



# CalvertHealth™

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**Policy Name: Code of Business Conduct & Compliance Program**

**Policy Number: GA-186**

Category:  Clinical  Non- Clinical

Review Responsibility: Quality & Risk Management

Approved By: Chief Compliance Officer  
President & CEO

Effective Date: 10/06/2009

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Associated Documents/Policies: Attachments A & B

**The policies set forth do not establish a standard of care to be followed in every case. It is recognized that each case is different and those individuals involved in providing health care are expected to use their clinical judgment in determining what is in the best interests of the patient, based on the circumstances existing at the time. It is impossible to anticipate all possible situations that may exist and to prepare policies for each. Accordingly, these policies should be considered to be guidelines to be consulted for guidance with the understanding that departures from them may be required at times.**

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## **I. PURPOSE:**

The purpose of this policy is to explain the professional standards and compliance program applicable to Calvert Health System (CHS), also known as the Health System, its subsidiaries, and affiliates.

## **II. SCOPE:**

This policy applies to all CHS employees, staffing agency and contract personnel, independent contractors, and personnel who represent or have contracted business with CHS, its subsidiaries, and affiliates.

## **III. POLICY:**

See Attachment A: “Code of Business Conduct & Compliance Program for Employees and Associates of Calvert Health System and Affiliates.”

**ATTACHMENT A**



**CALVERT HEALTH SYSTEM**

**Code of Business Conduct & Compliance Program for  
Employees and Associates of  
Calvert Health System and Affiliates**

Federal, state and local law, as well as standards set by Calvert Health System (CHS), require the Health System and its subsidiaries and affiliates to establish a set of professional standards and a compliance program. All CHS employees, staffing agency and contract personnel, independent contractors, and personnel who represent or who have contracted business with CHS, its subsidiaries, and associates are required to adhere to this Code of Business Conduct and Compliance Program (the Code). The standards, as outlined in this document, are officially known as the Code of Business Conduct and Compliance Program for the Calvert Health System.

The standards of conduct outlined in this document are not intended to express or imply a contract or promise of employment nor are they intended to alter the employment-at-will relationship in any way. The Health System may add to, revoke or modify this Code of Business Conduct and Compliance Program document at any time, with or without notice.

For more information about the information outlined in this booklet, contact your supervisor or the Compliance Officer.

For questions regarding violations under this policy, see the “Reporting Misconduct or Suspected Misconduct” section of this booklet, or call Health System Compliance Hotline at 410-535-8282.

## **DEFINITIONS AND ABBREVIATIONS**

Affiliates – Organizations, persons or subsidiary group officially connected to CHS.

Associates – All employees, contractors, agency personnel, and volunteers of the Health System.

Board - The Board of Governors of the Health System.

CEO – Abbreviation for President and Chief Executive Officer Title.

Code – This Code of Business Conduct and Compliance.

Community – All individuals living in, working in or visiting the service area of CHS.

Compliance Hotline – 410-535-8282; extension 8282.

Customers – Any associate, patient or community member.

Health System – Calvert Health System (CHS) and its constituent entities, including CalvertHealth Medical Center, CalvertHealth Medical Group, Calvert Medical Management, the Urgent Care Centers and any CHS subsidiaries and affiliates.

Health System Property/Assets – Something owned or possessed by CHS [buildings, equipment, supplies].

Hospital – CalvertHealth Medical Center (CHMC).

Management – All Executives, Vice Presidents, Directors, and Managers in the Health System.

Patient – Any individual being treated in the Health System or by a provider employed by the Health System.

Policies – The published policies of the Health System and any of its affiliated entities. A partial list of Policies is attached (Attachment B) at the end of this Code.

## **Introduction to Compliance Program**

The Health System always has been, and continues to be, committed to conducting its business with integrity and in accordance with all federal, state, and local laws and regulations to which its business activities are subject. It is the Health System's long-standing policy to prevent the occurrence of unethical or unlawful behavior; to halt such behavior as soon as reasonably possible after its discovery; to discipline or take other adverse action against Associates who violate Health System policies, including individuals responsible for the failure to detect a violation; and to implement any changes in policy and procedure necessary to prevent recurrences of a violation. The Health System has instituted a Code of Business Conduct and Compliance, a Compliance Program, and other related policies to reflect these commitments.

The purpose of the Compliance Program is threefold. First, it provides a mechanism to enforce the Health System's Code of Business Conduct and Compliance. Second, the Compliance Program complies with the Federal law for corporations. Third, and perhaps most important, the Compliance Program coupled with the Code of Business Conduct and Compliance sets an ethical tone for conducting business and facilitates a corporate culture which enhances the reputation of the Health System.

