



# **Code of Conduct & Compliance Program Manual**

*Statement of policies for Urgent Care Group and affiliated companies regarding compliance with laws, business ethics, and the Code of Conduct.*

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## INTRODUCTION

The Urgent Care Group Code of Conduct and Compliance Program Manual (the “Compliance Manual”) outlines the compliance policies and affirms our commitment to comply with the laws applicable to our business and ethical standards appropriate in our delivery of health care services. This Compliance Manual will provide Associates of Urgent Care Group, LLC and affiliated companies (see definitions below) with guidelines regarding compliance with the Company’s Code of Conduct, business ethics, and laws applicable to our business. In addition, other manuals and handbooks contain policies and procedures that are applicable to Associates and describe in more detail responsibilities of Associates with particular jobs or positions in the Company. The Company is committed to conducting its business activities in compliance with Federal, State, and local laws and regulations that apply to our business. We are further committed to demonstrating professionalism, honesty, and integrity in our business relationships.

We all have a personal stake in the success of the Company’s Compliance Program. Any violation of a regulatory or contractual obligation can undermine the credibility of the Company with patients, suppliers, governmental agencies and offices, fellow Associates, and the general public, and can thereby jeopardize our success as a business organization. We must therefore work together as a team to demonstrate compliance with the Company’s Code of Conduct in all aspects of our business.

### Definitions

A number of terms are used in this Manual and the definitions are as follows. An “Associate” is an employee of Urgent Care Group, LLC or any of its Affiliated Companies. A “Contractor” is an individual or entity that has entered into a contract or other arrangement with the Company to furnish products or services to the Company. This includes physicians and others employed by affiliated medical practices. The term “Affiliated Company” means an entity in which Urgent Care Group, LLC holds a direct or indirect ownership interest, or through a contractual relationship, exerts control over operations and policy of that entity. Collectively Urgent Care Group, LLC and Affiliated Companies are referred to as the “Company”. The term “Code of Conduct” refers to the policies contained in this document, and this document is referred to as the “Compliance Manual.” The Company’s “Compliance Program” includes the Code of Conduct and the other program elements, such as more specific policies and procedures, education and training, and compliance reporting, that are outlined in this Compliance Manual.

This Compliance Manual and all policies and procedures contained herein replace any previous Compliance Manual(s). This Compliance Manual is not intended to serve as a comprehensive rule book, and many of the principles set forth herein are supported by other policy documents in particular areas of the Company. Any conflict between this Compliance Manual and other supporting policy document should be brought to the Compliance Officer’s attention so that the

existing policy may be reviewed and appropriate action taken to ensure consistency. The Company reserves the right to change, withdraw, apply, or amend any of our policies, including those covered in this Compliance Manual, at any time. Any printed copy of the Compliance Manual is for reference only and Associates, Board Members, and Contractors should refer to the electronic copy of the Compliance Manual on UCGInsider for the most current version.

## **Charge to Associates**

Associates should review this Compliance Manual and all policies that relate to their areas of responsibility on a regular basis. Associates are responsible for checking the Company's intranet site, for the most current version of the Compliance Manual and for completing Compliance Program training when assigned. Associates should address any questions or concerns about the policies in this Compliance Manual with their supervisor or manager, or with the Company's Compliance Officer. Any conduct in violation of the Company's Code of Conduct must be reported immediately by following any of the steps outlined in the section "Duty to Report a Compliance Concern."

Urgent Care Group's Compliance Program will help us fulfill our legal duty to comply with laws applicable to our business and meet the ethical standards we have established for the Company and our Associates, Board Members, and Contractors. Benefits of our Compliance Program include, but are not limited to, the following:

- Demonstrating the Company's commitment to honest and responsible corporate conduct;
- Increasing our Associates' understanding of the legal environment in which they perform their duties for the Company, thereby reducing the likelihood of wrongdoing;
- Increasing the likelihood of preventing, detecting and correcting unlawful or unethical behavior at an early stage;
- Encouraging Associates, Board Members, and Contractors to report potential problems to allow for appropriate internal inquiry and corrective action; and
- Minimizing or avoiding financial loss to Federal or State health care programs as well as any corresponding financial loss to the Company

At Urgent Care Group, we strive to develop a culture that values compliance from the top down and fosters compliance from the bottom up. Our commitment to compliance exists at all levels of our Company, from the Board of Directors to senior executives to managers and to all Associates. All of us have a duty of loyalty to the Company to operate our business under the broad ethical and legal principles outlined in the Company's Compliance Manual. We must conduct our business with integrity and professionalism and exercise good judgment and ethical conduct. This includes the ethical and professional standards of professional organizations associated with your role in the Company. All of us must "do the right thing" when conducting business on behalf of the Company.

All of us also have a duty to report any actual, suspected, or potential violation of the Company's Code of Conduct, otherwise referred to as a compliance concern. Any compliance concerns should be reported immediately to a supervisor or manager, other Company executive, the Company's Compliance Officer, or **the Company's Compliance Helpline, toll-free, at (844) 753-9421**. The Company will investigate the reported concern and take corrective action as appropriate to address the situation.

## **ELEMENTS OF OUR COMPLIANCE PROGRAM**

The Company believes that dedication to ethical standards and compliance with laws applicable to our business are cornerstones to the Company's success. The Company strives to meet the ethical standards that have been established for the Company and its Associates, Board Members, and Contractors. As a result, the Company has established a Compliance Program that is comprised of a number of elements, including:

- An ongoing assessment of compliance issues leading to updating and modifying the Compliance Plan and related documents;
- Written Code of Conduct and policies and procedures that promote the Company's commitment to compliance and ethical conduct;
- The appointment of a Compliance Officer and a Compliance Committee;
- Education and training programs for all Associates;
- A confidential process for reporting compliance concerns;
- A system to investigate and respond to allegations of unethical, improper, or illegal behaviors or activities
- Enforcement of appropriate disciplinary action against those who violate Company policies, applicable regulations or Federal health care program requirements;
- A corrective action process to address identified compliance-related problems; and
- A review process and other evaluation techniques to monitor compliance

## **Code of Conduct and Compliance Program Manual**

Our Code of Conduct and Compliance Program Manual, together with other Company publications and materials that are distributed to or made available to Associates, Board Members, and Contractors, describe the Company's compliance policies. These policies give Associates, Board Members, and Contractors a general summary of conduct that is acceptable and unacceptable in the workplace. The compliance policies in our Code of Conduct and Compliance Program Manual do not replace the other more detailed policies and procedures that have been developed by the Company, but rather supplement those other policies and procedures.

In addition to the standards set forth in this Code of Conduct and Compliance Program Manual, Associates, Board Members, and Contractors are required to be familiar with, and to adhere to, other policies and procedures of the Company that provide detailed instruction on how to

perform specific duties and functions related to the numerous and varied duties of our business. Such policies and procedures are continually updated based on technological advances, developments in professional standards of practice, changes in the laws applicable to the Company's business, and changes in the business processes and strategies of the Company.

### **Compliance Officer and Compliance Committee**

The Company's Compliance Officer oversees Urgent Care Group's Compliance Program, with oversight responsibilities extending to the Company's Compliance Committee which is comprised of senior managers from functional departments and operations. The mission of the Company's Compliance Officer and Compliance Committee is simple: develop a culture that values compliance from the top down and fosters compliance from the bottom up.

The Compliance Officer's oversight of the Company's Compliance Program includes:

- Continuous improvement of the Company's Code of Conduct to address areas of risk and ethical conduct;
- Serving as chairperson for the Compliance Committee and conducting committee meetings on a regular basis;
- Developing, implementing, and monitoring completion of compliance-related training;
- Managing compliance reporting processes including the Company's Compliance Helpline;
- Directing the investigation of compliance reports in consultation with external Legal Counsel as appropriate;
- Overseeing the implementation of corrective action to address known risks;
- Working with Human Resources to administer appropriate disciplinary action for a violation of the Company's Code of Conduct;
- Monitoring the Company's compliance with the Code of Conduct, specifically to include the policies related to fraud and abuse laws.

The Compliance Officer will work closely with the Company's management on compliance-related matters but has independent authority to retain outside legal counsel. The Compliance Officer will make regular reports on Compliance Program activities to executive management, to Boards of Managers of Affiliated Companies and to the Company's Board of Directors. Refer to the "Important Compliance Contacts" section in this Manual for the name and contact information of the Company's Compliance Officer.

