



Policy No. CO-101

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Category/Section: Compliance

Manual: Corporate

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## **POLICY: Corporate Code of Conduct**

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**POLICY SUMMARY/INTENT:** Critical Nurse Staffing, LLC (“CNSCares” or “Company”) is committed to quality care, patient service, and conducting its business ethically and in compliance with all applicable federal and state laws, regulations, and established standards of business and professional ethics.

To support these commitments, CNSCares has developed a Corporate Code of Conduct to provide guidance and direction on Team Member and organizational responsibilities, Company policies and procedures, ethical business practices and overall compliance. CNSCares’s Team Members are expected to adhere to all guidelines outlined in this Corporate Code of Conduct in conjunction with the guidelines outlined in the Personnel Code of Conduct (PP-103).

### **DEFINITION:**

**Business Courtesy:** Any business-related item of value given to an external party for free or at a discounted rate. Business Courtesies includes meals, educational sessions and other social activities and public events hosted by CNSCares.

**Conflict of Interest:** A situation in which a person or organization could compromise their judgment, decisions, and actions in the workplace in a biased way because of personal interests, financial or social factors, giving favor to family members, relatives, friends and acquaintances.

**Fair Market Value:** The price that an asset or service would be worth in an arms-length transaction, which is a deal between well-informed, willing buyers and sellers who are not otherwise in a position to influence the other party.

**FWA Plan:** Fraud, Waste and Abuse Compliance Plan.

**Gift:** Anything of value solicited, offered, purchased, provided, or received between a CNSCares Team Member and a patient, patient’s family member, lead, referral source, and/or vendor.

**Gratuity:** A gift, usually in the form of money, given beyond payment that is due for services.

**Independent Contractor:** A self-employed person or entity contracted to perform work for, or provide services to, another entity as a non-employee.

**Nominal Value:** Having a retail value of less than fifteen dollars (\$15.00).

**Personnel:** Any team member, volunteer, student, physician, contractor or other third-party who conducts business on behalf of the Company, whether they are paid or not.

**Team Member:** Any employed individual who performs any service for the Company (excludes volunteers, vendors and independent contractors). The term “Team Member” is used by the Company to mean “employee”.

**Senior Leadership Team:** Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Information Officer, Chief Compliance Officer, Chief Revenue Officer, and Chief Human Resources Officer of CNSCares.

**POLICY:**

CNSCares, any subdivision of CNSCares, as well as any entity related to CNSCares in any way, has developed a Corporate Code of Conduct to provide those individuals associated with its administration, including all Personnel, with guidance on requirements for conduct related to employment or engagement by the Company.

This Corporate Code of Conduct will describe important parts of the Corporate Compliance Program, including (but not limited to) critical areas such as confidentiality, patient rights, and specific areas of potential fraud, waste and abuse. This Corporate Code of Conduct applies to all Company Personnel, who shall comply with all applicable Federal and State laws, regulations, and Company policies, whether specifically addressed in the Corporate Code of Conduct or not.

- A. **COMPLIANCE PROGRAM:** It is critical to our collective success that all Personnel have the support and resources they need to ensure they are working in compliance with the law and consistent with CNSCares' high integrity and ethical expectations. Therefore, CNSCares maintains a corporate Compliance Program as outlined in the Compliance and Business Ethics Program Overview document and various CNSCares policies and procedures. Through its promotion of written standards, policies, education, monitoring and other activities, the Compliance Program helps CNSCares and anyone working on behalf of our organization by preventing, detecting and remediating risk and misconduct. As part of the Compliance Program, CNSCares has appointed a Chief Compliance Officer. The Chief Compliance Officer is responsible for coordinating and overseeing all aspects of the Compliance Program. The Chief Compliance Officer reports directly to the Chief Executive Officer and, along with the compliance team and CNSCares's Compliance Committee, regularly monitors Compliance Program activities and ensures appropriate processes and systems are in place to ensure Company compliance.
- B. **CODE OF CONDUCT STANDARDS:** The following principles, procedures, and laws govern the behavior of Company Personnel at CNSCares:
1. **REPORTING:**  
In all instances, it is important that Company Personnel promptly report in good-faith any perceived violation of applicable laws, regulations, or governmental requirements to the appropriate supervisor, Chief Compliance Officer (or her designee), or to the confidential hotline that is available twenty-four (24) hours a day. Any Personnel outside of the CNSCares compliance department who receives a report of potential misconduct is required to escalate those concerns to the compliance team. CNSCares will not retaliate or discriminate against any Company Personnel in response to a good-faith reporting of a suspected, perceived or actual violation.
  2. **EDUCATION AND TRAINING:**  
CNSCares has developed an effective compliance training and education program and provides compliance training during new hire orientation and on an ongoing basis. Compliance training, as described further in this Corporate Code of Conduct, is mandatory for all current and future Team Members and other applicable Company Personnel.
  3. **QUALITY PATIENT CARE AND PROFESSIONALISM:**  
The overall behavior of Company Personnel is guided by the principles set forth herein and any related applicable governing documents and policies. Underlying this policy is the principle that all patients, Company Personnel, physicians, and visitors deserve to be treated with dignity, respect, and courtesy. All treatment decisions must be based solely on medical necessity and be in the best interest of the patient.

