects all of its employees and anyone else with whom it does business, to communicate when they have questions or concerns regarding the principles set forth in this Code, any of the policies, procedures, laws or regulations that supplement it, or when they suspect or know that those principles, policies or procedures may be or are being violated. Effective communication may be as simple as pointing out the issues you observe and discussing them with your colleagues to help decide what is required to Do the Right Thing in any given situation. If questions remain, they should first be directed to your supervisor. If you are not comfortable speaking with your supervisor about the issue, or are not satisfied with the response you get at that level, you should direct your question to the next level of management. If you are still uncomfortable or dissatisfied with the response at that level, you should contact your Compliance Officer, the Company's Director of Compliance or the Governing Body. To further facilitate communication of questions or concerns regarding the Code of Conduct or any aspect of the Company's compliance program, including the reporting of actual or suspected violations, the Company will provide a toll free Compliance Hotline which will be available on a 24 hour per day/ seven day per week basis. Specific Compliance Officer contact information and Compliance Hotline access will be made available in each facility or workplace.

The Company considers the reporting of known or suspected violations of the Code, any of its supplementary policies or procedures, or any other laws, regulations or professional standards that govern the Company's business, to be a fundamental obligation of employment or other professional association with the Company. All good faith reports of known or suspected violations will be fully investigated by the Company and, where necessary, corrective action will be taken. To the extent it is requested by the reporter, or required in order to effectively conduct the investigation, the Company will make every effort to keep any such questions, concerns or reports confidential. The Company will not tolerate any retribution or retaliation against anyone who brings or seeks to bring to its attention any questions, concerns or reports or other issues which he or she reasonably and in good faith believes do or may constitute a

violation of any applicable laws, rules, regulations, or Company policies and procedures. In such cases appropriate disciplinary action will be taken as set forth immediately below.

#### **IX. ADMINISTRATION AND APPLICATION OF THIS CODE OF CONDUCT**

Company staff who fail or refuse to conduct themselves in accordance with the principles and guidance set forth in this Code, who fail to take reasonable measures to prevent, detect, or report people they know or should know are in violation of these standards, who fail to cooperate with the Company's investigation of reported violations of this Code or who otherwise fail to conduct themselves in an ethical manner in carrying out the Company's business, undermine the integrity of our Company and place all of us in jeopardy. Any such actions will be cause for disciplinary action up to and including termination in accordance with applicable Company Policies and Procedures, applicable state or federal law, and applicable collective bargaining agreement provisions, if any.

Nothing in this Code of Conduct is intended to nor shall be construed as providing any additional employment or contract rights to staff members or other persons.

This Code of Conduct replaces all previous Codes of Conduct or Codes of Ethics for Company businesses. While the Company will generally attempt to communicate changes concurrent with or prior to the implementation of such changes, the Company reserves the right to modify, amend or alter this Code of Conduct without notice to any person or staff member.