

ConnexCare

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| P&P Number: | CC025 | Original Approval Date: | 4/28/2010 |
| Title: | Standards of Conduct | Policy Revision Date: | 12/18/2019 |
| P&P Area: | Corporate Compliance | Procedure Revision Date: | 04/12/2023 |
| Reviewing Committee: | Quality Committee | Committee Review Date: | 04/10/2024 |
| Approved by: | Board of Directors | Last Approval Date: | 04/17/2024 |

POLICY:

It is the policy of ConnexCare that all business affairs must be conducted in accordance with federal, state and local laws, professional standards, and applicable federally funded health care program regulations with honesty, fairness and integrity. Board members, staff and agents shall perform their duties in good faith and in the best interest of patients and the communities they serve. The ConnexCare Standards of Conduct shall apply to each person acting on behalf of ConnexCare.

PROCEDURE:

General Responsibilities

The Board of Directors of ConnexCare recognizes the paramount importance of maintaining ConnexCare's reputation for integrity that includes, but is not limited to, assuring compliance with applicable Federal, State and local laws and regulations, as well as fulfilling contractual obligations.

A. Individual Responsibility

Every member of ConnexCare's Board of Directors, staff and agents of the health center are responsible for ensuring that his or her conduct is consistent with these Standards of Conduct, Health Center Compliance Program, with ConnexCare policies and procedures, and with generally accepted standards of professionalism, courtesy, and respect. Furthermore, ConnexCare staff in supervisory positions must assume, and are charged with, responsibility for ensuring that the conduct of everyone they supervise complies with these Standards of Conduct.

B. Compliance with Laws and Regulations

Board members, staff and agents of the health center are expected to comply with all laws and regulations applicable to the operations of ConnexCare, including, but not limited to billing and coding requirements; the maintenance of accurate and complete business records; and requirements related to procurement standards.

C. Confidentiality of Information

Staff may acquire confidential or proprietary information by virtue of their affiliation with ConnexCare. Such information may not be: (1) disclosed outside of ConnexCare without appropriate authorization from the President/CEO or (2) used for personal gain or for the benefit of a third party. To ensure compliance, ConnexCare has adopted the "BREACH of PRIVACY or CONFIDENTIALITY PERSONNEL DISCIPLINE" Policy.

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D. Gifts

No ConnexCare Board Member, staff or agent may offer, solicit or accept gifts, gratuities, favors or anything of value from any current or potential patient, vendor, contractor, or potential contractor of ConnexCare or any current or potential party to a sub-agreement with ConnexCare. Every ConnexCare Board, Staff member and agent of the health center will decline or return any gift and notify the President/CEO and the President/CEO will decline such gifts and report to the Board Chair.

A gift means anything of value except for promotional materials of little or nominal value such as pens, calendars, mugs, and other items intended for wide distribution and not easily resold. Gifts include (but are not limited to): personal gifts, such as sporting goods, household furnishings and liquor; social entertainment or tickets to sporting events; personal loans or privileges to obtain discounted merchandise, and the like.

ConnexCare will immediately dismiss any Board, staff member or agent of the health center found to have offered or accepted a bribe to secure funding or other benefits for or from ConnexCare.

E. Honest Dealing with Government Officials

Board members, staff and agents of the health center will be cooperative and truthful in their dealings with any governmental inquiry or request, including audits, surveys, and certification reviews. However, ConnexCare staff who are not authorized to speak on behalf of ConnexCare will not respond to any governmental inquiries or request, including audits, surveys and certification reviews and will promptly report any such inquiries or requests to the ConnexCare President/Chief Executive Officer (CEO), Compliance Officer or other appropriate member of senior management.

F. Conflicts of Interest

1. General Prohibition

ConnexCare staff and individuals affiliated with the health center must strive to make decisions fairly and objectively with the best interests of ConnexCare in mind. As ConnexCare is a Department of Health and Human Services (DHHS) grantee, these standards for managing conflicts of interest are also necessary to comply with DHHS regulation found at 45 C.F. R. § 75. No staff shall participate in ConnexCare selection, award or administration of any contract or grant, paid in whole or in part with Federal Funds, when a real or apparent conflict of interest is involved.

