

# CODE OF ETHICS & BUSINESS CONDUCT



Regional One Health



## A MESSAGE FROM OUR PRESIDENT

Dear Team Member,

At Regional One Health, our mission, values and commitment to the Memphis community enables us to deliver quality health care services to our patients. We strive to provide a caring environment at our facilities, and maintain a positive and professional culture for our employees and business partners. We are committed to delivering premier services and ensuring our work is done in an ethical and legal manner.

We understand that laws and regulations related to the health care industry are often complex. The Regional One Health Code of Ethics & Business Conduct was developed to be your guide to better understand how we conduct business, to emphasize our commitment to ethical behavior and to act as a resource in making sound decisions. It is expected that you will use this document and the underlying principles as you go about your daily tasks and work together to drive Regional One Health forward.

If you have questions regarding any section of this Code of Ethics & Business Conduct or encounter any situation which you believe violates its provisions, it is your duty to immediately consult with your manager, any member of executive leadership, Corporate Compliance or Human Resources. You may also call the Compliance Hotline to report concerns anonymously. You have our personal assurance there will be no retribution for asking questions, raising concerns, or for reporting possible improper conduct related to this Code of Ethics & Business Conduct.

This Code of Ethics & Business Conduct is not a substitute for our own internal sense of fairness, honesty, and integrity. Therefore, if you ever encounter a situation or are considering a course of action that does not feel right, or that deviates from this guide, you have the ethical duty to consult with our many internal resources and when necessary report concerns.

Reginald W. Coopwood, MD  
President  
Chief Executive Officer

# WHO WE ARE

At Regional One Health, providing compassionate care and exceptional services to our patients and guests is central to all that we do. All members of the Regional One Health family are expected to embrace the Mission and Vision of the organization and live out the Brand Promise in their work.

# OUR MISSION

**To improve the health and well-being of the people we serve by providing compassionate care and exceptional services.**

## **Our Vision**

In collaboration with our academic partners, we will be the premier healthcare system advancing the quality of life in our communities.

## **Our Brand Promise**

### **Patient Experience**

To always exceed customers' expectations by providing high-quality, safe and personalized care in a professional, compassionate and friendly manner.

### **Service Recovery**

To always respond to our customers' unmet needs without excuse.

### **Culture of Safety**

To always foster and promote a culture of safety that is non-punitive and ensures a consistent, fair and systematic approach to continuously improve care for all.

### **Employee Engagement**

To always provide employees with an opportunity to participate in delivering exceptional service and be recognized for their commitment.

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# Code of Ethics & Business Conduct

## Purpose

Regional One Health is committed to complying with federal, state, and local laws and regulations while upholding our Mission and Values and working toward the Regional One Health Path to Change. The Regional One Health Code of Ethics & Business Conduct (the “Code”), a key element of our Compliance Program, is designed to help us with this commitment by serving as a guide and framework for how we do business at Regional One Health. The Code and its underlying policies and procedures apply to all Regional One Health-related parties including, but not limited to, all employed staff and physicians, executive leadership, members of the Board of Directors, members of the Medical Staff, consultants, vendors and other business partners (“customer” or “customers”).

As you read this Code, it is the expectation that all employees will use the guidelines and principles to drive behavior and incorporate the principles into everyday tasks. As an employee, you are “the eyes and ears” of our Compliance Program because you see and hear what is going on. Employees are accountable for knowing enough about compliance to recognize an issue when it arises. They also have the ethical responsibility to stop something that is wrong by reporting it. This Code provides employees the necessary knowledge of compliance and the available resources for reporting and seeking assistance.

In addition to compliance with the Code, employees have the ethical and professional responsibility to ensure that any event be reported if there is knowledge of or involvement in the event. Included in this reporting is any unplanned event that did not result in injury, illness or damage, but had the potential to do so.

Employees are required to comply with the Code, which is intended to supplement, not replace, individual departmental policies and procedures.





Leaders must ensure that ethical and compliant behavior is never sacrificed during the pursuit of business objectives.

## **Leadership Responsibilities**

While all employees and customers are obligated to follow our Code, we expect our leaders to set the example. Leaders must ensure that ethical and compliant behavior is never sacrificed during the pursuit of business objectives. They must help promote a “culture of compliance” within Regional One Health to achieve high standards of ethics and compliance. This kind of culture encourages anyone in the organization to ask questions or express concerns without fear of retaliation or intimidation of any sort.

## **Patient Rights**

Patients have the right to excellent, compassionate, high-quality, patient-centered health care at any of Regional One Health’s facilities. These rights are the essence of our Mission, Values and Our Brand Promise statements. Our pledge to provide premier services to those we serve is a testament to Regional One Health’s commitment to being a responsible provider and corporate conduct. Furthermore, Regional One Health does not discriminate against any person on the basis of race, color, national origin, disability, sex, religion, or age in admission, treatment or participation in its programs, services and activities.

If an employee ever questions whether a patient is being properly treated or has any concern related to the care of a patient, he or she must promptly notify a manager and seek guidance.



## Legal and Regulatory Compliance

Regional One Health provides various health care services in accordance with applicable federal, state, and local laws and regulations. This section provides information to enhance awareness of key laws and regulations pertaining to health care compliance.

### Antitrust Laws

Antitrust laws reflect the belief that a marketplace characterized by fair and vigorous competition will produce the maximum benefits for consumers and businesses. Federal and state antitrust laws are designed to encourage this competition by prohibiting agreements that restrain trade. Therefore, we must be alert to these competitive concerns, and take no action or enter into any discussion that could be interpreted as an effort to fix prices, divide up markets with our competitors, boycott competitors or suppliers or otherwise restrain fully competitive trade. These issues are complicated. Any questions regarding antitrust issues should be directed to the Corporate Legal and/or Corporate Compliance departments.