With the advent of the Federal Sentencing Guidelines, major corporations have decided that prudence, economics, and common sense dictate the enactment of compliance programs. The Compliance Program created by the Health System is a mechanism used to educate its Associates, sensitize them to ethical and criminal misconduct, monitor for compliance with such expectations, and audit for and investigate wrongdoing and sanction violators.

The hallmark of an effective compliance program is "due diligence." The Health System's Compliance Program is designed to promote due diligence in everything from the hiring of Associates to the auditing of records. It is a mechanism to ensure that the Health System diligently strives to prevent and detect misconduct and criminal activity.

The definition of an "effective" compliance program is spelled out in the Federal Sentencing Guidelines (USSG, Chapter 8 (2015)).

These are sometimes referred to as the minimum requirements that an entity must fulfill in order to qualify for a finding that it acted with due diligence. The commitment of the Health System by a combined Code of Business Conduct and Compliance Program is to encourage ethical conduct and a corporate culture, which exceed this due diligence standard.

The Compliance Program envisions education, training, monitoring, investigation, detection, and reporting. The compliance program also requires that subsidiaries of and agents acting for or on behalf of the entity also enact and/or comply with the Health System's Compliance Program.

The Health System intends to utilize a variety of tools to implement the compliance program such as training and education, employee performance evaluations, feedback to staffing agencies/independent contractors/vendors, reporting systems, and internal and external audits. It is the Health System's intention to monitor this program to verify compliance with our published standards.

The Health System encourages all Associates to internally report all potential non-compliance with the Code or Compliance Program. The program details a variety of means to report non-compliance--protecting confidentiality where appropriate. No individual's position or influence is considered to be more important than the goal of institutional integrity.

## **Compliance Program Monitoring Responsibilities**

### **1. Corporate Compliance Officer**

The CEO shall appoint a Corporate Compliance Officer. The Compliance Officer is ultimately responsible for overseeing compliance with all applicable laws and regulations, the Code of Business Conduct and Compliance, and all related policies and procedures. The Compliance Officer is responsible for coordinating the annual review and updating the Code and related policies. The Compliance Officer is also responsible for reporting, in writing, the implementation and enforcement as well as periodic updates of the Compliance Program to the CEO, the Board of Directors, and the Audit Committee of the Board of Directors.

The designation of a Compliance Officer in no way diminishes the responsibility of all Associates to comply with all Health System policies and procedures, nor does it diminish every manager or supervisor's responsibility to ensure that those Associates for which he or she has responsibility comply with the Code, the Compliance Program, and related policies. In addition to these responsibilities, the Compliance Officer is responsible for all duties, which ensure the overall effectiveness of the program. In executing these duties, the Compliance Officer must perform a wide variety of tasks to implement the Compliance Program.

### **2. Dissemination of Information**

A critical component of adherence to the Health System's Code, Compliance Program, and related policies is to provide all Associates with effective communications and literature. The Compliance Officer is responsible for establishing procedures that ensure every Associate is familiar with, and endeavors to abide by, the Code and the Compliance Program. These procedures include the following:

- a. All employees will be required upon hire and then annually thereafter, to sign an acknowledgment indicating that he/she has reviewed the Code and must also complete annual Corporate Compliance mandatory learning. Volunteers and agency personnel are also required to complete mandatory Corporate Compliance training upon commencing a business relationship with the Health System and then annually thereafter.

- b. The Compliance Officer is responsible for ensuring that these certifications are retained by the Health System.
- c. All Health System Associates shall participate in the Compliance Program.

3. **Training Program**

The Compliance Officer, in coordination with the Education and Training department, is responsible for overseeing and coordinating all training of Associates to comply with the Code and Compliance Program, as appropriate. Training procedures shall, at a minimum, consist of the following:

- a. Review of Policies and Procedures.
- b. Communication to Associates about new laws and regulations.
- c. Periodic review of the Compliance Program and expectations of Associate conduct.

4. **Reporting of Violation**

The Health System is committed to the policy that all Associates have an obligation to report any violation of the Code or Compliance Program, or any applicable law or regulation, to his or her supervisor or the Compliance Officer. All supervisors must report any potential violation to the Compliance Officer. Reporting Associates may not be subject to any reprisal for a good faith report of a suspected violation of the Code or Compliance Program. The Health System also will establish and publicize one or more means for anonymous reporting of violations.

The Health System is committed to establishing an environment that encourages and allows Associates to seek and receive prompt guidance before engaging in conduct that may violate the Code or any local or federal law, rule or regulation. The Health System has procedures to be employed to investigate allegations of violations. To achieve these objectives, the Compliance Officer is responsible for ensuring that the following practices and procedures are implemented and publicized in writing to all Associates:

- a. Associates may consult their supervisor or the Compliance Officer about any questions regarding the Code or the Compliance Program.
- b. Associates may report to their supervisors any violation of the Code, Compliance Program, or related policy. Supervisors who receive such reports from Associates should immediately report the information to the Compliance Officer. Associates may not be subject to any reprisal for a good faith report of a suspected violation of the Code, Compliance Program, or related policy. Associates can, alternatively, report violations directly to the Compliance Officer (all reports shall be in writing).
- c. The Compliance Officer is responsible for a periodic review of all reports

received of suspected violations of the Code or the Compliance Program. The Compliance Officer will institute investigations on reported violations where further investigation is necessary.