Company Personnel are expected to act in a professional manner at all times and in all interactions with patients and with others interacting with our Company. Professionalism

includes being empathetic and compassionate, being accountable, being respectful, and maintaining appropriate boundaries with patients. Company Personnel must utilize Company assets wisely to protect against loss, theft, and misappropriation and must not misappropriate or engage in the unauthorized use of Company or patient property or funds.

**4. INVESTIGATIONS AND SANCTIONS:**

Allegations and reports of any suspected violations will be evaluated and investigated as necessary. Sanctions will be imposed for violations of this Corporate Code of Conduct, any CNSCares policy, or any governing law, statute or regulation. Violations of Company policies or this Corporate Code of Conduct may subject an individual to disciplinary action, up to and including termination of employment with CNSCares. Additionally, any such individual may also be subject to criminal and/or civil penalties as applicable.

CNSCares will reasonably cooperate with all appropriate government or third-party inquiries and audits. It is the Company's intent to respond to inquiries in a complete, timely, and properly coordinated manner so that the rights of those involved are protected. If any CNSCares Team Member receives an investigative demand, subpoena, or search warrant involving the Company, it should be immediately brought to the Chief Compliance Officer, or her designee, or any member of the Company's Senior Leadership Team.

Any overpayments identified during routine monitoring, internal audits, or investigations and confirmed by the Company's Chief Financial Officer or any other member of the Senior Leadership Team shall be refunded in accordance with applicable regulations, any instructions from the payor, or in accordance with the instructions provided to the Company by the Chief Compliance Officer or outside counsel. Any CNSCares team member who identifies a potential overpayment should report it to the Company's Chief Financial Officer or Chief Compliance Officer as soon as the issue is suspected or known.

**5. BILLING:**

All Company Personnel involved in any aspect of billing should ensure that all codes used are accurate and appropriate for the items or services provided. Company Personnel involved in any aspect of billing are also responsible for remaining informed of changes in the coding and reimbursement policies of federal and state agencies and private sector companies. Company Personnel should timely submit accurate and complete information to any such agency, corporation or firm. Federal and state health care programs and third-party payors must only be billed for approved, medically necessary and appropriate services.

**6. GIFTS, GRATUITIES AND BUSINESS COURTESIES:**

Company Personnel shall not seek or accept personal gains (such as Gifts and Gratuities, meals, transportation and entertainment), directly or indirectly, from anyone soliciting business from, or doing business with, the Company, or from any person or entity in competition with the Company, except actions protected by the National Labor Relations Act. If any Company Personnel member receives an offer of gifts or gratuities that the Company Personnel member believes is intended to influence a business decision, the offer should be declined and reported to the Chief Compliance Officer, or her designee, immediately.

Company Personnel are expected to deal with advisors, suppliers or Independent Contractors who best serve the needs of Company as to price, quality, and service and are expected to pay Fair Market Value for materials and services provided. It is the policy of CNSCares to permit, in accordance with applicable laws and Company policies, limited items of Nominal Value and Business Courtesies as part of its approved marketing-related activities. It is the policy of CNSCares that any items, whether Gifts, Gratuities or Business Courtesies, are not

provided to influence any patient or potential patient's decision to choose the Company as their in-home service provider or in an effort to induce or rewards referrals to CNSCares.

