



Code of Conduct



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I. Introduction

This Code of Conduct (“Code”) describes the commitment of ██████████ (“████████”) to the highest standards of ethics, fairness, honesty, and integrity. This Code applies to all ██████████’s employees, agents, contractors, vendors, and Board of Directors who perform services, consultations, or conduct business on behalf of ██████████. All individuals are expected to be responsible for complying with this Code. You are expected to review, read, understand, and certify that you will comply with this Code. This Code is not a contract and may be altered, amended, or modified by ██████████ at any time without prior notice to any person or employee.

This Code is intended to complement ██████████’s Compliance and Ethics Program (“Compliance Program”) to ensure ██████████ is compliant with all applicable federal, state, and local laws as well as ██████████’s policies and procedures.

If you have any questions or concerns, you may bring them directly to ██████████’s management. You may always contact ██████████’s Office of General Counsel at _____.

Each individual is expected to act with honesty, trust, and integrity. When considering an action, ask yourself whether it will: (1) build trust and credibility for ██████████; (2) create a working environment in which ██████████ can succeed over the long term; (3) be consistent with ██████████’s policies and procedures; (4) be considered legal; and (5) be viewed positively by your colleagues, superiors, members of the Board, and the community at large?

Everyone is accountable for upholding the Code. Violations of ██████████’s Code of Conduct and/or the Compliance and Ethics Program may result in disciplinary action and, if serious enough, termination of employment and/or your contract.

II. ██████████ Values and Business Ethics

Values: ██████████’s values are essential to the continued growth and success of our organization. We expect that each of us model behavior that reflects ██████████’s core values.

Business Ethics: The success of our business is dependent on the trust and confidence we earn from our employees, customers, and Board of Directors. We gain credibility by adhering to our commitments, displaying honesty and integrity, and reaching company goals solely through honorable conduct. We must behave with the utmost professionalism, have a sense of ownership, accountability, personal responsibility, commitment to our colleagues, and open and honest communication at all times. Always behave in a manner that is above reproach. Adhere to the highest ethical standards of conduct, and conduct yourself with honesty and integrity. ██████████ expects that you will follow the letter and spirit of all applicable laws and regulations as well as ██████████’s policies and procedures. Do not mislead, and always tell the truth.

III. Compliance with Laws and Regulations

You are expected to perform your duties on behalf of ██████████ in compliance with all laws, regulations, and ██████████’s policies and procedures. In addition, each of us are expected to have an understanding of the policies, procedures, laws, rules, and regulations that apply to us. If we are unsure of whether a contemplated action is permitted by law, regulation, or policy, we should seek advice from the resource expert. We are responsible for preventing violations of law and for speaking up if we see possible violations.

If an outside attorney or representative of a government agency contacts you as part of an inquiry or investigation, immediately contact ██████'s Office of General Counsel at _____ to make sure that the individual or government agency receives full cooperation. ██████ will provide you guidance on how to respond to investigations and inquiries. ██████ intends to fully cooperate with government officials who are responsible for administering and enforcing applicable laws and regulations.

If you report a concern to management, your identity will be kept confidential to the fullest extent possible. Every effort will be made to protect individuals who desire to remain anonymous. To effectively conduct an investigation on compliance issues, it may be necessary for the General Counsel to disclose the identity of an individual who reports a compliance issue. ██████'s policies prevent retaliation to anyone reporting a "good faith" issue. Reporting in "good faith" means individuals will report instances when they believe there has been a violation or when there is the potential or probability of a violation. It also means that individuals are expected to not report claims that are frivolous or false merely to create problems for a specific individual or retaliate against the individual.

IV. Conduct While Acting on Behalf of ██████

No Disruptive Behavior: ██████ expects that all individuals maintain an environment free from disruptive behavior or intimidation. As part of ██████'s commitment to providing an environment where all individuals feel safe, it is expected that we all treat each other with respect, courtesy, and dignity as well as conduct ourselves in a professional and collaborative manner. Disruptive behavior includes, but is not limited to: harassment of any kind; intimidation; acts of degradation; threats, attack, verbal abuse, or abuse outside the form of professional conduct, fair play, and civility; disrespectful or inappropriate verbal or written communication; and/or use of profanity or similarly offensive language perceived to intimidate, degrade, or embarrass an individual.

