

UNIVERSITY HEALTHCARE ALLIANCE (UHA)

CODE OF CONDUCT

MESSAGE FROM OUR CHIEF ADMINISTRATIVE OFFICER

UHA is committed to clinical and business excellence and integrity, including honesty and ethical behavior. As a medical foundation, which includes medical groups affiliated with UHA and Stanford Hospitals and Clinics (“SHC”), each of us is responsible for doing our part to uphold our excellent reputation and that of UHA and SHC.

Honest and ethical behavior is an individual responsibility, and UHA recognizes and appreciates the role each individual has in upholding and contributing to our organizations vision and reputation. We expect each employee, affiliated health care provider and independent contractor to understand and follow the rules and requirements that apply to their work. Understanding and abiding by high standards and expectations described in this Code of Conduct guides this process. Using common sense and “doing the right thing” is the primary theme of the Code of Conduct. We expect staff to refer to this document, as well as more detailed internal policies and procedures, as necessary to do their job.

Thank you for your commitment to the delivery of high quality patient care in a manner that supports our business reputation.

OUR COMPLIANCE PROGRAM

About UHA

University HealthCare Alliance is a non-profit public benefit corporation, tax exempt under Section 501(c)(3) of the Internal Revenue Code. It has two corporate “Members”: SHC and Stanford University on behalf of the School of Medicine (“SOM”). The Members formed UHA on January 1, 2011, as a Medical Foundation organized to own and operate multi-specialty clinics in the greater Bay Area.

The Members believe that the establishment and integration of the UHA clinics, with their network of community physicians, into the broader Stanford health care system, provides high quality, innovative and accountable healthcare for patients residing in the communities we serve.

Vision

UHA shares SHC’s vision to heal humanity through science and compassion, one patient at a time.

Purpose of our Code of Conduct

This Code of Conduct sets forth UHA’s expectations for conduct of all its employees, medical groups, including all health care providers, and independent contractors. Each medical group

affiliates with UHA through a Professional Services Agreement, which obligates the medical group to participate in and uphold UHA's compliance and ethics program, including this Code of Conduct. The Code of Conduct demonstrates UHA's commitment to honesty, integrity and ethical clinical and business decisions and activities. The Code of Conduct helps us achieve our mission and goals by providing the framework for ethical business practices based on applicable laws and regulations.

About our Compliance Program

In furtherance of our vision and commitments, UHA has developed and implemented a Compliance Program. This program ensures UHA conducts business in an ethical manner and complies with state and federal laws. The following outlines the basic elements of the program:

1. Developing, implementing and maintaining the Code of Conduct and written policies and procedures;
2. Establishing a Director of Compliance as a Senior Leader within UHA and implementing committees with clinical and business integrity operational and oversight functions;
3. Providing sufficient information to UHA and SHC Boards so that they may exercise appropriate oversight of the UHA Compliance Program;
4. Developing, implementing and maintaining effective education and training programs;
5. Establishing, educating and maintaining methods for staff to communicate concerns, including anonymously;
6. Identifying, investigating and responding to potential compliance problems;
7. Conducting on-going auditing and monitoring activities; and
8. Enforcing clinical and business integrity standards and disciplining non-compliant actions and behaviors.

OUR DUTY TO REPORT AND COOPERATE WITH INVESTIGATIONS

Duty to Report and Cooperate

Our Code of Conduct is to be used as a guide if you are confronted with a situation that raises questions about ethical clinical or business conduct. If you think a law, policy or our Code of Conduct is not being followed, you must report it to our Compliance Department. You should also report it to your supervisor. If you feel uncomfortable talking to your supervisor or if the issue/concern directly pertains to your supervisor, you may discuss the issue with the next level up in management or with Human Resources.