CNSCares will track the provision of Gifts to current patients utilizing a Nominal Gift log to ensure compliance with the annual limit of \$75. The log should include, at minimum, the patient name, date, item type, and amount paid for the item.

7. **LICENSING:**

CNSCares is committed to compliance with all state and federal regulations regarding the licensing of those physicians and other health care providers who are Company Personnel. No Company Personnel member may offer to assist or assist anyone in circumventing the licensing requirements set forth by the Federal Government, any state licensing board or regulatory agency. Each Company Personnel member is responsible for maintaining a valid professional license as required by his or her position. Licensed or certified team members are required to immediately notify the Company of any adverse action against their license or certification.

8. **CONFLICTS OF INTEREST:**

A Conflict of Interest exists whenever an individual's interests appear to, or in fact, interfere or conflict in any way with the interests of the Company. Any business, financial or other relationship with suppliers, vendors, customers, or competitors that might impair or appear to impair, the exercise of judgment solely for the benefit of the Company is prohibited unless specifically reviewed and approved in writing by the Chief Compliance Officer, or her designee.

Company Team Members shall disclose any potential Conflicts of Interest at time of hire and immediately notify the Chief Compliance Officer, or her designee, whenever a potential or actual Conflict of Interest arises during the course of employment. Additionally, the Company will comply with any federal, state and local government guidelines related to any specific restrictions and rules on Conflicts of Interest.

Transactions or other commercial relationships between the Company and any company or firm in which any Company Personnel member has an ownership interest can give rise to an actual or perceived Conflict of Interest. Gifts to a Company Personnel member by a supplier, vendor, customer or competitor of the Company shall be reported to the Chief Compliance Officer, or her designee.

9. **LOBBYING AND POLITICAL CONTRIBUTIONS AND ACTIVITIES:**

CNSCares encourages its Team Members to participate actively in civic affairs and the political process. However, federal laws and the statutes of most states prohibit the Company from contributing to political candidates or political parties. Team Members may participate in partisan political activities only in their individual capacities, and at their own expense. All Company Personnel are prohibited from using Company funds to support, either directly or indirectly, any political candidate or political parties inside or outside the United States.

CNSCares is committed to abiding by the laws and regulations relating to the lobbying of federal, state and local officials on its behalf. This encompasses reporting or certification requirements including, for example, the disclosures required by any state in which the Company operates. For this reason, lobbying activities and related expenditures should be pre-approved by the Company's Chief Compliance Officer, or her designee, and the Senior Leadership Team.

10. **ANTI-CORRUPTION:**

CNSCares will not tolerate bribery, kickbacks, or corruption of any kind, directly or through third-parties. Company Personnel are not permitted to give or offer anything of value (including

Gifts, Gratuities, and Business Courtesies) to anyone to improperly obtain or retain a business advantage. Similarly, Company Personnel may not solicit or accept such improper items or payments.

Company Personnel shall not be permitted to pay or receive bribes. Company Personnel must conduct their activities in full compliance with Company policies, the laws of the United States and all applicable anti-corruption laws/anti-kickback laws and regulations, including the United States Foreign Corrupt Practices Act. Certain Business Courtesies, including entertainment, travel and lodging, provided to non-Team Members or other non-Company Personnel (for example, to patients, health care professionals, government officials, etc.) should be pre-approved by the Chief Compliance Officer, or her designee.

**11. MEDIA AND PUBLIC RELATIONS:**

Information disseminated about the Company must be accurate, truthful and transparent. For this reason, the Chief Compliance Officer, or her designee, is responsible for the Company's internal and external communications, including communication with spokespersons in both routine and crisis situations. Company Personnel are prohibited from making statements on behalf of the Company unless expressly authorized by the Chief Compliance Officer, or her designee, or a member of the Senior Leadership Team.

**12. CONFIDENTIAL INFORMATION PROTECTION:**

CNSCares is committed to maintaining the confidentiality of patient, Personnel, and proprietary business information in accordance with applicable legal and ethical standards and internal policies. Company Personnel must not access, use, or disclose any patient or confidential proprietary business information of the Company or any third-party, except to the extent necessary to perform professional job duties.

