

| CODE OF CONDUCT |

Shared Values,  
Individual  
Responsibility



committed to maintaining the highest level of professional and ethical standards in the conduct of our business . . .



*To the employees, physicians, business partners and colleagues of University Hospitals:*

University Hospitals (UH) is a unique and remarkable healthcare system, bringing together some of America's finest healthcare facilities, services and professionals. For more than 140 years, the people of UH have cared for patients, discovered new and innovative therapies and trained generations of healthcare professionals – all with a singular focus on improving the quality of human life. Throughout our history, we have served our patients and our community and, in the process, earned a reputation for honor and integrity. Our success is apparent in the unsolicited praise we receive from patients and their families, as well as in objective surveys that confirm our leadership in quality and patient satisfaction.

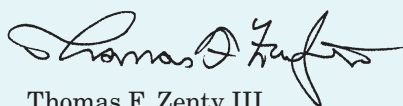
Every person at UH plays a role, directly or indirectly, in the patient experience and, thus, our reputation is based on how we conduct ourselves on a daily basis. Our reputation brings hope to patients who trust us to deliver the most advanced care and attracts people with the highest integrity to seek employment or an affiliation with us.

In each of our various roles, we are part of a team with the common mission of serving the healthcare needs of our patients and our community. The privilege of supporting this noble mission carries with it significant responsibilities.

To help you with the legal and ethical questions you may encounter in your daily work, we have prepared the UH Code of Conduct. This Code is the cornerstone of the UH Compliance and Ethics Program. The Code is intended to support you by providing a framework for making the right decisions and taking appropriate action in your daily work. As described in the Code, we are committed to furthering our shared values but must do so through our own individual actions and responsibility.

Each of us – including all UH Board members, employees, volunteers, physicians and others who provide care to our patients – will be asked to sign a certification stating that we understand the UH Code of Conduct and our individual commitment to compliance. If you have questions regarding this Code or encounter any situation that you believe violates this Code, you should immediately consult your supervisor, another member of management, your Human Resources representative, your facility or entity's Compliance Officer or the Chief Compliance Officer. You also have the option to report compliance concerns anonymously to the UH compliance hotline (1-800-227-6934). Each of us has the responsibility to report any concerns we may have, and you can rest assured that there will be no retaliation or retribution for asking questions or raising concerns in good faith about potential improper conduct.

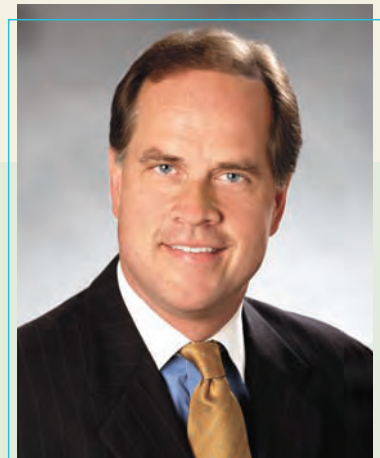
The Code demonstrates to our patients and communities that UH has strong values and can be relied upon to act in an ethical and compliant manner. Thank you for your ongoing commitment to our patients, our communities, and UH's continued reputation for excellence and integrity.



Thomas F. Zenty III

President and Chief Executive Officer

University Hospitals



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## Guiding Principles of This Code

*We are committed to delivering the highest-quality healthcare and superior clinical outcomes while advancing research and education in accordance with this Code of Conduct.*

To further our commitment to all of our constituents, we are guided by the following principles and affirm:

**To Our Patients:** *Quality of Care and Service.* We are committed to treating our patients with respect and dignity and providing the highest-quality healthcare services in a professional, compassionate, courteous and cost-effective manner, compliant with laws and regulations.

**To Our Employees:** *Ethical and Compliant Work Environment.* We are committed to providing a work environment that is characterized by open and honest communication, respect, fairness, pride and camaraderie, professional ethics and integrity, and ample opportunities for professional growth and development.

**To Our Volunteers:** *Appreciation.* We are committed to recognizing the time and talent provided by our volunteers as a vital component of our mission in assisting and attending to the non-medical needs of patients and their families. We are committed to ensuring that our volunteers feel a sense of meaningfulness from their volunteer work and receive recognition for their efforts.

**To Our Medical Staff Members:** *High-quality Care and Professional Work Environment.* We are committed to providing a work environment that has state-of-the-art facilities, advanced technology, outstanding professional support and an atmosphere that advances high-quality patient care, medical education and research.

**To Our Board of Directors:** *Professional and Ethical Management.* We are committed to high standards of professional and ethical management by providing strong leadership to pursue strategies that meet the mission and vision of the organization.

**To Our Third-party Payors:** *Billing Accuracy and Contractual Compliance.* We are committed to working with our third-party payors in a way that demonstrates our commitment to contractual obligations and compliance with laws and regulations, and that reflects our shared goal of providing quality healthcare in an efficient and cost-effective manner.

**To Our Regulators:** *Compliance with Rules and Regulations.* We are committed to providing an environment in which compliance with rules, regulations (including the federal healthcare program requirements), ethical business practices and our Code of Conduct is woven into the corporate culture. We accept the responsibility to diligently self-govern and monitor adherence to the requirements of applicable laws and to our Code of Conduct.

**To the Communities We Serve:** *Good Will and Good Cause.* We are committed to understanding the particular needs of the communities we serve and providing these communities high-quality, cost-effective healthcare.

As a charitable organization, we recognize our responsibility to assist those in need. In addition, from time to time we support charitable organizations and events whose missions are consistent with that of UH.

**To Our Joint Venture Partners:** *Compliant and Responsible Affiliation.* We are committed to performing our responsibilities to manage our jointly owned operations in a manner that reflects the terms of our affiliation.

**To Our Suppliers:** *Fair Business Practices.* We are committed to fair competition among prospective suppliers and to acting in an ethical manner in selecting and maintaining our business relationships. We manage our supplier relationships in a fair and reasonable manner.

## MISSION

*Why we are here.*

# To Heal. To Teach. To Discover.

## CORE VALUES

*What we believe in.*

**Excellence.** We have a continuous thirst for excellence and are always seeking ways to improve the health of those that count on us.

**Diversity.** We embrace diversity in people, thought, experiences and perspectives.

**Integrity.** We have a shared commitment to do what is right.

**Compassion.** We have genuine concern for those in our community and treat them with respect and empathy.

**Teamwork.** We work collaboratively as an integrated team to improve patient care and performance.

## VISION

*Where we are going.*

We will lead our industry in developing and delivering the next generation of consumer-driven health care.

**Superior Quality.** We will pursue breakthrough medical advancements and practices to deliver superior clinical outcomes.

**Personalized Experience.** Our care will focus on our patients as individuals. We will provide every patient an experience customized to their medical, emotional, social, and spiritual needs.

## ESSENTIAL BEHAVIORS

*How we will succeed.*

**We will have a talented and inspired workforce.** We must attract, develop, engage and empower the right people who are motivated to fulfill their potential and the UH vision.

**We will work together as an integrated team.** Information, best practices and results will be shared openly and honestly.

**We will be accountable.** Each individual associate will have a responsibility to achieve our organizational and financial goals so that we accomplish our vision.

**We will pursue continuous improvement.** Superior results will be achieved by improving our processes, eliminating barriers to success, and measuring our progress.

*We have a shared commitment  
to do what is right.*





We are committed to furthering our shared values but must do so through our own individual actions and responsibility . . .

Shared Values,  
Individual  
Responsibility



UNIVERSITY HOSPITALS is committed to maintaining the highest professional and ethical standards in the conduct of its business. Members of the Board of Directors, management, employees, physicians, volunteers and contractors (Stakeholders) are obligated to act in a manner that is consistent with this Code of Conduct (Code) and its supporting UH policies. This Code provides guidance to all UH Stakeholders to:

- › *Assist us in performing our daily activities within appropriate ethical and legal standards; and*
- › *Enhance our ability to achieve the organization's mission.*

These standards can be achieved and sustained only through the actions of all personnel. All individuals must maintain integrity in business conduct and avoid any activities that could reflect adversely on the reputation of UH, its officers, directors or other employees.