### Emergency Medical Treatment and Active Labor Act (42 USCA § 1395dd)

Emergency Medical Treatment and Active Labor Act (EMTALA) is the federal “anti-dumping law” that ensures patients have public access to emergency services regardless of ability to pay. EMTALA imposes specific obligations on Medicare-participating hospitals that offer emergency services to provide a medical screening examination when a request is made for examination or treatment for an emergency medical condition, including active labor, regardless of an individual’s ability to pay. Hospitals are also required to provide stabilizing treatment or an appropriate transfer for patients with emergency medical conditions. In addition, hospitals must maintain a physician on-call system to provide available coverage to assist with stabilizing patients. Hospitals that negligently violate EMTALA are subject to civil monetary penalties in the amount of \$50,000 per violation.

### EMTALA PURPOSE

Enacted in 1986, EMTALA is a federal law that requires Regional One Health to medically screen every patient who seeks emergency care and to stabilize or transfer those with medical emergencies, regardless of health insurance status or ability to pay.

## FALSE CLAIMS ACT CONSEQUENCES

Failure to comply with the False Claims Act can result in severe consequences to healthcare providers and suppliers, including civil penalties ranging from \$11,181 to \$22,363 per false claim submitted.

In introducing amendments to the False Claims Act in 1985, Senator Charles Grassley explained the purpose behind the Act: “The government needs help — lots of help — to adequately protect the Treasury against growing and increasingly sophisticated fraud”.

### Exclusion Statute (42 USC 1320a-7)

The Office of Inspector General (OIG), an agency of the Health and Human Services Department, is legally required to exclude from participation in all federal health care programs individuals and entities convicted of various criminal offenses. As a result, Regional One Health is required to screen all current and prospective employees, physicians and vendors against online governmental listings to ensure the excluded individuals are not employed and excluded entities are not contracted to do business with Regional One Health. Violation of this statute may result in a civil monetary penalty and/or obligation to repay any amounts received from a federal health care program for items or services the excluded individual or entity furnished, whether directly or indirectly.

### False Claims

Federal and state laws have been enacted to prevent the submission of false claims to reduce the likelihood of potential fraud, waste and abuse. This includes compliance with the Tennessee Medicaid False Claims Act, TCA § 71-5-181. Anyone involved with providing or obtaining reimbursement for medical services, supplies or equipment from or on behalf of Regional One Health is responsible for submitting honest and accurate bills to Medicare, Medicaid, and other federal and state health care programs. Examples of fraud and abuse that can be considered to be false claims include billing for services not rendered or goods not provided, falsifying records to obtain payment or a higher rate of reimbursement or unlawfully giving health care providers inducements in exchange for referrals for service. Violation of these laws may result in nonpayment of claims, Civil Monetary Penalties, exclusion from the Medicare Program and criminal and civil liability.

The “Qui tam” is a provision of the False Claims Act that enables a private person (sometimes referred to as a “whistleblower”) with knowledge of past or present fraud to bring suit on behalf of the federal or state government. The whistleblower is protected from retaliation under Regional One Health policy and federal and state laws, and as an incentive may share in the financial recovery under federal and state laws.

The Deficit Reduction Act (DRA) (42 USC 1305) is designed to provide options and incentives to the Medicaid Program, State Children’s Health Insurance Program (SCHIP) and other programs as a strategy to align the Medicaid Program with today’s health care environment. Section 6032 of the DRA mandates that providers receiving \$5 million or more annually in Medicaid funds must provide, as a condition of payment, education to employees, agents and contractors about the FCA, the “qui tam” (or “whistleblower provision”) and the Program Fraud and Civil Remedies Act (PFCRA).



#### What actions are considered violations under the False Claims Act?

- Knowingly presents, or causes to be presented, a false or fraudulent claim for payment;
- Knowingly makes, uses, or causes to be made or used, a false record or statement material to a false or fraudulent claim;
- Knowingly using a false record or statement to conceal, avoid, or decrease an obligation to pay money or transmit property to the federal government.



## THE 18 HIPAA IDENTIFIERS

When personally identifiable information is used in conjunction with one's physical or mental health or condition, it becomes Protected Health Information (PHI). These are the 18 HIPAA identifiers that can be used to identify, contact, or locate a single person or can be used with other sources to identify a single individual:

- Name
- Address (all geographic subdivisions smaller than state)
- All elements (except years) of dates related to an individual (including birthdate, admission or discharge date, date of death, and exact age if over 89)
- Telephone numbers
- Fax number
- Email address
- Social Security Number
- Medical record number
- Health plan beneficiary number
- Account number
- Certificate or license number
- Any vehicle or other device serial number
- Web URL
- Internet Protocol (IP) Address
- Finger or voice print
- Photographic image: Photographic images are not limited to images of the face.
- Any other characteristic that could uniquely identify the individual

## Health Insurance Portability and Accountability Act (PL 104-191)

To make it easier for health care organizations to share medical information, the HIPAA law requires that common transactions — such as submitting a claim on the patient's behalf — be in a standard format for all health care organizations and payers. But with the easier transmission of patient information, there is a greater risk for information leaks and abuses to happen. This is especially true as more and more information is shared electronically through email and the Internet. An important part of HIPAA is a focus on patient privacy and confidentiality. Under HIPAA, it is illegal to access or use protected health information (PHI) unrelated to your job duties, or to improperly disclose information to inappropriate parties or to fail to adequately protect health information from inappropriate access, use or disclosure.