You can report compliance concerns or issues in the following ways:

- Call the UHA Director of Compliance at 650-724-0326
- Call the Compliance Hotline at (855) 454-9246 (the Compliance Hotline allows you to leave a message anonymously)
- E-mail the compliance department at <https://uhacompliance.alertline.com>

All reported concerns will be investigated thoroughly and will be treated confidentially. Information regarding a reported concern will be shared only with those that have a need-to-

know. No adverse action will be taken against someone for making a report in good faith or for cooperating with a compliance investigation in good faith. UHA has a policy that protects against retaliation or retribution for reporting a compliance concern in good faith or cooperating with a compliance investigation with good intentions. Although we have this policy, it is important to understand that no policy can protect you from applicable consequences if you have broken the law or violated our policies.

Government Requests and Legal Proceedings

UHA may be required under law to report a compliance issue to a state and or federal agency. Similarly, a state or federal agency may review or audit UHA business practices and need access to our information. Requests for information may come in the form of a subpoena, summons, warrant, letter, or verbal request. Any such requests must be directed to the Office of General Counsel.

UHA operates in an ethical, honest and transparent manner when it comes to all interactions with government agencies.

INTEGRITY IN PATIENT CARE

Quality Care

Everything we do should advance our commitment to deliver the highest quality care to our patients. UHA provides each patient with the best possible care to reach optimal health. We treat all patients with dignity, respect and courtesy.

Patient Rights

UHA makes no distinction in the availability of services or in the care we provide based on patient's age, gender, disability, race, color, religion, national origin, sexual orientation, ancestry, military status, marital status, or any other classification protected by law.

Patients will always be treated with respect, honesty, dignity and courtesy. We will involve patients and families in decisions regarding care to the extent that is practical and possible. We inform patients about therapeutic alternatives and the risks associated with the care they are seeking.

UHA does not restrict its employees, physicians or independent contractors in advocating for patients or when advising patients on medical care, treatment options, (regardless of plan coverage), risks, benefits and consequences of treatment or non-treatment, or refusal of treatment.

UHA ensures its employees, physicians, and independent contractors adhere to processes that acknowledge member's rights in the delivery of healthcare.

Cultural & Linguistic Competency

In accordance with the Americans with Disabilities Act (ADA), UHA, its providers and contractors are trained to provide culturally competent services. Hearing or speech impaired members requiring assistance are instructed to dial a telecommunications relay service (TRS). UHA, its providers and contractors also ensure that members with limited English proficiency are able to access language assistance programs by providing contact information to members.

Confidentiality, Privacy and Security

Patients and their families need to be able to trust that we will protect and maintain the confidentiality of their health information. If they cannot trust us, they may be reluctant to provide us with aspects of their history or medical condition, which could impact how we provide treatment. Therefore, every UHA employee, independent contractor and affiliated health care provider is required to protect and maintain the confidentiality of all patient health information. Strict adherence to federal and state laws governing privacy is mandatory. Failure to comply may result in disciplinary action, up to and including termination.

Complying with privacy policies and law includes, but is not limited to:

- Access, use and disclose only the minimum amount of patient information to perform your job;
- Do not discuss patient information with others who do not have a job-related need to know;
- Do not share or post IDs or passwords to UHA electronic systems;
- Log off computers when not in use;
- Visually protect patient information, including storing paperwork and logging off of computers when not in use;
- Assess your surroundings, and people present, prior to discussing patient information;
- Dispose of paper containing patient information in confidential disposal bins;
- Do not make mention, make reference or post any patient information or pictures to any social networking sites or blogs;
- Take care when faxing patient information to ensure the correct patient's information is going to the correct person;
- Designate confidential e-mails utilizing the "secure" term in the beginning of the subject line so that the email is encrypted;
- Notify our managers, HR personnel or the UHA Director of Compliance about any privacy concerns or potential privacy policy violations.

Patient Co-payments and Deductibles

Except when required by law, UHA may not waive a patient's co-payment or deductible because doing so may inappropriately induce patients to pick UHA as a health care provider in violation of State and federal anti-kickback laws. Moreover, doing so may violate UHA contracts with commercial health plans. UHA provides financial assistance and discounts to patients in need. Please see UHA's Financial Assistance and Patient Discount Policy for more information.

