



PROVIDERHEALTHSERVICES
Revolutionizing Senior Care. Transforming Lives.

Provider Health Services Code of Conduct and Ethics

Mission

Ensure that Seniors residing in Skilled Nursing Facilities, Long-Term Care Facilities, and Independent and Assisted Living Communities receive the highest quality health care delivered by compassionate, caring, and knowledgeable Providers dedicated to the Post-Acute Care Environment.

Clinical Mission

Standing out, by reaching out into the community to deliver better care.

Purpose of the Code of Conduct

The Code of Conduct outlines the standard of behavior and conduct required of all directors, officers and employees in the performance of their work with Provider Health Services.

The Code of Conduct (the "Code") is based on our Corporate Compliance Program (the "Program"). The Program outlines what we do at PHS to ensure that we comply with legal and ethical requirements. The Code explains some of the behaviors that you must exhibit and embrace, demonstrating your commitment to the mission, vision and strategic goals of PHS.

PHS does not permit any activity that fails to stand the closest possible public scrutiny. Therefore, all business conduct should be above the minimum standards required by law. Accordingly, employees must ensure that their actions cannot be interpreted as being in violation of the practices governing PHS' operations.

Elements of the Program include:

- (1) Setting standards through written policies and procedures (including the Code),
- (2) Communicating the standards through education and training programs,
- (3) Providing a mechanism for reporting potential violations,
- (4) Ongoing monitoring and auditing activities,
- (5) Enforcing standards and disciplining non-compliant actions,
- (6) Responding to and investigating potential problems, and
- (7) Maintaining an organizational structure that supports the furtherance of the Program.

The Code provides direction to PHS staff members to assist in carrying out daily activities within appropriate ethical and legal standards. Staff members governed by the Code include any person employed by PHS and its officers, directors, trainees, medical staff and any other person or organization engaged by PHS to provide products or services. The Code is not intended to cover every situation which may be encountered, and you should comply with all applicable laws and regulations whether or not specifically addressed in the Code of Conduct.

The Code has been developed to be easily understood and demonstrates in the clearest terms the commitment of the organization to the highest standards of ethics and compliance. The Code provides you with direction if you have a question or a concern about a business practice. Please use the Code as a guide if you are confronted with a situation that raises questions about business ethics. It is very important that you report a good faith and perceived violation of law or business ethics outlined in this document. This is our expectation, and we commit that there will be no adverse consequences to you for doing so. Living up to our commitment to legal and ethical business practices starts with you!

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The following principles govern our behavior at PHS:

We obey the law.

At PHS, we obey all applicable laws and practice guidelines within each state. Since these laws, policies, and guidelines may change, we cannot list them all here. However, you are expected to be aware of and follow laws, policies, and guidelines (including those specific to your State) that affect the way you do your job. If you have any questions about legal issues affecting your job, you should refer them to your supervisor or to the Clinical Compliance Director at compliance@providerhealthservices.net.

We do business in accordance with antitrust laws.

You must not engage in any behavior that might interfere with fair competition. For example, federal and state antitrust laws prohibit price fixing and bid rigging as well as collusion, which include sharing price or cost data with competitors. Boycotts, certain exclusive dealing and price discrimination agreements against competitors, vendors or purchasers, including bribery, misappropriation of trade secrets, deception, intimidation and similar unfair practices, are also covered by these laws.

We behave in a way that is appropriate for a care-giving organization.

As a care-giving organization, we have a legal and ethical obligation to use our resources in a way that promotes the public good rather than the private or personal interests of any individual. Therefore, we avoid compensation arrangements in excess of fair market value, accurately report payments to appropriate taxing authorities, and file all tax and information returns consistent with applicable laws. It is also important to know that if you contribute to a political campaign, it is as an individual, not as a representative of PHS, and you must use your own personal funds.

PHS is organized and operated exclusively to serve the healthcare needs of the patients in the facilities where we practice. All of its assets are used exclusively to further PHS's purposes. Such assets may not be used to benefit any individual or person who is in a position to exercise influence over the business concerns of PHS.

We are honest in our communications and business relationships.

You are expected to be honest in your communication with patients and families, attorneys, staff members, auditors and with all of those with whom we do business. This means that no misleading statements may be made about our services or products or those of our competitors. It also means, for example, that you do not copy materials in violation of copyright laws or use any confidential business information obtained from a competitor and that you do not accept gifts of any substantial value from those with whom we do business. If you have any questions about whether a gift is appropriate, talk to your supervisor or the Clinical Compliance Director at compliance@providerhealthservices.net.

You are expected to be honest in coding for services rendered, filing claims for reimbursement, and in seeking payment for services. If you have any responsibilities in this area, it is expected that you will be absolutely honest and accurate in submitting claims and bills.

We are honest in all matters related to patient referrals and patient billing.

The Medicare and Medicaid fraud and abuse laws prohibit certain behaviors involving billing and patient referrals, and PHS specifically prohibits and discourages any employees from engaging in any fraudulent practices. These laws forbid any type of direct, indirect or disguised payments in exchange for the referral of patients. They also prohibit submission of false, fraudulent or misleading claims to any government entity or third party payor, including claims for services not provided, claims that characterize the service differently from the actual service, or claims that do not otherwise comply with applicable program or contractual requirements, and making false representations to any person or entity in order to gain or retain participation in a program or to obtain payment for any service.