HIPAA's "Administrative Simplification" section provides two rules governing the electronic exchange and privacy and security of PHI:

- The Privacy Rule informs patients of their privacy rights, gives patients access to their PHI and control over how it's used, and requires security processes for medical records and other confidential information used or shared in any form.
- The Security Rule requires administrative, physical and technical safeguards to protect patient privacy and covers information that's stored or transmitted electronically.

With the enactment of the Health Information Technology for Economic and Clinical Health Act (HITECH Act) as part of the American Recovery and Reinvestment Act of 2009 (PL 111-005) and the final modifications effective March 26, 2013, also known as the Omnibus Rule, requirements under HIPAA's Privacy and Security provisions associated with the electronic transmission of PHI were expanded. Significant changes related to business employee responsibilities, breach notification requirements, uses and disclosures for marketing and fundraising and patient rights were included. In addition, government enforcement authority was enhanced and penalties for noncompliance were increased.

Fines up to \$25,000 may be imposed for multiple violations of the same standard in a calendar year, and fines up to \$250,000 and/or imprisonment up to 10 years may be imposed for knowing misuse of an individual's PHI.

It is Regional One Health's policy to treat all patient information with the utmost discretion and confidentiality, and to prohibit improper access, use or disclosure in accordance with the confidentiality requirements of Tennessee and federal laws and regulations. The access, use and disclosure of a patient's protected information should be addressed with strict adherence to Regional One Health policy and compliance with the law. It is the duty and obligation of all Regional One Health workforce to report any known or suspected violation of privacy and security of a patient's PHI.



#### **Am I allowed to look up my uncle's medical record?**

Generally, you are not permitted to look at your family members record or that of any patient without proper authorization. If you must access the medical record to perform your job, then you may only access the minimum necessary to perform the task at hand.

#### **I often fax and email protected health information (PHI) outside of our organization, what's the proper procedure?**

Always use the Regional One Health fax cover sheet with our confidentiality message. When faxing highly sensitive information, it's a good idea to call first to verify the fax number and ask the receiver to confirm receipt of the information. When emailing to outside domains, secure the contents by adding the word "encrypt" to the subject line or body of your message.

#### **Anti-Kickback Act (42 USC § 1320a-7b)**

The Anti-Kickback Act, or "anti-bribery law," makes it a criminal violation to offer or accept "remuneration". This means anything of value, directly or indirectly, in exchange for the referral of any federal health care program (including Medicare) business, unless it falls within certain "safe harbors" specified under federal laws. The underlying purpose is to guard against improper influence over choice of the provider or supplier who will furnish items or services. It equally guards against the over utilization or inappropriate utilization of items or services and the resulting negative impact on program costs and quality of care. Therefore, employees must avoid any actions, such as the giving or receiving of gifts or services that may even give the appearance they are offered for potential referrals.

Violations of this law can result in monetary fines and imprisonment up to five years. Because this law and the accompanying safe harbor provisions are complex, any questions or concerns related to a specific transaction should be referred to Corporate Legal or Compliance.

## STARK LAW DESIGNATED HEALTH SERVICES:

- Clinical laboratory services
- Physical therapy, occupational therapy & outpatient speech-language pathology services
- Radiology & certain other imaging services
- Radiation therapy services & supplies
- Durable medical equipment & supplies
- Parenteral & enteral nutrients, equipment & supplies
- Prosthetics, orthotics, & prosthetic devices & supplies
- Home health services
- Outpatient prescription drugs
- Inpatient & outpatient hospital services

### Stark Law (42 USC § 1395nn)

The Stark Law, or federal Physician Self-Referral Law, seeks to remove incentives to overuse medical care that may result if a physician's treatment decisions are tied to financial gain. The law's purpose is to prohibit a physician from referring a patient for "designated health services" payable by Medicare or Medicaid to any entity that the physician or a member of his or her immediate family has a financial relationship.

Another aspect of the Stark Law requires limits on the giving of business courtesies, such as gifts and entertainment, to potential referral sources (i.e., physicians and their immediate family members). Regional One Health policy permits employees to give certain non-monetary business courtesies to potential referral sources and their immediate family members provided the total value of such business courtesies doesn't exceed the calendar year limit. Business courtesies or other benefits that are intended or understood by either party to be provided or solicited as an inducement for referrals are prohibited.

### Patient Protection and Affordable Care Act (PL 111-148 Stat. 119)

The Patient Protection and Affordable Care Act was enacted to improve health care and make it more accessible. Although the law affects many areas of health care, provisions related to the prevention of fraud, waste and abuse include:

- Enhanced government authority related to oversight and screening procedures for providers and suppliers
- Civil Monetary Penalties for falsifying information on provider enrollment applications and delaying investigations and audits by the OIG
- Imposition of penalties for Medicare Advantage Plans for violating terms of their contracts
- Enhanced sentencing guidelines for conviction of a federal health care offense relating to a government health care program

A subset of the Affordable Care Act is the Physician Payment Sunshine Act introduced in 2010. The law requires certain pharmaceutical, biologic and medical device manufacturers to annually report to CMS payments or other transfers of value furnished to physicians and teaching hospitals (covered recipients).

For the purposes of this program, a "physician" is any of the following types of professionals that are legally authorized to practice:

- Doctor of Medicine
- Doctor of Osteopathy
- Doctor of Dentistry
- Doctor of Dental Surgery
- Doctor of Podiatry
- Doctor of Optometry
- Doctor of Chiropractic Medicine



## Working with the Government

Employees must keep accurate records and make truthful representations in all business matters. Extra vigilance is necessary when working with the government due to laws that define these interactions. Awareness of these responsibilities will assure that Regional One Health adheres to regulatory financial, legal and reporting obligations while maintaining our reputation for ethical excellence.