### **Education and Training**

The Company provides compliance training for all Associates and certain Contractors, and training can include information about the elements of the Company's Code of Conduct and Compliance Program and information about the laws and regulations applicable to our business. All new Associates are required to complete the new hire Compliance Program training module within 30 days of their start date at Urgent Care Group. On an annual basis, all Associates are required to

complete Compliance Program training, as scheduled by the Company, and the annual training module will vary each year. Some Associates may be assigned additional compliance training related to their specific job and these training assignments may be made on an ad hoc basis. All Associates are required to complete all compliance training assignments and they are responsible for working with their supervisor or manager to complete the necessary training. Compliance training for Contractors is determined on a case-by-case basis in consultation with the Company's Compliance Officer.

### **Confidential Reporting of a Compliance Concern**

Associates, Board Members, and Contractors may not remain silent about a compliance concern and have a duty to report a compliance concern. The Company understands that you may not feel comfortable reporting a compliance concern directly to your manager, a senior manager in the Company, Human Resources, or the Company's Compliance Officer, or you may prefer anonymity in reporting a compliance concern. Therefore, the Company has established a confidential Compliance Helpline for Associates, Board Members, and Contractors, and appropriate outside parties including patients to use to make a confidential report of a compliance concern.

The toll-free number for the **Compliance Helpline is (844) 753-9421**. The **Compliance Helpline is available 24 hours per day, 7 days per week** and translation services are available upon request from the caller. No person calling the Compliance Helpline will be required to furnish his or her name, and calls are not traced or recorded. A professional employed by an outside company will answer the Compliance Helpline, and the caller will be asked a series of questions. The operator will document the information from the caller, and will submit a confidential and anonymous report of the information provided by the caller to the Compliance Officer. All calls to the Compliance Helpline or to the Compliance Officer are confidential, and information from the call is provided only to those managers who have a need-to-know as required by the investigation or to implement appropriate remedial action.

Another way to report a compliance concern is through the Company's compliance website at [www.ucgcompliance.com](http://www.ucgcompliance.com). There is instructional information on the secured website on how to submit an electronic report of a compliance concern or question. If a compliance report is made through the website, the Compliance Officer is notified, and he/she will access the report through a secured link. All compliance reports will be handled in a confidential manner.

### **Investigation and Response**

The Compliance Officer or his/her designee will review every report. If the Compliance Officer determines the report involves a compliance-related matter, the Compliance Officer will oversee the investigation. If the report does not involve a compliance-related matter, the Compliance Officer will refer the report to the appropriate manager for resolution and assist that manager as necessary.



For compliance-related reports, the Compliance Officer will take appropriate action to investigate the matter, including consulting with Legal Counsel as needed. The investigation may involve appropriate supervisors, managers, Associates, or others as necessary. Anyone involved in the investigation of a compliance-related report is required to cooperate fully. Associates involved in the investigation of a compliance-related report may not discuss or disclose any related information to anyone outside of the investigative process.

The Compliance Officer will have use of any available resources necessary for a thorough investigation of a compliance-related report. No one should conduct a preliminary investigation of a suspected violation of a law applicable to our business before consulting with the Company's Compliance Officer. Investigations may raise complicated legal issues and, if they are conducted without appropriate advice, it could result in the waiver of important legal rights and privileges.

### **Corrective Action**

After the investigation has been completed, the Compliance Officer and the appropriate manager, will review the findings of the investigation to determine whether or not any provisions of the Company's Code of Conduct, Company policy or applicable law may have been violated or compromised or potentially creates a risk of a violation in the future. If an investigation reveals that a violation has occurred, the Compliance Officer and appropriate department manager, will determine appropriate corrective action designed to respond promptly and address the compliance concern that was identified during the investigation. The corrective action should also take into consideration ways to prevent similar compliance-related matters in the future.

Corrective actions will include steps necessary to address the wrongful conduct and prevent it from recurring in the future. Corrective actions will vary depending on the nature of the violation and may occur at the individual level or by changes in systems or operations. Corrective actions may include (1) modifications to Company policies to improve the Company's ability to prevent and detect future violations; (2) the development of an action plan by a specific department that was involved in the violation to correct the cause of the identified compliance issue; (3) disciplinary action against an Associate involved in the matter; (4) targeted training for specific Associates; (5) focused reviews; or (6) communications to Associates, Board Members, and Contractors about the compliance investigation and findings. Once the responsible persons agree on the appropriate remedial action, steps will be taken for implementation. The Company's response to the compliance report will be documented and this documentation will be maintained by the Compliance Officer and appropriate manager(s).

The Compliance Officer will report material violations of the Code of Conduct, Company policy, and applicable law by any Associate, Board Member, or Contractor to the Company's Compliance Committee and to the Board of Directors. The Compliance Officer may also raise other matters with the Compliance Committee or the Board of Directors within his or her discretion.

## **Disciplinary Action**

Associates, Board Members, and Contractors are prohibited from engaging in any activity that violates the Company's Code of Conduct, Company policy or law applicable to the Company's business; and those who commit a violation are subject to disciplinary action. Managers and supervisors may be subject to disciplinary action for failing to report a compliance concern or failing to take corrective action to address a compliance-related matter.

Associates, Board Members, and Contractors who authorize, participate in, or aid and abet a violation of the Company's Code of Conduct, Company policy or law applicable to the Company's business are similarly subject to disciplinary action. It is also a violation of the Code of Conduct to knowingly file a false report of a compliance concern, and any Associate, Board Member, or Contractor who files such a report will be subject to appropriate disciplinary action.

The Company reserves the right to take any disciplinary action it considers appropriate, including termination, at any time. Disciplinary actions may include verbal, written, final warnings, suspension, or termination. Disciplinary action may be taken in any order. The Company reserves the right to exercise discretion in discipline. Prior warning is not a requirement for termination. Any disciplinary action presented to an Associate in writing will be placed in the Associate's personnel file.

## **Monitoring Compliance**

The Compliance Officer will take reasonable steps to conduct compliance reviews to evaluate and monitor the Company's compliance with our Code of Conduct, Company policies and laws applicable to our business. Ongoing Compliance reviews will focus on billing practices to verify the submission of accurate claims to Federal and State health care programs, and quarterly billing reviews will be performed and reported to the Company's Compliance Committee. In addition, a review of the implementation and execution of our Compliance Program elements will be conducted periodically to identify any weaknesses in the Company's Compliance Program and implement appropriate changes. Guidelines for compliance program effectiveness published by the Office of Inspector General for the U.S. Department of Health and Human Services will also be considered in the review of the elements of the Company's Compliance Program.

## **WHO IS COVERED**

The Company's Compliance Program applies to the operations of the Company. All Associates, Board Members, and Contractors are covered by the Compliance Program and are expected to be familiar with, and to conform to, the requirements of the Compliance Program.

In addition, the Company's Compliance Program applies to Contractors as an individual or entity that has entered into a contract or other arrangement with the Company to furnish products or services to the Company. Any Associate or other person who is unsure whether they are covered by the Company's Compliance Program should contact their manager or supervisor, or the

Company's Compliance Officer.

## **Responsibilities of Managers and Supervisors**

It is the responsibility of all managers and supervisors to confirm that Associates, Board Members, and Contractors reporting to them have received, understand, and comply with the Code of Conduct set forth in this Compliance Program Manual and in any other publication or material relating to the Company's policies.

1. Managers and supervisors are responsible for setting a positive example for other Associates, Board Members, and Contractors.
2. Managers and supervisors are responsible to ensure that persons reporting to them complete training related to the Company's Code of Conduct and Compliance Program and are trained on other Company policies applicable to the Company's business.
3. Managers and supervisors are responsible to ensure that persons reporting to them consistently and continuously carry out their responsibilities in conformance with the Company's Code of Conduct, other Company policies, and laws applicable to the Company's business.
4. Managers and supervisors are responsible for taking prompt and appropriate action when an actual or suspected violation of a policy in the Code of Conduct or any other Company policy or applicable law is brought to their attention.
5. Managers and supervisors are responsible for ensuring that no Associate, Board Member, or Contractor is subject to any act or perceived act of retaliation for making a good faith report of a violation or suspected violation of the Company's Code of Conduct, or any Company policy or applicable law.
6. Managers and supervisors also have the same responsibilities as Associates, Board Members, and Contractors outlined below.