- d. The Compliance Officer will establish and publicize a system that permits anonymous reports of violations of the Code or the Compliance Program to the Compliance Officer or his/her designee. This system should also be available to answer question regarding the Code or the Compliance Program.

## 5. **Disciplinary and Other Adverse Actions**

The Health System will promptly and properly document all reasons for disciplinary or adverse actions taken against its Associates for violations of the Code or the Compliance Program (and related policies and procedures). The Corporate Compliance Officer, in conjunction with any employee's manager and Human Resources, is responsible for ensuring that such documentation is included in the employee's employment files.

In determining the appropriate disciplinary or adverse action to impose for a violation of the Code or Compliance Program (or related policies and procedures), the Corporate Compliance Officer, in conjunction with the Associate's manager (if applicable) and Human Resources, counsel and other members of senior management, may wish to take into account the following factors:

- a. The nature of the violation and the ramifications of the violation to the Health System and its clients;
- b. Whether the Associate was directly or indirectly involved in the violation;
- c. Whether the violation was willful or unintentional;
- d. Whether the violation represented an isolated occurrence or a pattern of conduct;
- e. Whether the Associate in question reported the violation;
- f. Whether the Associate withheld relevant or material information concerning the violation;
- g. The degree to which the Associate cooperated with the investigation;
- h. If the violation consisted of the failure to supervise another individual who violated the Code or Compliance Program (or related policies and procedures), the extent to which the circumstances reflect inadequate supervision or lack of due diligence;
- i. The nature of retaliation if it was against an Associate for reporting a violation or cooperating with an investigation;
- j. The disciplinary action previously imposed for similar violations;



- k. The Associate's past violations; and
- l. Whether the violation constituted a fraudulent or illegal act.

## **Code of Business Conduct**

Because the character, performance, and reputation of the Health System depend upon the actions of its many Associates, it is important that each individual understands the standards of conduct for which he or she shall be held accountable.

It is the responsibility of each Associate:

1. To perform assigned tasks in a responsible, reliable and cooperative manner and with a commitment to high levels of productivity and quality;
2. For employees to avoid any activity, outside employment, interest, relationship or situation which involves or may be perceived as involving a conflict between his or her own personal interests and those of the Health System;
3. To protect the assets of the organization, including confidential and proprietary information;
4. To represent the Health System in a manner which is law abiding and sensitive to the needs and justifiable expectations of the various constituencies we serve including patients, customers, providers, and members of the community at large;
5. To refrain from defamatory or false statements about the Health System or from disparaging comments about its services and products; and
6. To comply with all corporate policies.

Finally, every Associate plays a major role in the development and protection of the Health System's reputation for integrity. In that role, each Associate must abide by this Code and use it to guide his or her conduct. This Code supersedes all prior codes and policies regarding the statements in the Code.

Accordingly, the Health System intends to enforce the statements in the Code vigorously and thus violations could lead to sanctions and/or disciplinary action, up to and including termination, as well as civil and criminal liability in appropriate situations.

## **Management Responsibilities**

Although all Health System employees are required to abide by this Code, applicable laws, regulations and Health System policies, Management is required to set the example. All Management is responsible for leading and assisting in the creation of a culture that promotes high ethical and compliance-oriented behavior. Management must encourage and promote the concepts of the code, laws, regulations and Health System policies.

Management must not allow business objectives and decisions to be made at the expense of ethical conduct and non-compliance with the Code, laws, regulations and policies described herein.

## **Compliance Officer**

### **Statement:**

The CEO shall appoint the organization's Compliance Officer.

### **Responsibility:**

The Compliance Officer is responsible for coordinating the dissemination of information, training, monitoring, investigation and overall maintenance of the Code of Conduct.

- The Compliance Officer along with all members of Management are responsible for communicating accurate information regarding the Code and for enforcing, to the best of their ability, adherence of the Code by all Associates.
- The Compliance Officer is responsible for satisfactorily addressing ambiguities arising from the implementation of the Code as well as violations of the Code.
- The Compliance Officer is responsible for conducting the investigation of all violations or suspected violations of the Code and shall, on a quarterly basis, report the results of all violations to the Audit Committee of the Board or the full Board. Additionally, to the extent required, the Board shall report violations of the Code to the appropriate regulatory agency.

## **Associate Behavior**

### **Statement:**

Associates must make responsible use of Health System resources, including time, equipment, supplies, and facilities, and provide an accounting of expenses through accurate records such as expense reports.

