



FOCUSED ON INTEGRITY

Because We Care



10 KEYS

to Compliance and Ethics

- 1.** Treat all patients and fellow employees with fairness, respect and dignity.
- 2.** Access, use or disclose patient information only for business reasons.
- 3.** Screen and stabilize all patients who seek emergency treatment, regardless of their ability to pay.
- 4.** Protect UH proprietary and confidential information.
- 5.** Report concerns and suspected misconduct.
- 6.** Use UH resources only for business purposes.
- 7.** Practice within your license.
- 8.** Provide high quality patient care without asking for or taking anything of value for referrals.
- 9.** Bill only for medically necessary services provided.
- 10.** Report potential conflicts of interest.

A Message For Our University Hospitals Colleagues:

With a goal to be Northeast Ohio's most trusted health care provider, University Hospitals is advancing a culture of excellence and compassion in our service to patients that can only be accomplished through the dedication of exceptional caregivers, in clinical and nonclinical positions, who are guided in their actions by our **UH Code of Conduct**. It is a roadmap for upholding our responsibilities to our patients, community, colleagues and mission.

All of us - from the bedside to the Boardroom -- are called each year to certify in writing that we understand the Code of Conduct and commit to compliance with the rule and the spirit of the high standards it defines. This is important because values and integrity are the foundation of success for our health system and all institutions that strive to earn lasting loyalty.

A critical aspect of upholding the Code of Conduct is our **Speak-Up Culture**. Every UH caregiver has a duty to do right personally, and to report unethical conduct or threats to the safety of patients or each other. Rest assured that there will be no retaliation or retribution for reporting good-faith concerns.

In my experience at UH, it has been a privilege to serve with caregivers of character who make our health system a great place to work and for care. Together, through our behaviors and deeds, we will achieve our potential and fulfill our aspirations for healing, teaching and discovery.



Cliff Megerian, MD
Chief Executive Officer
University Hospitals





To Heal. To Teach. To Discover.

Values

We believe in:

Service Excellence. We deliver the best outcomes, service, and value with the highest quality through a continuous quest for excellence and seeking ways to improve the health of those who count on us.

Integrity. We have a shared commitment to do what is right and adhere to the highest standards of ethics and personal responsibility to earn the trust of our caregivers and community.

Compassion. We have genuine concern for our patients and each other while treating everyone with respect and empathy.

Belonging. We value the contributions of all caregivers, and are committed to building an inclusive, encouraging and caring culture where all can thrive.

Trust. We depend upon our caregivers' character, reliability, and judgement.





University Hospitals maintains the highest professional and ethical standards. This Code and UH policies tell us about what we **must do** (compliance) and what we **should do** (ethics). These ethical values set us apart from other organizations and we must each do our part to achieve and sustain these standards.

This Code is a critical part of our Compliance and Ethics program and the standards apply to all of us. We must all:

- Read the Code and understand how it applies to us;
- Refer to the Code and UH Policies;
- Ask questions and report issues;
- Complete annual training; and
- Certify our commitment to the Code.

The Compliance and Ethics Department is here to assist us in fulfilling our job responsibilities in an ethical and legal way. They are a resource for any questions or concerns we have and a collaborative partner supporting our success.

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We treat our patients with respect and dignity and provide the highest quality health care services.

Every patient receives professional and compassionate care. We comply with laws, regulations, accreditation standards and UH policies. For instance:

- We help patients understand and exercise their rights, such as the right to privacy; to be free from discrimination; to make informed health care decisions and advance directives; and file a grievance.
- We inform patients and, when permission is given, their families and others, about care, treatment and service options.
- We help patients understand financial assistance available to them.
- We honor each patient's right to have support persons visit and if restrictions are put into effect, provide patients with a clear, understandable reason for the restriction.

We document and report events so that we can improve our processes and ensure patient safety. We report any incident involving a patient that is not consistent with the routine operation of a UH entity or the care of that patient (e.g., accident, error, injury, theft).

Q&A

We assist patients with discharge planning based on their choice, needs, and available options.