### 1. Company Records and Accounts

Company records include all documents and electronic media that record or reflect any activity or transaction by any Regional One Health employee or customer. Correctly maintaining records is critically important in meeting our financial, legal and management obligations. Company records must always be prepared accurately and reliably. Deliberately falsifying a report or record is prohibited. Therefore, in all of our operations it's against Regional One Health's policy, and potentially illegal, for any employee or customer to cause any record to be inaccurate in any way. Likewise, no payment on behalf of Regional One Health may be approved or made with the intention or understanding that any part of the payment or receipt is to be used for an unsupported purpose. A significant portion of our work relates to government-funded programs, such as Medicare and Medicaid. These programs impose strict requirements on our record keeping and related activities that require our particular attention.

Company accounts are maintained in accordance with generally accepted accounting principles. They must also meet certain regulatory requirements, and government agencies may require that our accounting records be retained for specified lengths of time. All employees and customers are required to maintain accounting records with strict accuracy. No secret or unrecorded assets or liabilities may be created or maintained for any purpose. In addition, making false, fictitious or misleading entries in the books with respect to any transaction or the disposition of assets is prohibited.

Any records involved in litigation or investigation are considered to be active records and should be stored on site and protected accordingly. In the event of a lawsuit or government investigation, the applicable records cannot be destroyed until the lawsuit or investigation has been finalized, Corporate Legal has specifically approved the destruction, or in accordance with the Regional One Health records retention schedule.



**As a medical biller I was advised by the treating physician to charge for services not documented, what should I do?**

It's the physician's responsibility to document medical information accurately and completely. Most likely the physician does not have bad intentions and additional communication is necessary. You should discuss this type of behavior with your manager or Corporate Compliance. You can also report the incident through the Compliance Hotline by calling 844.260.0009.

**In preparation for an accreditation visit, I have been asked to review records and fill in missing signatures. Is this appropriate?**

No. It's clearly wrong to sign another health care provider's or employee's name in the medical record. When in doubt, always consult with your manager or Corporate Compliance.



## **2. Medicare Advantage and Prescription Drug Plans**

Regional One Health holds a Medicare Advantage and Medicare Prescription Drug Plan contract with The Centers for Medicare & Medicaid Services (CMS) to provide Medicare benefits. As a business partner, we are required to follow all health care laws including those that govern Medicare Part C and D found at 42 CFR §§ 422 and 423 respectively, and any other guidance provided by CMS or the U.S. Department of Health and Human Services. These rules apply to employees, members of our Board and other first tier and downstream related entities Regional One Health contracts with to provide administrative services.

## AN UNEXPECTED GOVERNMENT AGENCY VISIT

### 1. Notify:

- Your manager or director
- The Corporate Operating Officer
- Corporate Compliance
- Corporate Legal

2. Ask for the government representative(s) for proper identification (i.e., badge, photo ID, business card) and a written copy of their request.

3. Answer questions truthfully, however do not volunteer information. Advise that Corporate Compliance is in route to assist them further with their request.

### 3. Statements to the Government

Federal and state government officials rely upon the accuracy of oral and written statements made by Regional One Health employees. It's a violation of the law and against Regional One Health's policy for any employee to knowingly make a false or misleading statement to a government official or in connection with a government program. These "statements" can range from formal certifications, cost reports, claims or invoices and attestations submitted to the government, and even include responses provided orally to government representatives who may visit our facilities from time to time. In every instance, it's the obligation of Regional One Health, all its employees and customers to provide accurate and complete statements to the government.

It's not uncommon for federal and state agencies, including CMS, fiscal intermediaries and others to conduct routine or random audits and other types of investigations here and at other health care organizations. From time to time, Regional One Health records related to government programs, such as Medicare and Medicaid, may be audited by government or private auditors. If an employee receives a telephone call or written notice of such an event, he or she must immediately notify a manager and Corporate Compliance.

Employees must remember that at all times during any type of government inspection, legitimate requests for information must be answered with complete, factual and accurate information. Employees should cooperate and be courteous to government inspectors or investigators and never conceal, destroy or alter any documents, lie or make misleading statements to the government representative. Likewise, an employee must never attempt to cause another employee to fail to provide accurate information or obstruct, mislead or delay the communication of information or records relating to a possible violation of the law.

### 4. Government Interviews of Employees

In addition to contractual reviews, audits and requests for financial data or other information, employees may be directly contacted for interviews by government representatives or agents conducting civil or criminal investigations related to alleged activities at Regional One Health or another health care organization. These contacts may occur at an employee's office or at his or her home after normal working hours.

If contacted by a government official seeking an interview pertaining to Regional One Health-related business, employees must immediately notify their manager and the Chief Operating Officer of the operational area. In addition, the Corporate Compliance Officer and Chief Legal Officer must be called immediately (call the Compliance Hotline during "off hours" at 1.844.260.0009). Employees have the right to decide whether or not to be interviewed and may lawfully decline. Employees also have the right to consult with an attorney — either a Regional One Health attorney or a private attorney of their choosing, before deciding to be interviewed and may defer any interview until that consultation can occur. Employees may control the location, time, length and scope of the interview and have the right to terminate the interview at any time after it has begun. If the employee elects to be interviewed, he or she must always tell the truth to the best of his or her knowledge and belief. An intentional false statement may constitute a felony. Any requests by government agents for documents pertaining to Regional One Health business should be referred to the Corporate Legal and Corporate Compliance offices. Any questions regarding government audits and investigations should be directed to the Corporate Compliance Officer or Corporate Counsel.