2. Definitions

Interest – A person has an “Interest” if he or she has, directly, or indirectly through a family member or business partner:

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- A business relationship (e.g. an actual or forthcoming contractual or employment compensation arrangement) with: (1) ConnexCare; (2) an entity with which ConnexCare had entered (or is negotiating to enter) a transaction or arrangement; or (3) an entity that is a competitor or potential competitor of ConnexCare
- A financial relationship (e.g. a controlling or material ownership or investment interest) with (1) an entity with which ConnexCare has entered (or is negotiating to enter) a transaction or arrangement; or (2) an entity that is a competitor or potential competitor of ConnexCare
- A Fiduciary relationship (e.g. Board member or trustee) with: (1) an entity with which ConnexCare has entered (or is negotiating to enter) a transaction or arrangement; (2) an entity that is a competitor or potential competitor of ConnexCare
- A personal relationship with an individual who has a business, financial or fiduciary relationship as defined above. A personal relationship means a relationship based on family, friendship or romance.

Any interest in a company through publicly-traded stocks, bonds, or mutual funds available to the general public shall not constitute an interest, provided the ownership or investment interest is less than one percent of the company's shares.

Conflict of Interest – A “conflict of interest” arises whenever the Interest of a person competes with or has the potential to compete with the best interests of ConnexCare. A conflict is presumed to exist if a person with an Interest is involved in any way in the transaction or arrangement in which he or she has such Interest.

3. Affirmative Disclosure Requirements

Interests shall be fully disclosed by any individual regardless of whether or not a conflict of interest is determined to exist.

Annual Disclosures

ConnexCare requires that all designated staff, agents, Board members and candidates for Board membership, disclose in writing (and update at least annually): (1) ALL Interests described in this policy and procedure that may create an actual or potential conflict of interest, and (2) where applicable, provide a statement suggesting how such conflict could be avoided or mitigated.

In order to facilitate such full disclosure, ConnexCare requires designated staff, Board members and candidates for Board membership to annually complete the Pledge to Excellence as appropriate. Completion of these forms does not relieve individuals of the obligation to comply with these Standards of Conduct with regard to disclosure of Interests that may occur after the filing of their Pledge of Excellence (e.g. with respect to a particular transaction).

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Additional Interests

ConnexCare requires staff, agents, Board members and candidates for Board membership to disclose in writing additional Interests that arise after the filing of the Pledge of Excellence.

- Members of, and candidates for membership on, the Board of Directors shall make disclosures to the Chair of the Board of Directors. If the Chair has such an Interest, he or she must make disclosure to the Vice Chair, respectively, who will, in turn, be responsible for advising the Board.
- The President/CEO shall make disclosures to the Chair of the Board who will, in turn, be responsible for advising the Board of such disclosure.
- Staff shall make disclosures to the President/CEO.

4. Determining Whether a Conflict of Interest Exists

In the case of a potentially conflicted person who is a Board member (including the President/CEO), that Person may make a presentation to the Board regarding whether he or she has a conflict, and may respond to related questions from the Board. However, after such presentation, he or she shall leave the meeting during any discussion of, or vote on, whether a conflict of interest exists, and if such conflict is determined by the Board to exist, he or she shall leave the meeting during any discussion of, and voting on, the transaction or arrangement that involves the conflict of interest.

5. Procedures for Addressing the Conflict of Interest

Procurement

If the conflict involves ConnexCare procurement, the process shall be conducted in accordance with ConnexCare's Purchasing Procurement Policy (FIN 009).

Alternative Arrangements

In other instances, the Board shall, as it may deem appropriate, appoint the President/CEO to investigate alternatives to the proposed transaction or arrangement and make recommendations. After exercising due diligence, the Board or President/CEO, as applicable, shall determine whether ConnexCare can obtain an equivalent transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

ConnexCare's Best Interests

If a transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or President/CEO, as applicable, shall determine (if Board, then by a majority vote of the disinterested Board members) whether, notwithstanding the conflict of interest,

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the transaction or arrangement is in ConnexCare’s best interest, for its own benefit and whether the transaction is fair and reasonable to ConnexCare such that it would constitute an “arms-length” transaction (and be consistent with 45 C.F. R. Part 74 standards).

