

**USFAS AND FASMA  
CODE OF CONDUCT**

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To Our USFAS and FASMA Team:

At U.S. Foot and Ankle Specialist, LLC and its affiliates and managed practices, including Foot and Ankle Specialists of the Mid-Atlantic, LLC (“FASMA”), collectively “USFAS”, we aspire to be the preferred care destination for our patients and the communities we serve. This vision is accomplished through focusing on the needs of our patients as we partner with our affiliated clinicians and community providers in the pursuit of better health. USFAS is promoting and investing in the next generations of podiatrists and related clinical services.

Each and every day, our actions should be guided by these principles as we interact with our patients, each other, and our communities. The values that should drive the culture at USFAS include a caring attitude, quality focus, collaboration, excellence, and good corporate citizenship. By integrating these behaviors into our day to day operations, we can support delivery of the highest quality health care as we also create positive patient experiences.

### **Our Vision**

*What do we aspire to be?*

To be the preferred care destination for our patients and the communities we serve and be the best foot and ankle providers..

### **Our Mission**

*How do we achieve this?*

We focus care on the needs of our patients and partner with affiliated clinicians and community providers in the pursuit of better health.

### **Our Values**

*What behaviors drive our culture?*

At USFAS, our motto is "offering extraordinary care with respect, compassion and teamwork."

### **Care**

We value our patients, our communities, and each other.

### **Quality**

We strive to do what’s best for our patients by delivering an experience they value together with high quality, appropriate and coordinated care.

### **Collaboration**

We work together to serve the needs of our patients and foster the learning and development of all our affiliated clinicians, community providers, and staff.

### **Technical Excellence**

We look for innovative ways to achieve superior clinical outcomes and thoughtfully manage care delivery costs.

### **Innovation**

The implementation of new or revised products, services, processes, systems, policies, organizational structures, or business models that aim to improve one or more of our health care quality or reduce health care disparities.

## MESSAGE FROM THE CEO

U.S. Foot and Ankle Specialist, LLC and its affiliates and managed practices, including Foot and Ankle Specialists of the Mid-Atlantic, LLC (“FASMA”), collectively “USFAS” are committed to supporting our affiliated clinicians in providing high quality, compassionate medical care in compliance with all applicable laws, rules and regulations. USFAS's Code of Conduct (the “Code”), and its Compliance Program as a whole, are designed to assist USFAS in detecting and preventing fraud, waste, and abuse. USFAS expects all of its employees, contractors, and those affiliated or doing business with USFAS to read and understand this Code of Conduct and all applicable policies and procedures, and to conduct themselves legally, ethically and honestly at all times.

The Board of Directors and USFAS leadership affirm USFAS's commitment to legal and ethical conduct, and support a robust Compliance Program as part of USFAS's culture. This Code of Conduct reflects USFAS' commitment to legal and ethical business practices, and sets the standards of conduct to which all USFAS Board members, officers, employees, contractors, agents, vendors, and all others associated with USFAS must adhere.

However, no list of standards or rules can cover every possible situation that may arise. Questions about the Code, or its applicability to a specific circumstance, should be discussed with a supervisor or the Chief Compliance Officer.

We expect our staff to be aware of and comply with this Code, all of our policies and procedures and our ethical standards. Anyone who suspects wrongdoing, unethical conduct and/or a violation of the Compliance Program must report the issue to a supervisor, the Chief Compliance Officer or the Compliance Hotline. Retaliation and/or intimidation in any form against an individual who in good faith reports possible unethical or illegal conduct is strictly prohibited, and is a violation of the Compliance Program. Acts of retaliation and/or intimidation should be immediately reported to the Chief Compliance Officer, a supervisor, or the Hotline.

USFAS's and our affiliates continued success depends upon everyone's commitment to doing the right thing, and to ensuring that ethical and legal conduct is an integral part of our corporate culture. Thank you for your cooperation.

**Do the right thing!**

Sincerely,

Brett Richey, Chief Executive Officer

## INTRODUCTION TO COMPLIANCE AND ETHICS

Our primary mission is to provide access to quality foot and ankle care in the communities we serve. To succeed, we must maintain the trust of our patients, other health care providers, companies with whom we do business, government entities to whom we report, and the public and private entities from whom reimbursement for services is sought and received. We also rely on the trust and respect of USFAS Board members, officers, employees, physicians, independent contractors, residents, and other individuals that are affiliated or associated with USFAS (collectively, “Employees”).

Our reputation as an organization depends upon our consistent application of high ethical standards to every aspect of our business. In this regard, all employees must not only act in compliance with all applicable legal rules and regulations, but also strive to avoid even the appearance of impropriety. While the legal rules are very important, we must hold ourselves up to even higher ethical standards. We must live the values of integrity, honesty, fairness, and responsibility in all of our daily work activities, and, ultimately, in our provision of high quality services to our members.

