

**NOYES HEALTH
CORPORATE COMPLIANCE POLICY/PROCEDURE**

SUBJECT: Code of Ethical Conduct
EFFECTIVE DATE: November, 2014
TJC REF: None

POLICY: CC-06
ISSUED BY: Administration
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Introduction:

Noyes Health is committed to providing quality service to our patients. Noyes Health's reputation for quality care is founded on the honesty, integrity, and commitment of its employees to observe all applicable laws, rules, regulations, and standards of ethical conduct.

Our Code of Ethical Conduct:

Noyes Health has established a Corporate Compliance Program (the Program), led by the Corporate Compliance Officer. This Code of Ethical Conduct (the Code) outlines the appropriate behavior for all employees. This Code is the foundation of our Corporate Compliance Program and will assist employees in carrying out their daily activities within appropriate moral, ethical, and legal standards. This Code is not intended to cover every situation, but it is intended to help all employees make the right decisions (or ask the right questions). This Code and associated policies also apply to all relationships with physicians, subcontractors, independent contractors, vendors, consultants, and other relevant third parties.

Duty to Know and Understand:

It is the duty of all employees and relevant third parties to know and understand the ethical, legal standards, and company policies applicable in performing their daily tasks. The Corporate Compliance Program is designed to assist all employees to know and understand these ethical and legal standards through training and communication.

This Code provides general guidance regarding appropriate behavior. For more specific information and guidance, please refer to the specific policies as appropriate.

Duty to Comply:

It is the duty of all employees and all relevant third parties to comply with applicable federal health care program requirements, laws, rules, regulations, and with all policies and procedures developed by Noyes Health. A failure to do so may subject an employee to disciplinary action. the appropriate action will be taken for violations by relevant third parties.

Duty to Report:

All employees must report to their supervisor or Corporate Compliance Officer actual or suspected violations of applicable law, rules, regulations, or the Code. Employees have the same reporting obligations for actual or suspected violations committed by subcontractors, vendors, or other relevant third parties. Noyes Health provides multiple reporting options to ensure that employees are comfortable with whom they communicate corporate compliance issues.

Where to go for Help:

Employees have a number of places to go for assistance with corporate compliance matters. We encourage employees to first contact their direct supervisors, administration, or the Corporate Compliance Officer. Any of the following resources are available to any employee:

Corporate Compliance Officer: Timothy Peterson (585) 335-4305 or
tpeterson@noyeshealth.org

Noyes Health has also established a confidential Help Line to help you address your concerns. The Compliance Help Line number is:

(585) 335-4330

Available 24 hours a day, seven days a week

Calls may be placed to report possible violations, to ask questions, or to obtain advice to clarify compliance-related issues. We will make every effort to keep the identity of anyone reporting a suspected violation confidential to the extent permitted by law, unless doing so prevents us from fully and effectively investigating the suspected violation. In order to assist the investigation of any reports made, Noyes health encourages callers to identify themselves. However, Noyes Health will also accept and investigate anonymous reports. The Corporate Compliance officer, in consultation with general counsel, will investigate violations and corrective action will be taken based upon the findings of the investigation. There will be no reprisals against employees for good faith reporting of corporate compliance concerns.

Code of Ethical Conduct General Standards:

Our success in achieving our mission and vision is dependent upon maintaining our commitment to honesty, integrity, quality service, and excellent care. Noyes Health is committed to an ethical environment founded on these principles of conduct:

Treat patients, employees, and customers with dignity and respect.
Abide by applicable laws, rules and regulations.

Behave honestly and fairly.
Use good judgment and high ethical standards in business dealings.
Do not use confidential information for personal gain.
Protect trade secrets and competitive information.
Keep accurate and timely records.
Maintain confidentiality of patient information.
Strive for mutual respect and trust in relationships.
Ensure a safe and healthy work environment.
Do not seek gifts, favors, or entertainment.
Avoid personal conflicts of interest.
Guard against theft and misuse of Noyes Health's property.
When in doubt about a situation, ask before acting.
Do the right thing!