In some instances, the Code deals fully with the subject covered. In many cases, however, the standards described in this Code involve areas requiring additional guidance. Corporate policies, available on the UH Intranet, expand or supplement the standards in these areas and provide further guidance.

This Code is an evolving document that will be updated periodically to respond to changing conditions and to reflect changes in the law.

As a member of the UH team, you must follow and support the mandatory standards set forth in this Code. Therefore, please keep this Code for future reference. All Stakeholders are expected to comply with the requirements of federal healthcare programs (as defined by federal law). Employees who ignore or

disregard the principles of this Code will be subject to appropriate disciplinary actions. In addition, if an individual or UH fails to comply with such requirements and policies, civil or criminal penalties or possible exclusion from the federal healthcare programs may result. If you have any questions or uncertainty regarding these standards, it is your responsibility and obligation to seek guidance from a member of management, your facility or entity's Compliance Officer, a Human Resources representative or the Chief Compliance Officer.

## | LEADERSHIP RESPONSIBILITIES |

WHILE ALL UH EMPLOYEES are obligated to follow this Code, we expect our management team to set the example; to be a role model in every respect. Our managers must ensure that their team members have sufficient information and training to understand their obligations under the Code and comply with applicable laws, regulations and policies. Managers must create an environment that promotes the highest standard of ethics and compliance. We must always adhere to ethical and compliant behavior in the pursuit of business objectives. Managers must maintain an open-door policy and encourage employees to raise concerns, while ensuring that no one who reports a suspected violation of law or UH policy in good faith is subject to retaliation. Managers must be responsive and take prompt, appropriate action when they become aware of a potential violation of law or UH policy. A member of management should seek assistance from the Chief Compliance Officer in addressing questions or concerns.

*All individuals must maintain integrity in business conduct and avoid any activities that could reflect adversely on the reputation of UH, its officers, directors or other employees.*

### Patient Care and Patient Rights

Our primary mission is to provide quality healthcare services to all of our patients in a safe, healing environment. We treat all patients with respect and dignity and provide care that is both necessary and appropriate. In the admission, transfer or discharge of patients, and in the care we provide, we do not discriminate based on gender, race, color, creed, national origin, ancestry, sexual orientation or source of payment for care. While we strive to render care in an efficient manner, clinical care decisions are not based on patient financial means or business economics.

UH has a comprehensive program to promote the quality of patient care and measure its effectiveness. The commitment to quality care and patient safety is everyone's responsibility. UH monitors quality in numerous ways, including review of patient outcomes, implementing national initiatives related to patient safety and quality, and through patient satisfaction surveys. UH also compares the quality of its services against national standards and benchmarks in an effort to identify ways to continually improve the quality of care we provide and to establish standards of care that reflect best practices. UH maintains an active and continuous patient safety program to identify and mitigate risks to our patients, and to promote the prevention, reporting and reduction of healthcare errors. All UH caregivers must make patient safety paramount and ask for help or report issues to ensure that we fulfill our commitment to the highest quality standards.

Each patient is provided with a statement of Patient Rights and Responsibilities and a Notice of Privacy Practices. These statements include the right of patients to make decisions regarding their medical care, the right to refuse or accept treatment, the right to informed decision making and the right to privacy of their health information maintained by any UH facility or entity. These statements conform to applicable state and federal laws, including the Health Insurance Portability and Accountability Act of 1996 (HIPAA).

UH is committed to creating a treatment environment where patients and their families will be able to understand their individual illnesses and make informed decisions concerning their medical care. Each patient or patient representative is provided a clear explanation of care, including diagnosis, treatment plan, and an explanation of the risks and benefits associated with each available treatment option or with no treatment. Patients receive care from appropriately licensed and credentialed professionals. In addition, patients have the right to request transfers to other facilities. In such cases, we give the patient an explanation of the benefits, risks and alternatives to the transfer. We inform patients of their right to make advance directives regarding treatment decisions, financial considerations and the designation of a surrogate decision maker for healthcare. We honor patient advance directives or wishes regarding resuscitation within the limits of the law and the organization's capabilities.

Patients and their representatives will be given appropriate confidentiality, privacy, opportunity for resolution of complaints, and pastoral or spiritual care. Any restrictions on a patient's visitors, mail, telephone or other communications must be evaluated for therapeutic effectiveness or necessity to protect the patient, other patients or UH staff, and must be fully explained to the patient or the patient's representative.

We also strive to provide health education, health promotion and wellness programs as part of our efforts to improve the quality of life of our patients and communities.

*UH has a comprehensive program to promote the quality of patient care and measure its effectiveness. The commitment to quality care and patient safety is everyone's responsibility.*

## Emergency Treatment

UH complies with the Emergency Medical Treatment and Active Labor Act (EMTALA) in providing a medical screening examination and (if necessary) stabilizing treatment to all patients who come to the hospital for emergency treatment, regardless of an individual's ability to pay. In an emergency situation or if the patient is in labor, we will not delay the medical screening and necessary stabilizing treatment to seek financial and demographic information. We do not admit or discharge patients with emergency medical conditions based simply on their ability (or inability) to pay or any other discriminatory factor.

Patients with emergency medical conditions will be transferred to another facility only at the patient's request, or if the patient's medical needs cannot be met at the UH facility and appropriate care is available at another facility. Such transfers must be in compliance with state and federal EMTALA requirements. UH personnel and physicians who work in a UH facility Emergency Department must be knowledgeable about the EMTALA rules and applicable UH policies.

## Confidentiality of Patient Information

HIPAA sets forth national standards for maintaining the privacy and security of patients' protected health information (PHI) as defined in applicable UH policies. All personnel must realize the sensitive nature of this information and be committed to maintaining its confidentiality. Consistent with HIPAA, we do not use, disclose or discuss patient-specific information with others unless it is necessary for treatment, payment or healthcare operations purposes, or such disclosure is authorized by the patient or is required or authorized by law. All individuals must take reasonable measures to protect the confidentiality of PHI, whether that information exists in oral, written or electronic form. UH maintains and safeguards medical records in a manner that ensures that the medical records and the information contained in the records are not disclosed to anyone except the patient; the patient's validly designated agent, surrogate or executor; or other third parties who present a valid written authorization signed by the patient; or as required or authorized by law.

In accordance with our information access and HIPAA policies and procedures, UH employees, affiliated physicians or other business associates (as defined by HIPAA and included in UH policies) may access patient information only to the extent necessary to perform their jobs. Unless authorized by law or by the patient, only individuals who require patient information to furnish care, perform quality control activities, bill or collect payments for services, or furnish other administrative services are permitted access to PHI.

## Research and Education

UH's institutional mission includes the continued discovery and pursuit of innovative medical excellence. UH is committed to responsible conduct of research and to proactive investment in educational programs that prepare researchers, students and staff for the challenges of the future. Research undertaken by our physicians and professional staff is conducted within legal and ethical standards. We are committed to research integrity in disseminating appropriate, valid scientific results in accordance with applicable regulations and guidelines.

All patients who are asked to participate in a research project are given a full explanation of alternative treatment services that might prove beneficial to them. Such patients are also fully informed of potential discomforts and are given a full explanation of the risks and expected benefits. The patients are fully informed of the procedures to be followed, especially those that are experimental in nature. Refusal of a patient to participate in a research study will not compromise his or her access to services.

All human subject research proposals must be approved by the Institutional Review Board (IRB) that has oversight responsibility for the research project. Any employee or physician engaging in human subject research must do so in conjunction with IRB approval and consistent with UH policies and procedures governing human subject research. Our first priority in the responsible conduct of research is to protect the patients and human subjects, and to respect their rights and welfare during research and clinical trials.



*UH is committed to responsible conduct of research and to proactive investment in educational programs that prepare researchers, students and staff for the challenges of the future.*

Research misconduct is not tolerated. Researchers who falsify or change results, copy results from other studies without performing or citing the applicable research, fail to identify and deal appropriately with conflicts of interest, fail to strictly follow study protocol, fail to actively protect the rights of research subjects, or who proceed without IRB approval will be appropriately investigated and sanctioned as necessary.