Q. Mrs. Johnson, a Medicare beneficiary, is upset because, even though she feels too sick to leave the hospital, a nurse told her she is being discharged today to a nursing home across town.

A. Mrs. Johnson and all Medicare beneficiaries have the right to appeal a hospital discharge decision if they feel they are being discharged too soon. Additionally, patients have the right to participate in their discharge planning, which includes choosing their post-hospital providers.

We provide quality health care services to all of our patients in a safe, healing environment.

We have a comprehensive program to promote the quality of patient care, which includes:

- Providing safe, effective, patient-centered, timely, efficient and equitable care;
- Reviewing and monitoring patient outcomes, quality measures and patient satisfaction;
- Implementing national initiatives related to patient safety and quality;
- Comparing UH's service quality against national standards;
- Identifying ways to continually improve the quality of care we provide;
- Maintaining an active and continuous patient safety program; and
- Involving patients and families in the plan of care.



We provide the
highest quality of
care to all
individuals.

We act with integrity when proposing, performing, reviewing and reporting research results.

UH's mission includes the continued discovery and pursuit of innovative medical excellence. To this end, in accordance with UH policies and procedures governing human subject research, we:

- Protect the rights of research participants.
- Obtain Institutional Review Board (IRB) approval.
- Strictly follow protocol.
- Identify and address conflicts of interest.
- Report complete and accurate research results.
- Appropriately cite sources used or relied upon.



Patient Rights and Research

Patients have the right to:

- ✓ Receive information about the research in order to make an informed decision whether to participate.
- ✓ Refuse to participate in clinical research and still have access to care and treatment.
- ✓ Provide informed consent.
- ✓ Have their information protected.

We comply with the Emergency Medical Treatment and Active Labor Act (EMTALA).

This means:

- We provide a medical screening examination and (if necessary) stabilizing treatment to all patients who come to the hospital for emergency treatment, regardless of their ability to pay.
- In an emergency situation or if the patient is in labor, we do not delay medical screening and necessary stabilizing treatment to seek financial and demographic information.
- We do not admit or discharge patients with emergency medical conditions based simply on their ability (or inability) to pay or any other discriminatory factor.
- We only transfer patients with emergency medical conditions to another facility, in compliance with state and federal requirements, and UH EMTALA policies.

We Care about Protecting Information

We Protect our Patients' Information.

UH is committed to protecting our patients' information by following the Health Insurance Portability and Accountability Act of 1996 (HIPAA) and the Health Information Technology for Economic and Clinical Health Act (HITECH), state confidentiality laws, and UH privacy policies.

We all play a role in protecting patient privacy. This means we access, use and/or disclose a patient's medical information (whether it exists in oral, written or electronic form) only when we have a legitimate business reason for doing so. Business reasons permitted by HIPAA include treatment, payment and operations.

UH does not tolerate inappropriate, intentional access and/or disclosure of patient information by workforce members.



✓ It is appropriate to access a patient's record to:

- Provide care to that patient (treatment);
- Accurately bill the patient's insurance company (payment); and
- Review the quality of care provided to a patient or patients (operations).

✗ It is not appropriate to access a patient's record to:

- Satisfy curiosity;
- Respond to requests for an informal professional opinion regarding a patient's treatment plan (e.g., by a patient's family member) without written patient authorization; or
- Follow the care provided to a family member (such as a spouse or adult child) without written patient authorization.

We only use, disclose or discuss patient information if we have a legitimate business reason and we ensure that the individual receiving the information is authorized to do so.

✓ **It is appropriate to disclose a patient's record to:**

- an individual who is providing health care to the patient (treatment);
- the patient's insurance company in order to receive payment for treatment provided (payment); and
- a UH Quality or Peer Review Committee for quality assessment and improvement activities (operations).



UH workforce members engaging in social media sites, blogs, forums or other public Internet sites do not share patient information or any other information that would compromise patient privacy or confidentiality.

Q & A

Q. While working at UH, I learned that my neighbor was admitted to the hospital. Am I allowed to tell our mutual friend that the neighbor has been admitted?