Medical Decisions Are Not influenced by Financial Considerations

UHA employees, providers and contractors must provide services to members of health plans based on the individual's medical needs. Decisions to provide medical care are based only on the medical appropriateness of care and benefits. UHA does not offer incentives or rewards to UHA employees, affiliated health care providers, independent contractors or any individuals conducting utilization review to deny coverage or to encourage inappropriate over- or under-utilization.

UHA does not make employment, compensation, termination and promotion decisions based on the likelihood that the individual would support the denial of service or benefits. Decisions regarding hiring, compensation, termination, promotion, or other similar items with respect to any individual (employed or contracted) is not based on the likelihood the individual will support a denial of benefits.

INTEGRITY IN BILLING AND FINANCIAL MATTERS

Fraud, Waste and Abuse

As a health care entity, UHA is subject to a number of state and federal laws that exist to prevent fraud, waste and abuse of scarce government healthcare resources.

- **Fraud** is defined as intentional misrepresentation of data for financial gain. Fraud occurs when an individual knows, or should know, that something is false and makes a knowing deception that could result in some unauthorized benefit to themselves or another person.
- **Waste** is defined as overutilization—the extravagant, careless or needless expenditure of healthcare benefits or services that result from deficient practices or decisions.
- **Abuse** is defined as payment for items or services where there was no intent to deceive or misrepresent but the outcome of poor or insufficient methods results in unnecessary costs to the Medicare program

Examples of health care fraud, waste and abuse include, but are not limited to, embezzlement, submitting false claims, accepting or offering kickbacks or bribes, false financial reporting, software piracy, credit card fraud, expense account fraud, identity theft, check fraud, false workers compensations claims, fraudulent vendor billing, and mail fraud. Some examples are described below.

False Claims Act

One specific set of laws designed to prevent fraud, waste and abuse of government healthcare resources is the State and Federal False Claims Acts. Under these laws, it is illegal for UHA to submit claims to the state or federal government that we know, or should know, are false or fraudulent. "Knowing" means not only actual knowledge, but also includes instances of deliberate ignorance or reckless disregard of the truth or falsity of the information contained in a

claim. Filing false claims can lead to significant fines, imprisonment and exclusion from the government payer programs (e.g. Medicare and MediCal). These laws also contain provisions that allow individuals with knowledge regarding false claims to sue on behalf of the government, as well as to provide protections against retaliation for individuals taking a false claims action.

UHA is committed to submitting claims that are accurate and truthful. If you are aware of any activities that may or have led to the submission of a false claim, contact the UHA Director of Compliance immediately or call the Compliance Hotline. Failure to report known false claims may lead to disciplinary action, up to and including termination.

Coding and Billing for Patient Care Services

Accurate coding and documentation for patient care services is a necessary component in preventing fraud, waste and abuse. To that end, UHA is committed to ensuring accurate, timely and complete coding and billing for all services rendered, which include the following principles:

- Only bill for services that are:
 - Medically necessary;
 - Actually provided;
 - Provided by the physician or mid-level who rendered the service;
 - Provided to the patient that received the item or service;
 - If applicable, ordered by a physician or appropriately licensed midlevel professional (nurse practitioner or physician assistant); and
 - Documented, including accurate dates of service
- Only assign billing codes that we believe in good faith accurately represent the services that have been provided and are supported by documentation in the medical record.
- Implement good faith controls to prevent unbundling, up-coding, and duplicate or otherwise erroneous billing.
- Respond to coding and billing inquiries and resolve inaccuracies in a timely manner.
- Take measures to ensure our employees and contractors providing coding and/or billing services have the necessary knowledge and skills to do their jobs.
- UHA does not knowingly bill for services that are false or fraudulent.

Each physician or midlevel provider that bills for his/her clinical services is ultimately responsible for his/her documentation and coding practices. UHA will provide sufficient oversight and learning opportunities to ensure clinicians do this correctly.