Inherent in this statement is the requirement that all use of electronic systems and applications including the Internet, Intranet, and e-mail systems; and all personal use of electronic media comply with all policies as well as all applicable federal and state laws and regulations. In addition, such use must comply with policies covering encryption and/or security of sensitive and confidential or otherwise protected information.

### **Responsibility:**

Associates are responsible for reading, understanding, and abiding by this Code. Associates must avoid purposeful conduct that interferes with operations, falsely discredits the Health System or its Management or Associates, or causes harm to Patients or members of the community in the course of operations or business dealings associated with the Health System. Disciplinary action up to and including termination and

prosecution or other adverse actions, if appropriate, will be taken for the conduct, which includes but is not limited to:

- Theft, fraud, or misappropriation of Health System money or property, and destruction of or deliberate damage to Health System property.
- Falsification of Health System records or reports.
- Making false, misleading, or inaccurate oral or written statements to any person employed by the Health System or to any federal, state, and regulatory agency.
- Being under the influence of alcohol, illegal drugs, or illegally used prescription drugs, or being involved in the sale, distribution, or possession of any illegal substance or drug paraphernalia; or testing positive for an illegal substance while at work, on Health System premises, on Health System business, or while operating a vehicle while on Health System business.
- Engaging in conduct which violates federal, state, or local laws such as violent behavior, theft, sexual and other forms of illegal harassment, or discrimination.

## **Health System Funds and Property**

### **Statement:**

All Associates must insure and safeguard the assets of the Health System. Protection of Health System assets is vital. Health System assets encompass both Health System funds and property, including trade secrets and software programs. The level of protection exercised against loss, theft, and the fraudulent or negligent misuse of Health System assets affects the Health System's reputation, revenues, and ultimately the services we can provide to patients and the community.

### **Health System Funds:**

Each Associate is personally accountable for Health System funds over which he or she has control and is personally responsible to maintain the appropriate documentation regarding the use of Health System funds.

Any Associate spending Health System money, or personal money that will be reimbursed, should always be sure that the Health System receives appropriate value in return.

### **Hospital Property/Assets:**

Hospital assets must only be used for proper purposes during employment with the Health System. Unauthorized personal appropriation or use of Health System assets is prohibited.

Health System property and assets should not be used for personal benefit. Neither should it be sold, loaned, given away or otherwise disposed of, regardless of condition or

value, except with proper authorization.

The use of any funds or other Health System assets, or the providing of services for any purpose which is unlawful under any federal, state, or local law is strictly prohibited.

**Responsibility:**

Associates and Affiliates of the Health System are responsible for compliance with and implementation of this Code and all finance-related policies.

**Customer Relations**

**Statement:**

Effectively serving patients and customers is the Health System's number one priority. The Health System prospers to the degree that it provides professional, compassionate, high quality and safe services to its patients and customers. Satisfying patient and customer needs requires the active participation of everyone associated with the Health System. In these vital relationships, business dealings must be professional, fair, reasonable, consistent, and adhere to all applicable governmental laws and regulations.

**Responsibility:**

All Associates of the Health System are responsible for compliance with and implementation of this Code.

**Accounting Policy and Financial Reporting**

**Statement:**

It is the policy of the Health System that accounting shall conform to generally accepted accounting principles as well as to adhere to all applicable federal and state laws and regulations. All transactions must be executed in accordance with Management's general or specific authorization, and must be accurately documented and accounted for, in reasonable detail, on the books and records of the Health System. All entries to accounting records must be recorded based on applicable supporting documentation. No payments shall be approved or made by the Health System for any purpose other than that described by the documents supporting the payments. In addition, all dealings with payers shall be compliant with all federal, state laws, regulations and contractual requirements.

The Chief Financial Officer (CFO) is the principal accounting officer and is responsible for establishing and maintaining accounting policy, internal control standards, and the requirements for financial reporting to Management, the Board and interested outside entities.

All funds should be retained in bank accounts in the name of the Health System, and no undisclosed or unrecorded fund or asset shall be established for any purpose. All payments (other than payments covered by normal petty cash procedures) shall be made

by Health System check, wire transfer or by other procedures approved by the CFO.

**Responsibility:**

All accounting policies, as well as requirements established by the CFO, shall be adopted by all areas of the Health System unless otherwise authorized by the CEO and the CFO.

Associates shall not make any false, misleading, or inaccurate oral or written statement to any accountant or auditor employed by the Health System, or to any external auditor in connection with:

- 1) any audit or examination of the financial records;
- 2) the preparation of any report or filing; or
- 3) the review of the internal control structure.

All Associates are responsible for compliance with and implementation of this Code and also to comply with all applicable accounting and financial reporting policies.

