



C O N C O R D

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PROFESSIONAL SERVICES

Code of Conduct

## **PURPOSE:**

This Code of Conduct has been adopted to provide Standards by which all employees, officers and Directors will conduct themselves in order to protect and promote organization-wide integrity and to enhance the Employer's ability to achieve its mission.

## **INTRODUCTION:**

The Principles and Standards set forth in this Code of Conduct shall be distributed annually to all employees, officers, and directors. All such individuals are responsible to ensure that their behavior and activity is consistent with the Code of Conduct and will be required to annually acknowledge compliance with the Code of Conduct.

### **Principle 1 - Legal Compliance**

The Company will strive to ensure all activity by or on its behalf is in compliance with applicable laws.

The following Standards are intended to provide guidance to employees to comply with applicable laws. Employees are required to comply with all applicable laws, whether or not specifically addressed in these policies.

#### **Standard 1.1 – Antitrust**

All employees must comply with applicable antitrust and similar laws which regulate competition. Examples of conduct prohibited by antitrust laws include (1) agreements to fix prices, bid rigging, market allocation, collusion (including price sharing) with competitors; (2) boycotts, certain exclusive dealing and price discrimination agreements; and (3) unfair trade practices including bribery, misappropriation of trade secrets, deception, intimidation and similar unfair practices.

#### **Standard 1.2 – Billing**

The Company bills only for services rendered, and all bills must comply with applicable billing requirements of payor plans. Employees must exercise care in assuring the accuracy of any billing, as the Company will not tolerate false claims or reports made to any government agency or other payor. Deliberate inaccurate reports to government agencies or other payors may expose an employee to civil and criminal penalties, as well as termination of employment.

#### **Standard 1.4 – Environmental**

It is the policy of the Company to manage and operate its business in the manner which respects our environment and conserves natural resources. Employees will strive to utilize resources appropriately and efficiently, to recycle where possible and otherwise dispose of all waste or hazardous materials in accordance with applicable laws and regulations, and to work cooperatively with the appropriate authorities to remedy any environmental contamination for which the Company may be responsible.

#### **Standard 1.5 – Discrimination**

It is a policy of the Company to recruit, hire, train, promote, assign, transfer, lay off, recall and terminate employees based on their own ability, achievement, experience and conduct without regard to race, color, religion, sex, ethnic origin, age or disability, or any other classification prohibited by law.

No form of harassment or discrimination against anyone on the basis of sex, race, color, disability, age, religion, ethnic origin, disability, or any other classification prohibited by law will be tolerated by the Company. Each allegation of harassment or discrimination will be promptly investigated in accordance with applicable policies and procedures.

### **Standard 1.6 - Government Requests**

It is the Company's policy to cooperate with reasonable requests from any governmental agencies concerning its business activities with governmental funded programs. The mere request for information by a law enforcement agent does not mean that a crime has been committed. If any law enforcement agents seek to contact you directly, you are advised:

- (1) That you have the right to speak or decline to speak, as all such conversation by you is entirely voluntary;
- (2) That you have the right to speak to an attorney before deciding to be interviewed;
- (3) That you can insist that an attorney be present if you agree to be interviewed.

The Company requests that you advise Corporate Legal Counsel before responding to any requests which are outside the ordinary scope of routine reports which are regularly made to governmental authorities.

### **Principle 2 - Business Ethics**

In furtherance of the Company's commitment to the highest standards of business ethics and integrity, employees will accurately and honestly represent the Company and will not engage in any activity or scheme intended to defraud anyone of money, property or services.

#### **Standard 2.1 - Honest Communication**

The Company requires candor and honesty from employees at all times in the spirit of care and sensitivity to others, including in the performance of their responsibilities and in communication with our attorneys and auditors. No employees shall make false or misleading statements to any person or entity doing business with the Company about other employees, persons, or entities doing business or competing with the Company, or about the products or services of the Company or its competitors.

#### **Standard 2.2- Misappropriation of Proprietary Information**

Employees shall 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. All employees are responsible to ensure they do not improperly copy for their own use documents or computer programs in violation of applicable copyright laws or licensing agreements. Employees shall not utilize confidential business information obtained from competitors, including customer's lists, price lists, contracts or other information in violation of a valid covenant not to compete, prior employment agreements, or in any other manner likely to provide an unfair competitive advantage to the Company.

### **Principle 3 – Confidentiality**

Employees shall strive to maintain the confidentiality of patient records and other confidential information in accordance with applicable legal and ethical standards. The Company and its employees are in possession of and have access to a broad variety of confidential, sensitive and proprietary information, the inappropriate release of which could be injurious to patients or individuals, affiliated physicians and the Company. Every employee has an obligation to protect and safeguard confidential, sensitive and proprietary information in a manner designed to prevent the unauthorized disclosure of information.