**13. HEALTH INSURANCE PORTABILITY AND ACCOUNTABILITY ACT (HIPAA) POLICY:**

The Company has a comprehensive HIPAA Policy to help maintain awareness of and compliance with all applicable data security laws and HIPAA's privacy, security, and breach notification rules. The HIPAA Policy includes important procedures for reporting perceived HIPAA issues and for establishing and implementing HIPAA training. All Company Personnel should review, understand, and comply with the HIPAA Policy that is found in Company's Policy Manual.

**14. RECORD RETENTION:**

Records shall be kept in accordance with the Company's record retention policies and practices, as well as any applicable state and federal laws. This includes practices regarding retention periods of all hard copy and electronically maintained records, including contracts, books, documents, and financial records related to the provision of services to health plan enrollees of third-party private, federal and state plans.

The alteration, destruction, or falsification of corporate documents or records may constitute a criminal act. Destroying or altering documents with the intent to obstruct a pending or anticipated official government proceeding is a criminal act and could result in large fines and incarceration.

**15. NO DISCRIMINATION OR HARASSMENT:**

Discrimination against any person because of sex, race, color, national origin, religion, age, gender, sexual orientation, disability or for any other legally protected category is strictly prohibited. Harassment based on any of these characteristics may be a form of discrimination and will not be tolerated.

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16. **FRAUD, WASTE, AND ABUSE COMPLIANCE POLICY STATEMENT:**

CNSCares has a comprehensive Fraud, Waste and Abuse Compliance Plan (the “FWA Plan”) to help maintain awareness of and compliance with all applicable laws, regulations, and governmental guidelines. The FWA Plan designates a Chief Compliance Officer and includes important procedures for reporting perceived compliance issues and for establishing and implementing audits, monitoring and compliance training. All Company Personnel should review, understand, and comply with the FWA Plan that is found in the Company’s Policy Manual.

17. **SUMMARY OF APPLICABLE LAWS:**

Compliance with this Corporate Code of Conduct requires knowledge of and adherence to federal and state laws, regulations, and governmental guidelines that apply to CNSCares. The list below highlights and summarizes many important laws but is not comprehensive. Every Company Personnel member is responsible for ensuring that he or she understands the laws, regulations, and governmental guidelines that apply to his or her professional duties and role(s) within the Company. The following laws may be applicable in certain situations:

a. ***The Patient Self-Determination Act***

The Patient Self-Determination Act (“PSDA”) encourages patients to make choices and decisions about the types and extent of medical care that they want to accept or to refuse, should they become unable to make those decisions due to illness. The PSDA requires all health care entities to which it applies and, which receive federal health care reimbursement to recognize the living will and power of attorney for health care as advance directives. Under the PSDA, health care entities must ask patients or their guardians whether they have advance directives and must provide them with educational materials about their rights under state law.

b. ***The False Claims Act***

The False Claims Act (“FCA”) is a federal law that holds anyone who conducts business with the federal government responsible for dealing with the government honestly and in conformity with regulations. The FCA prohibits and imposes liability upon any person who (1) knowingly presents, or causes to be presented to the federal government, a “false or fraudulent claim” for payment or approval; (2) knowingly makes, uses, or causes to be made or used, a false record or statement to get a false or fraudulent claim paid or approved by the federal government; (3) conspires to defraud the federal government by getting a false or fraudulent claim allowed or paid; (4) knowingly makes, uses, or causes to be made or used, a false record or statement to conceal, avoid, or decrease an obligation to pay or transmit money or property to the federal government; or (5) performs one of the other fraudulent acts listed in the FCA.

Any person who violates the FCA may be liable to the United States government for a civil monetary penalty of not less than \$5,000 and not more than \$100,000 for each violation, plus three times the amount of damages that the government sustains because of the act of that person. The Attorney General may bring a civil action against a person who has violated the FCA. A private person, generally called a “qui tam relator,” may also bring a civil action against a person whom they believe has violated the FCA. It is against the law for a company to retaliate against, discharge, demote, suspend, threaten, or harass a qui tam relator. Further information regarding the FCA may be found in the FWA Plan.