Patient Relations:

Patient care administered by Noyes Health will be in accordance with the Patients Bill of Rights in New York State.

Patient Care:

Noyes Health's main concern is for the well-being, comfort, and dignity of their patients. All patients are provided with service and care that is medically necessary and appropriate in a respectful and dignified manner, without regard to race, color, creed, sex, national origin, sexual orientation, marital status, age, veteran status, disability, source of payment, or ability to pay. All clinical decisions will be based upon identified health care needs regardless of how Noyes Health compensates or shares financial risk with any individual or entity.

Emergency Treatment:

Noyes Health will offer emergency medical care, as indicated by a patient's medical condition. An appropriate medical screening examination will be provided to all patients presenting to the emergency department. If the examination reveals an emergency medical condition, the patient will be given treatment to stabilize the condition. If admission is necessary, the patient will be admitted unless the treatment required by the patient is outside of the scope of services, the patient refuses admission, or the patient requests a transfer to another facility. In such instances, patients will either be discharged or transferred, as appropriate, after they have been stabilized. For patients in life-threatening situations, financial and demographic information will be obtained only after patients are stabilized or as appropriate to the situation.

Patient Choice, Informed Consent, and Advance Directives:

Noyes Health will listen to and follow the choices made by their patients with respect to their clinical care. Upon admission, patients are provided with a written statement of their rights. Patients and, as appropriate, their families or representatives, will be given the information necessary to enable

them to give informed consent prior to the start of any non-emergency procedure or treatment. It is the responsibility of the providers to inform patients about their proposed plan of care, including the risks, benefits, and alternatives available to them. Noyes Health respects patients' rights to make informed decisions about treatment, as well as to establish advance directives. Noyes Health honors patients' advance directives as well as their freedom of choice in selecting service providers including, but not limited to, physicians and ancillary service providers, such as home health, home infusion, and durable medical equipment suppliers.

Patient Confidentiality:

During the course of their work, employees may become aware of information about patients and their medical conditions. All patient information is confidential. Accordingly, it is inappropriate to discuss patients or their cases in a public area where other people may overhear the conversation, and it is inappropriate to permit access to a patient's record by individuals who are not involved in legitimate activities relating to the patient. Information about a patient may be disclosed only as authorized by the patient or as otherwise permitted by law.

PHYSICIAN AND PROVIDER RELATIONSHIPS:**Referral of Patients to Noyes Health:**

Noyes Health accepts referrals of patients based on the patient's needs and the provider's ability to render the services for which the referral is made. Under no circumstance will Noyes Health or its affiliates pay or offer any type of compensation for referrals of patients. Employees are not permitted to enter into such agreements.

Employees or any other person acting on behalf of Noyes Health are not permitted to knowingly offer, pay, solicit, or receive anything of value, directly, or indirectly in exchange for the referral of patients. Examples include gifts, entertainment, or other benefits to physicians or other providers including discounted or free medical care.

Referral of Patients by Noyes Health:

Noyes Health will refer patients to other providers based solely on the patient's clinical needs, the ability of the referred provider to render the services for which the referral is made, and the patient's choice. Employees may not refer patients to other health care providers in which they or their family members have financial interests unless compliance with Stark Self-Referral Law Safe Harbor is documented with the legal department and the Corporate Compliance Officer before such referral occurs. Also, when making patient referrals to another provider, employees will not take into account the volume or value of referrals that the provider has made (or may make).

CONFIDENTIAL INFORMATION AND RECORDKEEPING:**Confidential Information:**

Information created in the conduct of business, such as patient information, employee data, patient lists, financial data, research data, strategic plans, or statistical information, is confidential and will not be shared unless that information is necessary in order to perform job functions or responsibilities. During their work, employees may also learn confidential information about a vendor, supplier, business partner, or how planned transactions between Noyes Health and a third party could positively or negatively impact the third party. Employees may not use Noyes Health, business partner, or competitor confidential information for their own purpose or benefit. This includes buying or selling investments in a company based on such inside information.