Physicians participating in research activities involving human subjects are expected to fully inform patients of their rights and responsibilities related to participating in the research or clinical trial. All personnel applying for or performing research of any type are responsible for maintaining the highest ethical standards in any written or oral communications regarding their research projects as well as following appropriate research regulations and guidelines. As in all record keeping, our policy is to submit only true, accurate and complete costs related to research grants.

We will conduct our training programs, including residency and fellowship programs, in accordance with applicable requirements for supervision, billing and evaluation of the trainees. The attending physician or supervisor has both an ethical and legal responsibility for the overall care of the individual patient and for the supervision of the trainees involved in patient care and clinical research activities. The supervisory staff, including attending physicians, must ensure that the level of responsibility given to a trainee is appropriate based on each trainee's skills and ability, and that the documentation of such supervision is consistent with all applicable requirements.



**BUSINESS ARRANGEMENTS** with physicians must be pursuant to signed, written contracts and appropriately structured to comply with legal requirements. All transactions with physicians require prior certification by the appropriate Senior Vice President or President for the respective UH entity and approval as to form by the Law Department and the Compliance and Ethics Department in accordance with the UH physician transaction policies.

UH does not pay for referrals. We accept patient referrals and admissions based solely on the patient’s clinical needs and our ability to render the needed services. We do not pay or offer to pay anyone – employees, physicians or other persons – for the referral of patients. Violation of this policy may subject the organization and the individuals involved to civil and criminal penalties and possible exclusion from participation in federally funded healthcare programs.

UH does not accept payment for referrals that the organization makes. No employee or any other person acting on behalf of UH is permitted to ask for or receive anything of value, directly or indirectly, in exchange for the referral of patients. When making patient referrals to other healthcare providers, we do not take into account the volume or value of referrals or other business that the provider has made to us. Referrals to physicians, health professionals or other healthcare facilities are made based solely on what is best for the person seeking treatment.

All UH personnel who interact with physicians, particularly those in a position to approve financial arrangements with physicians or process payments to physicians, must be aware of the legal requirements and UH policies that address relationships between UH entities and physicians. Financial relationships with physicians may include paying physicians for providing administrative, clinical or teaching services; lease arrangements for space or equipment; and for supporting physician recruitments based upon a community need. If relationships with physicians are properly structured but not diligently administered, or if the terms of the agreement are not followed, disciplinary action and significant legal consequences may result.

UH, including UH-employed physicians, shall not provide “professional courtesy” discounts to members of the medical staff or their families; UH does not allow hospital charges owed by an affiliated physician to be waived, in whole or in part.

### Extending Business Courtesies to Potential Referral Sources

Any entertainment, gift or token of appreciation involving physicians or other persons who are in a position to refer patients to our healthcare facilities must be undertaken in accordance with UH policies, which have been developed consistent with federal laws and regulations. Personnel must consult UH policies prior to extending any business courtesy or token of appreciation to a potential referral source and must comply with all related documentation requirements.

*We accept patient referrals and admissions based solely on the patient’s clinical needs and our ability to render the needed services. We do not pay or offer to pay anyone – employees, physicians or other persons – for the referral of patients.*

### Accurate Billing and Coding of Services

UH takes great care to assure that all billings to the government, third-party payors and patients are accurate and conform to all applicable federal and state laws and regulations. We prohibit any employee or agent of UH from knowingly presenting or causing to be presented claims for payment or approval that are false, fictitious or fraudulent.

Strict federal and state laws and regulations govern third-party billing of our insured patients. UH is committed to full compliance with federal healthcare program requirements, including preparing and submitting accurate claims consistent with such requirements. UH, its employees and physicians can be prosecuted for filing inaccurate claims for reimbursement, and can be subjected to civil fines, criminal penalties or both. We monitor and verify that claims are submitted accurately and appropriately. UH coding and billing integrity policies require that:

- › *UH facilities and entities bill third-party payors for only those services actually provided;*
- › *The services we provide are medically necessary and are ordered by a physician or other appropriately licensed individual;*
- › *The medical record contains proper, timely, appropriately organized and legible documentation of all physician and other professional services prior to billing;*
- › *The documentation supports the billing codes used to describe the services provided, and such documentation is available for audit and review;*
- › *Diagnosis and procedures reported on claims for reimbursement are based on the medical record and other documentation available to the coding staff for accurate coding assignment;*
- › *Employees who perform billing and coding take reasonable precautions to ensure that their work is accurate, timely and in compliance with UH policy;*
- › *Employees promptly notify the payor and make a correction if inaccuracies in previously submitted bills are discovered and confirmed;*

- › *Employees and subcontractors who perform billing or coding services on behalf of UH must have the necessary skills, quality assurance processes, systems and appropriate procedures to ensure that all billings for government and commercial insurance programs are accurate and complete; and*
- › *Compensation for billing department coders, consultants or subcontractors involved with billing and coding is properly structured to avoid providing financial incentives to submit improper or non-compliant claims.*

The following are examples of unacceptable billing practices:

- › *Knowingly and willfully making, or causing to be made, any false statement or misrepresentation of any claim for benefit or payment;*
- › *Concealing, failing to disclose or inappropriately changing information (e.g., diagnoses or procedures performed) that might affect the amount of payment, with the intent to secure a larger payment than what is due;*
- › *Falsifying the name on a claim and receiving a payment for someone other than the person in whose name the claim was made;*
- › *Presenting, or causing to be presented, a claim for false, improper or fraudulent services; or*
- › *Submitting a request for payment that violates the requirements of the payor.*

For hospital or physician billing or coding questions, consult the contact names and phone numbers included in this Code.

### Accuracy of Records and Reports

Each UH employee is responsible for the integrity and accuracy of our organization's documents and records, not only to comply with regulatory and legal requirements, but also to ensure that records are available to support our business practices and actions. No one may falsify information on any record or document or make alterations to such information except in accordance with UH policy.



*UH takes great care to assure that all billings to the government, third-party payors and patients are accurate and conform to all applicable federal and state laws and regulations.*

Medical records must be as accurate and complete as possible. Personnel may correct errors in medical records only according to the appropriate procedures. Any changes or entries made out of time sequence should be clearly dated and initialed. All UH supporting documentation (e.g., medical records) related to our coding and billing of patient care services to third-party payors must be accurate, timely, reliable and properly stored.

Records of any type must never be destroyed in an effort to deny governmental authorities or appropriate persons information that may be relevant to a government investigation or litigation.

### Financial Reporting and Records

We maintain a high standard of accuracy and completeness in the documentation and reporting of all financial records. These records serve as a basis for managing our business and are important in meeting our obligations to patients, employees, suppliers and others. These records also are necessary for compliance with tax and financial reporting requirements.

All financial information must fairly represent actual business transactions and conform to generally accepted accounting principles or other applicable rules and regulations. No undisclosed or unrecorded funds or assets may be established. UH maintains a system of internal controls to provide reasonable assurances that all transactions are executed in accordance with management's authorization and are recorded in a proper manner so as to maintain accountability for the organization's assets. Anyone with knowledge of inaccurate or false financial records must promptly report them to his or her supervisor, the Chief Financial Officer, the Chief Compliance Officer or the compliance hotline (1-800-227-6934).

Each member of management must monitor the commitment and expenditure of UH funds by persons under his or her authority to ensure that any expenditure or transfer of funds is made for valid business purposes, is appropriately documented and is made in compliance with applicable laws, regulations and policies.

### Retention and Disposal of Documents and Records

Medical and business documents and records are retained or destroyed in accordance with the law and our record retention policies. Medical and business documents include paper documents such as letters and memos, computer-based information such as e-mail or computer files on disk or tape, and any other medium that contains information about the organization or its business activities. No one may remove or destroy records prior to the specified date without first obtaining permission as outlined in the UH records retention policy.

### Cost Reports

As a Medicare and Medicaid provider, we are required by federal and state laws and regulations to submit certain reports of our operating costs and statistics. These laws, regulations and guidelines define what costs are allowable and outline the appropriate methodologies to claim reimbursement for the cost of services provided to program beneficiaries. We will comply with federal and state laws, regulations and guidelines relating to all cost reports. All issues related to the preparation, submission and settlement of cost reports must be addressed by or coordinated with our Finance/Reimbursement Department.