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It is very important that you report a potentially suspect arrangement immediately. If you are not sure if something you are asked to do is appropriate, ask your supervisor or the Clinical Compliance Director at compliance@providerhealthservices.net.

We do not offer financial inducements.

You shall not offer any financial inducement, gift, payoff, kickback, or bribe to induce, influence, or reward favorable decisions of any government personnel or representative, any customer, contractor, or vendor in a commercial transaction, or any person in a position to benefit PHS or other staff members in any way. You are strictly prohibited from engaging in any corrupt business practice either directly or indirectly. In accordance with the anti-kickback laws, you shall not make or offer payment or provide any other thing of value to another person with the understanding or intention that such payment or other thing of value is to be used for an unlawful or improper purpose.

We keep organized records and communications.

Accurate and reliable records of many kinds are necessary to meet PHS' legal and financial obligations and to manage the affairs of PHS. The books and records must reflect in an accurate and timely manner all business transactions. You may not engage in false documentation or miscommunication of any kind, whether internal or external, including but not limited to:

- False expense reports, attendance, vacation reports
- False advertising, deceptive marketing practices, or other misleading representations

We provide you with assets to make your job more efficient.

We will make available to you assets and equipment necessary to conduct our business including such items as computer hardware and software, billing and medical records, in hardcopy or electronic format, fax machines, office supplies, and various types of medical equipment. You should strive to use our assets in a prudent and effective manner. Our property should not be used for personal reasons or be removed from PHS without approval from a department manager.

We respect confidentiality and privacy.

In the course of your job, you may have access to confidential information about patients and families, your co-workers, or business practices of PHS. You are expected to keep this information confidential and not discuss it with anyone without prior authorization. The Health Insurance Portability and Accountability Act ("HIPAA") federal guidelines are a guide to our practices to ensure that patient information is kept private, confidential and secure. Additional information regarding privacy, disclosure, and security are located in the HIPAA Overview Policies and Procedures.

We do what is right for the organization when entering into agreements.

All employees share a responsibility for PHS' good public relations, especially at the patient and facility level. Your readiness to help at charitable, educational and civic activities brings credit to you and PHS, and is encouraged. However, employees must avoid acquiring any business interest or participating in any activity outside PHS that would, or appear to:

- Create an excessive demand on your time and attention, thus depriving PHS of your best efforts on the job;
- Create a conflict of interest that may occur if your outside activities, personal financial interests, or other personal interests influence or appear to influence your ability to make objective decisions in the course of your job responsibilities. You are obligated to ensure you remain free of conflicts of interest in the performance of your job. Board members, senior management, and other individuals with



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applicable decision making authority are required to submit disclosure forms to disclose actual and potential conflicts related to decisions that arise during the year. All actual and potential conflicts will be reviewed and appropriate actions taken.

We promote a workplace that is free of discrimination or harassment.

It is the policy of PHS to adhere to all applicable federal, state, and local fair employment practices laws, orders and regulations. PHS recruits and hires without regard to race, color, religion, sex, national origin, veteran status, disability, sexual orientation, age, genetics or family medical history, or the type of patient treated or procedures performed. Decisions regarding employment and credentialing are based upon valid job-related requirements. The success of PHS depends on the full and effective use of the abilities of all our employees. Thus, we are committed to taking affirmative action to achieve equal employment opportunities for all employees.

We also expect that you will treat our patients and families, your co-workers and everyone else with whom you come in contact at work in this same way.

We do not tolerate any form of harassment. This includes disruptive behavior or threats, derogatory comments and sexual harassment. If you feel you have been subjected to such behavior, you should notify your supervisor or if the behavior is coming from your supervisor, you must report this to compliance@providerhealthservices.net or the Chief Executive Officer of PHS.

We do not knowingly contract with persons or entities ineligible to participate in Federal healthcare programs.

We do not knowingly contract with, employ, or bill for services rendered by an individual or entity that is excluded or ineligible to participate in Federal healthcare programs; suspended or debarred from Federal government contracts; or has been convicted of a criminal offense related to the provision of healthcare items or services and has not been reinstated in a Federal healthcare program after a period of exclusion, suspension, debarment, or ineligibility, provided that we are aware of such a criminal offense. PHS routinely monitors federal, state and local databases for exclusions, debarments, and disciplinary actions by these entities.

Summary

These principles form the basis for our commitment to ethical behavior that complies with all legal requirements. However, we cannot include in this document every legal or ethical issue that may arise. You must also use your own judgment.

If you have a concern about a legal or ethical issue, please report it to your supervisor. If your supervisor does not provide you with a satisfactory response in a reasonable amount of time, please raise your concern to senior management. Additionally, you may contact the Clinical Compliance Director at compliance@providerhealthservices.net.

Although reports may remain anonymous, please remember that to enable a thorough investigation, you are encouraged to disclose as much information as possible, including names. Reports through any mechanism will remain confidential to the fullest extent possible or as permitted by law.