#### **Standard 3.1 – Employee Information**

All employees have an obligation to conduct themselves in accordance with the principle of maintaining the confidentiality of information in accordance with all applicable laws and regulations.

### **Standard 3.2 - Proprietary Information**

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 employees or third parties should be protected and shared only with employees having a need to know such information in order to perform their job responsibilities.

### **Standard 3.3 - Personnel Actions/Decisions**

Salary, benefit and other personal information relating to employees shall be treated as confidential. Personnel files, payroll information, disciplinary matters and similar information shall be maintained in a manner designed to ensure confidentiality in accordance with applicable laws.

### **Principle 4 - Conflicts of Interest**

All employees, officers, and directors are expected to conduct their personal activities so as to avoid actual impropriety and/or the appearance of impropriety which might arise from the influence of those activities on business decisions of the Company.

### **Standard 4.1 - Outside Financial Interest**

While not "all inclusive", the following will serve as a guide to the types of activities by an employee, officer, director or immediate family member of such person, which might cause conflicts of interest:

- a. Ownership in or employment by any outside concern which does business with the Company.
- b. Conducting business, not on behalf of the Company, with any vendor, supplier, contractor, agency, or any of their officers or employees.
- c. Disclosure or use of confidential, special or inside business information of or about the Company, particularly for personal profit.
- d. Competition with the Company directly or indirectly, in the purchase, sale or ownership of property or property rights or interests, or business investment opportunities.

### **Standard 4.2 - Services for Competitors/Vendors.**

No employee, officer, or director shall perform work or render services for any competitor of the Company or for any organization with which the Company does business or which seeks to do business with the Company, outside of the normal course of his/her employment with the Company. Nor shall any such employee be a director, officer, or consultant of such an organization, nor permit his/her name to be used in any fashion that would tend to indicate a business connection with such organization.

### **Standard 4.3 - Participation on Boards of Directors/Trustees.**

- a. Employees must obtain approval from Corporate Administration prior to serving as a member of the Board of Directors/Trustees of any organization whose interest may conflict with that of the Company, and all employees must disclose in the Annual Disclosure Statement all such positions.
- b. Employees who are asked, or seek to serve on the Board of Directors/Trustees of any organization whose interest would not impact the Company (for example, civic [nongovernmental], charitable, fraternal and so forth) will not be required to obtain such approval, or make such disclosure.

## **Principle - 5 - Business Relationship**

Business transactions with vendors, suppliers, contractors and other third parties shall be transacted free from offers or solicitation of gifts and favors or other improper inducements in exchange for influence or assistance in a transaction.

The Standards set forth below are intended to guide employees in determining the appropriateness of the listed activities or behaviors within the context of the Company that this policy be construed broadly to avoid even the appearance of improper activity. If there is any doubt or concern about whether specific conduct or activities are ethical or otherwise appropriate, you should contact the Corporate Administration.

### **Standard 5.1 - Gifts and Gratuities**

It is the Company's desire to at all times preserve and protect its reputation and to avoid the appearance of impropriety. Consequently, gifts and gratuities may create legal and/or ethical concerns, so employees must follow these guidelines:

a. Gifts Influencing Decision-making. Employees shall not accept gifts, favors, services, entertainment or other things of value to the extent that decision making or actions affecting the Company might be influenced. Similarly, the offer or giving of money, services or other things of value with the expectation of influencing the judgment or decision-making process of any purchaser, supplier, customer, government official or other person by the Company is absolutely prohibited. Any such conduct must be reported immediately to the Corporate Administration.

c. Gifts From Existing Vendors. Employees may retain gifts from vendors which have a nominal value (The Company has made no attempt to define "nominal" as a specific dollar value. Rather, the Employer expects its employees to exercise good judgment and discretion in accepting gifts). If an employee has any concern whether a gift should be accepted, the employee should consult with the Corporate Administration. Employees shall not accept excessive gifts, meals, expensive entertainment or other offers of goods or services which have more than a nominal value nor may they solicit gifts from vendors, suppliers, contractors or other persons.

d. Vendor Sponsored Entertainment. At a vendor's invitation, an employee may accept meals or refreshments at the vendor's expense. Occasional attendance at a local theatre or sporting event, or similar entertainment at vendor expense may also be accepted. In most circumstances, a regular business representative of the vendor should be in attendance with the employee.

### **Standard 5.2 - Workshops, Seminars and Training Sessions**

Attendance at local, vendor-sponsored workshops, seminars, and training sessions is permitted. Attendance, at vendor expense, at out-of-town seminars, workshops and training sessions is permitted only with the approval of the Corporate Administration.

### **Standard 5.3 – Contracting**

Employees may not utilize "insider" information for any business activity conducted by or on behalf of the Company. All business relations with contractors must be conducted at arms' length both in fact and in appearance and in compliance with Company policies and procedures. Employees must disclose personal relationships and business activities with contractor personnel who may be construed by an impartial observer as influencing the employees' performance or duties. Employees have a responsibility to obtain clarification from the Corporate Administration on questionable issues which may arise and to comply, where applicable, with the Company's conflict of interest policy.