**Procurement and Purchasing Policies**

**Statement:**

It is the responsibility of each Associate to ensure that the Health System does not knowingly enter into any purchase commitment that could result in a conflict of interest situation. The Health System selects vendors and contractors with which it does business based on fair and legal business criteria, and not based on gifts to decision makers, the existence or amount of other business or support a vendor or contractor provides the Health System, or other factors not directly related to the purchasing decision. The Health System endeavors to conduct business with vendors and contractors in a way that maximizes the ability of the Health System to carry out its mission, vision, and strategic goals and in accordance with legal and ethical standards aimed at preventing conduct that may inappropriately influence purchasing decisions.

All procurement activities conducted on behalf of the Health System must be in compliance with the following ethical standards:

- 1) Follow lawful instructions, use reasonable care, and do not exceed the authority granted.
- 2) Only authorized personnel can commit Health System funds for the purchase of equipment, goods, and services from a supplier. No individual may commit Health System funds without proper internal authorizations. This provision includes soliciting competitive bids and signing contracts.
- 3) Do not engage in any private business or professional activity that would create a conflict between personal interests and the interests of the Health System.
- 4) Do not solicit or accept money, loans, credits, preferential discounts, gifts, gratuities, entertainment, favors or services from present or potential suppliers. Unsolicited gifts of a promotional nature and nominal value may be accepted,

provided that they do not involve the commitment to do business or influence business.

- 5) Handle confidential or proprietary information with due care and proper consideration of ethical and legal ramifications and governmental regulations.
- 6) Do not enter into reciprocal agreements that restrain competition.
- 7) Do not use the Health System's processes for procurement of personal purchases or use the Health System's buying power for personal benefit.
- 8) The Health System, as a general rule, does not enter into purchasing contracts with providers, employees, or their family members. Procurement transactions between the Health System and businesses in which these individuals hold a financial interest are prohibited without full and prior factual disclosure to the CEO of the Health System.
- 9) Any arrangements wherein individuals or entities knowingly and willfully offer, pay, solicit or receive remuneration in order to induce business must be reported to the Compliance Officer.
- 10) Employees may not compete, directly or indirectly, with the Health System in the purchase or sale of goods or services.
- 11) Employees may not render directive, managerial, or consultative services to outside concerns that do business with the Health System or compete with the Health System, or render other services in competition with the Health System without the prior knowledge and approval by the CEO.
- 12) Associates may not disclose or use confidential or proprietary information or intellectual property relating to the Health System's business for personal profit or advantage of the Associate, or other company the individual is employed by, or by the Associate's family or friends.

**Responsibility:**

Associates are responsible to comply with all corporate purchasing policies.

**Proprietary and Confidential Information**

**Statement:**

Associates agree not to disclose or use at any time, either during or after termination of employment, proprietary and confidential information acquired or developed during the course of their relationship with the Health System. Some examples of confidential or proprietary information include, but are not limited to, the following:

- Health System trade secrets and product development information;
- Non-public information about the Health System's operating results, assets, liabilities, business plans, costs, the Health System's performance, contract terms or arrangements, all of which could be used by competitors to the Health System's disadvantage;

- Confidential or personal information about Health System clients to which you have access as a result of your employment with the Health System that could, if disclosed inappropriately, subject the Health System or you to liability for violating our duties to our clients;
- Confidential or non-public information about the Health System’s suppliers, vendors and contractors;
- Private information about the Health System’s employees that, if disclosed, could violate privacy laws or result in legal actions against the Health System.

Associates agree not to disclose any passwords used to access the Health System’s information systems as well as not to access the information systems with another Associates’ password. Additionally, Associates agree not to leave a computer or other access point to the information systems logged in and unattended as that can result in another individual gaining access.

The dissemination and use of patient Protected Health Information (PHI) is regulated by federal and state statutes and is designated as private and confidential. The Health System requires its Associates to respect that designation. Conversations, both internal and external, concerning patient information should only be on a “need-to-know” basis. At all times, Associates are expected to comply with all Health System policies and procedures designed to keep PHI confidential and to abide by all State and Federal Regulations including but not limited to the Health Insurance Portability and Accountability Act (HIPAA).

All Associates are required to comply with policies and state, local and federal laws and regulations regarding the confidentiality, retention and destruction of all records developed in the due course of the Health System’s business.

Associates shall sign a confidentiality statement upon hire or commencement of a business relationship with the Health System.

## **Conflict of Interest**

### **Statement:**

No employee shall have any business, investment, financial or other interest of any kind with an outside organization that might possibly conflict, in perception or fact, with the best interests of the Health System. The Organizational Ethics-Conflict of Interest policy identifies situations, which must be avoided, and/or reported to the Compliance Hotline (extension 8282).

This statement includes gifts and entertainment, which may not be accepted or given unless they are in strict compliance with the Organizational Ethics-Conflict of Interest policy.