If a government investigator attempts to enter an area not specified in the subpoena or search warrant, an employee should verbally object to the search, but not interfere. The employee should write a note for the record stating the verbal objection if an inspector enters a non-specified area. There are many reputable health care providers who've been "visited" by government representatives, so it's important for employees to be prepared and know what to do if such an event occurs.



## Dealing Impartially with Customers

Regional One Health's policy is to treat all patients and customers with respect and fairness, and avoid even the appearance of favored treatment. With that in mind, Regional One Health maintains a conservative policy when it comes to the giving and receiving of business courtesies — it is best avoided.

### 1. Accepting Business Courtesies

There are strict legal and regulatory consequences under government programs related to accepting items of value in exchange for certain preferential treatment. Regional One Health employees should never accept anything, even an item of minimal value, if the item is offered with the expectation the person offering the gratuity will receive preferential treatment in return. This applies to items offered by outside customers, patients or fellow employees. Regional One Health specifically prohibits soliciting or accepting any form of bribe or kickback. These are criminal acts, which carry severe penalties for both Regional One Health and all parties involved. Given the seriousness of these matters, employees should immediately report to their manager if they are offered money, services or gifts by a supplier or prospective supplier of goods or services. Unsolicited gifts must be immediately returned.

In general, employees may only accept business courtesies (from someone other than a vendor) that are edible or decorative, such as a food platter or plant, and shared among others within a department. We oftentimes see this type of business courtesy during the holiday season. Another example of an acceptable business courtesy applies to when a manager or director arranges for a supplier to provide a necessary business-related informational session or educational endeavor and the supplier provides a modest working meal, typically an on-site luncheon during business hours. Please contact Corporate Compliance in advance of the scheduled event for additional guidance.

Keep in mind such business courtesies as those described above must be reasonable in value and infrequent. It is not acceptable for suppliers to provide food platters routinely on a weekly or monthly basis; nor is it acceptable for suppliers to provide unnecessary informational sessions to provide lunch for a department. Likewise, employees must not solicit or accept funding to support any parties or similar nonbusiness-related functions.

Regional One Health's policy on business courtesies does not apply to actions between Regional One Health and its employees or actions among employees, such as between employed physicians and other employees or managers and their employees. However, meals, refreshments, gifts and modest entertainment accepted by employees from employed physicians or their managers should also be reasonable in value and frequency.

Except for loans from banks and financial institutions generally available at market rates and terms, Regional One Health employees or members of their families may not accept a loan, guarantee of a loan or payment from an individual or firm doing or seeking to do business with Regional One Health. Nor is it permissible to accept any off-site accommodation or travel for vendor-promotional training unless it is first approved by the operational area Director or Vice President, as well as Corporate Compliance.

## **2. Offering Business Courtesies**

Employees should make sure that offering business courtesies such as meals, refreshments or entertainment does not violate any federal or state health care law or regulation or the standards of conduct of the recipient's company or organization. Offering business courtesies should be avoided if it might create even the appearance of being improper or cause embarrassment to Regional One Health. If there is any doubt about what these standards are, employees should be sure to consult with Corporate Compliance.

Likewise, all expenditures for business meals, refreshments or entertainment must be: 1) reasonable in nature; 2) reasonable in value; and 3) made in the proper course of business. Expenditures for meals, refreshments and entertainment must also be approved and fully documented. If these proposed expenditures aren't allowed or approved, they cannot be incurred and paid for personally by the employee.

## **3. Relations with Government Personnel**

Local, state and federal government agencies have strict rules describing when their employees can and cannot accept meals, entertainment, transportation, gifts or other items of value from companies and people they regulate or with whom they do business. Some government personnel are permitted to accept items of nominal value such as advertising or promotional items, while other agencies prohibit their employees from accepting anything of value. Regional One Health adheres to all applicable federal and state regulations.

Employees of Regional One Health will not make loans, guarantee loans or make payments to or on behalf of any federal, state or local government employee who is involved with oversight or regulating the affairs of Regional One Health or any of its entities.

Regional One Health employees may entertain relatives or personal friends employed by government agencies. It should be made clear, however, that this entertainment is social in nature and not related to Regional One Health's business. No expenditure for such social entertainment is reimbursable by Regional One Health to an employee.

#### 4. Consultants

Agreements with business consultants or agents must be in writing and clearly and accurately describe the services to be performed, the basis for earning the fee involved and the applicable rate or fee. All payments to such agents and consultants must be reasonable in amount, not excessive in light of the practice and trade and in proportion to the value of the services rendered. Moreover, the government may view contingent fee arrangements with consultants who perform services related to the Medicare program as questionable and subject to additional scrutiny. Accordingly, before entering into any such agreement, it must be reviewed by Corporate Legal.

#### 5. Vendor and External Representatives

Regional One Health has established policies and standards for vendors, service representatives and others who want to do business with us at our facilities, offices and other campuses. Such visitors must adhere to these strict standards to ensure the utmost protection of our patients as well as their right to privacy.



##### **A vendor representative gave me a gift card as a token of appreciation. May I accept it?**

No, cash or cash equivalent gifts (such as a check, gift certificate or gift card) should not be accepted from vendors doing business with or seeking to do business with Regional One Health. Return the gift and report the incident to your manager.

##### **A vendor has invited me to attend a conference at a resort area. The day includes recreational activities. May I attend?**

If the conference is primarily for educational purposes and pre-approved by the operational area director and Corporate Compliance, you may attend. However, be aware some vendors may attempt to influence you through activities and your acceptance may be wrongly perceived.