USFAS expects all Employees to comply not only with the letter of this Code of Conduct (the “Code”) and our policies and procedures, but also with their spirit - and to ask questions if they are uncertain about any aspect of the Code or any policy or procedure, or whether conduct is consistent with legal and ethical behavior. We depend upon our employees at all times to exercise good judgment and to **do the right thing!**

### RESPECTING OUR FELLOW EMPLOYEES

It is the USFAS's policy to maintain a work environment that is free of harassment and that promotes mutual respect and cooperation among USFAS employees. All employees are expected to exhibit courteous, professional behavior in all of their interactions with co-workers, supervisors, and fellow USFAS employees.

USFAS is committed to maintaining a work environment where we treat each other with honesty, dignity, and respect. USFAS values diversity and the cultural contributions of all employees, regardless of their position, sex (including pregnancy), race, creed, color, religion, national origin, ancestry, age, marital status, affectional or sexual orientation, gender identity or expression, domestic partnership status, civil union status, status as the victim of domestic violence, atypical heredity, genetic information, disability, liability for service in the U.S. Armed Forces, veteran status, or any other category protected by federal, state, and/or local laws. All employment practices are based on ability and performance.

USFAS seeks to be a responsible employer by providing opportunities for professional satisfaction, pride of work, and career growth for all employees. We hire, pay, and assign work on the basis of qualifications and performance.

We have a fundamental responsibility to show appropriate respect for and consideration of one another, regardless of position, station, or relationship.

USFAS does not tolerate sexual advances, actions, comments, inappropriate physical contact, or any other conduct that is unwelcome, intimidating, or which otherwise creates an offensive or hostile work environment. Failure to comply with this provision of the Code will lead to disciplinary action, up to and including termination.

USFAS respects the right to work in an environment free from harassment, intimidation, violence, and discrimination, where employees' privacy and dignity are valued and protected from offensive, obscene, or threatening behavior.

USFAS maintains a drug-free workplace. We do not tolerate the possession, distribution, or use of illegal drugs or an employee being under the influence of illegal drugs or alcohol while on duty. The use of alcohol on company premises is not permitted unless approved by Human Resources or the President.

USFAS's employees are expected to conform to the standards of their professions and exercise judgment and objectivity in the performance of their duties. Any differences of opinion in professional judgment should be referred to appropriate management levels for resolution.

We do not permit or condone any action of retaliation, intimidation or punishment to be taken against an employee who in good faith reports a violation or suspicion of a violation of a law, regulation, company policy, or this Code of Conduct.

## **COMPLIANCE WITH LAWS AND REGULATIONS**

USFAS employees must know and follow the laws, rules, regulations and USFAS policies that apply to their job responsibilities. USFAS provides education and training to its employees upon hire as part of their orientation, and regularly thereafter regarding compliance expectations, issues, and the operation of the Compliance Program. Employees are required to participate in such training and are evaluated based on their understanding of the education and training they receive.

## **GUIDELINES FOR ETHICAL DECISION MAKING**

Healthcare is governed by complex and changing laws, rules and regulations. Sometimes the application of these rules and regulations creates uncertainty and questions. The Code of Conduct helps us to resolve concerns and questions about business ethics, integrity, and USFAS's expectations regarding compliance and the Compliance Program.

If you are not sure about an action or decision or the “right thing to do,” ask yourself:

- Is it consistent with this Code, USFAS's policies, procedures, practices and values?
- Is it fair, honest, and appropriate under the circumstances?
- Will I compromise myself or the reputation of USFAS by this action if it becomes known?
- Could this action appear inappropriate to others, even if it is legal and seems right to me?
- Have I asked the Chief Compliance Officer or my supervisor or manager for clarification and/or additional guidance?

If unsure if conduct is inappropriate or illegal, speak to immediate supervisor, another member of management or the Chief Compliance Officer. You may also call the Ethics Line at 1-844-723-8383 or <http://footandankle.ethicspoint.com>. Regardless of the specific situation, the best course of action at all times is to be honest, forthright, and ethical. When in doubt, speak to your manager to make sure that your conduct is legal and ethical and that any potential issues are raised, discussed and resolved, as appropriate.

## **ETHICS LINE**

The Ethics Line is available any time, 24 hours per day, 365 days per year. To provide confidentiality, USFAS contracts with an outside company to coordinate this service. The toll-free number is:

**1-844-723-8383**

**<http://footandankle.ethicspoint.com>**

Calls to the Ethics Line may be made without fear of retaliation or intimidation. You may also report concerns anonymously if you wish. The calls are not traced and the information is treated in a confidential manner, subject to applicable law and consistent with the need to investigate the issue(s). If you call, please provide as much information as you can regarding the violation or issue(s) so that we can follow-up and ensure that all appropriate action is taken.

## **MANDATORY REPORTING**

USFAS appropriately reports all incidents and events that are required to be reported under Federal and State mandatory reporting laws, rules, and regulations in a timely manner. The Chief Compliance Officer will conduct periodic reviews to monitor USFAS's compliance with mandatory reporting requirements.