Records Accuracy:

Accurate and complete records are crucial for continuity of patient care and treatment, accurate and proper billing, and compliance with regulatory, tax, and financial reporting requirements.

Employees who enter information into a medical record, business record, regulatory, or financial report, have a responsibility to do so in a truthful, accurate, legible, and timely manner.

Records Retention:

Noyes Health maintains record retention schedules to assure all patient and business records are maintained in accordance with legal and business requirements. Records include paper copies, electronic files, microfiche, and microfilm. Employees must not tamper with records, remove them from the property, or destroy them prior to the date specified in the relevant retention schedule.

BILLING FOR SERVICES:**Basis for Coding and Billing:**

Noyes Health will make very attempt to code medical records completely and accurately using the proper ICD-9-CM, CPT-4, HCPCS coding, or any other required coding system. If a diagnosis is unclear or has not been provided, coders, in accordance with established procedures, must review the medical documentation or contact the appropriate clinical practitioner or local intermediary to obtain the necessary information. In all cases, the documentation must support codes that are submitted on a patient's bill.

Employees with responsibility to keep records for goods or services for which a bill will be sent to a patient or third party payer have responsibility to ensure an accurate bill that includes charges only for those goods and services actually provided. Noyes Health will bill accurately for services rendered in accordance with the law and with its agreements with third party payers.

Collections will be pursued by Noyes Health and its agents in accordance with all applicable laws and without harassment.

Noyes Health will:

- bill only for documented items and services rendered;
- bill only for the items and services that are medically necessary and were ordered by a physician or other appropriately licensed individual;
- correctly represent the type or level of service rendered; and
- represent diagnoses correctly to obtain payment.

Billing Questions or Conflicts:

When employees receive a question from a patient or third party payer about an invoice or charge, they will promptly review and address the question, if authorized to do so, or will refer the matter to an individual who is so authorized. If employees are unable to resolve a dispute regarding a patient's bill, they will refer the issue to their supervisor or Corporate Compliance Officer for resolution.

Billing Companies:

Any billing companies engaged to perform billing and coding services must comply with both legal and Noyes Health requirements to generate accurate billing documentation.

Cost Reports:

Noyes Health receives reimbursement under government programs requiring the submission of complete and accurate reports of its cost of operation and other information. Noyes Health will comply with all applicable legal, regulatory, and program requirements in the preparation of its cost reports. These laws and regulations define what costs are allowable and outline the appropriate methodologies to claim reimbursement for the cost of services provided to program beneficiaries.

COMPLIANCE FOR ALL EMPLOYEES:

A Nondiscriminatory Environment:

Noyes Health is an equal opportunity employer and does not discriminate against employees or potential employees on the basis of race, color, creed, religion, sex, national origin, sexual orientation, veteran status, marital status, age, or disability. Noyes Health will make reasonable accommodations for its disabled employees. Noyes Health will not tolerate discrimination,

verbal, physical harassment, or abuse (whether or not sexually related) by employees, supervisors, vendors, subcontractors, or visitors. Noyes Health is committed to actions and policies to assure fair employment, including equal treatment in hiring, promotion, training, compensation, termination, and disciplinary action.

Government Transactions:

Noyes Health's business transactions sometimes involve national, state, and local governments. The laws and regulations governing transactions with government entities impose special rules that are more stringent and that have requirements not usually found in standard transactions with private parties. This is particularly true in dealing with the federal government where, for example, it is a crime to knowingly make a false statement or false representation to a federal government official or to submit such false information in an application or statement given to a federal agency.

All employees involved in government business activities must adhere to the ethical standards of the Code as well as government rules and regulations.

If an employee's job involves business with any government entity, the employee must know the rules applicable to their specific job. If there is any doubt, employees should not interpret the rules. When questions arise, employees should discuss the matter with the appropriate supervisor, manager, or the Corporate Compliance Officer.