### Billing Inquiries

UH will be forthright in dealing with any billing inquiries. We will answer requests for information with complete, factual and accurate information. We will cooperate with and be courteous to all government inspectors, their agents (e.g., fiscal intermediaries and carriers) and other third parties, and we will provide them with the information to which they are entitled during an inspection or inquiry.

### Diversity and Equal Employment Opportunity

UH recognizes people as our greatest asset. The organization's ability to deliver quality patient care is directly related to the skills and abilities of our employees, medical staff and volunteers. To promote diversity and equality in our workplace, we must all support the following standards:

- › *We provide an equal opportunity work environment where everyone is treated with fairness, dignity and respect; and*
- › *In all of our personnel actions, we will comply with all applicable laws and regulations related to nondiscrimination. Specifically, there shall be no discrimination against any person due to race, religion, color, gender, age, national origin, sexual orientation, ancestry, disabilities as identified by the Americans with Disabilities Act, or veteran or Vietnam-era veteran status.*

This policy applies to recruitment, placement, promotions, transfers, retention, compensation, benefits, training, reduction in work force, attendance, discipline, discharge, retirement, pension policies, human resources programs and activities, policies and conditions of employment, and the granting or renewal of clinical privileges.

All management and supervisory employees are responsible for assuring that this policy is followed at all times and that full knowledge and understanding of this policy is communicated to their personnel.

### Harassment and Workplace Violence

Each of us has the right to work in an environment free of harassment, intimidation and workplace violence. Accordingly, we prohibit:

- › *Degrading or humiliating jokes, disparaging language, slurs, intimidation or other harassing conduct;*
- › *Unwelcome sexual advances;*
- › *Requests for sexual favors in conjunction with employment matters;*

*UH recognizes people as our greatest asset. The organization's ability to deliver quality patient care is directly related to the skills and abilities of our employees, medical staff and volunteers.*

- › *Verbal or physical conduct of a sexual nature that interferes with an individual's work performance or creates an intimidating, hostile or offensive work environment;*
- › *Workplace violence, including physical assault, threat of violence, stalking, robbery and other crimes, violence directed at the employer, terrorism and hate crimes; and*
- › *Employees, patients or visitors to our facilities from possessing firearms, other weapons, explosive devices or other dangerous materials on UH premises, except as authorized.*

If you observe or experience any form of harassment or violence, you should report the incident immediately to your supervisor, Protective Services, the Human Resources Department, a member of management or the Chief Compliance Officer, or through the compliance hotline (1-800-227-6934).

If you have concerns that you or a fellow employee may be a potential target of physical violence by a third party (spouse, former spouse, family member, boyfriend, girlfriend, etc.), or concerns that a patient or visitor may act violently, you must report these concerns to your supervisor or to Protective Services. If you have obtained a domestic violence or other type of restraining order against any third party, you must provide a copy of that order to your direct supervisor and to Protective Services.

## Drugs, Alcohol and Smoke-free Environment

To improve the health of our employees and patients, we are committed to an alcohol-, drug- and smoke-free work environment. This means:

- *You must report for work free of the influence of alcohol, illegal drugs or improperly used or abused prescription drugs;*
- *Reporting to work under the influence of alcohol, any illegal drug or a prescription drug used improperly may result in immediate termination;*
- *Having an illegal drug or alcohol in your system or using, possessing, selling, distributing or manufacturing illegal drugs while on UH work time or property may result in immediate termination;*
- *UH hospitals, facilities and properties, including all parking lots, sidewalks and green space areas, are entirely smoke free;*
- *Drug testing, based upon reasonable suspicion or after a repetitive on-the-job injury, may be used as a means of enforcing this policy; and*
- *Your failure to submit to a drug test after reasonable suspicion or a repetitive on-the-job injury may result in immediate termination.*

UH recognizes that individuals may be directed by a physician to take prescription drugs that could impair judgment or other skills required in job performance. For employee and patient safety, if you believe a medication, either prescribed or over the counter, may impair your judgment or job performance, you must notify your supervisor. If you have questions about the effect of such medication on your performance, consult with your supervisor and your physician.

The Human Resources Department can arrange for confidential counseling and treatment for drug and alcohol dependence problems through the Employee Assistance Program. No employee with an alcohol and/or drug abuse problem will have his or her job jeopardized by a request for counseling or treatment if the request for help is made prior to an event or incident subjecting the employee to disciplinary action.

*To improve the health of our employees and patients, we are committed to an alcohol-, drug- and smoke-free work environment.*



### Controlled Substances

Certain employees routinely have access to prescription drugs, controlled substances and other medical supplies. Many of these substances are governed and monitored by specific regulatory organizations and must be administered by physician order only. These items must be handled properly and only by authorized individuals to minimize risks to you, patients and the organization. If you become aware of inadequate security of drugs, theft of drugs from the organization or diversion of drugs from their intended purpose, you must report this immediately to your supervisor, the Pharmacy Director and Protective Services, or to the Chief Compliance Officer, either directly or through the compliance hotline (1-800-227-6934). We will comply with all applicable reporting requirements of the appropriate regulatory agencies and of law enforcement.

### Health and Safety

UH facilities, entities and personnel must comply with all government regulations and rules and with UH policies that promote the protection of workplace health and safety. UH has adopted policies to protect you from potential workplace hazards. To ensure workplace safety:

- › *Each employee is responsible for providing and maintaining a safe environment for patients, visitors, fellow employees, contractors and physicians;*
- › *You should become familiar with and understand how UH health and safety policies apply to your specific job responsibilities and seek advice from your supervisor or your facility's Safety Officer (if applicable) whenever you have a question or concern; and*
- › *It is important for you to notify your supervisor about a safety hazard, broken piece of equipment, any workplace injury or any situation presenting a danger of injury so that timely corrective action may be taken.*

### Licensure and Certification

Employees and independent contractors requiring professional licenses, certifications or other credentials to perform their job duties are responsible for maintaining the current status of their credentials. They shall comply at all times with federal and state requirements applicable to their respective disciplines. UH may require certain independent contractors to maintain their own insurance coverage. In addition:

- › *Each employee is responsible for providing a copy of his or her current license, certification or other required credentials to the Human Resources Department; and*
- › *UH will not allow any employee or independent contractor to work without valid and current licenses, certifications or credentials and, if required, appropriate insurance.*

### Responsible Use of UH Assets

Each of us has the responsibility to preserve and protect our organization's assets. These assets include, but are not limited to: employee time, materials, supplies, equipment, information, reports and records, computer software and data, trademarks and service marks, other intellectual property and UH-provided services. UH assets are to be used for business-related purposes. In addition:

- › *As a general rule, UH prohibits the personal use or taking of any UH asset without the prior approval of your supervisor;*
- › *We permit the occasional, reasonable personal use of items, such as telephones, where the cost to UH is insignificant;*
- › *Any community or charitable use of organizational resources must be approved in advance by your supervisor and the Marketing & Communications Department; and*
- › *We do not allow any use of organizational resources for personal financial gain of any individual or entity.*



## Non-employment or Retention of Sanctioned Individuals

UH will not knowingly employ, grant medical staff privileges to or contract with any person or entity that:

- *Has been convicted of a criminal offense related to healthcare or a criminal offense deemed to disqualify an individual from employment;*
- *Is listed by a federal agency as debarred, excluded or otherwise ineligible for participation in federally funded healthcare programs; or*
- *Is a suspected terrorist as determined by the federal government.*

In order to carry out this requirement, we will make reasonable inquiry into the publicly available government databases that list excluded or debarred individuals and entities as well as suspected terrorists. In addition, until resolution of any criminal charges, proposed debarment or exclusion, any individual or entity that is charged with criminal offenses related to healthcare or proposed for exclusion or debarment shall be removed from direct responsibility for, or involvement in, clinical activities, documentation, coding, billing or other business activities. If resolution results in conviction, debarment or exclusion of the individual or entity, UH will immediately terminate or suspend the employment, contract, medical staff privileges or other relationship.