## **REPORTING A POTENTIAL VIOLATION**

If you are not sure about a situation, or if you believe that your own conduct or that of another individual or entity may have violated USFAS's Code of Conduct, any policies or procedures, or any applicable laws, rules or regulations, you must report the issue(s) to your supervisor, the Chief Compliance Officer or the Compliance Ethics Line. Your identity will be kept confidential, subject to applicable law and consistent with the need to investigate the issue(s). The Chief Compliance Officer's contact information is as follows:

Telephone: **1-844-723-8383**

[E-mail: Compliance@footandankle-usa.com](mailto:Compliance@footandankle-usa.com)

## **EMPLOYMENT AT-WILL**

Employment at USFAS is on an "at-will" basis, which means that either you, the employee, or USFAS may terminate the employment relationship at any time, for any reason, with or without cause. Nothing in this Code is intended to create an employment contract, and this Code does not provide any guarantee of employment.

## **COMPLIANCE WITH HIPAA**

USFAS will comply with the Health Insurance Portability and Accountability Act of 1996 (HIPAA) the Health Information Technology for Economic and Clinical Health Act of 2009 (HITECH) and state laws protecting the privacy and security of patients' health information. Under HIPAA, Protected Health Information (PHI) includes all health and demographic information that identifies or could be used to identify an individual in any form or medium. PHI is Sensitive Information that:

- is created or received by USFAS ;
- relates to the past, present or future physical or mental health or condition of a patient, the provision of health care to a patient, or the past, present, or future billing and payment for the provision of health care to a patient; and
- identifies a patient, or could reasonably be used to identify a patient.

We will access and use PHI for legitimate USFAS business purposes and disclose only the minimum PHI necessary to provide services to our patients, submit a bill, handle an inquiry, or otherwise perform our jobs.

We will not disclose PHI to persons outside of USFAS unless permitted by HIPAA and other applicable federal and state laws, or unless we have the patient's written authorization to do so. We will follow USFAS's policies and procedures for handling PHI.

## **DISCIPLINE FOR VIOLATIONS OF THE CODE AND THE COMPLIANCE PROGRAM**

Compliance with the Code and our policies and procedures, including participation in the Compliance Program, is mandatory.

Failure to report suspected problems, participating in non-compliant behavior or encouraging, directing, facilitating or permitting non-compliant behavior, failure to comply with the Code or any policy or procedure,

or any applicable laws, rules or regulations, may result in disciplinary action up to and including immediate termination. In addition, employees may be subject to exclusion or suspension from participation in Federal health care programs, referral for criminal and/or civil prosecution, and other penalties. Disciplinary measures will be based on the gravity of the infraction and USFAS policy as determined in the sole discretion of USFAS. Violating the principles of the Code can result in corrective action, up to and including immediate termination of employment.

This Code and all of our policies and procedures will be firmly and fairly enforced across the organization regardless of title. The Code will be reviewed on an annual basis for any appropriate revisions or updates.

## **NON-RETALIATION AND NON-INTIMIDATION POLICY**

USFAS strictly prohibits retaliation and intimidation for reporting possible violations of this Code, USFAS policies and procedures, or any applicable law, rule or regulation in good faith. “In good faith” means the reporting individual actually believes or perceives the information reported is true. Any person who, in good faith, raises concerns or allegations of possible violations of the Code, policies, procedures, laws, or regulations will not be discharged, demoted, suspended, threatened, harassed or in any other manner retaliated against or intimidated. An employee will also not be retaliated against for assisting in the investigation of a reported violation.

We want you to raise issues and concerns, and you may do so without any fear of retaliation, intimidation or punishment. Retaliation and intimidation are serious violations of this Code of Conduct, and are strictly prohibited at all times.

## **EXCLUDED PARTIES**

USFAS does not hire employees, accept volunteers, contract with, or bill for services rendered by individuals or organizations excluded from participating in Federal or State healthcare programs. This includes exclusion from those programs administered by the U.S. Department of Health and Human Services, U.S. General Services Administration, State authorities as may be listed on the Federal Office of Inspector General’s List of Excluded Individuals/Entities (“LEIE”), or the General Services Administration’s Excluded Parties List System (“EPLS”). We conduct initial Excluded Parties checks on potential employees, medical staff, vendors, referring providers, and volunteers, as well as periodic Excluded Parties checks after the commencement of the relationship to ensure continued eligibility to participate in federal and state healthcare programs. You have a duty to immediately report any change in your eligibility status to the Corporate Compliance Department.

USFAS will not employ, contract with, or pay any individual or entity that has been excluded or suspended from participation in any Federal health care program or who is listed in the LEIE, RTEIE and/or EPLS database.

## **QUALITY OF CARE**

Our patients and affiliated clinicians are the reason we are in business. USFAS is committed to providing access to quality, cost-effective health care services that respond to individual, family and community needs.

USFAS has a system in place to conduct quality assurance reviews, address quality of care issues and concerns, and implement corrective actions as appropriate. USFAS regularly conducts peer-to-peer physician reviews to ensure quality assurance. In addition, USFAS has established protocols for reviewing complaints pertaining to quality of care issues, safety, and billing.

All USFAS employees must conduct business consistent with the Code, which includes, but is not limited to, the following precepts: We must serve our patients in a professional manner with integrity, honesty, courtesy and respect.