Example of Fraud, Waste and Abuse in Managed Care

UHA's managed care line of business presents unique areas that raise potential risks for fraud waste and abuse. They are as follows:

- **Inappropriate Enrollment/Disenrollment**—Improperly reporting enrollment and disenrollment data to CMS to inflate prospective payments. For example, a Health Plan or delegate fails to effect timely disenrollment of beneficiary from CMS systems upon the beneficiary's request.

- **Marketing Schemes**—the following are examples of marketing activities that could constitute fraud, waste, and/or abuse:
 - Offering beneficiaries a cash payment as an encouragement to enroll in a health plan
 - Gifts that are above the CMS allowed \$15 exemption, gifts convertible to cash, or “meals” (anything beyond the light snacks that guidance allows)
 - Enrollment of an individual in a Medicare Plan without their knowledge or consent.
- **Delay in Care**—Delay in authorizing or providing access to medically necessary care.
- **Patient Dumping**—Encouraging disenrollment for high cost patients and deferring care to original Medicare when in a capitated model.

Fraud, waste and abuse is strictly prohibited at UHA. All such activities **MUST** immediately be reported to a supervisor, Human Resources representative, or the UHA Director of Compliance.

INTEGRITY IN BUSINESS CONDUCT

Personal Conduct

UHA expects each person working for, or with, UHA to be individually accountable for his/her actions and to use good judgment in performing his/her duties. Each person is responsible for knowing the laws regulations and UHA policies that are applicable to his/her role with the company. All UHA employees, independent contractors and affiliated health care providers are required to report any potential, or actual violations of laws or regulation, this Code of Conduct and UHA policies and procedures. Each person has a responsibility to “speak up” and to do the “right thing.”

Physicians, employees and affiliated health care providers in positions that require professional licenses, certifications or other credentials are responsible for maintaining those credentials and any required competencies. Staff and providers must promptly notify UHA if there is any change in, or investigation relating to, their licensure or other credentials or if they become ineligible to participate in federal or state reimbursement programs.

Tax-Exempt Status

UHA is a not-for-profit tax exempt organization under the federal Internal Revenue Code. As such, UHA does not operate for the benefit of private interests. Moreover, UHA is restricted in terms of participating in political activity. Specifically, UHA is not permitted to influence legislation that is not directly related to our missions. Additionally, UHA may not endorse, raise funds or intervene on behalf of a particular candidate running for public office.

UHA encourages individuals to exercise their rights in the political process. However, because of our tax-exempt status, individuals may not:

- (1) Use company time or assets to participate in political activities;
- (2) Speak on behalf of UHA when supporting political candidates or causes;
- (3) Use UHA's name or logo on any documents supporting political candidates or causes;
- (4) Wear political campaign clothing, buttons or etc. representing a political candidate or cause

Proper use of company assets

Employees, independent contractors and affiliated health care providers are expected to preserve and protect UHA assets and to ensure their efficient use because theft, carelessness and waste have a negative impact on company operations and success. This means that staff time and use of property, equipment, supplies and materials should only be used for UHA business purposes.

Because of its essential role in business processes today, staff must use due care to protect UHA electronic communication systems, including its computers, hardware, software, networks, electronic mail, Intranet, Internet access, telephone and voicemail. Staff must use proper security mechanisms, including using their passwords appropriately. Passwords must never be shared, posted or otherwise misused.

Excluded Parties

UHA does not contract with, employ or bill for services rendered by an individual or entity that is excluded, suspended, or disbarred from, or ineligible to participate in, federal or state funded health care programs. UHA performs checks on all vendors, employees, contractors and affiliated health care providers. You have a duty to immediately report to the UHA Director of Compliance any changes in your eligibility status with federal and/or state health care programs.

Marketing and Advertising

UHA may use marketing and advertising to increase awareness of our services, educate the public and our patients, report to our community and recruit personnel. Marketing is always performed in a fair, truthful and ethical manner, using marketing materials and methods that accurately describe our organization and staff. If applicable, UHA will obtain written authorization from the patient, or their personal representative, prior to using their likeness, name and /or story in any marketing materials.