**Definition:**

Whether or not an interest is conflicting will depend on the particular circumstances including the nature and relative importance of the interest, which may be financial or involve individual relationships. Even if a conflict does not in fact exist, the appearance of a conflict to others can be damaging to the reputation of Health System and its employees.

**Responsibility:**

All employees are responsible for compliance with the Organization Ethics-Conflict of Interest policy and are responsible to for disclosing to their immediate supervisor any situation which may constitute a conflict of interest. The immediate supervisor will forward any potential conflict of interest to the Compliance Officer. Any Management level conflicts should immediately be reported to the Compliance Officer who, where appropriate, will review the conflicts with the CEO. Where appropriate, the CEO or Compliance Officer will refer the conflicts to the Audit Committee of the Board of Directors.

**Associate/Employee Relationships****Statement:**

Health System recognizes that its continued success depends on the development and utilization of the full range of human resources.

It is the continuing policy of Health System to afford equal employment opportunity to qualified individuals regardless of his or her race, color, religion, creed, gender or sex (including pregnancy), national origin, citizenship status, age, ancestry, marital status, sexual orientation, gender identity, disability, genetic information, veteran's status, or any other legally protected classification. Health System will conform to all applicable laws and regulations regarding equal employment opportunity.

This policy of equal opportunity covers all aspects of the employment relationship, including application and initial employment, promotion and transfer, selection for training opportunities, wage and salary administration, and the application of service, retirement, seniority, and benefit plan policies.

It is the Health System's established policy:

- To treat Associates with consideration, understanding, and respect; encourage Associates to discuss any job-related problems with their supervisors; and make a concerted effort to resolve differences promptly;
- To provide employees with educational and training opportunities related to the Health System's requirements and promote from within the organization on the basis of merit when appropriate;
- To foster high performance by maintaining open communication on matters of



common concern with all Associates to the fullest extent possible;

- To provide a safe environment in which Associates can safely perform job duties and to prohibit unsafe or unhealthy work place activities.

**Responsibility:**

All Associates are responsible for compliance with these requirements and must demonstrate respect and consideration for all Associates at all times.

**Political Activities and Contributions**

**Statement:**

The Health System encourages its employees to participate personally in political affairs.

Health System Participation:

1. As an organization, the Health System’s political activities must be conducted in accordance with applicable law. Accordingly, Health System employees may not use Health System assets to engage in political activities without the prior review and approval of the CEO and Compliance Officer and may not conduct such activities on Health System property. Solicitations for contributions from employees to any political fund established by the Health System shall be made in accordance with applicable laws and regulations.

Employee Participation:

1. Employees are encouraged to become informed, to support candidates and political parties, to seek public office if they so desire, and to enlist the support of others in such matters.
2. Employees, in the conduct of their political or civic activities, shall at all times make clear that the views expressed are his or her own and not necessarily those of the Health System. To ensure that public confidence and trust are preserved, Management should use discretion and reasonable judgment when making public statements on positions, which are contrary to those taken by the Health System.

**I. Election or Appointment to Public Office**

While employees are encouraged to participate in public affairs, prior to seeking an elective office or accepting an appointive office, employees must notify his or her department manager or supervising Vice President of the intent to seek or accept an elective office. As part of the notification, the employees must indicate whether the duties of the office sought will require absence from work or in any way affect the performance of his or her job or would create a conflict of interest for the Health System. The department manager or supervising Vice President shall forward the notification to the Compliance Officer who will review the notification to determine whether the holding of the position in question will create a conflict of interest necessitating the discontinuation

of the individual's employment status upon appointment or election. The Compliance Officer, in collaboration with Human Resources, shall make a determination within thirty (30) days of receipt of the notification.

In the event absence from work is required, the policies described below will apply. An employee is further required to notify his or her department manager or supervising Vice President when his or her candidacy has been successful and when his or her appointment or election to public office is effective.

## **II. Public Office Requiring Absence from Work**

Any employee elected or appointed to a part-time office requiring limited absence from work, such as County Councilman, School Board Official, etc., shall request approval from his or her department manager or supervising Vice President to arrange a special work schedule. In the event that this is not possible or practical, the employee may be granted limited time off without pay; however the employee is required to use accrued Paid Time Off prior to taking leave without pay. Requested leave must be approved in advance by the employee's department manager or supervising Vice President.

Leaves of Absence to participate in an elected or appointed government position may be approved for a period of up to two years or one term in office, whichever is greater; however, such leaves must be approved in advance by the CEO. Appointments to offices with no set term of duty are subject to review by the CEO at the end of two years, and annually thereafter.

## **III. Reinstatement**

Upon completion of the term of office, and with reasonable prior notice, the Health System will make every effort to reinstate the employee to his or her previous position or, in the event that this is not available, to a comparable position, insofar as is reasonably possible.