Health and Safety:

Noyes Health is committed to providing its employees with a healthy, smoke free, and safe workplace in compliance with all applicable laws, rules and regulations, including those laws issued by the United States Occupational Safety and Health Administration. Employees are expected to be aware of the safety issues and policies which affect their job including, as applicable, the proper handling and disposal of medical waste and other contaminated media, including linens and equipment. It is important for all employees to advise their supervisors of any workplace injury or any circumstance presenting a dangerous situation so that timely corrective action can be taken to resolve the issue.

Employees may not carry weapons on Noyes Health's property. Episodes of abuse or violence on Noyes Health's property will not be tolerated and will result in immediate disciplinary action up to and including termination.

Impairment and Substance Abuse:

All Noyes Health's facilities are alcohol and drug-free work environments. Only properly authorized individuals, during the course of their job responsibilities, may handle pharmaceuticals. Under no circumstance will pharmaceuticals be diverted for personal use. Employees are expected to perform their responsibilities in a professional manner, free from the effects

of alcohol, drugs, or other substances which may hinder job performance or judgment. Employees suspected of being under the influence of drugs or alcohol must submit to appropriate drug or alcohol tests. Employees who perform an activity for Noyes Health while impaired or otherwise under the influence of alcohol or illicit drugs will be subject to immediate dismissal.

Gifts, Entertainment, Discounted, or Free Medical Care:

Employees or their immediate family may not solicit or accept any cash, gifts, or services from any patient, visitor, vendor, physician, or contractor. A department or group may accept perishable or consumable gifts. Payments, gifts, or entertaining government officials are strictly prohibited.

Current or potential business associates may occasionally invite employees or their immediate family to attend a social or entertainment event in the ordinary course of business. Discounted or free medical care to clinical practitioners, employees, clergy, trustees, volunteers, or their family members is strictly prohibited.

Conflicts of Interest:

This organization reviews its relationships and its staffs' relationships with other care providers, educational institutions, and payers to continuously ensure that those relationships are within law and regulation and determine if conflicts of interest exist.

Employees have a duty in conducting business to place the interests of Noyes Health ahead of their personal interests. Employees must avoid conduct that could have the appearance of a conflict between their personal interests and those of Noyes Health or any relationship that might appear to influence decisions or actions. Employees must not use their positions or confidential information gained during job functions to their personal advantage. Employees must disclose possible conflicts of interest.

Some examples of potential conflict situations:

1. Acting as a director, partner, consultant, or employee of a firm which either provides services, supplies, or equipment, or is a competitor.
2. Ownership by employees or members of their family of a material financial interest in a firm that is either a competitor of, or vendor.
3. Purchase or lease of real estate that may increase in value because it is known that Noyes Health may have an interest in the property.
4. Hiring by employees or their subordinates of Noyes Health's vendors to perform personal work for themselves or their families without appropriate administrative approval.
5. Having an employee member research funded by a company in which the employees' family member has a material ownership interest.

Supplier, Vendor, and Subcontractor Relationships:

Noyes Health selects its suppliers, vendors, and subcontractors based upon the quality, price, service, delivery, and supply of their goods and services. Personal relationships, gratuities, or contributions to Noyes Health's facilities may not influence the selection process.

Political Activity:

Noyes Health political participation is limited by law. Funds or resources are not to be used to contribute to political campaigns or for gifts or payments to any political party or organization, unless it is expressly permitted by state and federal law and approved by the Corporate Compliance Officer. It is important to separate personal and company political activities in order to comply with the appropriate rules and regulations relating to lobbying or attempting to influence government officials. As private citizens, employees may participate in the political process if so desired. At times, Noyes Health may ask employees to make personal contact with members of government or write letters to present our position on specific issues, or periodically use professional lobbyists to promote our interests. If you are making these communications on behalf of Noyes Health, you may be engaging in regulated lobbying activities and you must receive authorization from the Corporate Compliance Officer. Lobbyists are required by law to register and disclose their activities with government bodies as to time and money spent.

Noyes Health may speak out on issues which impact our business. Senior management is responsible for developing our position on legislative and regulatory matters. If you have any questions or concerns, or if you are contacted by legislators, the press, regulators, or third parties regarding our position on public issues, please refer them to the Corporate Compliance Officer.