## Avoiding Personal Conflicts of Commitment and Interest

A conflict of commitment or interest arises when a set of circumstances creates a risk that professional judgments or actions regarding a primary interest is unduly influenced by a secondary interest. Employees and members of the Board of Directors have a duty to report any and all potential or actual conflicts of interest to the Corporate Compliance Officer when they arise. Every individual is expected to educate themselves regarding potential conflicts that may affect the performance of their duties on behalf of Regional One Health. Collectively, it is our duty to avoid or eliminate potential conflicts of interest.

At Regional One Health we recognize events or relationships that might create the potential for a conflict of interest are an inevitable aspect of conducting our business. However, the interests of Regional One Health must be considered when entering into a transaction or arrangement that could benefit the private interest of an individual—perceived or actual.

### 1. Personal Gain

Employees must avoid any outside financial interest that might influence or appear to influence job-related decisions or actions. These interests may include, among other things:

- A personal or family interest in any enterprise that has business relationships with Regional One Health.
- Investment in another business, such as a nursing home, laboratory or medical practice that competes or contracts with Regional One Health.

### 2. Outside Activities

Outside activities, such as civic, charitable, or paid work, may also create a conflict of interest to Regional One Health. All potential conflicts of interest must be disclosed to Corporate Compliance for review.



#### **My brother has invested in a company that's bidding for a contract with Regional One Health. Can I assist him?**

Your personal relationship may cause the appearance of inappropriate behavior. You must disclose any potential conflict to the Corporate Compliance department and refrain from working with your brother.

#### **I've been asked to plan an upcoming department celebration event. May I use my sister's catering service if her prices are comparable?**

No. This may seem unfair, but you must avoid even the appearance of favoritism.

## Participating in Political Activities

Employees are encouraged to participate in political activities, as long as they are carried out on the employee's own time and at his or her own expense. The law limits the organization's political participation. Regional One Health funds or resources cannot be used to contribute to or support political campaigns or candidates, or for gifts or payments to any political parties or any of their affiliated organizations. This includes financial and non-financial resources such as using work time and telephones to solicit for a political cause or candidate or the loaning of Regional One Health property for use in a political campaign.

Under certain circumstances, the organization may support facility visits by political candidates, provided the candidate does not engage in campaign activity. The organization may also support certain community issues or causes. These visits or support of such issues must comply with state or federal election laws, rules and regulations. They must also be coordinated with senior management before they're scheduled. Any questions related to the political process, contributions or other political activity should be directed to the Senior Executive responsible for External Relations.



## Maintaining a Respective Work Environment

### 1. Equal Employment Opportunity

Regional One Health's policy is to provide equal employment opportunities (EEO) to all employees and applicants for employment without regard to race, color, religion, sex, national origin, age, disability or genetics. Equal opportunity will be provided in all aspects of the employment relationship including recruitment, hiring, work assignment, promotion, transfer, termination, wage and salary administration and selection for training. Job applicants, as well as current employees, are protected by this policy and by a number of Federal and State Anti-Discrimination laws and regulations.

## WORKPLACE HARASSMENT

The Equal Employment Opportunity Commission (EEOC) defines sexual harassment as unwelcome sexual advances, requests for sexual favors, as well as other verbal and/or physical conduct and/or communication of a sexual nature.

## 2. Disabled Employees and Applicants

No employee of Regional One Health shall discriminate, with respect to any offer, term, condition or privilege of employment, against any qualified individual with a disability. Regional One Health will make reasonable accommodations to the known physical and mental limitations of otherwise qualified individuals with disabilities, unless this accommodation would impose an undue hardship on the company's operations. A qualified individual with a disability is one who, with or without accommodations, can perform the essential functions of the employment position the individual holds or desires. Job applicants, as well as current employees, are protected by this policy and by the Americans with Disabilities Act and Rehabilitation Act.

## 3. Sexual and Other Harassment

All employees must be treated with respect and courtesy. Regional One Health prohibits any form of sexual harassment or other intimidating and/or disruptive behaviors in the workplace, whether by a manager, co-worker, health care professional or any other related party. Sexual harassment includes unwelcome sexual advances, degrading or humiliating jokes, slurs or other verbal or physical conduct of a sexual nature when: 1) submission to such conduct is made, either explicitly or implicitly, a term or condition of an individual's employment; 2) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting an individual; or 3) the conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment. Other intimidating and/or disruptive behaviors include overt actions, such as verbal outbursts and physical threats, as well as passive activities such as refusing to perform assigned tasks or quietly exhibiting uncooperative attitudes during routine activities.

Any employee who believes he or she, or a fellow employee has been the subject of sexual or other harassment should report the problem to his or her manager and the Human Resources department. All allegations will be investigated and the related information will be held in the strictest confidence to the extent possible. Those who engage in sexual or other harassment will be subject to disciplinary action up to and including termination.

## 4. Workplace Violence

Regional One Health is committed to preventing workplace violence and to maintaining a safe work environment. Workplace violence includes, but is not limited to robbery and other commercial crimes, stalking, violence directed at the employer, terrorism and hate crimes committed by current or former employees. Employees who observe or experience any form of workplace violence should immediately report the incident to Security at 901.545.7867 and Human Resources.

## 5. Substance Abuse

To protect the health and welfare of our patients and employees, Regional One Health prohibits the use, possession or distribution of any illegal substance, as well as the abuse of legal drugs or alcohol on any of our premises. Regional One Health may require drug screening as a condition of continued employment if reasonable suspicion exists that an employee's work performance or safety is impaired by the use of drugs, alcohol or any controlled substance.

Employees who may suffer from substance abuse are urged to seek assistance by contacting the Employee Assistance Program at 901.683.5658. Records associated with substance abuse counseling or the results of drug or alcohol tests will be kept confidential, except to the extent disclosure is required by law.