A. No. The fact that an individual has been admitted to a UH hospital is protected information and you can only tell your friend if you first obtain the patient's permission. We only disclose patient information if we have a business reason for doing so.

Q. My co-worker seems to know a lot about my diagnosis, which I have not shared with anyone at work. The other day she asked me how my bloodwork turned out. I'm concerned that she might be accessing my medical record. What should I do?

A. Since you have reason to suspect that your co-worker may have accessed your records, you should report your concern to the Compliance and Ethics Department, and not conduct your own investigation.

We Protect Confidential Business Information.

We keep confidential any information about UH's strategy and operations. Examples of confidential business information include: personnel lists and data; patient lists and clinical information; passwords; pricing and cost data; information pertaining to acquisitions, divestitures, affiliations and mergers; financial data; research data; strategic plans; marketing strategies; techniques; supplier and subcontractor information; and proprietary computer software.

We require our business partners to safeguard our patient information or confidential information through a written agreement, such as a business associate agreement or data use agreement.



Q&A

Q. A former co-worker who now works at another health system contacted me to request a copy of a UH policy. Am I permitted to send her a copy?


A. UH policies are confidential and may be shared only with the approval of a UH Vice President responsible for the policy.



We follow UH security policies to protect our confidential information.

Because so much of UH's clinical and business information is created and stored in our electronic systems, we:

- Secure our passwords and keep them confidential.
- Encrypt and secure mobile devices, such as laptops, flash drives, external hard drives, and personal devices (such as an iPhone, iPad or Android, Windows Mobile or other smartphone) that contain patient information or confidential UH information.
- Log off or lock computers when we are finished or walk away.
- Securely email patient information or UH confidential information.
- Immediately report security issues, including lost or stolen devices, to the UH Help Desk by calling **216-844-3327**.
- Report privacy concerns to the UH Privacy Officer by calling **216-286-6362**.



Even when our employment or relationship with UH ends for any reason, we maintain the confidentiality of information viewed, received or used during the course of our relationship with UH. After our employment ends, we are not permitted access to confidential information and we return original or copies of any confidential information in our possession.

Leadership Responsibility

Our management teams set the example and act as role models in every respect.

Our managers help their team members understand what is expected of them under the Code and other applicable laws, regulations and policies. This means managers:

- Create an environment that promotes the highest standard of ethics and compliance.
- Adhere to ethical and compliant behavior in pursuit of business objectives.
- Maintain an open-door policy, encouraging employees to raise concerns.
- Ensure that no one who reports a suspected violation of law or UH policy in good faith is subject to retaliation.
- Take prompt, appropriate action when a potential violation of law or UH policy arises.
- Seek assistance from the Chief Compliance Officer when addressing questions or concerns.

Our Leadership Promise

Inspire.

- Motivate and guide others toward personal and organizational goal accomplishments.
- Develop others through coaching, mentoring and challenging assignments.
- Seek to understand the needs, feelings and capabilities of others.
- Be tactful, compassionate, honest, sensitive and treat others with respect.

Innovate.

- Adapt, evolve and transform through thoughtful experimentation and continuous learning.
- Develop and implement new methods, procedures, solutions and concepts with imagination, originality and an entrepreneurial spirit.

Achieve.

- Provide an exceptional patient and family experience with quality health care to transform the health of the communities we serve while striving to minimize cost.
- Work effectively within teams in pursuit of our mission and shared goals.
- Find common ground with a widening range of stakeholders.

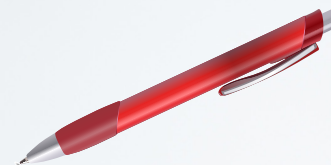


Employee Responsibility

We maintain the highest professional and ethical standards when conducting UH business.

This means we:

- Read the Code and understand how it applies to us.
- Refer to the Code and UH policies to guide our daily work activities.
- Ask questions and report issues.
- Complete annual training.
- Certify our commitment to the Code.