Hiring Former and Current Government Employees:

The recruitment and employment of former or current United States Government employees is subject to complex rules which change frequently and vary by employee. In some cases, these rules may also apply to the immediate family of the government employee. Similar rules may also apply to current or former state or local government employees or legislator and members of their immediate families.

If a former government employee or consultant becomes an employee or consultant to Noyes Health, care should be exercised to insure that the requirements of the United States Government conflict of interest laws are not violated. Each situation should be considered on an individual basis, and you should consult the Corporate Compliance Officer or legal department on issues related to recruitment and hiring of former or current government employees.

Antitrust:

It is our policy to fully comply with antitrust laws. Antitrust laws are designed to create a level playing field in the marketplace and to promote fair competition. Our competitors are other hospital facilities and health care entities in markets where we operate. Antitrust laws as well as other regulations could be violated by discussing business with a competitor, such as how our rates are set, disclosing the terms of supplier relationships, allocating markets amongst competitors, or agreeing with a competitor to refuse to deal with a supplier.

Relationships with patients and suppliers can also raise antitrust issues, particularly in geographic areas where Noyes Health occupies a significant market position. The Corporate Compliance Officer should be consulted before

- (1) conditioning the sale of one product on the requirement that the customer also buy another product or service or our full line of products or services;
- (2) refusing to deal with suppliers (including physicians) who sell to, or otherwise benefit, competitors; and
- (3) refusing to do business or deal with customers or suppliers for competitive reasons, such as to lessen competition or to attempt to create or maintain a monopoly (e.g., a refusal to deal with suppliers who sell to competitors who are price cutters).

At trade association meetings, be alert to potential situations where it may not be appropriate for you to participate in discussions. If a competitor raises a prohibited subject, end the conversation immediately. Document your refusal to participate in the conversation by requesting that your objection be reflected in the minutes, or drafting a memo to the file, or to the legal department. Prohibited subjects include any aspects of pricing, our services in the market, key costs such as labor costs, and marketing plans. This includes arrangements between competitors which may stabilize prices, alter production levels of a product, allocate or divide markets, territories, or customers, or refusing to deal with third parties. An unlawful arrangement may result not only from a written document or oral agreement, but also from any kind of mutual understanding which gives the parties a basis for expecting that a business practice or decision made by one will be honored by another.

For these reasons, you should avoid discussing sensitive topics with competitors or suppliers, unless you are proceeding with the advice of the Corporate Compliance Officer. You should also not provide any information in response to oral or written inquiry concerning an antitrust matter without first consulting the general counsel office.

Environmental Compliance:

It is our policy to comply with all environmental laws and regulations as they relate to our business. It is the responsibility of all employees to understand how their job responsibilities may impact the environment and insure adherence to local, state, and federal environmental laws and regulations as well as Noyes Health's policies and procedures. If questions arise about environmental regulations or the proper handling of hazardous materials, a supervisor should be contacted for assistance.

It is also the responsibility of all employees to report any potential or actual violation of environmental laws and policies and procedures. This includes advising Noyes Health or the national response center immediately should you see discharge of what may be hazardous substances or potential danger of discharge. Employee protective planning enables us to respond quickly and effectively to any environmental incidents involving Noyes Health. If you have any questions or comments, please do not hesitate to call the environmental services department or the Corporate Compliance Officer.

Financial Reporting and Records:

Noyes Health has established and maintains a high standard of accurate and completeness in our financial records. These records serve as a basis for managing our business and are important in meeting our obligations to patients, employees, and others; as well as for compliance with tax and financial reporting requirements. It is our policy to comply with the reporting requirements of applicable laws and established financial standards and generally accepted accounting principles.

Communication Systems:

All communications, electronic mail, intranet, internet access, voice mail, or paper is the property of Noyes Health and is to be primarily used for business purposes. Reasonable personal use of the communication systems is permitted; however, employees should assume that these communications are not private. Generally, confidential information should not be sent through intranet or the internet since its confidentiality cannot be guaranteed.