## Using Regional One Health's Resources Properly

Every employee is responsible for safeguarding and preserving Regional One Health's resources and assets including time, materials, supplies, property, buildings, equipment, information, electronic communication, mail systems and other assets. Employees must use and maintain these assets with the utmost care and respect, guarding against waste and abuse, and be cost-conscious and alert to opportunities for improving performance while reducing costs. Company resources are to be used for company purposes only and not for personal benefit or non-company purposes. As a general rule, the personal use of any Regional One Health asset without the prior approval of a manager is prohibited. The occasional use of items, such as copying facilities, computers or telephones, where the cost to Regional One Health is insignificant, is permissible. Any community or charitable use of organization resources must be approved in advance by a manager. Any use of organization resources for personal financial gain unrelated to Regional One Health business is strictly prohibited.

### 1. Proprietary Information

Certain business information about our organization, strategies and operations is proprietary and must remain confidential. Proprietary business information includes, but is not limited to, patient lists and personal information, cost and pricing information, financial data, research data, strategic plans, transactional information, payroll information and other business data maintained in confidence by Regional One Health or any of its customers, vendors or suppliers.

## 2. Computer Software

Regional One Health is frequently a licensee of computer programs and software owned by others, and the license agreements for such third-party software may place various restrictions on its disclosure, use and copying. As a licensee, Regional One Health may be required to maintain the licensed programs as trade secrets. Employees having access to these programs are then obligated to maintain the licensed programs as trade secrets both during and after employment. All employees are responsible for complying with requirements of software copyright licenses related to software programs used in fulfilling job requirements. Employees who copy or inappropriately use computer resources, including software and related documentation, may be in violation of license or use restrictions.

Employees may not install software purchased personally on Regional One Health equipment for use by themselves, co-workers or others. Employees may contact the Information Security for advice on the use, protection and licensing of computer software programs.



### Can I bring in software from home and load it on my work computer?

No. All software must support your work environment and only the Information Technology department can distribute software on your computer.

## 3. Information Security

Employees are responsible for protecting user names and passwords. Sharing of credentials, including passwords, account codes or numbers is prohibited. Users may be held responsible for misuse that occurs through such unauthorized access. Users must immediately report any lost, stolen or damaged Information Technology equipment, including any breach in password security, to their director and the Information Security Officer to investigate any potential breach of security or confidentiality.



### Can I share my password with a new employee while their access request is pending?

No. Due to privacy and confidentiality reasons, employees must adhere to the “Appropriate Use of Information Systems” policy. If necessary, contact Information Technology to escalate the access request.



## Using Technology

### Mobile Devices

Mobile devices are very useful because of their portability and accessibility to critical data; however, the use of these devices within Regional One Health poses concern due to inherent privacy and security risks. When unencrypted, used on a non-secure network, lost, or stolen, mobile devices with patient PHI become a high risk for HIPAA violations. It is important to realize patient photos are PHI and must not be taken, posted or shared without prior consent and/ or written authorization. Likewise, an approved encryption method must be utilized whenever PHI or other information considered confidential or proprietary to Regional One Health is disclosed using personal or Regional One Health-owned mobile devices.

### Social Media

Regional One Health has clear guidelines on the use of social media such as Facebook, Twitter, Instagram, Snapchat, YouTube, Internet forums, chat rooms, blogs, and other similar media. Employees and customers who use social media must act responsibly and abide by Regional One Health policies. Employees must protect patient privacy and confidentiality and not discuss anything related to Regional One Health confidential or proprietary information including legal matters, litigation or any parties with whom Regional One Health may be in litigation. Employees must be consciously aware of what they communicate when using social media as inappropriate activity may lead to disciplinary action up to and including termination.

## TECHNOLOGY CHANGES THE WAY WE DO BUSINESS

In this technology driven time, Regional One Health uses social media to build relationship within the healthcare industry, the media, and the community of the people we serve. Individuals must adhere to company policies to protect Regional One Health's reputation, proprietary information and respect patient confidentiality.

## COMPLIANCE HOTLINE 844.260.0009

The hotline is open to all employees and customers 24/7 to report suspected compliance concerns. Reports can be made anonymously and without retaliation when concerns are made in good faith.

## Understanding the Compliance Program

Regional One Health's Board of Directors approved the implementation of the Compliance Program. It was developed to comply with all health care laws and regulations that apply to or affect the business of Regional One Health, including the guidelines of the OIG and their "Seven Elements of an Effective Compliance Program."

- Written compliance policies and procedures including a code of conduct
- Designation of Compliance Officer and Compliance Committee
- Education and training
- Effective lines of communication
- Auditing and monitoring
- Disciplinary standards and a no-retaliation policy
- Responding to offenses and corrective action

The Compliance Program is managed by the Corporate Compliance department, which is led by the Corporate Compliance Officer who reports directly to Regional One Health's President/CEO and Board of Directors. It has developed to become a fundamental component of Regional One Health's daily operations. Executive Leadership remains actively engaged in oversight responsibilities.

We also have a duty to the Board of Directors and must provide reasonable assurances that risks are mitigated, all levels of management throughout Regional One Health appropriately respond to concerns and the organization is complying with all regulatory requirements.

A solid compliance program lays the foundation for continuous improvement and risk reduction. It helps the organization meet federal and state regulations inherently important to maintaining quality service and care to our patients and members. The primary role of Corporate Compliance is to establish standards and implement procedures to ensure our compliance program is effective and efficient in identifying, preventing, detecting and correcting areas of non-compliance.

### Education and Training

Compliance education and training is provided for Regional One Health employees and customers with a focus on the major health care laws and regulations that define the boundaries of our business conduct. The training is developed to promote awareness of the Code of Ethics & Business Conduct and to recognize and report potential areas of non-compliance and fraud, waste and abuse. It's up to each employee and customer to ensure that his or her training is current and complete.