### **Responsibility:**

All Associates are responsible for compliance with and implementation of this Code.

## **Bribery, Kickbacks or other Improper Payments**

### **Statement:**

All Associates dealing with government officials must adhere to the highest professional standards.

### **Responsibility:**

Associates are responsible to ensure that nothing of value is offered to officials in order to achieve a desired end for Health System. Bribery of government officials can lead to termination, criminal prosecution, and other penalties.

The same rules will govern contacts with non-government personnel and organizations. Interaction with business contacts must be in compliance with current policies.

All Associates shall comply with all state, local and federal laws and regulations regarding ethical subcontracting as well as with all ethical requirements enumerated in this Code.

## **Antitrust Actions**

### **Statement:**

All Associates are prohibited from engaging in antitrust practices, including but not limited to, sharing of fee schedules or other confidential pricing information, bid-rigging, price-fixing, tie-in sales which condition the sale of one product on the purchase of another (reciprocity), and market allocation agreements with competitors.

### **Responsibility:**

All Associates must avoid conduct which relates to antitrust activity. Antitrust violations may lead to termination, criminal prosecution and penalties and civil liability.

## **Environmental Crimes**

### **Statement:**

Associates are prohibited from engaging in practices deemed harmful to the environment by the various environmental laws and regulations applicable to the Health System.

### **Responsibility:**

The Health System will comply with all environmental laws and operate each facility with the necessary permits, licenses, controls and approvals.

- Associates must comply with all the laws and regulations applicable to the business of the Health System and involving the environment.
- Associates are required to comply with proper procedures when handling and disposing hazardous and bio-hazardous waste, including medical waste.
- Associates are required to alert Management to any improper discharge of hazardous materials or improper disposal of hazardous and bio-hazardous waste, including medical waste.
- Associates are required to notify Management of any circumstances that may be potentially harmful to the environment.

## **Insider Trading**

### **Statement:**

All Associates are prohibited from using insider information to trade in securities.

**Responsibility:**

Associates must not trade on the basis of confidential information obtained at the workplace, regardless if that information relates to the Health System, patients, or some other entity.

**False Claims Act and Government Contract Compliance**

**Statement:**

It is the Health System's policy to comply with the False Claims Act and the requirements of all Government Contracts.

**Responsibility:**

All Associates are prohibited from knowingly participating in the filing of any false claims with any governmental agency, and from knowingly violating any section or sections of any government contract requirements.

**Compliance with Medicare and Medicaid Contract Requirements and Guidelines:**

The Health System is committed to full compliance with all Medicare and Medicaid regulations, contracts, and guidance requirements, and to prepare and submit accurate claims and reports. All Associates are expected to comply with all Medicare and Medicaid regulations and guidelines.

In addition, all Associates are expected to report suspected violations of any Medicare and Medicaid contract or fraud, waste, and abuse involving Medicare and Medicaid operations. Any failure to comply with the Medicare and Medicaid contracts or to report violations of any Medicare contract requirements will lead to disciplinary action up to and including termination or other adverse action. All Associates are entitled to use the Compliance Hot Line or the Incident Reporting System anonymously, confidentially and without retaliation or retribution if violations are suspected.

The Health System will provide Associates with ongoing compliance training and applicable policies and procedures as required by Medicare and Medicaid contracts, regulations and guidelines and as appropriate.

In addition, Health System must comply with the following general requirements:

1. Have an effective Compliance Program in place with a plan that consists of the following:
  - a. Written policies, procedures, and standards of conduct articulating the Health System's commitment to comply with all applicable Federal and State laws, regulations and guidelines.

- b. The designation of a Compliance Officer and committee accountable to senior management and the Board of Directors.
  - c. Effective training and education of Associates, as appropriate.
  - d. Effective lines of communication between the Compliance Officer, Associates, and members of the Audit Committee.
  - e. Enforcement of standards through well-publicized disciplinary guidelines.
  - f. Procedures for effective internal monitoring and auditing.
  - g. Procedures for ensuring prompt responses to detected offenses and development of corrective action initiatives.
  - h. A comprehensive fraud and abuse plan to detect, correct, and prevent fraud, waste, and abuse. This fraud and abuse plan should include procedures to voluntarily self-report potential fraud or misconduct related to government of Medicare and Medicaid contracts to the appropriate government authority.
2. Provide a reporting mechanism for disclosing to the Compliance Officer any identified issues or questions regarding Medicare and Medicaid contracts fraud, waste and abuse without any retribution or retaliation against the reporting Associate.
  3. Provide a mechanism to avoid hiring ineligible persons after performing background checks and complying with screening requirements on potential applicants, credentialed licensed independent practitioners, contactors, and agency personnel.
  4. Report all fraud, waste and abuse findings to the Centers for Medicare and Medicaid Services (CMS) or other appropriate agency.