## Cooperation in Government Investigations

UH will comply fully with the law and cooperate with any reasonable demand made in a government investigation. If any employee receives an inquiry, subpoena or other legal document regarding UH business, whether at home or in the workplace, from any governmental agency, the employee must notify his or her supervisor and a member of the Law Department immediately.

During a government investigation or inspection, you must never conceal, destroy or alter any documents, lie or make misleading statements to the government representative. You may not cause another employee to provide inaccurate information or obstruct, mislead or delay the communication of information or records relating to a possible violation of law.

Employees are not obligated to speak to or answer any questions of law enforcement.

## Environmental Compliance

UH is committed to promoting sound environmental practices related to our operations that will prevent damage to the environment, enhance human and community resources and reduce or avoid exposure to environmental liabilities. We will comply with all applicable environmental laws and operate our facilities with the necessary permits, approvals and controls. We will diligently employ the proper procedures with respect to handling and disposing of hazardous and biohazardous waste.

In helping UH comply with these laws and regulations, you must understand how your job duties may impact the environment and follow all requirements for the proper handling of hazardous, biohazardous and nuclear materials. Immediately alert your supervisor to any situation regarding contamination by a hazardous substance, improper disposal of medical waste or any situation that may be potentially damaging to the environment or create a hazard to personnel. If you are uncertain of the correct procedures for handling or disposing of any such material, you should consult your supervisor for assistance.

*UH is committed to promoting sound environmental practices related to our operations that will prevent damage to the environment, enhance human and community resources and reduce or avoid exposure to environmental liabilities.*

### Compliance with Tax-exempt Requirements

UH is a charitable, tax-exempt entity. The organization provides community benefits that include healthcare services, medical training, education, research and community outreach activities. UH also provides significant free and discounted care to indigent patients and participates in federal and state medical assistance programs. UH has a legal and ethical obligation to act in compliance with applicable laws, to engage in activities in furtherance of its charitable purpose and to ensure that its resources are used in a manner that furthers the public good, rather than the private or personal interests of any individual or entity. UH and its employees will avoid compensation arrangements in excess of fair market value, will accurately report required information to appropriate taxing authorities, and will file all tax and information returns in a manner consistent with applicable laws.

### Communication Systems and Electronic Media

All communication systems, including computers, electronic mail, UH Intranet, Internet access, fax machines, telephones and voice mail are the property of the organization and are to be used primarily for business purposes. Reasonable and extremely limited personal use of UH communication systems is permitted; however, these communications are not private. UH reserves the right to access, monitor and disclose the contents of Internet, e-mail and voice mail messages or other communications made through UH communication systems, consistent with UH policies.

Employees may not use internal communication channels or access to the Internet at work to post, store, transmit, download or distribute any material that is threatening, discriminatory, obscene or knowingly, recklessly or maliciously false. Employees may not use UH communication systems for a purpose that would constitute or encourage a criminal offense, give rise to civil liability or otherwise violate any laws. Additionally, these channels of communication may not be used to send chain letters, personal broadcast messages or copyrighted documents that are not authorized for reproduction; nor are they to be used to conduct a job search or open misaddressed mail. Users who abuse UH communication systems or use them for unauthorized, non-business purposes may lose these privileges and be subject to disciplinary action, up to and including termination.

Employees are prohibited from using personal computers to make illegal copies of licensed software or from using unlicensed software. Failure to observe this policy may result in serious consequences to the employee, such as termination of employment or legal action by the software or the licensing company. Any questions regarding this policy should be directed to the Chief Information Officer.



### Confidential Business Information

Confidential information about our organization's strategy and operations is a valuable asset. Although you may use confidential information to perform your job, it must not be shared with others outside of UH or your department unless the individuals have a need to know to perform their specific job duties or carry out a contractual business relationship, and the recipients have a legal obligation to safeguard such information. Recipients may have this obligation through a written confidentiality agreement or through other agreements required by law for certain types of information (e.g., a HIPAA business associate agreement for recipients of PHI). In addition, disclosures may not be made if prohibited by law or regulation.

Confidential information covers anything related to UH's operations that is not publicly known, such as: personnel data maintained by the organization;



patient lists and clinical information; patient financial information; passwords; pricing and cost data; information pertaining to acquisitions, divestitures, affiliations and mergers; financial data; research data; strategic plans; marketing strategies; techniques; employee lists and data maintained by the organization; supplier and subcontractor information; and proprietary computer software. In order to maintain the confidentiality and integrity of patient and confidential information, such information may be sent through the Internet only in accordance with UH information security policies and

*UH has a legal and ethical obligation to act in compliance with applicable laws, to engage in activities in furtherance of its charitable purpose and to ensure that its resources are used in a manner that furthers the public good . . .*

standards, which require that certain information be encrypted. Because much of our clinical and business information is increasingly generated and maintained within our computer systems, all users must exercise diligence to protect our computer systems and the information stored therein by following our Information Technology & Solutions policies and guidance.

Computer passwords and other means of identification that may be used by UH are confidential and personal to the user. Such passwords or identifiers allow authorized users access to specific applications related to their UH responsibilities. Divulging confidential passwords or allowing an individual to use your password or means of identification is a breach of internal security and is grounds for immediate termination.

If an individual's employment or relationship with UH ends for any reason, the individual is still bound to maintain the confidentiality of information viewed,

*Because much of our clinical and business information is increasingly generated and maintained within our computer systems, all users must exercise diligence to protect our computer systems and the information stored therein . . .*

received or used during the course of his/her relationship with UH. Such individuals will not be permitted access to confidential information after termination, and copies of any confidential information in the individual's possession must be returned at the end of the individual's employment or relationship with UH.

### Copyrights

UH personnel shall not reproduce any copyrighted materials without the express permission of the copyright holder unless UH is licensed under an agreement to do so. Copying copyrighted works, even for internal distribution, can lead to substantial organizational and personal liability for copyright infringement. Copyrighted works include, but are not limited to, printed articles from publications, magazines, books, television and radio programs, videotapes, musical performances, photographs, training materials, manuals, documentation, surveys, software programs and databases. In general, the laws that apply to printed materials are also applicable to all other media, including visual and electronic media such as diskettes, CD-ROMs, DVDs and Internet pages.

### Marketing, Advertising and Communication

UH may engage in marketing and advertising activities to educate the public, provide information to the community, increase awareness of our services and to recruit employees. We will present only truthful, informative and nondeceptive information in these materials and announcements. We will comply with applicable federal and state laws and, as relevant, professional ethical guidelines related to marketing, advertising and communication activity. You may not consent to allowing a third party (e.g., vendor) to use or associate UH's name, symbols, logos or trademarks in an advertisement, press release or marketing material without the prior consent of the UH Marketing & Communications Department. Advertising relating to clinical trials will be conducted consistent with regulatory requirements, in compliance with UH and IRB policies.

## Conflicts of Interest

The term “conflict of interest” refers to situations in which financial or other personal considerations may compromise, or have the appearance of compromising, the independent judgment of an employee or physician in the care of a patient, management functions, educational instruction, research or other professional activities. Because reports of conflicts based on appearances can undermine public trust in ways that may not be adequately restored, even the appearance of a conflict may be as serious and potentially damaging as an actual conflict. For that reason, employees should avoid even the appearance of a conflict of interest.

A conflict of interest may occur if your outside activities or personal interest influence or appear to influence your ability to make objective decisions in the course of your UH responsibilities. A conflict of interest also may exist if the demands of any outside activities hinder or distract you from the performance of your UH responsibilities or cause you to use UH resources for other than UH purposes. Employees must avoid engaging in any activity that conflicts with the interest of UH or its patients. Conflicts of interest, or the appearance of a conflict of interest, can arise in many situations. For example, UH financial relationships with a company owned by a UH employee or his or her immediate family member may constitute a conflict of interest. A UH employee hiring or having an organizational reporting relationship with a relative could constitute a conflict of interest. Our conflict policies allow employees to hold less than five percent of any class of securities in a publicly held corporation listed on a nationally recognized stock exchange or regularly traded in an over-the-counter market.