- We must communicate openly, honestly and professionally with our colleagues, each other, and our patients.
- We recognize our patients' right to receive appropriate quality health care services without discrimination based on race, religion, gender, national origin, sexual orientation, age, physical or mental handicap or disability, type of illness or condition, need for health services, or source or amount of payment.
- We allow only qualified, properly licensed individuals, practicing within the scope of their licenses, to provide health care services to our patients. USFAS has a system in place to credential all physicians and other practitioners providing services on behalf of USFAS.
- We base clinical decisions upon objective criteria and apply those criteria fairly and consistently. Clinical determinations will be made only by licensed, certified, or registered health care professionals and in accordance with all legal requirements.
- We provide care to our patients based solely on their clinical needs.
- We disclose to our patients USFAS's financial relationships with other organizations, and providers, if requested.
- We honor the right of patients to receive information regarding USFAS policies, procedures, charges, and the health professionals who care for them.

We maintain for each patient a record that accurately reflects the evaluation and treatment of the patient as well as other patient information to fulfill the requirements set forth in our policies, accreditation standards, and applicable laws and regulations. Any deficiencies, errors or other incidents of inferior or inappropriate health care services must be reported immediately to your supervisor or the Chief Compliance Officer.

## **GIFTS, GRATUITIES, AND FAVORS**

Employees must avoid actions that could create a perception that favorable treatment of outside entities was sought, received, or given in exchange for a gift, gratuity, or favor.

For this reason, we may not give or accept gifts, payments, fees, services, discounts, valued privileges, or favors, beyond allowable common business courtesies. Under no circumstances should you accept or give anything of value when obtaining or awarding contracts, services, referrals, goods, or other business.

Gifts or other items are not to be offered of value to surveyors or other government employees.

Gifts to patients or potential patients must be of nominal value, approved by USFAS, and in compliance with applicable law.

Unsolicited, non-monetary, and infrequent business courtesies or gifts are acceptable only if they comply with applicable law, have a legitimate business purpose, and are consistent with USFAS's policies and procedures.

The following guidelines apply to business courtesies from vendors, potential vendors and other business associates:

- Employees may not accept gifts of cash of any amount (including checks, money orders, gift cards, etc.).
- Employees may only accept non-cash gifts of a non-personal nature (such as food baskets, calendars, etc.) valued less than \$10 from vendors. You must report any offer of cash to the Corporate Compliance Department. If you receive a gift exceeding \$10 in value, you must report it to the Corporate Compliance Department, which will advise you what to do.
- Employees are discouraged from giving gifts to USFAS management at the level of supervisor or above.

- At a vendor's invitation (not an employee's request), an employee may accept a meal or refreshment of nominal value.

Gifts from patients may be accepted if the gift is of nominal value and is a consumable or other perishable (for example, gifts of food or flowers) and the gift is shared with others in the department or service unit.

If you are not sure about the appropriateness of a gift, contact the Corporate Compliance Department.

## **INDIVIDUAL CONFLICTS OF INTEREST**

Conflicts of interest may arise when an individual's outside personal interests, employment, or affiliations influence or appear to influence business decisions. Employees, officers, and directors must avoid situations where personal interests may conflict or compete with, or appear to conflict or compete with, the interests of USFAS. Business affiliations and financial interests of immediate family members, or persons with whom the employee, officer, or director has a personal relationship, may also create possible conflicts of interest.

All employees must follow the *Conflict of Interest Policy* and disclose at the time of hire, promotion or transfer, and no less than annually thereafter, all information about any actual or perceived conflict of interest. Employees are required to submit an updated Conflict of Interest disclosure within (10) business days of a material change in our situations that may create an actual or perceived conflict of interest. If a conflict is identified, USFAS may find ways to mitigate, reduce, or eliminate the conflict by instituting internal controls and safeguards or take other remedial actions.

- When dealing with persons or business entities on behalf of USFAS, we must act in the best interests of USFAS in compliance with all laws, rules and regulations. Business will be awarded solely on merit, getting the best value for USFAS, and, wherever practical, on a competitive basis. Here are some examples (though not exhaustive) of potential conflicts of interest that must be disclosed to management:
- Ownership by an employee or by a member of his or her family of an outside enterprise that does business with USFAS, seeks to do business with USFAS, or is a competitor of USFAS.
- Hiring or supervising an immediate family member or other closely related person. "Immediate family" means spouse, registered domestic partner/partner in civil union and corresponding family members of the domestic partner/partner in civil union's immediate family, child, step-child, grandchild, foster child, parent, step-parent, grandparent, legal guardian, siblings (by whole or half-blood) brother-in-law, sister-in-law, mother-in-law, father-in-law, son-in-law, daughter-in-law, (in-laws once removed, only) and adoptive relationships. Using information obtained in the course of employment for personal investment or gain, or providing this information to family members or others for personal investment or gain (whether yours or theirs).
- Being involved, directly or indirectly, in an outside commercial interest that could improperly influence our actions on behalf of USFAS. This may include serving as an officer, director, manager, employee, or consultant of a competitor, vendor, contractor of USFAS, or speaking activities for outside companies, organizations, or vendors.
- Engaging in any outside activity that could impair your job performance or interfere with your ability to perform our duties adequately.
- Accepting travel or entertainment from any pharmaceutical, biotech, medical device, equipment or supply companies and organizations ("Industry Vendors"). Additionally, there are significant limitations regarding our acceptance of complimentary onsite and offsite education from Industry Vendors. Contact the Corporate Compliance Department for additional guidance.