## **Responsibilities of Associates, Board Members, and Contractors**

It is the responsibility of each Associate, Board Member, and Contractor to be familiar with the policies, guidelines, and Code of Conduct in this Compliance Program Manual. It is also the responsibility of each Associate, Board Member, and Contractor to report any actual, suspected, or potential violation of our Code of Conduct, Company policy, or applicable law.

1. Associates are responsible for *understanding and acting in accordance with* the Company's Code of Conduct and other policies and laws applicable to the Associate's job. There is no justification for any Associate, Board Member, or Contractor to violate the Code of Conduct, Company policies or laws applicable to the performance of their responsibilities or to the Company's business in general.

2. Associates are responsible for resolving any doubts they may have about whether an activity or practice they observe, or in which they participate, is appropriate. Associates can obtain help in resolving issues by referring to these Code of Conduct or consulting a supervisor or manager, the Compliance Officer, or other appropriate Company official.

3. Associates are responsible for reporting any suspected violation of the Company's Code of Conduct, Compliance Program, Company policy or applicable law to their immediate supervisor or manager, the Compliance Officer, or other appropriate Company official.

4. Associates are responsible for cooperating and fully assisting with any investigation or audit of the Company's conformance with our Code of Conduct, Compliance Program, Company policy, or applicable law.

### **PATIENT CARE AND PATIENT RIGHTS**

The Company, directly and indirectly and through its Associates, Board Members, and Contractors provides healthcare services directly to patients. Patients come to us in a vulnerable state even when services to be provided are perceived to be routine. The Company, including its Associates, Board Members, and Contractors have a moral, legal, and ethical obligation to treat patients with compassion, dignity, and respect and only to the extent the patient has explicitly provided consent.

Patient Rights and Responsibilities are explicitly spelled out and made available to patients prior to their procedures through a variety of methods.

### **LEGAL AND REGULATORY REQUIREMENTS**

The Company provides health care services in multiple jurisdictions in accordance with Federal, State and local laws and regulations applicable to our business(es). Such laws and regulations may include, without limitation, laws applying to billing practices, financial reporting, vendor relationships, clinical competency, medical records, confidentiality, mergers and acquisitions, safety, and employment. The Company has developed policies to address many of the laws and regulations listed above, and there may be other laws and regulations also applicable to the Company's business for which there may not be a specific policy or procedure. Accordingly, this document, as well as internal resources such as Human Resources, Compliance, and other departments within the Company, serves as a resource for Associates, Board Members, and Contractors when seeking direction and guidance about our legal and regulatory compliance obligations.

### **Fraud and Abuse Laws**

Federal and State laws prohibiting fraud and abuse by health care organizations apply to all of the Company's operations. Some of those laws include:

**The Federal False Claims Act:** The False Claims Act (“FCA”), 31 U.S.C. § 3279 establishes:

- liability for any person who knowingly presents or causes to be presented a false or fraudulent claim to the U.S. government for payment; and
- provisions that encourage individuals to come forward and report misconduct involving false claims, allowing any person with actual knowledge of allegedly false claims to the government to file a lawsuit on behalf of the U.S. government. Such individuals are protected from retaliation.

The FCA is a Federal statute that covers fraud involving any federally funded contract or program, including the Federal health care programs. It prohibits knowingly making a false claim to the government. False claims can take the form of billing the government for a product or a service that was not provided, overcharging the government for a product or service, billing the government for a more costly product or service than was actually provided to the patient, underpaying money owed to the government, billing the government for one item or service while providing another, and failing to return an overpayment within the designated timeframe.

Penalties for violations of the FCA may be assessed against the Company as well as individuals and include civil monetary penalties (“CMP”) ranging from \$5,500 to \$23,000 for each false claim submitted, treble damages, and exclusion from participation in Federal health care programs.

**60 Day Rule:** One recent development to the False Claim Act is referred to the 60 Day Rule. This development defines any credit balance owed to a Federal payer, such as Medicare, Medicaid, Tri-Care, etc., for more than 60 days to be a violation of the False Claims Act and subject to the fines and other penalties for violating the Act.

**Anti-Kickback Statute:** The Medicare and Medicaid Patient and Program Protection Act of 1987, 42 U.S.C. § 1320a-7b(b), as amended (the "Anti-Kickback Statute") prohibits:

- the knowing and willful solicitation, offer, receipt or payment of any remuneration (defined broadly to include anything of value) in exchange for a referral or which is intended to induce a referral for the furnishing or arranging for the furnishing of any item or service for which payment may be made in whole or in part under a Federal health care program; and
- the knowing and willful solicitation, offer, receipt or payment of remuneration in exchange for or which is intended to induce the purchase, lease, order or arranging for or recommending the purchase, lease or order of any good, facility, service or item for which payment may be made in whole or in part under a Federal health care program.

A violation of the Anti-Kickback Statute is a felony crime punishable by up to five years imprisonment and a fine of \$25,000. A violation of the Anti-Kickback Statute also may result in significant civil penalties and exclusion from participation in Federal health care programs.

These penalties and sanctions may be imposed against both the Company and against the individuals participating in the wrongful conduct. In addition, claims arising out of a violation of the Anti-Kickback Statute are false claims for purposes of the FCA.

**The Stark Law:** The Physician Anti-Referral Law, 42 U.S.C. § 1395nn (commonly referred to as the “Stark Law”), prohibits a physician who has a direct or indirect financial relationship with an entity from referring patients to that entity to receive a designated health service for which payment may be made under a Federal health care program unless the financial relationship meets the requirements of an exception to the Stark Law. Designated health services include inpatient and outpatient hospital services. A physician makes a referral when he or she makes a request for an item or service covered by a Federal health care program. It includes situations in which a physician requests a consultation with another physician and covers any test or procedure that the other physician orders, performs, or supervises. A physician also makes a referral for services when he or she requests or establishes a plan of care that includes a designated health service to be provided to a patient.

The prohibition also applies if a physician's immediate family member has a direct or indirect financial relationship with the entity. A financial relationship can exist by virtue of ownership, investment or compensation arrangement with an entity. The law is triggered by the mere fact that a financial relationship and a referral for designated health services exist. The physician's intent when he or she makes a referral is irrelevant.

A violation of the Stark Law may result in significant civil penalties, including assessment civil monetary penalties against the Company and individuals and exclusion of the Company and/or individuals from participation in Federal health care programs.

## Licensure

The Company's facilities and operations may be required to obtain a variety of business licenses as outlined by Federal, State, and local laws and regulations. These may include laboratory licenses (CLIA) as well as imaging licensure (emitting radiation licensure) in addition to local business and occupational licenses. Associates, Board Members, and Contractors must conduct operations in a manner that meet these licensure laws and regulations.

## Referrals

While the EMTLA regulations only apply to hospitals, the Company will be responsible with its assessments and referrals especially when the needed care is beyond the scope of the Company's urgent care capabilities.

- Patients presenting requiring emergency care, such as but not limited to significant lacerations, fractures, penetrating wounds, etc., Associates will contact the nearest or most appropriate hospital emergency department and make an explicit referral for the patient.

- Patients presenting requiring follow-up care will be referred to the appropriate physician office for such care.

## **Antitrust Laws**

The antitrust laws are very broad statutes and court or administrative agency opinions designed to promote free enterprise through fair competition. Violations of the antitrust laws can result in severe civil and criminal penalties. It is the policy of the Company to comply with Federal and State antitrust and unfair competition laws that are applicable to its business, and to avoid conduct that may give even the slightest appearance of being questionable under those laws

The antitrust laws affect many aspects of the Company's operations, including our relationships with competitors, suppliers, and partners. Thus, all Associates, Board Members, and Contractors must promote antitrust compliance by:

- Refraining from entering into any discussion or agreement with a competitor about areas in which we must act independently, such as our prices, terms or conditions of our third party payer contracts or vendor agreements, and employee relationships including salary data;
- Appreciating the wide range of business activities that implicate antitrust issues depending on their structure, purpose and effect in a given situation – from major business decisions (such as joint ventures and mergers or acquisitions) to routine activities (association meetings, competitive intelligence, or referral of ancillary services) – and consulting with the Compliance office in advance to evaluate their appropriateness; and
- Using care in creating or receiving documents dealing with competitive issues so that they are not misinterpreted.