Pervasive Conflicts of Interest

In circumstances where there are material continuing or pervasive conflicts of interest, an individual may be required by the Board of ConnexCare or the President/CEO, as applicable, to withdraw from his or her position with ConnexCare unless the individual, family member or business associate chooses to disassociate from the outside position that causes the conflict.

6. Violations of the Standards of Managing Conflicts of Interest

If the Board or President/CEO, as applicable, has reasonable cause to believe that a person has failed to disclose an Interest, the person shall be informed of the basis for such belief and afforded an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the individual who failed to disclose an Interest, and making such further investigation as may be warranted in the circumstances, the Board or President/CEO determines that the individual has in fact failed to disclose an interest in accordance with Section II.F.3., appropriate corrective and/or disciplinary action shall be taken, including removal of the individual from the selection, negotiation, or administration of any contracts or grants.

7. Records of Proceedings

The minutes of the Board and all committees with Board-delegated powers and those records as determined by the President/CEO shall address:

Conflicts of Interest – The names of the persons who disclosed or otherwise were found to have an Interest in connections with an actual or potential conflict of interest and the nature of the Interest; any action taken to determine whether a conflict of interest was present; and the Board or President/CEO’s decision, as applicable, as to whether a conflict of interest in fact existed.

Management of Conflicts – For transactions where a conflict of interest has been disclosed or otherwise found to exist, the names of the persons who were present for discussions and votes relating to the transaction or arrangement, and the names of the persons who recused themselves; the content of the discussion, including any alternatives to the proposed transaction or arrangement of ConnexCare’s best interest; and a record of any votes taken in connection therewith.

8. Supplemental Income

The President/ CEO and all members of the Board of Directors must disclose to the Chair of the Board,

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and all staff must disclose to the President/CEO, in writing, any specifics of any plans to accept supplemental outside employment so that ConnexCare may determine whether such outside employment or consultancy conflicts, or has the potential or appearance to conflict, with the interests of ConnexCare. ConnexCare's prior approval of such outside employment or consultancy is required.

9. Political Activities

No staff may participate or intervene in any political campaign in support of or in opposition to any candidate for elected public office while at work during business hours. A political campaign is deemed to begin when an individual announces his or her candidacy for an elective public office, or is proposed by others for any elective public office. No staff may use ConnexCare's name, facility or any resources in connection with political campaign activities.

10. Lobbying

Lobbying is generally defined as a communication (written or oral) that is an attempt to influence (for or against) specific legislation including appropriations. Any lobbying activities proposed to be undertaken by ConnexCare or by any staff on behalf of ConnexCare shall require the prior approval of the President/CEO. Any staff undertaking lobbying activities will work with the President/CEO, or his or her designee, to ensure that such activities are supported by non-Federal resources and that all disclosures and reporting of lobbying activities which are required by State or Federal law are submitted in a timely manner.

11. Violations of Standards of Conduct

Board, staff members and agents of the health center should promptly report concerns regarding compliance with these Standards of Conduct. Staff reports should be made in accordance with the ConnexCare Policy CC 020: Reporting Instances of Non-Compliance (Whistle-blower policy). For Board members and agents of the health center, reports should be made directly to the Compliance Officer. Raising such concerns is a service to ConnexCare and will not jeopardize the terms and conditions of employment of the reporting individual.

All Board members, staff and agents of the health center must cooperate fully in the investigation of any alleged misconduct. Any Board member, staff or agent of the health center who makes intentionally false accusations regarding a compliance concern is subject to discipline by ConnexCare in accordance with the ConnexCare Policy and Procedure HR 021: Progressive Discipline.

Board members, staff or agents of the health center who violate these Standards of Conduct may be subject to disciplinary action, in accordance with ConnexCare Policy and Procedure HR 021: Progressive Discipline.

Resources:

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Conflict of Interest Policy (CC 043)

Progressive Discipline (HR 021)

Pledge of Excellence (CC 025.01)

Certification of Commitment to Comply with Standards of Conduct and Compliance Program (CC 031.01)