Failure to disclose a potential conflict of interest, whether actual or perceived, could result in discipline up to and including immediate termination. Determining whether a conflict of interest exists is not always simple. If you have a question regarding a possible conflict of interest, you should seek advice from your supervisor or from the Corporate Compliance Department.

## **FRAUD AND ABUSE AND REFERRAL STANDARDS**

USFAS's reputation for integrity and our continued success depends on each of us being ethical, honest and complying with all laws, rules and regulations. Fraud, dishonesty, or criminal conduct on the part of any employee, officer or director or anyone doing business with USFAS is strictly prohibited and will not be tolerated.

In accordance with Federal and State law, USFAS does not solicit, offer, pay or receive payment from physicians, providers or anyone else, whether directly or indirectly, for referrals. All referral decisions shall be made based solely on medical necessity and quality of care concerns.

USFAS does not offer items or services for free or below fair market value to beneficiaries of federal health care programs; provide nursing or administrative services for free or below fair market value to physicians, hospitals, and other potential referral sources, or provide salaries to referring physicians for services either not rendered or in excess of fair market value for services rendered.

Fraud and abuse includes, but is not limited to, practices that cheat or “game the system” and result in unnecessary costs to state or federal governments, third party payors and/or USFAS. Examples of fraud and abuse include, but are not limited to:

- Providing services that are not medically necessary;
- Receiving payment or billing for services that are not medically necessary, or that are not actually provided or documented;
- Unbundling or up-coding of claims;
- Knowingly misuse provider identification numbers which results in improper billing in violation of rules governing reassignment of benefits;
- Soliciting, offering, paying or receiving payment from physicians, providers or anyone else, whether directly or indirectly, for referrals;
- Knowingly submitting false claims to federal or state governments or third party payors; and
- Failing to meet professionally recognized standards for quality health care.

We must avoid all situations and conduct that may involve actual or potential fraud or abuse in our operations. Employees have a duty to report all suspected instances of fraud and abuse to a supervisor, the Chief Compliance Officer and/or the Corporate Compliance Department immediately.

## **ACCURACY OF CODING, BILLING AND DOCUMENTATION**

USFAS follows all Federal and State laws, rules, and regulations (including those of third-party payor) governing billing, coding, and documenting for all services provided and billed by USFAS. All documentation, coding, and billing for services must be accurate and truthful.

USFAS ensures that USFAS billing of procedural (CPT), durable medical equipment, prosthetics, orthotics and supplies (HCPCS), and diagnostic (ICD) codes correspond to the actual service rendered and documented. Billing codes may never be selected on the basis of whether the given code guarantees or enhances payment.

No “defaults” to a particular billing code may ever be used. Nor may a bill be submitted if the documentation of the nature or scope of the service is unclear, or if it is otherwise unclear what the appropriate code is. The prohibitions of these practices apply to both billing for physician services and for USFAS services. While the

use of defaults or billing on the basis of unclear documentation may sometimes result in under-billing, these practices may also result in over-billing. They are, therefore, strictly prohibited.

If USFAS receives payments to which it is not entitled from a governmental or private payor, such payments will be reported and refunded in accordance with applicable law.

USFAS ensures that only medically necessary services that are consistent with accepted standards of medical care are provided and billed, and that medical necessity is appropriately documented in the medical record.

USFAS complies with all Federal and State laws, rules and regulations in its billing practices. USFAS will not waive Medicare coinsurance and/or deductible amounts. USFAS will consistently obtain Advance Beneficiary Notices from Medicare patients for non-covered services and gather insurance information from patients.

Waiver of patient's coinsurance or deductible is prohibited unless the patient has an actual financial need, that need is documented in an appropriate record, and the financial need is reviewed on a regular basis. Otherwise, all patients are billed pursuant to normal procedures for the coinsurance or deductible; the coinsurance or deductible will then be written off to bad debt only if the normal procedures have failed to result in collection of the coinsurance or deductible consistent with the current policy.

## **GOVERNMENT INQUIRIES AND PUBLIC DISCLOSURES**

We promptly and appropriately respond to requests for information pursuant to a governmental investigation, regulatory agency investigation, or a legal proceeding. These inquiries may come in the form of a subpoena, summons, warrant, letter or verbal request. Only certain people are authorized to accept them on behalf of USFAS. Accepting or acting on these requests may expose USFAS, and sometime you as an individual, to significant fines or other types of criminal, civil or administrative penalties. If you are asked to accept a legal document, contact the Corporate Compliance Department. Employees may speak voluntarily with government agents, and USFAS will not attempt to obstruct such communication. It is recommended, however, that should the individual prefer, s/he may contact the Chief Compliance Officer before speaking with any government agency for further clarification.

USFAS cooperates with all reasonable requests for information from government and regulatory agencies. In so doing, it is essential that the legal rights of USFAS and of Employees involved are protected. Any governmental or regulatory inquiry, subpoena, or other legal document regarding our business, whether received at home or at the workplace, must be forwarded immediately to the Corporate Compliance Department.