Promptly contact the Compliance Officer whenever you have questions about the interpretation or application of the antitrust laws, you suspect others are engaging in anticompetitive conduct, or if you are contacted by government officials about competition issues.

## **Environmental Laws**

Company operations result in materials that are subject to environmental laws and regulations at local, State, and Federal levels. These include usage and then disposal of hazardous chemicals and disposal of blood and body tissue. The Company has installed appropriate safety equipment and has contracted with licensed waste handlers to appropriately dispose of such materials. All Associates, Board Members, and Contractors are responsible for handling and disposing of such materials in accordance with the specific policies applicable to their workplace and location. These policies can be found on the Company Portal site.

All Associates, Board Members, and Contractors are responsible for utilizing “red bags”, sharps containers, and appropriate drug disposal systems according to Company policies. Disposal of



biohazardous waste must at all times be done in accordance with Company policies.

## **Legal Consequences**

Several of the policies outlined in the Compliance Manual relate to laws applicable to the Company's business and operations. Associates, Board Members, and Contractors are prohibited from engaging in any activity that violates these policies or the laws upon which they are based. Failure to comply with applicable law may result in legal action against the Company and/or any person(s) involved in the alleged illegal act. Federal and State criminal and/or civil action can include fines, imprisonment and/or mandated exclusion from participation in Federal health care programs. It can also seriously damage the reputation of the Company.

## **BUSINESS AND FINANCIAL PRACTICES**

### **Recordkeeping and Information Management**

Company records, financial and otherwise, should accurately reflect the facts or transactions they purport to record. Each Associate has a duty to ensure that all records, reports or other information for which he or she has responsibility are accurate and complete. Associate recordkeeping and information management responsibilities include, without limitation, the following:

- Create, maintain, retain, store, and destroy electronic and paper medical, financial, and other business records accurately, reliably, and in accordance with Company policies and applicable laws. All Associates are required to become familiar with the Company's policies and laws applicable to record retention for their job function.
- Associates must verify that all entries made on a medical or business record are accurate and complete, and must consult with their supervisor for guidance if they have any questions or are unsure if the record is accurate or complete.
- Company records, electronic and paper, must be labeled, filed, and stored in a manner that allows for easy identification, location and retrieval.

### **Contracts and Internal Controls**

Contracts, fee schedules, amendments to the contracts, and other written agreements are a principal basis for payment for Company services. Written agreements with payers such as Medicare, Medicaid, and other commercial payers under which the Company receives payments for services rendered, or agreements with suppliers, vendors, and other parties must be signed only by authorized representatives of the Company.

Written agreements for the Company's services or with vendors providing supplies or services may not be amended by verbal agreement. Rather, written agreements (including extensions and amendments) must be reviewed through our standard contracting process and signed by



authorized representatives of the Company and the other party.

Capital expenditures, payer contracts, and agreements with suppliers or vendors that span more than one year or exceed certain dollar thresholds can only be bound by an authorized representative of the Company. Typically, these may be executed only following operational and financial reviews (and for subsidiaries, after approval by the joint venture's Governing Body (Board of Managers)). Evidence of these reviews and approvals must be documented upon the related forms and in the appropriate meeting minutes.

### **Billing Practices**

Any bill for services provided by the Company that is submitted for payment to any person or entity, including Federal and State health care programs and commercial insurance programs on behalf of patients treated by the Company must be accurate and complete at the time it is submitted. Any inaccurate or incomplete data and information must be immediately corrected and reported to the appropriate supervisor or manager. The Company's billing practices include, without limitation, the following:

- Records completely and accurately document the health care services rendered to the patient and the identity of the entity rendering the services.
- Invoices and claims are submitted only for services that are medically necessary, actually rendered, and properly documented.
- The Company will not tolerate false or inaccurate billing for health care services to any payer including Federal and State health care programs.
- Services are billed at the Company's usual and customary prices to all patients and their third party payers.
- Contractual adjustments are posted at the time of payment according to the contract between the Company and the payer on behalf of the beneficiary (patient).
- Reasonable efforts are made to collect all amounts due from or on behalf of patients and insurers, including copayments and deductibles.
- Whenever services are provided, we must bill for payment of those services as agreed upon by both parties.
- Any error in billing must be corrected promptly upon discovery. Upon such discovery, steps must be taken to notify the patient or payer of the billing error, issue a corrected invoice, and refund any overpayment or collect any underpayment.
- Any error in billing to a Federal or State health care program must be reported immediately to a senior manager or executive in the Billing department.
- Any overpayment by a Federal or State healthcare program must be promptly refunded.

The Company expects all Associates, Board Members, and Contractors to deal truthfully with third party payers, including the Federal and State health care programs as well as commercial

insurance companies. The Company will not tolerate false or misleading statements by an Associate, Board Member, or Contractor to any third-party payer or its representatives. Deliberate misstatements to any third-party payer will expose the Associate, Board Member, or Contractor involved to severe sanctions by the Company up to and including immediate termination of employment or the termination of the contractual relationship.

## **CONFIDENTIALITY**

### **Patient Confidentiality**

A patient's health record and other information related to their medical treatment are confidential to the patient. Associates, Board Members, and Contractors who have access to confidential patient health information must protect against its unauthorized disclosure, and the Company has developed privacy and security policies to address the requirements of Federal and State laws governing such information ("HIPAA Policies"). Associates, Board Members, and Contractors may only discuss or otherwise disclose patient information as minimally necessary for the purpose of treatment, payment or operations ("TPO") in accordance with the Company's HIPAA policies and applicable Federal and State laws. Disclosure of patient information for non-TPO purposes typically requires written authorization by the patient or the patient's legal representative. The Company's HIPAA policies are summarized below, and the detailed HIPAA policies are published on the Company's intranet.

The unauthorized disclosure of patient information by an Associate, Board Member, or Contractor, or the disclosure of more patient information than is minimally necessary, may expose the Company to liability for breach of confidentiality and may result in adverse employment action including, without limitation, termination.

Patient records must be safeguarded against loss, destruction or unauthorized access, use or disclosure in accordance with Company HIPAA policies and applicable Federal and State privacy laws. Patients' paper records may not be physically removed from the work premises and any patient records transmitted to an authorized person outside the Company should be transmitted in a secured manner (e.g., secure fax receipt; US postal or other secure delivery service; password protected electronic data transmittal). No Associate, Board Member, or Contractor may access patient information without a legitimate, business reason such as the provision or documentation of treatment, payment or other job-related operational purpose.

## **HIPAA**

The Health Insurance Portability and Accountability Act of 1996, as amended (referred to herein as "HIPAA") includes provisions commonly known as the Privacy Rule and the Security Rule designed to protect the privacy of individually identifiable health information and to prevent its unauthorized disclosure. Protected health information (PHI) is any information that relates to the

physical or mental health or condition of an individual, provision of health care to the individual, or payment for health care that identifies the individual or that is created or received by a covered entity. HIPAA also includes provisions to standardize electronic claims processing transactions that are applicable to the Company.

The Privacy Officer and Security Officer roles for the Company are appointed to individuals at the corporate level and together these individuals oversee the Company's HIPAA policies. Refer to the "Important Compliance Contacts" section in this Manual for the name and contact information of the Company's Privacy Officer and Security Officer. Questions related to HIPAA compliance should be directed to the Privacy Officer or Security Officer, as applicable, and may also be directed to the Company's Compliance Officer as necessary or appropriate.