UHA adheres to Medicare marketing guidelines for prospective or enrolled Medicare beneficiaries. All mailed materials sent to prospective or enrolled Medicare beneficiaries are clearly identified as either an advertisement, health or wellness or preventative information or important plan information.

Record Retention

All clinical and business records must be accurately and completely created and maintained according to laws and internal policies. Contact the Health Information Management or Compliance Department for questions on how these records should be maintained, retained and/or destroyed.

Business Records and Reports

All business records and reports are confidential assets of UHA and must be handled in a safe and secure manner using appropriate storage and sharing protocols. Business records and reports may only be shared with those that have a need-to-know the information.

INTEGRITY WITH REFERRAL SOURCES

UHA and the public expects that our clinical and business decisions with potential and actual referral sources (e.g. a hospital, another physician, durable medical supply company, pharmaceutical or medical device company) are free from undue coercion or influence. UHA has adopted policies that prohibit or limit specified activities in an effort to prevent potential or actual undue influence. For more information on these laws, please see the UHA policy bearing the names listed below.

Anti-Kickback

The federal Anti-Kickback statute prohibits UHA from offering, paying, soliciting, or accepting any form of payment, or other item of value, in return for, or to induce the referral of any patient or business that is paid for by any state or federal program.

Physician Self-Referral Law

The Stark Law prohibits referrals for certain Medicare items and services furnished by the organization with which the referring physician, or his/her immediate family member, has a financial relationship, unless a specific legal exception applies.

Conflicts of Interest and Commitment

Actual or perceived conflicts of interest may compromise our ability to provide patient care, and/or to make appropriate business decisions. A conflict of interest may occur if an employee or an affiliated health care provider's outside activities, personal financial interests or other private interests influence, or appear to influence his/her ability to act in UHA's best interest. Conflicts of interest also arise when an individual uses his/her position at UHA to profit personally at the expense of UHA.

Affiliated health care providers may engage in outside activities to the extent permitted under their Professional Services Agreement. However, they must recuse themselves from making or influencing any clinical and/or business related decisions that are related to these outside activities. For example, if an affiliated health care provider acts as a consultant for a specific medical device or supply company, he or she should not inappropriately influence the decision

of whether UHA purchases or uses those products. Decisions related to medical devices and supplies should be based on (1) clinical care; and (2) UHA business practices.

Examples of **potential** conflicts of interest include, but are not limited to:

- Working for a competing healthcare provider. It does not matter what kind of work you do—any job with a competing health care provider could be considered a conflict of interest. This example does not include physicians and mid-level providers who may provide services at various area healthcare facilities.
- Accepting gifts or entertainment that exceeds our gifts and entertainment limits and requirements.
- Accepting gifts, entertainment or services from individuals or organizations that do, or want to do, business with UHA even if it is permitted under UHA policy if it affects your ability to act in the best interest of UHA.
- Owning or having substantial financial interest in a company that competes with UHA.
- Accepting consulting or speaking engagements with outside companies.

To ensure no actual conflict of interest occurs at UHA, all UHA employees with managerial responsibilities and above are required to complete UHA's Conflict of Interest and Commitment Disclosure form. Failure to disclose a conflict can result in disciplinary action up to and including termination.

Gifts and Business Courtesies

Strong relationships with our patients and business partners are vital to our sustainability and success. Giving and receiving gifts and business courtesies may be part of developing and maintaining these relationships. However, giving and receiving gifts must never be done in exchange for patient referrals or any other business. Additionally, care must be taken to ensure that gift giving and receiving does not influence our decisions or otherwise create a conflict of interest. Therefore, under UHA policies, the following must be observed:

- UHA employees or affiliated health care providers ***may not***
 - Accept *any* gifts from “Industry” vendors. Industry vendors include pharmaceutical, biotech, medical device and equipment or supply companies.
 - Accept lunch, dinner or other food items from Industry vendors in exchange for
 - Listening to a sales talk by an Industry representative;
 - Prescribing or changing a patients’ prescription; or
 - Using or prescribing a medical device or supply.
 - Accept cash or cash equivalents from a patient or their family, or other non-Industry vendors.
- UHA employees or affiliated health care providers ***may:***
 - Accept gifts of nominal value from non-industry vendors or a patient or their family provided it is shared with the whole clinic or department. For example, a

clinical site can accept a fruit basket, plant or bucket of popcorn on behalf of the clinic.