### Auditing and Monitoring

Auditing and Monitoring are performed to detect and prevent unethical or illegal business practices. Audits are conducted based on a risk assessment and in accordance with audit work plans approved annually by the Board Legal and Compliance Committee and overseen by the Corporate Compliance Officer. Corrective action plans will be put in place to address areas of non-compliance. Additional unscheduled audits may be performed as needed, specifically in response to areas of potential risk.



## Understanding Disciplinary Action

Regional One Health approaches all infractions of organization rules with fairness and impartiality. However, failure to comply with this Code will result in disciplinary action that may include suspension, termination, reimbursement to Regional One Health for any losses or damages resulting from violation of the Code, and, where appropriate, referral to a governmental authority. Anyone charged with the violation of this Code will be given an opportunity to explain his or her actions before disciplinary action is taken. This Code will be enforced at all levels, fairly and without prejudice.

Disciplinary action will be taken when:

- An employee or customer authorizes or participates in actions that violate this Code and its underlying policies and procedures.
- An employee or customer deliberately provides misleading information about violations of this Code.
- An employee or customer fails to report suspected or known violations of this Code.
- A manager's actions reflect inadequate supervision or lack of diligence regarding a violation of this Code; or serves as a witness in any related Code enforcement proceeding.
- Any manager retaliates, directly or indirectly, or encourages others to retaliate against or intimidate an employee who reports a violation of this Code.

It's not the threat of discipline that should govern our actions. A dedicated commitment to ethical behavior is the right thing to do, is good business and the surest way for Regional One Health to remain a leader in the health care industry.

The Code of Ethics & Business Conduct should not be construed or interpreted as creating an employment relationship, a joint venture or other business relationship.

## Adhering to the Code

Compliance with this Code and its underlying policies and procedures is required. Strict adherence to these standards will protect Regional One Health and its customers from criticism, litigation and embarrassment that might result from alleged or real conflicts of interest or unethical practices.

In the analysis of a potential compliance or business conduct situation, remember we each act as a guardian of Regional One Health's reputation, ensuring the public's trust, as well as the trust of colleagues and peers. While there are no universal rules, when in doubt, each of us can ask ourselves:

- Will my actions be ethical in every respect and fully comply with the law and with Regional One Health policies?
- Will my actions have the appearance of impropriety?
- Will my actions be questioned by patients, co-workers, managers, family or the general public?
- Am I using my position with Regional One Health as leverage to gain unfair financial advantage within my community?
- Am I trying to fool anyone, including myself, as to the propriety of my actions?

If an answer to one of the questions above causes you any discomfort, then do not take contemplated action without first discussing it with your manager or consulting with Corporate Compliance.



### **I'm concerned my co-worker could be committing an improper or illegal act.**

Discuss your concern with your immediate manager as soon as you possible. If your concern is not resolved to your satisfaction, you may contact Corporate Compliance or report by calling the Compliance Hotline.

### **If I report something suspicious, will I get in trouble if my suspicion turns out to be wrong?**

No. As an employee you have a responsibility to report suspected problems. As long as you honestly have a concern and act in good faith, our policy prohibits you from being reprimanded or disciplined.

## GOOD FAITH REPORTING

Employees, including management, in violation of retaliation, will be subject to disciplinary action. Likewise, disciplinary action will be enforced if an employee repeatedly files false or arbitrary complaints that upon investigation are deemed to be deceitful, malicious or for personal benefit.

## Reporting and Seeking Assistance

It is the duty of all employees and customers to report any non-compliance, potential areas of fraud, waste and abuse or violations of the Code and to assist in the resolution, when appropriate. Regional One Health patients and customers are also encouraged to report. Reporting can be made anonymously, but regardless of the reporting mechanism, it is the strict policy of Regional One Health that no retaliation or intimidation can be made against any party for good faith reporting.

Retaliation, in general, is defined as any kind of negative action against a current or former employee that takes the form of punishment, and creates an intimidating, threatening or uncomfortable environment because of their reported complaint. A good faith report is an allegation of suspected or known improper conduct based upon a good faith and reasonable belief that the conduct has both occurred and is wrongful under applicable law, regulation and/or Regional One Health policy.

Whenever any questions or concerns related to compliance and business conduct arise, the following resources are available:

### Management

Individuals are encouraged to seek guidance from management whenever there is a question concerning obligations under the Code or otherwise. If, under the circumstances, this is not appropriate, or if an employee is not satisfied after seeking advice from a manager, Regional One Health provides its employees with multiple resources for assistance and information.

### Compliance HOTLINE 844.260.0009

Regional One Health has an established hotline with a live operator available 24/7. All calls are handled in confidence and may be placed anonymously. Reports are immediately forwarded to Corporate Compliance for review and investigation. Individuals may also report confidentially online at <https://app.mycompliancereport.com/>. When prompted, use the Regional One Health access code "RONE".

### Other Resources and Contact Information

Corporate Compliance .....	901.545.6373 or <a href="mailto:compliance@regionalonehealth.org">compliance@regionalonehealth.org</a>
Human Resources .....	901.545.7539
Corporate Legal .....	901.545.6177
Risk Management .....	901.545.8617
Internal Audit .....	901.545.8317
Information Security .....	901.545.8436
Quantros Safety Portal .....	<a href="https://qxpert.quantros.com/landing/TMED">https://qxpert.quantros.com/landing/TMED</a>
Spiritual Care and Ethics Referral .....	901.545.7925

The Regional One Health Code of Ethics & Business Conduct has been approved by the Shelby County Health Care Corporation Board of Directors.

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Rev. 1.2