Employees must disclose all possible conflicts of interest involving themselves or their immediate family members (spouse, parents, brothers, sisters and children). If you believe a conflict of interest exists or if you have any question about whether an outside activity might constitute a conflict of interest, you must obtain the approval of the Law Department or the Chief Compliance Officer before pursuing the activity. You should refer to the UH policy on conflicts of interest for more detailed requirements.

## General Policy Regarding Business Courtesies

The policies set forth in the following three sections of the Code govern activities with those outside UH, such as vendors, subcontractors, suppliers, physicians and others. These sections do not apply to actions between the organization and its employees or actions among UH employees themselves. Nothing in these sections of the Code should be considered in any way as an encouragement to make, solicit or receive entertainment or gifts.

UH has developed policies regarding vendor relations and business courtesies that provide detailed guidance regarding these sections of the Code. You should review these policies and be familiar with the requirements for advance approval and with prohibited activities before accepting or offering any business courtesy.

## Receiving Business Courtesies and Entertainment

We recognize that there will be times when you may wish to accept from a current or potential business partner an invitation to attend an event with representatives of the business partner (e.g., a local theater performance or sporting event) in order to further develop UH’s business relationship. Business partners include contractors, customers, suppliers or anyone with whom you do business on behalf of UH. These events must not include expenses paid for any travel cost or overnight lodging. The cost associated with such an event must be reasonable and appropriate, and events from a particular business partner should be occasional. As a general rule, this means that the cost will not exceed \$150 per person per event, and such events from any particular business partner should not occur more frequently than quarterly. Such invitations may not be accepted if a business transaction or renewal of an existing relationship is currently under negotiation. Certain exceptions to these requirements may be made with the prior written approval of a supervisor in the requester’s chain of command, who must be at least a UH Vice President. Any approval must be copied to the Chief Compliance Officer.

As a UH employee (or a physician influencing the selection of business partners by UH), you or any member of your family may accept a personal gift or favor from any individual or organization with a current or potential relationship with UH as long as all gifts or favors from such business partner to you or your family in a calendar year are \$150 or less. Gifts or favors from any business partner may not be provided more frequently than quarterly. Perishable or consumable gifts given to a department or group may exceed \$150 in aggregate, but the benefit per recipient should be modest. Neither you nor any member of your family may accept cash or cash equivalents, such as stocks, bonds or gift certificates, from any individual or organization with a current or potential relationship with UH. Under no circumstances may you solicit a gift or accept a gift if it could influence or reasonably appear to others to be capable of influencing your business judgment in conducting UH affairs.

## Extending Business Courtesies and Entertainment to Non-referral Sources

This section of the Code does not apply to physicians and certain other healthcare providers in a position to make referrals of patients or patient services to a UH facility. Such business courtesies are addressed in the section of this Code entitled “Extending Business Courtesies to Potential Referral Sources” and related UH policies.

*Meals and Entertainment* There may be times when you may wish to extend to a current or potential business partner an invitation to attend a social event in order to further or develop UH’s business relationship. The purpose of the entertainment must never be to induce any favorable business action. During these events, topics of a business nature must be discussed and the UH host must be present. These events must not include expenses paid for any travel cost or overnight lodging. The cost associated with such an event must be reasonable

*... even the appearance of a conflict may be as serious and potentially damaging as an actual conflict. For that reason, employees should avoid even the appearance of a conflict of interest.*

If the value of any gift is over \$150, or there is any question regarding whether the gift meets the standard of reasonableness, you must either disclose the circumstances surrounding the gift and seek approval to accept it, or refuse the gift or promptly return the gift to the donor. Such disclosure and/or approval should be directed to a UH Vice President or higher-level manager in your chain of command. Any approval must be copied to the Chief Compliance Officer.

Business partners may extend training and educational opportunities that include travel and overnight accommodations at no cost to you or UH. Similarly, there may be some circumstances where you are invited to an event at a vendor’s expense to receive information about new products or services. Prior to accepting any such invitation, you must receive approval to do so by a UH Vice President or higher-level manager in your chain of command. Any approval must be copied to the Chief Compliance Officer.

and appropriate, and such events should be occasional. As a general rule, this means that the cost will not exceed \$150 per person per event. Moreover, such business entertainment with respect to any particular individual must be infrequent which, as a general rule, means not more than quarterly. Under no circumstances may anyone offer direct, indirect or disguised payments or anything of value in exchange for the referral of patients. In addition, the organization will under no circumstances allow participation in any business entertainment that might be considered lavish.

If you anticipate an event will exceed \$150 or be more frequent than quarterly, you must obtain advance approval from your supervisor, who must be at least a UH Vice President, and who may consult with the Chief Compliance Officer. Any approval must be copied to the Chief Compliance Officer.



*Sponsoring Business Events* UH may sponsor local events with a legitimate business purpose (e.g., hospital Board meetings or retreats). UH may provide reasonable and appropriate meals, entertainment, transportation and lodging, provided that such events are for business purposes. However, all elements of such events, including these courtesy elements, must be consistent with UH policy.

*Gifts* We must avoid the appearance of impropriety when giving gifts to individuals who do business or are seeking to do business with UH. We will never use gifts or other incentives to improperly influence relationships or business outcomes. Gifts to business partners must not exceed \$150 per year per recipient and should not be given more frequently than quarterly. You may never give cash or cash equivalents, such as stocks, bonds or gift certificates, to business partners. The corporate policy on business courtesies may from time to time provide modest flexibility in order to permit appropriate recognition of the efforts of those who have spent meaningful amounts of volunteer time on behalf of UH.

### **Business Courtesies and Entertainment of Government Officials**

Both federal and state governments have strict rules and laws regarding gifts, meals and other business courtesies for their employees. UH policy is not to offer or give anything of monetary value, including gifts, gratuities, favors, entertainment or anything else of value to any employee or representative of a government agency with which UH has or is seeking to obtain contractual or other business relations, or that regulates any UH activities or operations. UH may provide refreshments (only up to ten dollars (\$10) in value) in connection with business discussions between UH and government officials if such activities are permitted by law. You must determine the particular rules applying to any such person and carefully follow them.



We will never use gifts or other incentives to improperly influence relationships or business outcomes.

*We will always employ the highest ethical standards in business practices when working with subcontractors and suppliers.*

### Relationships with Subcontractors and Suppliers

We must manage our consulting, subcontractor, supplier and vendor relationships in a fair and reasonable manner, free from conflicts of interest and consistent with all applicable laws and good business practices. We promote competitive procurement to the maximum extent practicable. Our selection of consultants, subcontractors, suppliers and vendors will be made on the basis of objective criteria, such as quality, technical excellence, price, delivery, adherence to schedules, service and maintenance of adequate sources of supply. Our purchasing decisions will be made on the supplier's ability to meet our needs and not on personal relationships and friendships. We will always employ the highest ethical standards in business practices in source selection, negotiation, determination of contract awards and the administration of all purchasing activities. We will comply with contractual obligations not to disclose vendor confidential information unless permitted under the contract or otherwise authorized by the vendor or required by law. In addition, we encourage our suppliers to adopt their own set of comparable ethical principles consistent with their industry's best practice. UH will not knowingly do business with any contractors or suppliers who have been debarred or excluded from federal programs.

### Sharing Information with Competitors

Antitrust laws are designed to promote fair competition and create a level playing field in the marketplace. UH will comply fully with such laws.

Antitrust laws could be violated by discussing UH business with a competitor, such as how prices are set, disclosing the terms of supplier or payor relationships, allocating markets among competitors, or agreeing with a competitor to refuse to deal with a supplier or payor. Our competitors are other health systems and facilities in markets throughout Northeastern Ohio where we provide service.

At trade association and professional meetings, be alert to potential situations where it may not be appropriate for you to participate in discussions regarding prohibited subjects with competitors. Prohibited subjects include any aspect of our pricing, services in the market, key costs (such as labor costs, supplies, etc.) and marketing plans. If a competitor raises a prohibited subject, you must end the conversation immediately. Document your refusal to participate in the conversation by requesting that your objection be reflected in the meeting minutes and notify the Law Department of the incident.

In general, UH personnel must avoid discussions with competitors or suppliers about sensitive topics unless they have received the advice of legal counsel. Due to the complexity of the antitrust laws, you should seek advice from the Law Department whenever any questions arise as to the possible application of antitrust laws.