Working Environment Free from Harassment, Illegal Drugs, Alcohol, Tobacco, and Unlawful Discrimination: ██████ is committed to providing a healthy working environment where individuals can excel and be productive. Individuals are expected to perform their duties competently, safely, efficiently, and in a way that protects their individual interests as well as ██████'s interests. Additionally:

- ██████ is committed to a drug-free workplace. You must comply with laws that prohibit substance abuses in the workplace. It is a violation of law and ██████ policy to use illegal drugs or alcohol in the workplace, and such a violation is subject to disciplinary action and/or termination.
- ██████ is an equal opportunity employer: employees will be recruited, hired, promoted, transferred, demoted, or terminated based on their skill, experience, and adherence to this Code and policies and procedures as well as performance without regard to an individual's age, disability, religion, gender, race, gender, sexual orientation, or any other protected criteria.
- Promptly report any discrimination or harassment to Human Resources or Management.
- Sexual harassment includes sexual advances, requests for sexual favors, or any sexually offensive verbal, visual, or physical conduct and is strictly prohibited. See the Employee Handbook about appropriate workplace conduct.
- Employees must comply with all applicable federal and state employment laws, including those related to discrimination based on age, race, gender, religion, sexual orientation, and disability as well as wage and hour laws.
- Conduct yourself with honesty, integrity, and behavior that reflects positively on ██████ and ██████'s mission.

Conflict of Interest: It is expected that you avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our duties. A conflict of interest exists if a duty or activity outside of work may influence a person to do their job, or any part of it, in a way that is contrary to the best interest of [REDACTED]. Do not engage in activities that may harm [REDACTED], for example:

- Being employed (you or a close family member) by, or act as a consultant to, a competitor, potential competitor, contractor, or vendor regardless of the nature of the employment, while you are employed with [REDACTED].
- Directly hiring or supervising family members or closely related persons. [REDACTED] employees should review internal policies and procedures on hiring.
- Working with, owning, or having a substantial interest in a competitor, vendor, or contractor without [REDACTED]'s knowledge.
- Serving as a board member for an outside company or organization that does similar work to [REDACTED] without [REDACTED]'s knowledge.
- Do not use your position with [REDACTED] to profit personally or to help others profit in any way at [REDACTED]'s expense.
- Avoid situations that may appear to be a conflict of interest.
- Do not accept gifts, discounts, favors, or services from a customer, potential customer, member, competitor, or vendor unless equally available to all [REDACTED] employees.

Maintain Arms-Length Dealings with Vendors, Customers, [REDACTED] Members, and Competitors: Do not use your [REDACTED] position for personal gain. If you have an interest in a company or a relative that potentially may do business with [REDACTED], do not do any business with the company or deal with the relative on [REDACTED]'s behalf until you receive written permission from [REDACTED].

Gifts, Gratuities, and Business Courtesies: [REDACTED] is committed to competing solely on a merit of our products, programs and services. We should avoid any actions that create a perception that favorable treatment of outside entities by [REDACTED] was sought, received, or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment, or other benefits from persons or companies with whom [REDACTED] does or may do business. We will neither give nor accept business courtesies that constitute, or could reasonable be perceived as constituting, unfair business inducements that would violate law, regulation, policies of [REDACTED] or customers, or would cause embarrassment or reflect negatively on [REDACTED]'s reputation. General common-sense rules regarding gifts and entertainment include:

- Do not accept gifts or favors of any kind from any person or entity that does (or seeks to do) business with [REDACTED].
- You may, with approval from management, accept a business meal — for example, a lunch or dinner for the purpose of discussing business. The meal should not be lavish nor excessive and you should not accept it if it will impact your decision-making or influence how you do your job.
- Employees who receive fruit baskets and flowers cannot accept them personally and must share them with the entire team.
- Employees with questions as to what they may accept should consult their manager.

Outside Employment and Activities: Employees must not engage in activities during scheduled working hours that are not related to [REDACTED]'s business. Employees, contractors, and agents may not

use ██████'s supplies, equipment, or information for any activities not related to ██████'s business. Employees may work at another job outside of ██████ as long as the outside work does not impact their job performance at ██████ or create a conflict of interest. Before commencing outside work, employees must receive written approval from ██████'s Director of Human Resources.

██████ may not engage with, employ, or contract with any individual or organization that is an “Excluded Provider” or otherwise has been excluded from participation in federal programs.

V. Books and Records

We create, retain, and dispose of our company records as part of our normal course of business in compliance with all ██████ policies and procedures as well as all regulatory and legal requirements. All corporate records must be true, accurate, and complete, and company data must be promptly and accurately entered in our books in accordance with generally accepted and applicable accounting principles. We must not improperly influence, manipulate, or mislead any unauthorized audit nor interfere with any auditor engaged to perform an internal independent audit of ██████ books, records, processes, or internal controls.

VI. Confidential Information and Health Insurance Portability and Accountability Act of 1996 (HIPAA)

Confidential Information: Integral to ██████'s business success is our protection of confidential ██████ information as well as nonpublic information entrusted to us by ██████, customers, and other business partners. Confidential and proprietary information includes such things as pricing, financial data, customer names/addresses, or nonpublic information about other companies — including current or potential suppliers and vendors. We will not disclose confidential and nonpublic information without a valid business purpose and proper authorization.