Noyes health may review intranet and voice messages periodically for business reasons or conducting reviews for quality control purposes. If an employee abuses the communications system or uses them excessively for non-business purposes, the employee may lose these privileges and/or be subject to disciplinary action.

Communications may not be used to:

- send harassing, threatening, or obscene messages;
- send chain letters;
- access non-business information on the internet;
- send copyrighted documents that are not authorized for reproduction;
- conduct a job search; or
- open misaddressed mail.

Employment Practices:

Noyes Health is committed to providing a fair and equal opportunity work environment where employees, subcontractors, vendors, and visitors are treated with respect and courtesy. We will not tolerate any unlawful harassment or discrimination for any reason. We expect the same from all of our contractors, vendors, and visitors. This means that Noyes Health will:

1. Provide equal opportunity for employment and advancement and compensate according to performance.
2. Provide equitable benefits to all employees.
3. Have zero tolerance for harassment of any type.
4. Not discriminate against any individual with a disability with respect to any offer, term, or condition of employment. Reasonable accommodations will be made for the known physical and mental limitations of otherwise qualified individuals with disabilities.

Use of Noyes Health's Resources:

Employees may not use Noyes Health's resources for non-Noyes Health purposes. Resources include information, technology, intellectual property (for example, copyrights, patents, and trademarks), buildings, land, equipment, machines, telephones, voice mail, and/or e-mail, copiers, computers, software, supplies, cash, and the time and skills of employees.

Examples of misuse are:

1. unauthorized possession or personal use of company resources;
2. permitting or directing others to misuse company resources; and
3. soliciting for personal use on voice mail or e-mail such advertisements for the sale of a house or car.

Internal Investigation:

Noyes Health is committed to investigate all reported violations promptly and confidentially to the extent possible. All investigations will be conducted by the Corporate Compliance Officer. The Corporate Compliance Officer will coordinate any findings from the investigations and immediately implement corrections or changes that need to be made. We expect employees to cooperate with investigation efforts for the well-being of Noyes Health. Reports of all internal investigations will be provided to the Corporate Compliance Committee and Board of Directors.

Media Inquiries:

The administrative staff is responsible for all contact with the media. Unless specifically authorized to represent Noyes Health to the media, employees should not respond to inquiries or requests for information. This includes newspapers, magazines, trade publications, radio, television, as well as any other external source that is looking for information. If an employee

has questions or concerns, or if the media contacts an employee about any topic, they should contact their manager or Corporate Compliance Officer.

Securities:

Directors, officers, and employees can expect that in the course of performing their duties they will come into possession of material non-public information about Noyes Health or other companies with whom we do business. Material non-public information is defined as any information that would affect securities prices, either positively or negatively that is not generally available to the investigating public. This information is generally referred to as insider information. Buying or selling stocks using inside information is referred to as insider trading, an illegal activity.

It is illegal for directors, officers, and employees to buy or sell our stocks or bonds or the stocks or bonds of another company based on insider information or to discuss such information with others who might buy or sell such securities. Such activity is deemed to be insider trading.

For example, if in the course of your work and prior to public announcement, you become aware of a new and efficient process or equipment that would materially affect Noyes Health's productivity, you would be guilty of insider trading if you bought or sold securities or passed information to a friend or relative who bought or sold the securities.

Marketing and Advertising:

Noyes Health markets its services in a fair, truthful, and ethical manner. Marketing materials are designed to reflect only the services available and the level of the provider's licensure and accreditation. Noyes Health uses marketing and advertising to educate the public, report to its communities, increase awareness of its services, and recruit employees.

Sexual Harassment:

Sexual harassment is illegal and is defined by law as unwelcome sexual advances, requests for sexual favors, or other verbal or physical conduct of a sexual nature that creates a hostile work environment. Various subtle verbal and non-verbal communications should also constitute sexual harassment.

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POL:CORPCOMPL

Committee Approval: N/A

Distribution: Original - Administration; Copy - Via Meditech

Signature:



Date:

11/6/14