### Gathering Information about Competitors

General business information about competitors is important in our efforts to maintain and improve upon our competitive position both in terms of services and technology. It is acceptable to obtain information about other organizations, including our competitors, through legal and ethical means. Full use may be made of competitive information available in public documents, public presentations, journal and magazine articles, and other published and spoken information. It is not acceptable, however, for you to obtain proprietary or confidential information about a competitor through non-public means. It is not acceptable to seek proprietary or confidential information when doing so may require anyone to violate a contractual agreement, such as a confidentiality agreement with a prior employer. You are not to ask a fellow employee to disclose any confidential information of a previous employer. Although all employees can and are expected to make full use of the skills, experience and general knowledge learned in their previous employment, any confidential or trade secret information of a former employer should not be disclosed.

### Discharge Planning

Tying the provision of one UH service to the provision of an unrelated service may be a violation of various laws. Employees involved in discharge planning, in particular, must help each patient make discharge planning decisions based solely on the patient's choice in accordance with the most appropriate plan for the patient and the quality of services available. An integral part of the discharge planning process is educating patients and their families as to choices and options available to them.

### Hiring Former or Current Government Employees

There are specific rules and regulations governing the conditions of employment of current or former U.S. government employees that may affect the duties they can perform as employees of UH. Hiring employees directly from a fiscal intermediary or carrier requires certain regulatory notifications. All UH employees who previously were government employees may be affected by regulations concerning conflicts of interest. Employees to whom such rules or regulations apply shall comply with the letter and spirit of those rules and regulations to avoid any appearance of impropriety.

### Political Activities and Contributions

All employees must refrain from engaging in activity that may jeopardize the tax-exempt status of the organization, including lobbying and political activities, unless properly registered. UH funds or resources may not be used to contribute to individual political campaigns or political parties, or for gifts or payments to any political party or any of its affiliated organizations. Affected organizational resources that may not be used in political activities include, but are not limited to, financial and non-financial donations such as using work time, paper, envelopes, secretarial time, postage meters or telephones to solicit for a political cause or candidate, or the loaning of UH property for use in the political campaign.

While employees may personally participate in political affairs, contribute to political organizations or campaigns, and stay informed on public issues and on the positions and qualifications of candidates for public

office, you must do so on your own time and with your own funds. You cannot seek to be reimbursed by UH for any personal contributions for such purposes. In addition, this activity must not unreasonably interfere with your ability to perform your duties for UH and must not be inconsistent with applicable laws, rules or regulations, or the standards set forth in this Code or other UH policies.

In order to comply with the appropriate rules and regulations relating to lobbying or attempting to influence government officials, it is essential that you separate personal and corporate political activities. You may not give the impression that you are speaking on behalf of or representing UH in these activities.

At times, UH may suggest that employees make personal contact with government officials or write letters to present our position on specific issues. In some cases, it is part of the role of UH management to interface on a regular basis with government officials. If you are making these communications on behalf of the organization, be certain you are familiar with any regulatory constraints and observe them. All such contacts and transactions shall be conducted in an honest and ethical manner. Any attempt to influence the decision-making process of governmental bodies or officials by an improper offer of any benefit is absolutely prohibited. Any request or demands by any governmental representative for any improper benefit should be immediately reported to the Law Department. Questions regarding this policy should be directed to the Government Relations or Law Department as necessary.

*All employees must refrain from engaging in activity that may jeopardize the tax-exempt status of the organization, including lobbying and political activities.*



## Compliance and Ethics Program Mission and Vision

While the Compliance and Ethics Department oversees and guides the organization with regard to compliance matters, all Stakeholders must share the following mission and vision of the Compliance and Ethics Program:

**Mission** Through diligent consultation and collaboration, create a culture committed to the highest standards of ethics, professionalism and excellence in the workplace.

**Vision** To be a leader in compliance management and to promote ethical and legal practices by requiring participation of all Stakeholders and by utilizing education, open communication and internal monitoring.

## Program Structure

The UH Compliance and Ethics Program is intended to demonstrate in the clearest possible terms the absolute commitment of the organization to the highest standards of ethics and legal compliance. This commitment permeates all levels of the organization. The Compliance and Ethics Department, along with the Compliance Executive Oversight Committee and the Audit and Compliance Committee of the Board of Directors, are prepared to support you in meeting the standards set forth in this Code.

Each UH facility/entity has a Local Compliance Officer who plays a key role in implementing the Compliance and Ethics Program by communicating program standards, ensuring that training is conducted, overseeing monitoring and audit activity, investigating and resolving compliance reports, and generally by providing oversight of the program at his or her facility/entity. Each UH facility and entity has established a Compliance Committee to assist in the implementation and operation of the program. The committees comprise representatives from key operating departments.

Your Human Resources representative(s) for your facility or entity is another important contact who is knowledgeable about many of the compliance risk areas described in this Code that pertain to employment and the workplace. Human Resources personnel are also responsible for ensuring compliance with various

employment laws. Your Human Resources representative is the most appropriate person to contact if your concern relates to specific details of an individual's work situation. Every effort should be made to resolve workplace conduct and employment practice issues through the individual's supervisor and the Human Resources representative at the local facility. Human Resources representatives often assist in investigating and resolving compliance hotline cases and workplace conduct and employment practice issues.

## Personal Responsibility to Report without Fear of Retaliation

We are committed to ethical and legal conduct that is compliant with all relevant laws and regulations. We correct wrongdoing wherever it may occur in the organization. Each employee has an individual responsibility to report any activity by an employee, physician, subcontractor, consultant or vendor that appears to violate applicable laws, rules, regulations (including the federal healthcare program requirements), this Code or UH policies. We are committed to providing an environment that allows reporting in good faith without fear of retaliation. If you believe that your compliance report was given insufficient attention, you should report the matter to higher levels of management, the Chief Compliance Officer or the compliance hotline. If you observe criminal or illegal activity presenting an immediate risk to the safety of any person, you should first report it to Protective Services or the local police.

## Resources for Guidance and Reporting Concerns

Individuals may obtain guidance on a compliance or ethics issue or report a concern using several resources. We encourage the resolution of issues, including human resources-related issues (e.g., payroll, fair treatment and disciplinary issues), at a local level. Employees should contact their Human Resources representative at their facility or entity to resolve such issues. We encourage you to raise compliance concerns first with your supervisor. If this is uncomfortable or inappropriate, you may discuss the situation with the facility or entity Human Resources representative, a member of management or the Chief Compliance Officer. Finally, you may always contact the compliance hotline at 1-800-227-6934, where you may make an anonymous report.

## Compliance Hotline

UH has established a compliance hotline **(1-800-227-6934)**. The hotline may be used to report violations or suspected violations of the law (including federal healthcare program requirements), UH policy or this Code, and to ask questions or report concerns regarding compliance issues. The hotline is intended to supplement, not replace, other channels for communicating questions and concerns within the organization. It should be used when you have exhausted other avenues of communication or are uncomfortable with disclosing your identity when reporting a concern. It is staffed by a company independent of UH. Your call will not be traced or recorded, and your anonymity will be protected up to the limits of the law if you wish to remain anonymous.

UH will make every effort to maintain, within the limits of the law, the confidentiality of the identity of any individual who reports possible misconduct. UH will not allow any retribution, retaliation or discipline of anyone who reports a possible violation in good faith. However, any employee who deliberately makes a false accusation with the purpose of harming or retaliating against another employee, or who fails to report a matter of noncompliance, will be subject to disciplinary action.

In most cases, we will initiate an investigation of the reported concern within one (1) business day of receiving the compliance hotline call or report. Please keep in mind, however, that we may be unable to effectively and thoroughly investigate concerns unless the reporter's identity is revealed or additional information is provided. In certain instances, we may be required by law to disclose a matter reported to us to the proper authorities.

## Education and Training Programs

UH will provide appropriate education and training programs and resources. Such programs and resources ensure that all employees are thoroughly familiar with this Code, legal standards and UH policies applicable to them and to their respective duties. Areas of focus include, without limitation, appropriate documentation, coding, billing and business practices of the organization.