## **AUDITS AND INVESTIGATIONS**

We have a duty to cooperate fully in all audits, inquiries, investigations, or other reviews conducted by the Corporate Compliance Department, Human Resources, the Board of Directors or any Committee thereof, and their outside advisors, consultants, and/or counsel.

Full cooperation includes prompt and truthful complying with all requests for documents, information, and interviews, including:

- retaining and producing, as requested, all potentially relevant corporate data, documents, files, and records;
- attending interviews and responding completely and truthfully to any and all interview questions; and
- where an audit, inquiry, investigation or other review is being conducted by an outside advisor, consultant or counsel, complying with that outside entity's requests.

Employees must contact the Corporate Compliance Department if they have any concerns or questions

concerning inquiries from outside advisors, consultants, and/or counsel.

Failure to comply with this provision of the Code will lead to disciplinary action, up to and including termination.

## **FALSE CLAIMS ACT AND WHISTLEBLOWER PROTECTIONS**

Under both the Federal and State False Claims Acts, it is illegal to knowingly present or cause to be presented a false or fraudulent claim or statement to the government. The term “knowingly” means acting not only with actual knowledge but also with deliberate ignorance or reckless disregard of the truth. Individuals or organizations violating the False Claims Act may be subject to large fines and possible exclusion from the right to participate in federal programs. USFAS has an obligation to closely monitor its billing operations and refund any identified overpayments, if identified, as required and in adherence to applicable law.

The penalty for filing a false claim, statement or concealing a material fact may range from \$10,781 to \$21,563 per violation, plus 3 times the amount of damages which the Government sustains because of the act.

Individuals with knowledge of fraudulent or improper activity have a duty to make USFAS aware of such activity by contacting its Chief Compliance Officer, so that USFAS can promptly investigate and address any fraudulent or improper activity. Following this procedure does not in any way preclude employees from also contacting outside authorities regarding these topics. For example, employees may file a lawsuit on behalf of the government, known as a “Qui Tam.” Both Federal and State law prohibit retaliation against “whistleblowers” who file such lawsuits or otherwise assist the government in the prosecution of a violation of the False Claims Act. USFAS adheres to a strict policy of non-retaliation and non-intimidation.

## **ETHICAL BUSINESS PRACTICES**

USFAS will forgo any business transaction or opportunity that can only be obtained by improper or illegal means, and will not make any unethical or illegal payments to induce the use of our services. Employees must not engage, either directly or indirectly, in any corrupt business practice intended to influence the manner in which USFAS performs its medical services, accepts referrals, or otherwise engages in its business practices.

All marketing activities and advertising by employees must be based on the merits of the services provided by USFAS and not on any promise, express, or implied, of remuneration for any referrals.

## **PROTECTION OF CONFIDENTIAL AND PROPRIETARY BUSINESS INFORMATION**

We must safeguard USFAS's confidential and proprietary business information, as well as non-public business information entrusted to us by our employees, patients, providers, and business partners.

We are committed to using and disclosing information only for its intended purposes. Confidential and proprietary information will be accessed, used or disclosed by employees only as needed to perform specific job responsibilities in accordance with applicable law.

Confidential information includes, but is not limited to, financial data, strategic plans, and business policies and procedures. *If you are not sure whether something is confidential, ask!*

## **PROTECTION OF EMPLOYEE INFORMATION**

Certain employee information is confidential and sensitive. We may not share employees', Social Security Number, medical information, age, and banking information. Some employees are also our patients. They have the same privacy protections as other patients (including, without limitation, under HIPAA).

## **PROTECTION OF PERSONAL HEALTH INFORMATION**

Employees may access and use confidential information only as authorized, and only to the extent minimally necessary to do their specific jobs. No employee shall in any way access, copy, retain, review, divulge, release, sell, loan, alter, or destroy confidential information except as properly authorized within the scope of his or her duties as an employee of USFAS. USFAS may periodically review, revise and/or revoke an employee's access to confidential information.

Employees may not disclose confidential information outside of USFAS without first determining the authority of the person or entity to receive the information. For example, this may include ensuring that the USFAS has appropriate written authorization to allow sharing or disclosing of patient's protected health information with the individual or entity requesting the information. Employees are responsible for the proper handling, storage and disposal of all personal health information.

Employees must make all reasonable efforts to safeguard personal health information at all times, including ensuring that such information is safely secured in the workplace and not accessible to view or access by unauthorized persons. Paper files must be kept in secured cabinets. Computerized records must have limited access. Externally distributed emails that contain confidential information must be sent using approved encryption technology and computer terminals must not be accessible to anyone other than authorized users.

Each employee is responsible for all activities undertaken using his or her computer password or other authorizations. Employees may not share their passwords or other authorization codes or devices with others, including fellow employees, except as permitted by USFAS's information management policies.

## **INTELLECTUAL PROPERTY AND TRADE SECRETS**

Intellectual property and trade secrets include ideas, inventions, discoveries, improvements, and innovations. USFAS owns all intellectual property that our Employees make, create, develop, write, or conceive, on their own or with another person, while employed by USFAS or contracted with USFAS, if it relates or pertains in any way to USFAS's business. Employees are prohibited from disclosing information about USFAS's intellectual property and trade secrets (considered part of USFAS's "Sensitive Information") to people outside USFAS.