- Give a patient or family member a nominal gift (\$10 per item or \$50 in aggregate) that is not cash or cash equivalent.
- Accept meals provided at professional conferences or in conjunction with educational sessions promoted and/or coordinated by UHA or SHC.
- Accept gifts, as appropriate from UHA and/or SHC provided applicable internal policies and procedure are met. Gifts over a certain dollar limit may need to be reported to the IRS as taxable income to the recipient. UHA and/or SHC will inform you of this if applicable.

Gifts from UHA, SHC or UHA affiliated medical groups to physicians or other referral sources is limited and is subject to the federal Stark and Anti-Kickback laws. The following must be observed:

- The gift(s) must not exceed an annual threshold established in federal regulations. For 2013, this amount is \$380.00, but will increase slightly each consecutive year;
- The gift is not related to the value or volume of any healthcare related referrals;
- The gift was not solicited; and
- The gift does not otherwise violate state or federal laws.

All gifts to physicians or other referral sources must be reported annually to the UHA Director of Compliance. Contact the UHA Compliance Department for additional guidance.

INTEGRITY IN THE WORKPLACE

Workplace Conduct

UHA is committed to providing a workplace that is drug, alcohol, and smoke free, and free of undue health risks and unsafe conditions. Staff will comply with all UHA policies and procedures, and all laws relating to workplace safety. Staff will be expected to consistently follow all UHA safety practices and properly handle and dispose of hazardous waste and materials and medical and chemical wastes.

Teamwork and Collaboration

UHA promotes diversity and is committed to providing an inclusive work environment where everyone is treated with fairness and respect. We do not discriminate against anyone based on race, color, religion, sex, sexual orientation, national origin, age, ancestry, disability, military status or citizenship status with respect to any offer, term or condition of employment. Staff has the right to work in an environment free of harassment or disruptive or violent behavior.

Harassment

As an organization, UHA is committed to maintaining an environment that is free of unlawful harassment and intimidation. Harassment includes any behavior or conduct that is based on a protected characteristic and that unreasonably interferes with an individual's work performance

or creates an intimidating, hostile or offensive work environment. Examples of harassment include, but are not limited to:

- Sabotaging someone's work;
- Name calling;
- Disparaging words or phrases; and
- Sexual harassment

The determination of what constitutes sexual harassment may vary with the particular circumstances. In general, unwelcome sexual advances, requests for sexual favors, and other verbal, visual or physical conduct of a sexual nature may constitute harassment when:

- Submission to such behavior is made a term or condition of employment;
- Submission to, or rejection of, such behavior is used as a basis of employment decisions; or
- Such conduct unreasonably interferes with someone's work performance or creates an intimidating, hostile or offensive work environment.

INTEGRITY IN DECISION MAKING

In conclusion, our Code of Conduct helps us to make ethical decisions. While our Code of Conduct described many applicable issues we may encounter in a workday, it may not have addressed every issue. When faced with a situation where the right course of action is unclear, stop and ask yourself:

- Is it consistent with our vision and values?
- Is it legal?
- Is it ethical or does it give the "appearance" of being unethical?
- Could it harm any patients, co-workers or colleagues?
- If you read about your decision, or the result of your decision, in the newspaper, would you feel embarrassed or compromised?
- Is it unfair or inappropriate?
- Is it consistent with the Code of Conduct?

When you have questions, or concerns, you should check with your supervisor, the Compliance Director, the Human Resources Department, or the Legal Department. You can report compliance issues in the following ways:

- Call the UHA Director of Compliance at 650-724-0326
- Call the Compliance Hotline at (855) 454-9246 (the Compliance Hotline allows you to leave a message anonymously)
- E-mail the compliance department at <https://uhacompliance.alertline.com>