While the organization will make every effort to provide appropriate compliance information to all employees and to respond to all inquiries, no education and training program can anticipate every situation

that may present compliance issues. Each UH employee is ultimately responsible for compliance with this program, including the duty to understand the specific legal standards and UH policies applicable to his or her duties. Each UH employee must actively seek guidance from supervisors, the Law Department, and the Compliance and Ethics Department when in doubt.

## Internal Audit and Other Monitoring Activities

UH is committed to monitoring compliance through various auditing and monitoring activities. Individual UH facilities and entities conduct self-monitoring activities to assess compliance with UH policies and applicable laws and regulations. In addition, the Internal Audit Department routinely conducts internal audits, including compliance-related audits that are conducted with input from the Chief Compliance Officer and oversight from the UH General Counsel, if required. Such audits evaluate the organization's compliance with laws, regulations and UH policy.

Most of these auditing and monitoring activities result in reports of findings and corrective action plans by departments or facilities that are reviewed. Through these reviews, we continuously assess the effectiveness of the Compliance and Ethics Program and find ways to improve it.

## Internal Investigations of Reports

UH is committed to investigate all reported concerns promptly and confidentially to the extent possible. The Chief Compliance Officer, along with legal counsel (if required), will coordinate any findings from the investigations and immediately recommend corrective action or changes that need to be made. All employees must cooperate with investigational efforts.

## Corrective Action

When an internal investigation determines that a material violation of the law, UH policy or this Code has occurred, the organization will initiate corrective action. Corrective action may include, as appropriate, making prompt restitution of any overpayment amounts, notifying the appropriate governmental agency, instituting whatever disciplinary action is necessary and implementing systemic changes to prevent a similar violation from occurring in the future at any UH facility or entity.



*All employees are required to sign a certification statement confirming they have read this Code and agree to follow its standards as well as UH policies and practices.*

### Discipline

Anyone who fails to comply with this Code will be subject to disciplinary action. Appropriate disciplinary measures will be determined on a case-by-case basis, depending upon the nature, severity and frequency of the violation, up to and including employee suspension or termination, if necessary. Such actions will be determined in accordance with the UH policy on progressive discipline. In addition, employees who have engaged in criminal activity may be reported to appropriate law enforcement authorities.

### Employee Evaluation

Participation in and adherence to the Compliance and Ethics Program and related activities will be an element of each employee's annual personnel evaluation. As such, it will affect decisions concerning compensation, promotion and retention for all employees and candidates.

### Acknowledgment Requirement

All employees are required to sign a certification statement confirming they have read this Code and agree to follow its standards as well as UH policies and practices. New employees will be required to sign this acknowledgment as a condition of employment. Employees will be provided training in this Code of Conduct and must certify that they will cooperate with and participate in compliance-related activities and training.

### Updates to the Code of Conduct

If you have any questions or comments regarding this Code, please contact your local Compliance Officer or the Compliance and Ethics Department. Any revisions or clarifications to this Code will be communicated through the UH Intranet as well as through organization-wide communications and annual training.

*“The Code is intended to support you by providing a framework for making the right decisions and taking appropriate action in your daily work. As described in the Code, we are committed to furthering our shared values but must do so through our own individual actions and responsibility.”*

*Thomas F. Zenty III  
President and Chief Executive Officer*

### Compliance and Ethics Program Mission and Vision

#### mission

Through diligent consultation and collaboration, create a culture committed to the highest standards of ethics, professionalism and excellence in the workplace.

#### vision

To be a leader in compliance management and to promote ethical and legal practices by requiring participation of all Stakeholders and by utilizing education, open communication and internal monitoring.

**UH Compliance Hotline  
(800) 227-6934**





## UH Facility/Entity Compliance Officers

### BEDFORD MEDICAL CENTER

**Alonzo Blackwell, Compliance Officer/  
Manager of Health Information Services**

Phone: (440) 735-3574

E-mail: alonzo.blackwell@uhhs.com

### CONNEAUT MEDICAL CENTER

**Alnita Russell, RN, M.Ed.,  
Director, Quality, Outcomes  
and Compliance**

Phone: (440) 593-0256

E-mail: alnita.russell2@uhhs.com

### EXTENDED CARE CAMPUS

**Julie Novak, Compliance Officer/  
Director, Quality Center**

Phone: (440) 285-6372

E-mail: julie.novak@uhhs.com

### GEAUGA MEDICAL CENTER

**Julie Novak, Compliance Officer/  
Director, Quality Center**

Phone: (440) 285-6372

E-mail: julie.novak@uhhs.com

### GENEVA MEDICAL CENTER

**Cheryl Vibbard, Compliance Officer/  
Manager, Coding & Data Operations**

Phone: (440) 415-0204

E-mail: cheryl.vibbard@uhhs.com

### RICHMOND MEDICAL CENTER

**Janice Meister, RN, MBA, Director,  
Quality Outcomes/Case Management/  
Risk Management**

Phone: (440) 585-6132

E-mail: janice.meister@uhhs.com

### UNIVERSITY HOSPITALS OF CLEVELAND

**Richard A. Linzer, Director,  
Compliance and Ethics**

Phone: (216) 983-1021

E-mail: richard.linzer@uhhs.com

### UH HOME CARE SERVICES

**Rebecca Ivcic, Compliance Officer/  
Director, Finance**

Phone: (216) 765-1797

E-mail: rebecca.ivicic@uhhs.com

### UH MEDICAL PRACTICES

**Corinne Hurley, RN, Compliance Officer/  
Director, Clinical Management**

Phone: (216) 844-7469

E-mail: corinne.hurley@uhhs.com

### UHPL

**Nancy Halladay, RN, Compliance Officer/  
Administrative Director**

Phone: (216) 844-3558

E-mail: nancy.halladay@uhhs.com

### HOSPITAL BILLING QUESTIONS

**Hajnal Kezdi, Director, Billing Compliance**

UH Central Business Office

Phone: (440) 605-1491

E-mail: hajnal.kezdi@uhhs.com

### PHYSICIAN BILLING AND CODING QUESTIONS

**Mary Eink, CCS-P, Director,  
Central Billing Operations**

UHMP/UHMSO Central Billing

Phone: (216) 383-6791

E-mail: mary.eink@uhhs.com

**Alma Rodriguez, Compliance Specialist**

UHPL

Phone: (216) 844-7771

E-mail: alma.rodriguez@uhhs.com

“THE CODE DEMONSTRATES TO OUR PATIENTS AND COMMUNITIES THAT UH HAS STRONG VALUES AND CAN BE RELIED UPON TO ACT IN AN ETHICAL AND COMPLIANT MANNER.”

*Thomas F. Zenty III*  
*President and Chief Executive Officer*

IF YOU HAVE QUESTIONS or encounter any situation that you feel violates this Code, immediately consult your supervisor, another member of management, your Human Resources representative, your facility or entity’s Compliance Officer (on reverse side) or the Chief Compliance Officer (below). You also may report compliance concerns anonymously to the UH compliance hotline (below).

### Compliance and Ethics Department

**Cheryl Forino Wahl**

**VP/Chief Compliance Officer**

Phone: (216) 983-1024

E-mail: [cheryl.wahl@uhhs.com](mailto:cheryl.wahl@uhhs.com)

**Richard A. Linzer**

**Director, Compliance and Ethics**

Phone: (216) 983-1021

E-mail: [richard.linzer@uhhs.com](mailto:richard.linzer@uhhs.com)

**UH Compliance Hotline**  
**(800) 227-6934**

### Compliance and Ethics Intranet Website

**<http://intranet.uhhs.com/compliance>**

The Compliance and Ethics Program maintains a webpage on the UH Intranet as a resource for compliance information and contacts. The compliance website contains helpful information, questions, answers and other resources about the policies and procedures summarized in this Code of Conduct. Any changes to the contact information will be posted on the Intranet page. General questions may be e-mailed to [compliance@uhhs.com](mailto:compliance@uhhs.com).

CODE OF CONDUCT



Approved by UH Board of Directors: 2006

<http://intranet.uhhs.com/compliance>  
[compliance@uhhs.com](mailto:compliance@uhhs.com)