All Associates, Board Members, and Contractors must be familiar with, understand and comply with the Company's HIPAA policies in the performance of their job responsibilities. Urgent Care Group's HIPAA policies are published on the Company's intranet. The information below highlights some key information in the Company's HIPAA policies:

- PHI may only be used or disclosed for treatment, payment, or operational (TPO) purposes by Associates, Board Members, and Contractors in order to perform their roles with the Company.
- In general, the use or disclosure of PHI for non-TPO purposes requires written authorization by the patient or the patient's legally authorized representative.
- HIPAA provides certain exceptions to the requirement for a written authorization that are outlined in the Company's HIPAA-related policies and procedures. Associates, Board Members, and Contractors are required to obtain the Privacy Officer's approval before using or disclosing PHI for non-TPO purposes without the patient's written authorization.
- Use and disclosure of PHI must be limited to the "minimum necessary" to accomplish the purpose of the use or disclosure.
- Electronic PHI and the workstations or devices used to access electronic PHI must be appropriately safeguarded. This includes the use of a password to protect the device, use of screen savers, and following other Company guidelines regarding the security and appropriate use of information systems. PHI should never be stored on smart phones or tablet devices removed from the premises.
- Associates, Board Members, and Contractors are prohibited from disclosing their user ID and password that permits them to access the Company's information systems to anyone, including other Associates, Board Members, or Contractors.

## Privacy Breach

A privacy breach occurs when there has been unauthorized acquisition, access, use or disclosure of PHI in a manner not permitted by HIPAA that compromises the security or privacy of the PHI. The security or privacy of the PHI is compromised when the unauthorized acquisition, access, use or

disclosure poses a risk of financial, reputational or other harm to the individual. Associates must report any actual or potential privacy breach to the Company's Privacy Officer or through the Company's Compliance Helpline or Compliance Website for investigation. A report of a privacy breach by any third party must also be reported and will be investigated by the Company. A report of a privacy breach must include the following information in order for the Company to appropriately investigate the matter:

- Location where the alleged breach occurred;
- Identification and demographic information of each individual whose unsecured PHI has been, or is reasonably believed to have been, acquired, accessed, used or disclosed in the breach;
- Date(s) the incident(s) occurred;
- Date(s) the incident (s) were discovered; and
- Detailed description of the incident;
  - Electronic or hard copy PHI;
  - PHI inappropriately acquired, accessed, used, or disclosed;
  - Names of any witnesses; and
  - Any other information that may be helpful to the investigation.

Upon notification of the alleged privacy breach, the Privacy Officer will:

- Track information related to the privacy breach report;
- Conduct the investigation;
- Retain all documents related to the report;
- Oversee the corrective action plan, if any, related to the findings; and
- When applicable, engage legal counsel in the assessment of a privacy breach prior to reporting the breach by covered entity.

## **Confidential and Proprietary Information**

Confidential and proprietary information developed or acquired by the Company, that is not generally known to the public or otherwise available to non-Company Associates, Board Members, or Contractors, is a valuable asset of the Company and must be kept confidential and protected against theft, loss, or inadvertent or improper disclosure. Confidential and proprietary information of the Company includes, without limitation, any information that is or may be useful or helpful to our competitors, suppliers, vendors and customers in their business negotiations and transactions with the Company's pricing information, technical information, clinical protocols and policies and procedures, training programs and related materials, compensation information, and contractual information between the Company and a third party. The rules of confidentiality apply to Associates, Board Members, and Contractors and will continue to apply after you have left the Company.

- *Proprietary Business Information:* Do not disclose, without appropriate authorization, confidential or proprietary information to external individuals or entities including, without limitation, the Company's competitors, suppliers, vendors and customers. Proprietary business information should only be disclosed to other Associates, Board Members, or Contractors on a need-to-know basis. Information about the Company's vendors such as products, services, pricing or other business information is also considered proprietary information and confidentiality of vendor information must be maintained.
- *Associate Information:* Respect the privacy of fellow Associates. Avoid any conversations about fellow Associates that may be perceived as gossip and speculation, as these conversations are not related to patient care and could be harmful to the Company's customer relationships. Do not disclose any confidential compensation, performance, credentials, or other information related to a fellow Associate's employment or information that is contained in an Associate's human resources file that you may know as a result of your position with the Company unless the Company has authorized you to disclose said information for a particular purpose. Do not attempt to access an Associate's human resources file unless you have a legitimate business or legal need for the information and you have been authorized to do so by the Company.
- If you work with confidential or proprietary information, employ common sense precautions to protect such information from theft, loss, or inadvertent or improper disclosure. Associates should make a reasonable attempt to keep all confidential or proprietary documents in a locked area, such as a locked room, drawer or file when not in use. Confidential or proprietary electronic records must also be secured and inaccessible to others. Do not share your Company computer system log-in or password information with anyone. Do not discuss confidential or proprietary information in situations when you may be overheard by unauthorized persons (e.g., hallways or break rooms).
- The following list includes common examples of confidential and proprietary information and this list is not all-inclusive:
  - Information related to Associates, including disclosure of names, employment information and compensation information;
  - Lists of suppliers and suppliers' prices;
  - Any identifiable patient information, including without limitation, patient names;
  - The Company's financial reports or data, earnings, forecasts and projections, business plans, strategies or financial structure, including without limitation, expansion or acquisition opportunities and other business structure information;
  - The Company's trade secrets;
  - Actual or projected earnings, revenues, costs or other financial information;
  - Unpublished changes in management or organizational policy;
  - Computer software and other intellectual property;
  - Volume, pricing and financial projection information;

- Clinical protocols and policies and procedures;
- Quality data, information and reports;
- Training programs, manuals, and other training materials; and
- All Company manuals, handbooks, protocols, policies, procedures, unpublished research, reports, and descriptions of the Company's processes or operations.

## **GOVERNMENT RELATIONS**

### **Government Filings and Reports**

Governmental filings and reports (such as tax filings) must be accurate and timely. Any Associate, Board Member, or Contractor who provides data or information for inclusion in a government filing or report is responsible for ensuring the accuracy of the information provided and for fully disclosing any concerns about the information provided or other questions in advance of the filing or report being completed and filed with the governmental agency. False statements in a government filing or report, even if unintentional or unknown, carry significant criminal and civil penalties and may subject individuals and/or the Company to civil or criminal liability. Knowingly making a false statement on a provider enrollment application may lead to exclusion from participating in Federal health care programs.

Associates, Board Members, and Contractors who prepare or assist in the preparation of governmental filings and reports must retain all source documents, including working files, back-up documentation and other materials, used in the preparation of the filing or report in accordance with appropriate record retention policies and/or requirements. Any such government filings and reports are subject to audit by the governmental agency. The absence of the source documentation may result in the filing or report being subject to heightened scrutiny or rejected altogether, and may also result in the imposition of fines and other penalties.

### **Government Inquiries and Investigations**

It is the policy of the Company to comply with applicable laws governing its business, including the provision of health care services, to be forthright and candid in dealing with governmental inquiries, and to comply with lawful and reasonable requests made in a government inquiry or investigation, including surveys or audits conducted by government agencies. Associates, Board Members, and Contractors are required to provide truthful responses to government inquiries, and may not conceal, destroy, or alter any documents that may relate in any way to the inquiry or investigation.

The intent of this policy is to organize and facilitate the Company's cooperation with governmental agencies in the event of an audit, survey, inspection, investigation, execution of a search warrant, or service of a subpoena. The Company's response to a government inquiry will depend on the nature of the inquiry. If an Associate, Board Member, or Contractor receives an inquiry, a subpoena or other legal document regarding the business of the Company from a governmental

agency (whether at home or in the workplace), the matter should be immediately referred to an appropriate individual within the Company so that the Company can respond in a timely and appropriate manner. Failure to refer the matter to the Company may result in an untimely and incomplete response or other legal consequences to the interests of the Company's and/or its Associates, Board Members, or Contractors.

If a government investigator requests Company documents from an Associate, Board Member, or Contractor, the Associate, Board Member, or Contractor should contact their supervisor or manager or the Compliance Officer before fulfilling this request so that the Company can take appropriate steps to provide accurate and comprehensive information.

If a government investigator requests an interview from an Associate, Board Member, or Contractor, the Associate, Board Member, or Contractor should notify their supervisor or manager, the Company's Chief Operating Officer, or the Compliance Officer so that the Company can coordinate the response and ensure that appropriate records are identified, produced and/or retained. While an Associate, Board Member, or Contractor is free to speak with the government investigator outside the presence of a Company representative, the Company would prefer to assist an Associate, Board Member, or Contractor with responding to any government inquiry thoroughly and accurately and, therefore, recommends that the Associate, Board Member, or Contractor consult with their supervisor or manager or the Compliance Officer before making any response.