HIPAA: HIPAA is a federal law that also has implementing regulations about the privacy and security of patient information. ██████ should not receive any confidential patient information from our Vendors. However, exceptions do occur when ██████ employees or agents are on-site and/or during the process of conducting appeals and reviews and may see or receive protected health information (PHI). PHI includes all individually identifiable health information such as medical records, patient bills, and electronic records that identify patients. HIPAA privacy rules govern how Business Associates and Covered Entities use and disclose patient information for treatment, payment, health care operations, and for other activities required by law. HIPAA security rules govern how entities must safeguard patients' electronic health information. All individuals doing business on behalf of ██████ must follow HIPAA and ██████'s policies and procedures on health care information.

Any complaint received about potential HIPAA privacy violations must be reported to ██████'s Office of General Counsel regardless of the perceived validity of the complaint. All individuals dealing on behalf of ██████ must adhere to the HIPAA Privacy and Security Rules at all times.

VII. Antitrust and Trade Regulations

Marketplace Competition Is Important: The purpose of antitrust and trade laws is to promote competition, maintain fair trade practices, and prevent collusion in the marketplace. Avoid activities that may appear to regulators to control pricing, reduce or eliminate competition, divide a market, or excludes competitors in the same industry. When conducting business on behalf of ██████, you must

strictly comply with all antitrust laws. The intent of these laws is to promote the independence of the free market, and they are based on the belief that businesses and individuals should act independently in order to serve everyone's economic best interest. The laws are interpreted by the government. Do not enter into any agreement, conversation, or understanding (whether verbal or in writing) that unlawfully reduces or eliminates competition or that sets prices or divides markets with a competitor. If you have any questions about these laws, contact ██████'s Office of General Counsel.

VIII. ██████ Is a Not-For-Profit/Tax-Exempt Organization

██████'s resources should only be used to further the purpose of ██████ and in a manner that furthers the public good rather than any private or personal interests of any individual(s). Do not engage in any activity, such as political activity, that threatens ██████'s tax-exempt status. If you are unsure how tax-exempt requirements would apply, contact your manager or ██████'s Office of General Counsel. Example of activities that you may not engage in are:

- No one may use ██████'s resources, equipment, and email to engage in personal political activities.
- Employees, agents, and contractors working on ██████'s behalf may not use their ██████ worktime to provide support to any political party or candidate or for personal lobbying or other personal political activities.

IX. Compliance with Intellectual Property Laws

██████'s computers are to be used only for ██████ business. You may not use ██████'s computers, Internet access, or other software or equipment to download music, software, movies, or anything else that might violate copyright or trademark laws. ██████ copyright materials, ██████'s trademarks, patents, and/or other "intellectual property" shall only be used for ██████ business purposes. If you have any questions or need further guidance, please contact ██████'s Office of General Counsel.

X. Government Contracting

Any information submitted to a government entity on behalf of ██████ must be accurate, complete, and truthful. All individuals conducting business with the government on behalf of ██████, must obey all laws and regulations concerning the bidding, pricing, negotiation, and performance of government contracts or grants. All individuals must strictly obey the terms contained in any government contract, including price terms. Individuals must strictly follow all government procurement processes, including in offers, bids, and selection processes.

Do not receive, offer, or give any form of bribe, kickback, payoff, or other improper payment in connection with any government contract or grant. If you suspect any improper processes or have questions in connection with a government contract, promptly report it to management or contact ██████'s Office of General Counsel.

False Claims Act: It is a violation of federal and state law to knowingly submit, or cause to be submitted, false or fraudulent claims, make or use false or misleading records, or make false or misleading statements to the government. Any omission of facts about a government program or contract may also be a violation of law or regulation. Anyone who suspects of such a violation and ignores the truth or falsity of information, or who acts in reckless disregard of the truth or falsity of such information, may be violating federal and state laws and regulations. Federal and state laws are intended to prevent fraud, waste, and abuse in government programs.

Protections for Employees Who Report Waste: Federal and state laws, including whistleblower rights and protections, exist for individuals who report what they believe is a violation of the state or federal law. Employees and contractors are protected from discrimination, retaliation, or retribution if they report a potential violation to the government. ██████'s policies prohibit any sort of retaliation, retribution, or discrimination against anyone who reports a potential violation.

XI. Conclusion

This Code is to guide you on how ██████ expects you to conduct yourself on the job, while working at ██████, or on behalf of ██████. Your job is to do the right thing for yourself and for ██████. Always ask yourself: (1) Have I deviated from normal procedure? and (2) Is what I am doing consistent with the Code of Conduct, ██████ policies and procedures, and ██████'s guiding principles? If you have concerns, raise them immediately — no matter how trivial they may be. Bring your concerns to the attention of management or ██████'s General Counsel. If you are ever feeling pressured to act inappropriately, bring the matter up immediately ██████'s General Counsel.