## **USFAS BUSINESS AND "INSIDER" INFORMATION**

USFAS Employees must maintain as confidential and proprietary all information about USFAS's operations and strategic plans. Employees may not give confidential or non-public USFAS information ("Sensitive Information") to competitors, suppliers, or outside contractors, without proper authorization or internally with those who do not need to know about the information to perform their jobs. This includes financial information, patient lists, computer data and computer programs, and descriptions of USFAS's processes, business policies, or operations. Employees may not discuss USFAS's potential business relationships, purchases, mergers, acquisitions, or other similar business transactions with people outside USFAS unless authorized to do so in writing by an authorized officer of USFAS. Even when you are no longer working at USFAS, you are still bound to maintain the confidentiality of information viewed, received or used during the course of your relationship with USFAS. Copies or electronic files of any confidential or proprietary information in your possession when you leave USFAS must be returned at the end of your employment or relationship with USFAS.

## **SOCIAL MEDIA**

USFAS acknowledges the growing popularity of Social Media as a means for sharing experiences, ideas, and opinions. Social Media includes, but is not limited to, social or professional networking websites, wikis, blogs, virtual worlds, personal websites, photo-sharing websites, and video-sharing websites, such as Facebook, Twitter, YouTube, etc.

USFAS strives to protect itself, its employees, patients, subsidiaries, affiliates, vendors, and business partners from damages and potential criminal liability resulting from improper or unlawful use of Social Media. Because of the nature of its practice, USFAS is subject to the stringent privacy and security regulations under HIPAA and HITECH. Therefore, USFAS employees must be careful not to post content about their work at USFAS that violates confidentiality as defined above or other applicable rules.

USFAS -related policies outlining compliance with HIPAA, confidentiality, workplace conduct, and prohibition of harassment apply to employees' online conduct, including while using Social Media. These restrictions apply to all employees of USFAS during both working and non-working time, regardless of whether the employee is using USFAS's equipment or the employee's personal equipment, on or off USFAS's property. Please see USFAS's *Social Media* policy in its Employee Manual. USFAS is committed to preventing a toxic work environment and expects all employees to act in a professional manner at all times.

## **SAFEGUARDING RESOURCES AND ASSETS**

We must use USFAS property appropriately and take measures to prevent any unexpected loss of equipment, supplies, materials, or services. We are aware that managers must approve any personal use, sale, donation, or removal of USFAS equipment, supplies, materials, or services. We must report time and attendance accurately and will work productively while on duty.

We must avoid receiving any personal financial gain as a result of business travel or entertainment. This does not include the earning of "travel miles" or equivalent. Travel and entertainment expenses should be consistent with our job responsibilities and USFAS's needs and in accordance with USFAS policy.

## **RECORD RETENTION**

A record is any information, regardless of physical format, created or received in the transaction of USFAS business. Records may be in hard copy, electronic, magnetic tape, disk, audio, video, optical image, or other formats.

It is our duty to create and maintain accurate and complete records, as well as only destroy organizational records in compliance with applicable laws, rules, regulations, contracts, USFAS policies and procedures as well as USFAS's business needs. We must never misrepresent facts or falsify or suppress records that may be relevant to a legal action or governmental investigation or audit. USFAS's policies and procedures provide guidance on the proper creation, amendment, maintenance, retention and destruction of USFAS's organizational records and documents. We will consult with and follow the instructions of management and the Corporate Compliance Department in connection with record retention policies and procedures.

Records that may be relevant to litigation or government investigations may not be destroyed until the matter has been concluded and the Corporate Compliance Office has approved, in writing, of the destruction. Destroying or altering documents with the intent to obstruct a pending or anticipated official government proceeding is a criminal act and could result in civil and criminal penalties and termination of employment. Personnel files of employees are the sole and exclusive property of USFAS.

We will not tolerate known false statements to a government agency or payors. Any employee who makes a deliberate misstatement to a government agency or payor will be subject to criminal and civil penalties and termination of employment. USFAS will generate reports regarding credit balances owed to government and third-party payers, and will make refunds in a timely manner when appropriate or as required by law.

USFAS will comply will all Federal and State laws, rules, and regulations relating to the retention of billing and medical records.

## **POLITICAL AND CIVIC ACTIVITIES**

Employees are encouraged to vote and actively participate in the political affairs of their communities. These activities, however, must take place on your own time and at your own expense.

USFAS does not participate in or support any political campaign on behalf of (or in opposition to) any candidate for public office. Employees must not associate USFAS with or imply USFAS's endorsement of any personal political activity. USFAS funds, facilities, or other assets may not be used to support, either directly or indirectly, any political candidate or political party. This prohibition includes using employee time, office supplies, food services, and purchases of prizes for fundraisers.

### **LOBBYING**

Any lobbying efforts to influence legislation and government operations that affect USFAS's business activities are done either directly or through retained lobbyists, in accordance with all laws, rules and regulations, and are reported to the appropriate parties.

Only individuals designated by USFAS are authorized to engage in lobbying on behalf of USFAS. All lobbying, whether authorized or not, including unintentional or incidental conduct, must be reported to the Corporate Compliance Officer.