## **ACQUISITION, REFERRAL, AND MARKETING PRACTICES**

### **Acquisitions**

A significant growth strategy for Urgent Care Group, Inc. (and not specifically of its subsidiaries and affiliated entities) is through acquiring majority interests in existing urgent care facilities. This acquisition process, from identifying potential partners through the steps of discussion, negotiation, letters of intent, mutual due diligence, transaction documents, and closing must always be conducted in a transparent and legal fashion. No transaction can tie patient referrals for designated healthcare services to an acquisition. Prices paid must always be reflective of the market and "side deals" or undisclosed promises or inducements must never be made. All transactions are to be reviewed by outside legal counsel and approved by the appropriate committees of the Urgent Care Group, Inc. Board of Directors.

### **Anticompetitive Actions**

The Company is committed to the principles of free and fair competition as permitted by applicable laws such as antitrust laws. The Company competes actively, but fairly, in the marketplace. The Company will not engage in deceptive practices or other forms of unfair competition; nor will it make any agreement with a competitor to artificially raise the price of services or otherwise improperly reduce competition in the relevant market.



Associates, Board Members, and Contractors shall not attempt to reduce or restrict competition for products or services by improper measures such as entering into agreements with competitors to fix prices or divide territories. Similarly, Associates, Board Members, and Contractors shall not exchange pricing or other strategic business information with competitors. Relationships and business dealings with competitors must be conducted at arm's length so as to avoid the effect or appearance of unfair competition. Associates, Board Members, and Contractors shall not seek or receive information about a competitor through non-public means if they know, or have reason to believe, the information is confidential or proprietary as this may also lead to the appearance of unfair competition. Questions related to the Company's business sales and marketing practices should be directed to the Chief Executive or Compliance Officer.

### **Incentives and Discounts**

Anti-kickback laws prohibit illegal remuneration to health care providers in consideration for referral of patients or other business impacting the Federal and State health care programs. "Remuneration" is defined to include any good or service having any economic value. The laws prohibit health care providers from soliciting, receiving, offering or paying, directly or indirectly, overtly or covertly, any "remuneration" in return for making a referral or ordering or arranging for any service or item that is reimbursed by a governmental payer. Associates, Board Members, and Contractors must apply the following guidelines to their business dealings to avoid an actual or potential violation of anti-kickback laws.

- It is against Company policy to provide improper incentives or inducements to a physician for the provision of services. Such incentives may include gifts, write-offs ("professional courtesy"), administrative services provided to the physician or practice, sham consulting or directorship contracts, or below fair market value leases.
- The Company will not seek or retain a business relationship that involves an improper incentive, discount or inducement. If a customer, including a referring physician, or vendor requests a service or concession that you believe to be improper, do your best to explain why we cannot honor the request and seek assistance from the Compliance Officer as necessary. In many cases, the customer or vendor will withdraw an improper request if the potential legal issues are properly explained. If the customer or vendor does not withdraw the improper request, however, you must be prepared to terminate the business relationship.

### **Sales and Marketing Materials**

The Company prohibits offering free goods or services of any value as part of a marketing or promotional activity to individuals or entities that do business with Urgent Care Group or are in a position to refer business to Urgent Care Group or any of its facilities or Contractors. However, the Company does recognize that sales and marketing materials or activities of modest value may be used to educate existing and potential customers about the services provided by the Company, or



may be used to recruit new Associates. As such, Associates, Board Members, and Contractors may only provide sales and marketing materials or activities that comply with this policy and the following related policies: Fraud and Abuse Laws; Incentives and Discounts; Gifts, Meals and Entertainment; and Conflicts of Interest.

## **Gifts, Meals, and Entertainment**

The Company recognizes that business interactions may include a gift, shared meal, or minor entertainment expense of modest value, and that such gifts, meals or entertainment may be a proper business expense and activity depending on the circumstances. Any gift that is more than a token gift, or extensive meal or entertainment expenses, however, will usually not be a proper business expense as provided in our Gifts, Meals and Entertainment policy. All gift, meal and entertainment expenses outside the scope of this policy with business colleagues or otherwise related to business should be reviewed and approved in advance by an Associate's manager or supervisor.

- The Gifts, Meals and Entertainment policy limits gifts, meals or entertainment given, offered, or received by Associates, Board Members, or Contractors to or from any health care provider, patient, or other person or company doing business with the Company to no more than a modest value so that the value could not be considered an improper inducement or remuneration under applicable anti-kickback or other laws.
- However, expressions of good will, which are of modest value and consistent with industry and local business practices, are acceptable such as expressions of good will in connection with education or a value to patient care.
- The appearance created by offering, giving or receiving a gift, meal or entertainment must be considered. Even if the gift, meal, or entertainment is technically acceptable, it may, under some circumstances, appear improper and conflict with a policy in this Compliance Manual. In such cases, the Associate, Board Member, or Contractor should refrain from offering, giving or receiving the gift, meal or entertainment, and/or take action to ensure that the offering, giving or receipt of the gift, meal or entertainment is neither misinterpreted nor subject to misinterpretation.

## **Vendor Relationships**

Associates, Board Members, and Contractors who interact with persons or companies doing business with the Company must do so in a reputable, professional and legal manner. Associates, Board Members, and Contractors should govern their interactions with vendors as follows:

- Treat all vendors fairly and professionally, and maintain confidentiality of proprietary information that vendors may share with you.
- Evaluate all bids and proposals objectively on the merits of price, performance and competing bids and proposals, in addition to applicable Company policies.

- Avoid relationships with vendors that may give the appearance of impropriety or favoritism.

Also refer to the “Conflicts of Interest” policy in this Compliance Manual for other information about vendor relationships.

## **Donations and Contributions**

The Company strives to be a good corporate citizen by supporting the communities in which it conducts business. From time to time, the Company may be asked to make donations to charitable organizations, civic organizations and other worthy causes, particularly those intended to benefit the patients that we serve.

In all circumstances in which the Company is requested to make a donation or contribution, the request must be approved by a senior leader with a rank of chief. No request for a donation or contribution that appears to be based upon or intended to influence referrals will be approved. The Company will not make any political contributions, including contributions to any political party or candidate for public office, either within or outside of the United States. Refer to the Company’s “Donations Request” policies on the Company Portal site, for more detailed information about requests for charity services and charitable contributions.

## **Media Communications**

Any Associate, Board Member, or Contractor who is contacted by the media (e.g., television or newspaper reporter) should refer the media person to a senior leader with a rank of vice president or higher or a designated delegate of the marketing team. Associates, Board Members, and Contractors are not authorized to respond to media inquiries and should refrain from engaging in communications with the media on behalf of the Company.

# **EMPLOYMENT AND WORK ENVIRONMENT**

## **Employment and Code of Conduct**

The Company strives to conduct our business and employment practices with fair and honest dealing, truthfulness and integrity, both within the Company and with persons and entities outside of the Company. Associates, Board Members, and Contractors must exercise good business judgment, honesty and ethical standards in all business dealings involving the Company. This section summarizes some of the Company’s employment policies related to our Code of Conduct and more detailed information is contained in the Associate Handbook or the Employee Handbook as applicable.

- The Company is committed to equal employment and lawful human resources practices.
- The Company does not discriminate in employment opportunities or practices on the basis of race, color, religion, gender, national origin, ancestry, age, disability (including

pregnancy, childbirth or related medical conditions), family care status, veteran status, marital status, or any other characteristic protected by law.