## **Fraud and Abuse**

### **Statement:**

It is Health System policy to ensure all fraudulent or abusive activities are thoroughly investigated and brought to resolution. It is also policy to comply with all reporting requirements to the appropriate regulatory agency(s) for activities deemed to be fraudulent.

### **Responsibility:**

All Associates are prohibited from knowingly participating in any fraudulent or abusive activities. If an Associate becomes aware of or suspects fraudulent or abusive activities, it is the responsibility of the Associate to report the activities as described in the "Reporting Misconduct" section of this Code.

## **Intellectual Property**

### **Statement:**

Several federal and state laws protect the intellectual property rights of the creators of such work. It is Health System policy that illegal infringement on those rights is prohibited.

### **Responsibility:**

All Associates are prohibited from knowingly participating in any unlawful infringement on the intellectual property rights of others whether electronic or otherwise.

- Activities such as disclosing information received in confidence from consultants or other contracting entities, downloading information electronically where copyrights exist, installing software on more computers than allowed by the license, and copying articles or newsletters that are copyrighted, are some examples of practices that may be deemed to be infringements.
- If an Associate becomes aware of or suspects such infringements, it is the responsibility of the Associate to report the activity as described in the “Reporting Misconduct” section of this Code.

## **Reporting Misconduct**

### **Statement:**

Each Associate is responsible for bringing to the attention of his/her department manager or supervising Vice President any situation that appears in violation of this Code of Business Conduct. If it is inappropriate to discuss the issue with his/her department manager or supervising Vice President first, an Associate may raise the issue directly with the Compliance Officer or the CEO.

### **Responsibility:**

Under the Federal Sentencing Guidelines, companies have a special obligation to prevent their employees from committing federal crimes as agents of the company. Companies also have a special obligation to report the commission of such crimes.

Without in any way trying to catalogue a list of possible situations, bribery of federal officials or tampering with records relating to government medical programs are two examples of obvious misconduct.

If an Associate knows or suspects that a federal crime or a violation of the Code is being or has been committed, he or she is responsible for bringing the information directly to the attention of the Compliance Officer. The Health System’s Compliance Program sets forth specific details regarding the reporting of suspected violations.

All Associates are required to cooperate with the investigation of any alleged violation of

the Code, whether undertaken by the Health System, an outside entity, or a governmental agency.

**Confidentiality:**

Reporting of violations will remain confidential to the greatest extent possible. No Associate will be punished or subject to reprisal by the Health System because he or she in good faith reports a violation or suspected violation of this Code and/or participates in an investigation. Associates may be subject to disciplinary action, up to and including termination, or other adverse action if there is evidence that they participated in any activity that violates Health System policy described and outlined in this Code.

Each Associate may anonymously call the Compliance Hot Line at 410-535-8282.

**Code Violations**

**Statement:**

Violations of this Code may lead to serious sanctions, up to and including termination and prosecution.

**Responsibility:**

All Associates must abide by the statements in this Code.

## **ATTACHMENT B**

### ***LIST OF SELECTED POLICY REFERENCES***

- Patient Complaints and Grievances: GA-070
- Confidentiality and Professional Ethics: GA-004
- Corrective Action Process: HR 3-06
- Intimate Partner Violence: GA-065
- Electronic Mail: GA-081
- Employment Process: HR 1-01
- Equal Employment Opportunity and Anti-Harassment/Discrimination: HR 1-04
- Hospital Ethics Committee: GA-025
- Institutional Review Board Process: GA-042
- Internet Access: GA-082
- Organizational Ethics -- Conflict of Interest: GA-092
- Password Security: GA-061
- Privacy – Patient Privacy Rights: GA-085
- Photography, Filming and Videotaping Policy: GA-101
- Business Associates – Privacy and Security: GA-089
- Privacy – Notice of Privacy Practices: GA-086
- Privacy – Patient Requests for Restrictions on the Use and Disclosure of Protected Health Information: GA-088
- Privacy – Patient Privacy Rights: GA-085
- Privacy – Patient Requests for Confidential Communications: GA-087
- Privacy – Shredding/Destroying Protected Health Information: GA-043
- Release of Information from the Electronic Health Record: GA-032
- Reporting of Adverse Events and Near Misses: GA-051
- Sentinel Event Policy: GA-072
- Solicitation and Acceptance of Donations: GA-011
- Social Media: HR 1-12
- Staff Education and Training: GA-057
- Staffing Agency & Contractor Process: HR 1-08
- Standards of Conduct: HR 3-01
- Statement of Patient Rights and Responsibilities: GA-080
- Drug-free Workplace: HR 3-04
- Suspected Abuse/Neglect of Adults and Children: GA-044
- Volunteer Services Program: GA-063
- Workplace Violence: HR 3-05