#### **Standard 5.4 - Business Inducements**

Employees shall not seek to gain any advantage through the improper use of payments, business courtesies or other inducements. Offering, giving, soliciting or receiving any form of bribe or other improper payment is prohibited.

Appropriate commissions, rebates, discounts and allowances are customary and acceptable business inducements provided that they are approved by the Corporate Administration and that they do not constitute illegal or unethical payments. Any such payments must be reasonable in value, competitively justified, properly documented, and made to the business entity to which the original agreement or invoice was made or issued. Such payments should not be made to individual employees or agents of business entities.

In addition, employees may provide gifts, entertainment and meals of nominal value to customers, current and prospective business partners and other persons when such activities have a legitimate business purpose are reasonable and consistent with all applicable laws.

#### **Principle 6 - Protection of Assets**

All employees will strive to preserve and protect the corporation's assets by making prudent and effective use of Company resources and properly and accurately reporting its financial condition.

The Standards set forth below are intended to guide employees by articulating expectations as they relate to activities or behaviors which may impact the Company's financial health.

#### **Standard 6.1 - Internal Control**

The Company has established control standards and procedures to ensure that assets are protected and properly used and that financial records and reports are accurate and reliable. All employees share the responsibility for maintaining and complying with required internal controls.

#### **Standard 6.2 - Financial Reporting**

All financial reports, accounting records, research reports, expense accounts, time sheets and other documents must accurately and clearly represent the relevant facts or the true nature of a transaction. Improper or fraudulent accounting, documentation or financial reporting is contrary to the policy of the Company and may be in violation of applicable laws.

#### **Standard 6.3 - Travel and Entertainment**

Travel and entertainment expenses should be consistent with the employee's job responsibility and the organization's needs and resources. Employees are expected to exercise reasonable judgment in the use of Company assets and to spend the organization's assets as carefully as they would spend their own. Employees must also comply with Company policies relating to travel and entertainment expense.

#### **Standard 6.4 - Personal Use of Corporate Assets**

All employees are expected to refrain from converting corporate assets to personal use. All corporate assets of the Company shall be utilized strictly in the manner designed to further the Company's business interest rather than the personal interest of an individual employee. Employees are prohibited from the unauthorized use or taking of Company equipment, supplies, materials, or services. Prior to engaging in any activity on your Employer's time which will result in remuneration to the employees or the use of Company equipment, supplies, materials, or services for personal or non-work related purposes, employees shall obtain the approval of Corporate Administration.

**Administration and Application of this Code of Conduct**

The Company expects each person to whom this Code of Conduct applies, to abide by the Principles and Standards set forth herein and to conduct the business and affairs of the Company in a manner consistent with the general statement of principles set forth herein. Failure to abide by this Code of Conduct or the guidelines for behavior which the Code of Conduct represents may lead to disciplinary action. For alleged violations of the Code of Conduct, the Employer will weigh relevant facts and circumstances, including, but not limited to, the extent to which the behavior was contrary to the express language or general intent of the Code of Conduct, the egregiousness of the behavior, the employee's history with the organization and other factors which the Employer deems relevant. Discipline for failure to abide by the Code of Conduct may, in the Employer's discretion, range from oral correction to termination.

Nothing in this Code of Conduct is intended to nor shall be construed as providing any additional employment rights to employees or other persons. 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 the Code of Conduct without notice to any person or employee.

**Ethics Concerns**

This Code of Conduct provides general guidelines and information about the Company's commitment to the highest standards of business conduct and ethics. Your business behavior and decisions while employed should be governed by the Principles and Standards contained in the Code of Conduct. It is your responsibility to report any violations or suspected violations.

When you have a question about the Code of Conduct or an ethics concern, your supervisor or manager is often closest to the situation and best able to help you. Your Employer recognizes that you may be uncomfortable discussing certain issues with your supervisor or manager; therefore, you are free to contact the Director of Human Resources, at any time. The purpose of this open door policy is in place to encourage the reporting of unethical or illegal conduct and to provide guidance to employees in the interpretation of the Code of Conduct. Calls to the Human Resources Director may be placed anonymously and will be treated confidentially.

If you have any questions concerning the Code of Conduct, you should contact your on-site supervisor or manager, or directly to Concord Principal Management at (1-865-675-9374).

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**By signing this document, I acknowledge and agree to follow the Rules of Conduct as they are presented in this document while in the employ of Concord Professional Services, Inc. I understand that violation of these rules could result in disciplinary action, up to and including termination of service.**

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**Print Name**

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**Signature**

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**Date**

*Please retain a copy of this signed Acknowledgement for your records.*