- Urgent Care Group' policy is to provide a work environment that is free from harassment and the Company expects Associates, Board Members, and Contractors to treat each other in a respectful and professional manner. The Company will not tolerate harassment based on race, color, religion, gender, national origin, ancestry, age, disability (including pregnancy, childbirth or related medical conditions), family care status, veteran status, marital status, or any other characteristic protected by law. Such conduct is prohibited in any form at the workplace, at work-related functions, or outside of work if it impacts the workplace. Sexual harassment is one type of prohibited harassment.
- The Company is committed to providing a workplace that is safe and free from threatening and intimidating conduct. Urgent Care Group will not tolerate violence or threats of violence of any form in the workplace, at work-related functions, or outside of work if it affects the workplace. This policy applies to all Associates, Board Members, and Contractors and threatening or intimidating conduct by any individual should be reported immediately to a supervisor or manager, or Human Resources.
- The purpose of the Drug Free Workplace Policy at Urgent Care Group is to ensure that the Company provides a safe, healthy, and productive work environment free of the negative effects of drug and/or alcohol use or abuse. Alcohol and drug use or abuse may cause health, safety, security and/or quality of service problems. It is expected that Associates, Board Members, and Contractors will assist in maintaining a work environment at Urgent Care Group that is free from the effects of alcohol, drugs, or other intoxicating substances. Compliance with this Drug-Free Workplace policy is a condition of employment for Associates, and a condition of continued services for Contractors.
- Associates are expected to follow their work schedule and to report time using the Company's time reporting system. Associates are expected to maintain accurate and timely records of their hours worked and leave taken. The Associate's manager is responsible for approving time reported and for addressing any discrepancies with the Associate prior to approval. The Company will not tolerate intentional false time reporting and acts of this nature should be addressed immediately by the Associate's supervisor or manager.
- To ensure orderly operations and to provide the best possible work environment, the Company expects Associates, Board Members, and Contractors to conduct themselves in a manner that protects the interest of all. It is important to remember that you always interact with co-workers and Contractors in a positive and professional manner.

## **Duty to Report a Compliance Concern**

The Company encourages open discussion of compliance concerns or questions by Associates, Board Members, and Contractors. Often, asking a question is the only way to determine whether an action or conduct complies with the Code of Conduct, Company policy or applicable law or regulation. Associates, Board Members, and Contractors have a duty to report known, suspected or potential violations of the Company's Code of Conduct, Company policy or applicable law. Reporting enables the Company to conduct an investigation and take appropriate action to avoid or correct non-compliant situations that may create legal and regulatory risks for Associates, Contractors and the Company. If you have a compliance concern or question, you should take advantage of any of the following steps:

### **1. Review written resources such as:**

- a) The Company's Code of Conduct and Compliance Manual;
- b) Other applicable Company policies and procedures; or
- c) The Company's Associate or Employee Handbook.

### **2. Bring the matter to the attention of:**

- a) Your immediate supervisor or manager;
- b) A senior manager in the Company if your immediate supervisor or manager is unable to resolve the concern or question to your satisfaction, or if you are uncomfortable speaking to your supervisor or manager about the concern or question; or
- c) A Human Resources Manager if your concern or question is related to employment practices; or
- d) The Benefits Helpline, (833) 656-2756, if you have a benefits question.

### **3. Contact the Company's Compliance Officer, Privacy Officer, or Security Officer**

- a) Refer to the "Important Compliance Contacts" section in the back of this Manual for the name and contact information of the individuals who serve in these roles.

### **4. Use the Company's Compliance Helpline at (844) 753-9421**

- a) If you feel uncomfortable using any of the above resources, or if you prefer anonymity, the Company's Compliance Helpline is a resource to make an anonymous report of a compliance concern or question. The Compliance Helpline can be called 24 hours a day, 7 days a week and translation services are available upon request from the caller.
- b) The Compliance Helpline is also available on-line at [www.ucgcompliance.com](http://www.ucgcompliance.com). This website includes instructions for submitting a compliance report on-line and your electronic compliance report is secured through the website.

If a report of compliance concern is made directly to a supervisor or manager, that supervisor or manager has an affirmative duty to promptly report the compliance concern by following the reporting steps outlined in this policy.

Associates, Board Members, and Contractors who fail to report a known, suspected, or potential violation of the Code of Conduct, Company policy or applicable law as required by the Company's Compliance Program may be subject to disciplinary action up to and including termination of employment.

### **Non-Retaliation**

The Company prohibits any Associate, Board Member, or Contractor from retaliating against another Associate, Contractor or other individual who reports an actual, suspected, or potential violation of the Company's Code of Conduct, Company policy or law applicable to our business. Any incident of known or suspected retaliation should be reported by following any of the steps outlined in the section, "Duty to Report a Compliance Concern" in this Compliance Manual.

### **Excluded Individuals and Entities**

The Company will not hire as an associate, engage as a contractor any individual or entity excluded from participation in Federal health care programs due to program-related crimes or other types of misconduct. To help protect Federal health care programs, there are laws that allow the government to exclude from participation in Federal health care programs physicians and other individuals and entities convicted of program-related crimes or other types of misconduct. Items and services furnished by an excluded individual or entity are not reimbursable under Federal health care programs. This includes any items or services: (1) furnished by an excluded individual or entity, or (2) directed or prescribed by an excluded physician. For the purpose of this policy, an "ineligible person" is any individual or entity who: (1) is currently excluded, debarred or otherwise ineligible to participate in Federal health care programs or in Federal procurement or non-procurement programs; or (2) has been convicted of a criminal offense that falls within the realm of 42 U.S. C 1320a-7(a), but has not yet been excluded, debarred or otherwise declared ineligible.

To prevent hiring or contracting with any ineligible person, the Company will screen prospective employees and prospective Contractors prior to engaging their services by querying the General Services Administration's List of Parties Excluded from Federal Programs (available through the internet at <http://www.epls.gov/>) and the HHS/OIG List of Excluded Individuals/Entities (available through the internet at <http://oig.hhs.gov/fraud/exclusions.html>) or equivalent. These lists will hereinafter be referred to as the "Exclusion Lists". The Company will refrain from billing a customer for services performed by an ineligible person.

Associates, Board Members, and Contractors are required to disclose immediately to their manager or to an appropriate member of management any debarment, exclusion or other event that makes the Associate, Board Member, or Contractor an ineligible person.

Human Resources will oversee the process for conducting a check of Exclusion Lists for (a) new regular, temporary and per diem Associates prior to their start date; and (2) existing regular, temporary and per diem Associates on an ongoing basis. The Company has engaged the services of a third-party vendor to conduct a check of Exclusion Lists for new Associates prior to their start date and to monitor Exclusion Lists for current Associates on a daily basis.

If an Associate, Board Member, or Contractor appears on an Exclusion List, the employment or contractual relationship must be immediately suspended pending an investigation. Any match on an Exclusion List should be reported to the Company's Compliance Officer. If the outcome of the investigation confirms the individual or entity is excluded from participation in Federal health care programs, alternatives for the ineligible person may be considered, or the Company will, at its discretion, terminate the relationship with that individual or entity immediately.

## **Workplace Safety**

The health and safety of our customers, patients, Associates, Board Members, and Contractors is important to the Company. Listed below are general guidelines to assist Associates, Board Members, and Contractors in maintaining a safe work environment. Associates, Board Members, and Contractors should be familiar with the safety policies and procedures specific to their job and the safety policies and procedures specific to their work location.

- Associates are expected to maintain a safe workplace by becoming familiar with and complying with workplace safety policies as available in the Company's functional departments or published on the UCGInsider. Associates, Board Members, and Contractors must take necessary precautions to avoid injury or harm to themselves or any other person in the workplace.
- Associates, Board Members, and Contractors must immediately notify their supervisor or manager if they or another person sustains a workplace injury; or if they observe unsafe work conditions or work practices.
- Associates, Board Members, and Contractors must follow proper techniques for the disposal of medical and other hazardous waste, as provided in the Company's policies for biomedical and hazardous waste disposal. These policies and procedures must be followed at all times, and the failure to follow these policies is a violation of Company policy and may also be a violation of Federal, State and local laws pertaining to biomedical and hazardous waste disposal. Violations or suspected violations of the biomedical and hazardous waste policies must be immediately reported to a supervisor or manager.
- Associates, Board Members, and Contractors should become familiar with and comply with the safety and emergency preparedness policies pertaining to fire and disaster at the location where they conduct business. In every case, the Associate, Board Member, or Contractor must be fully familiar with, and must comply with, the applicable

emergency preparedness policies.

- Associates, Board Members, and Contractors must not use, repair, move, or otherwise tamper with any equipment that is not required by their job, or any equipment for which they have not been trained.
- Associates, Board Members, and Contractors must immediately report any incident of equipment malfunction or failure to their supervisor or manager. Immediate action should be taken to remove the equipment from service until it has been inspected and approved for use by a trained service technician.