## **CONTACTS WITH THE PUBLIC**

Employees should not speak with the media on USFAS's behalf without contacting the Corporate Communications Department. All media inquiries should be referred to the CEO. Doctors may speak to medical topics or trends in accordance with their scope of practice.

## **NON- SOLICITATION**

USFAS maintains a non-solicitation policy. Employees may not solicit or engage in any solicitation activities concerning any events or organizations (i.e. cookie sales, raffle tickets) during their working time or the working time of the employee at whom the solicitation is directed. Such solicitations are prohibited whether they are made in person, by interoffice mail, or by electronic means.

Employees may not distribute literature or any materials of any kind during their working time and at all times in any working area.

Working time is the time spent in the performance of job duties. It does not include meal periods, work breaks, time before or after shifts or any other periods during which employees are not on duty. Working areas includes all areas where employees regularly perform work on behalf of USFAS.

## **ENVIRONMENTAL CONSIDERATIONS**

USFAS is committed to providing a safe and secure environment for patients, staff, and visitors and will consider this in all of our activities. As such, employees will exercise good judgment with regard to the environmental aspects of the use of facilities, property, laboratory processes, and medical products. We will comply with established Safety and Infection Control policies and procedures, which are intended to avoid job-related hazards and ensure a safe work environment.

USFAS will comply with all laws and regulations governing the handling, storage, use, and disposal of hazardous materials, other pollutants, and infectious wastes.

Employee safety is important to USFAS. USFAS will make a special effort to protect and help keep safe its employees who work in USFAS's offices. USFAS will work cooperatively with employees to resolve safety concerns.

## **PASSWORDS**

We will protect and maintain the confidentiality and integrity of passwords and other personal security codes used to access USFAS's Sensitive Information through our Sensitive Systems (e.g., computers, networks, databases, applications). Employees are responsible for actions resulting from the use of their passwords.

**Sharing of passwords is not allowed.**

## **PHYSICAL SAFEGUARDS**

In accordance with HIPAA privacy and security regulations, state law, and our policies and procedures, we will maintain confidential business and medical documents and information (considered part of USFAS's Sensitive Information) under strict control at secure work-site locations, and will store them in locked file cabinets or offices. We will protect confidential materials from disclosure when copying, faxing, mailing, e-mailing, and/or using a mobile device, and/or speaking to others.

Any individual working at the USFAS facilities is required to wear the appropriate identification card. If asked, employees may be required to identify themselves by name and department.

## **USE OF THE INTERNET AND OTHER ELECTRONIC SYSTEMS**

USFAS's communication systems, including electronic mail, telephones, voice-mail, fax, and the USFAS Intranet are the property of USFAS and are provided for the company's business use. Except for limited, incidental personal use, such equipment may be used only for business purposes. Personal use of electronic equipment and systems may be subject to access and usage restrictions.

Company systems may not be used to send chain letters or personal broadcast messages or for viewing, sending, or receiving offensive or inappropriate materials that violate USFAS's anti-harassment policy. They also may not be used to conduct outside business or in support of any religious, political, or other outside activity not related to USFAS's business.

If you are provided with an email account to facilitate business communications within and outside USFAS, all your emails are the property of USFAS. You should not expect a right to privacy in your e-mail or Internet use. Subject to applicable local law, USFAS may review all electronic information and communications. All such communications, and information contained on an employee's company-issued computer or other electronic device, are subject to review by USFAS management. As such, they are subject to management review and can be subpoenaed to serve as evidence in a court of law. For additional information on use of the Internet and the USFAS's electronic systems, please refer to the Information Technology policies and procedures related to USFAS's Information Security Program, User Activity Monitoring, User Access, Mobile Device Usage, as well as the Corporate Compliance Department policies related to Acceptable Use and E-Mail contained in the Employee Manual.

#### **UNAUTHORIZED SOFTWARE**

We will follow state and federal laws pertaining to copyright protection. This includes the duplication of print materials or licensed computer software. The unauthorized copying or use of software may violate federal copyright laws and could result in civil and/or criminal liability. Also, personal use of USFAS's commercial software products at home is strictly prohibited.

**CODE OF CONDUCT ACKNOWLEDGMENT OF RECEIPT**

When you begin working for USFAS, and each year after that, you must certify that:

- You have received, read, understand, and agree to abide by the USFAS Code of Conduct.
- You understand that all employees of USFAS are expected to abide by the Code of Conduct and that it is not a guarantee of continued employment with USFAS.
- You understand that you have a responsibility to promptly report questions or concerns regarding compliance with laws, regulations, contract provisions, or USFAS policies to your supervisor, another member of management, or the Compliance Hotline or Department.
- You understand that there will be no retaliation or intimidation for raising a compliance issue in good faith.
- You understand that any violation of the Code of Conduct may result in corrective action and/or disciplinary action up to and including immediate termination of employment.
- You understand that your failure to cooperate in a compliance investigation can be grounds for immediate termination of employment.
- Except as set forth below, I am not aware of any known or potential violations of law or violations of this Code of Conduct:

Known Issues being disclosed: \_\_\_\_\_

\_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_

***We count on you to do the right thing!***