c. ***The Administrative Remedies for False Claims and Statements***

The Administrative Remedies for False Claims and Statements allows the federal government to impose administrative civil penalties on individuals who have made false or fraudulent statements to the government. Under this law, any person who presents a claim that the person knows or has reason to know (1) is false, fictitious, or fraudulent; (2) includes or is supported by any written statement that asserts a material fact that is false, fictitious, or fraudulent; (3) includes or is supported by any written statement that omits a

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material fact, is false, fictitious, or fraudulent as a result of such omission and is a statement in which the person has a duty to include such material fact; or (4) is for payment for the provision of property or services that the person has not provided as claimed, shall be subject to a civil penalty of not more than five thousand dollars (\$5,000) for each claim plus an assessment of up to twice the amount of each false or fraudulent claim, in addition to other remedies prescribed by law.

d. ***Anti-Kickback Statute***

The federal Anti-Kickback Statute prohibits anyone from knowingly and willfully soliciting or receiving payments, in cash or in kind, in return for referring patients for services that are payable by federal health care programs. It also prohibits anyone from knowingly and willfully soliciting or receiving payments, in cash or in kind, in return for purchasing, leasing, ordering, or arranging for or recommending any good, service, or item that is payable by federal health care programs. The government can impose monetary sanctions against any person or entity that submits a false claim to the government that violates this statute. A violation of the Anti-Kickback Statute will also create liability under the federal False Claims Act. Further information regarding the federal Anti-Kickback Statute may be found in the FWA Plan.

e. ***HIPAA***

The U.S. Department of Health and Human Services issued the Privacy Rule, the Security Rule, and the Breach Notification Rule to implement the requirements of HIPAA. The HIPAA Privacy Rule provides confidentiality protections for personal health information held by covered entities, such as CNSCares, and gives patients an array of rights with respect to that information. The Privacy Rule permits the disclosure of personal health information that is needed for patient care or for other important purposes, and the Security Rule specifies a series of administrative, physical, and technical safeguards to assure the confidentiality, integrity, and availability of electronic protected health information. The Breach Notification Rule requires covered entities to notify affected individuals, and in some cases, the media of a breach of unsecured PHI without unreasonable delay and no later than sixty (60) days following discovery of the breach.

18. **ENVIRONMENTAL, HEALTH, AND SAFETY:**

CNSCares strives to protect the environment and the health and safety of Company Personnel through compliance with applicable health, safety, and environmental laws and regulations. Each Company Personnel member is also expected to comply with the Company's policies, programs, standards, and procedures, and report accidents, injuries, and unsafe equipment, practices, or conditions.

To ensure that the Company complies with environmental laws and regulations, all Company Personnel should understand how job duties may impact the environment, adhere to all requirements for the proper handling of hazardous materials, and immediately notify supervisors, a member of the Senior Leadership Team, or the Chief Compliance Officer, or her designee, of any situation regarding the discharge of a hazardous substance, improper disposal of medical waste, or any situation which may be potentially damaging to the environment. See also CNSCares policy PP-162, Environmental, Social and Governance Policy.

19. **RELATED POLICIES:**

Compliance with the Corporate Code of Conduct requires knowledge of and adherence to the manuals, policies, and procedures that apply to Company Personnel. CNSCares's policies and procedures provide further and specific guidance for Company Personnel conduct. In addition, the Company is a nationwide company and shall take appropriate steps to ensure the Company is complying with all applicable state and federal laws.



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**C. MISCELLANEOUS:**

The Chief Compliance Officer, along with the compliance team, is responsible for the development and periodic update and appropriate distribution of the Corporate Code of Conduct.

**D. QUESTIONS:**

Company Personnel shall refer questions about legal issues affecting their jobs to a supervisor, the Chief Compliance Officer, other compliance Team Members, or to the Company's Hotline that is available twenty-four (24) hours a day.

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**APPLICABLE STANDARDS OR REGULATORY REQUIREMENTS:**

**REFERENCES:**

**APPROVED BY:** Policy Review Committee

**APPROVED/EFFECTIVE DATE:** 3/23/2018

**REVIEW FREQUENCY:** Annually

**REVIEWED/REVISION:** 4/5/2018, 3/26/2019, 4/3/2019, 5/22/2020, 4/8/2021, 4/14/2022, 4/10/2023, 2/16/2024, 4/10/2024, 8/9/2024, 5/2/2025