## **Homeland Security and Disaster Relief**

The Company is aware of the increased focus by Federal and State government agencies on Homeland Security and emergency preparedness, and the Company will share information with Associates about the Homeland Security threat level as appropriate or as required by a government agency having jurisdiction over the matter. In the event of a domestic or foreign terror-related disaster, the Company will take reasonable efforts to maintain the safety of its Associates. If the Homeland Security threat level is high, Associates should take the following actions:

- Review and reinforce security measures for the workplace;
- Wear name badges at all times; and
- Provide assistance to visitors.

The Company also understands that a natural disaster may occur such as a tornado, hurricane or wildfire. Upon notice of a potential natural disaster that may impact the safety of Associates, Contractors and visitors, the Company may appoint an emergency response team and identify a team leader to coordinate the emergency response team.

In any situation, whether related to Homeland Security or the threat of a natural disaster, Associates should give immediate attention to their personal and family needs. In response to a Homeland Security or natural disaster threat, the Company will:

- Monitor local emergency management authorities' activities and procedures;
- Conduct staff meetings or conference calls to share information with Associates;
- Update emergency plans including key phone and contact lists; and/or
- Review updated emergency plans with Associates.

## **Company Property and Funds**

Associates are responsible and accountable for the proper use of Company property and expenditure of Company funds based on job duties and level of authorization. Use of Company funds must be for business purposes only, and Company funds may not be used for non-Company or personal purposes. Company property must be used for business purposes only, although



limited personal use of Company property such as phone, copier, fax, or internet access is acceptable so long as the use is consistent with applicable policies and does not interfere with the Associate's work duties.

All Associates, Board Members, and Contractors are expected to follow Company policies related to information systems such as protecting computer systems and networks from theft, loss, unauthorized use, unauthorized access or modification of software. Associates, Board Members, and Contractors are prohibited from giving their Company computer system user log-in or password information to anyone. Information Services policies are published on UCGInsider and are also included in the Human Resources Associate or Employee Handbook.

Company property must also be protected against waste, loss, theft or damage. Company property entrusted to Associates is to be maintained properly and returned to the Company upon termination of employment in the condition the property was in at the time it was entrusted to the Associate (adjusted for ordinary wear, tear, and depreciation). Any loss, theft or damage to Company property (including computers and equipment) should be reported immediately to the Associate's manager or supervisor as well as the department that issued the property. Company property that is no longer needed should be returned to the department that issued the property.

Removal of Company property from any Company premise or work location is not allowed, except when necessary to conduct Company business. Company information systems are the property of the Company and are to be used only in an appropriate and professional manner in compliance with Company policies and Code of Conduct. Improper or unauthorized use of Company property or funds, including theft of property or embezzlement of money, is a serious matter and may lead to legal action being taken, including without limitation, criminal prosecution as appropriate.

In some instances, the Company may provide an Associate with a mobile telephone with internet capability ("Smart Phone"). In other instances, the Company may enable an Associate to receive Company information on their personal Smart Phone. In either case, by using the device in that manner, the Associate agrees that in case of loss, theft, or retention of the Smart Phone when the Associate's employment has ended, the Company may delete all Company information on the Smart Phone and in doing so, may necessarily delete the Associate's personal information.

## **Conflicts of Interest**

Associates must avoid any actions that involve an actual, apparent or potential conflict of interest. The term "conflict of interest" describes any situation in which an actual, apparent or potential personal interest or activity would cast doubt on or affect an Associate's or Contractor's ability to act in the best interest of the Company or in a manner that could compromise the duty of loyalty that each Associate and Contractor has to the Company. Below are guidelines to consider when assessing a potential conflict of interest:

- Associates have a duty of loyalty to the Company. Avoid situations where personal



interests could conflict, or appear to conflict, with those of the Company. Our reputation depends not only on the conduct of our Associates, but also on the *appearance* of their conduct to an objective observer.

- A conflict of interest occurs if an outside activity, business relationship, or financial investment could improperly influence, or have the appearance of influencing, an Associate's ability to objectively perform their work duties. A conflict of interest may exist if the demands of other activities, including outside business activities such as a second job, distract an Associate from performing their job, interfere with an Associate's ability to perform their job, or cause an Associate to use Company time or resources for non-Company purposes.
- If an Associate is uncertain about the propriety of their conduct or a business relationship, the Associate should ask their supervisor or manager, Human Resources, or the Compliance Officer for guidance. An Associate's loyalty to the Company should supersede all relationships with a patient, competitor, supplier, or co-worker.
- Outside employment with a company doing business with Urgent Care Group may result in a conflict of interest and must be approved by an Associate's manager. Employment with a company that competes with our Company may be a violation of Company policy.
- Associates may not realize any profit or gain as a result of their employment with the Company, other than from the Company's compensation and/or benefit programs.
- Associates should not accept a gift, meal or entertainment from a customer, physician, vendor or others that may appear to obligate the Company to a particular individual or company. The Company's Gifts, Meals and Entertainment policy should be followed.
- Associates should not hold a significant financial interest in, serve as a director or officer of, receive compensation from, or provide consultation or other services to persons, entities, organizations or companies doing business with the Company, providing products or services to the Company, or competing with the Company. However, this does not apply to personal investments in securities traded on major securities exchanges or transactions and relations that have been fully disclosed to Human Resources.
- Having an immediate family member or close relative or friend who works for a customer, supplier or competitor may result in a conflict of interest and must be disclosed to the Associate's supervisor or manager.
- Being in a position of managing, supervising, reviewing or having any influence on the job evaluation, pay or benefits of any relative or close friend may also constitute a conflict of interest. If a personal relationship with another Associate

interferes with business at any location or raises a conflict of interest, management may change the reporting or working relationship or take other steps to address the situation. Please refer to the Human Resources Associate or Employee Handbook for additional information.

## **Political and Civic Activities**

Associates are encouraged to participate in political or civic activities when not working and may use paid time off to engage in these activities. Associates shall not use the Company name, logo, reputation, letterhead, phone number or other resources to pursue their political or civic interests. Specifically, Associates may not use Company property to endorse, support or campaign for a political candidate or cause. The political and civic activities of an Associate must not involve the Company and must not interfere with the Associate's job performance or the duties of other Associates. Associates should refrain from posting political or civic materials at their work location or on Company property, and refrain from wearing political or civic propaganda on their clothing when such posting or wearing of such material may be visible to patients or the public. The Company reserves the right to ask the Associate to remove any political or civic materials from their work space, clothing or Company property or premises. Any political or civic activity by an Associate must not appear to be an actual or potential conflict of interest with the Company. Associates should discuss any questions about this policy with their manager or supervisor, Human Resources, or the Company's Compliance Officer.

## **Code of Conduct**

The Company is committed to the highest standards of business ethics and integrity as well as compliance with the laws and regulations governing our business. To foster our commitment to legal and ethical standards and establish a culture that promotes legal and ethical behavior, Urgent Care Group has adopted the Code of Conduct included in this Compliance Manual. We place the utmost importance on the observance of our Code of Conduct and all Associates, Board Members, and Contractors are expected to comply with the Company's Code of Conduct, Company policies, and applicable laws and regulations related to their job function at Urgent Care Group. Associates, Board Members, and Contractors also have a duty to report any potential or actual violation of the Company's Code of Conduct, Company policy, or applicable law or regulation. At Urgent Care Group, we strive to create a culture of compliance and quality services. Associates, Board Members, and Contractors are expected to "do the right thing" when performing their job function for the Company. We must conduct our business with integrity and professionalism and exercise good judgment and ethical conduct.

***It is the responsibility of all Associates, Board Members, and  
Contractors to***

***"Do the Right Thing."***

# COMPLIANCE<sup>is</sup> RELIANCE<sup>on</sup> *Doing the right thing!*

Whenever possible, you may report anonymously  
via phone or our website:

**1-844-753-9421**

**[www.ucgcompliance.com](http://www.ucgcompliance.com)**

**All reporting may be done without fear  
of discrimination or retribution.**

***Always feel free to directly contact:***

**Compliance Officer**

Cassandra E. James DBA RN CHC  
[cassandra.james@urgentcaregroup.com](mailto:cassandra.james@urgentcaregroup.com)

**Privacy Officer**

Kevin S. Hawk MSN RN  
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**Information Security Officer**

Lance Perkins  
[lance.perkins@urgentcaregroup.com](mailto:lance.perkins@urgentcaregroup.com)