Employee Evaluation

Our participation in and adherence to the Compliance and Ethics Program and related activity are an essential part of our annual personnel evaluation. As such, our behavior affects decisions concerning our compensation, promotion and retention.

We report concerns and suspected misconduct that could violate state or federal laws, UH policies or this Code.

There are several ways to report suspected violations, such as contacting:

- our supervisor or Human Resources representative;
- the Compliance and Ethics Department by phone **216-286-6362** or electronically at: **Compliance@UHhospitals.org**.
- the 24-hour Compliance Hotline by phone **1-800-227-6934** or electronically at **<https://UHhospitals.org/ethics>**; or

We report instances of criminal or illegal activity that present an immediate risk to the safety of any person to UH Protective Services or the local police.

When we report a concern in good faith we are protected from retaliation.



Compliance Hotline

The Hotline is intended to supplement, not replace, other ways to ask questions and voice concerns within UH. We use the Hotline if we have exhausted other means of communication or are uncomfortable with disclosing our identity when reporting a concern. The Hotline is staffed by a company independent of UH. Calls are not traced or recorded, and anonymity is protected up to the limits of the law and to the extent possible.

UH encourages us to ask questions and report compliance concerns to our supervisor. Sometimes this is not comfortable or appropriate. In those situations, we can use this chart to direct us to additional resources.



Does the situation involve:

- Inappropriate behavior
- Harassment
- Payroll
- Fair treatment
- Disciplinary issues
- Conflicts of interest involving solicitation, including selling products?



Human Resources

Does the situation involve:

- Privacy issues (examples: inappropriate access or disclosure of protected health information; medical record amendment request)
- Lost or stolen electronic devices containing PHI (immediately report to the UH Help Desk by calling **216-844-3327**)
- Patient care
- Billing concerns
- Fraud
- Conflicts of interest (examples: giving or accepting gifts, business courtesies, or having outside interests)?



**Compliance and Ethics
Compliance Officer
Compliance Hotline - 800-227-6934 or
<https://UHHospitals.org/ethics>**

We fulfill our duty to report compliance concerns and cooperate with compliance investigations.

This means, we:

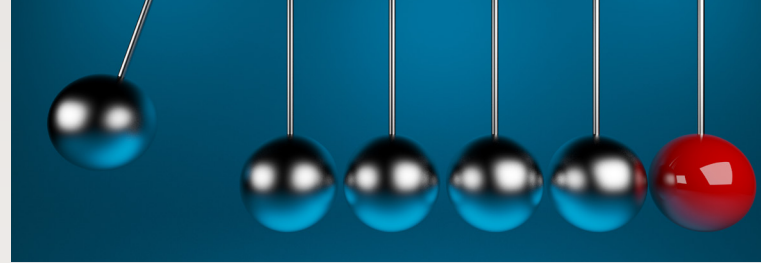
- Report in good faith.
- Preserve information regarding the situation being investigated.
- Provide true and complete information.
- Unless otherwise required or permitted by law, keep confidential matters under investigation.

We fully cooperate with government inquiries.

Upon learning of a government investigation, we immediately notify our supervisor, who immediately notifies the President of the relevant facility or entity and a member of the UH Law Department. We are always clear and truthful in responding to government inquiries, and do not conceal, destroy or alter any documents.

We maintain a positive work environment that supports our values and policies.

- ✔ We respect one another.
- ✘ We do not tolerate intimidating, threatening, or harassing behavior, such as:
 - Degrading or humiliating jokes, disparaging language and slurs;
 - Harassment based on personal characteristics or cultural backgrounds;
 - Unwelcome sexual advances, including verbal or physical conduct of a sexual nature that interferes with an individual's work performance or creates an intimidating, hostile or offensive work environment;
 - Workplace violence, including physical assault, threat of violence, stalking, robbery and other crimes, violence directed at the employer, terrorism or hate crimes; or
 - Possession of firearms, other weapons, explosive devices or other dangerous material on UH premises, except as authorized.



Q&A

Q. My friend is always telling jokes at work, but lately he started telling jokes related to ethnicity and sexual orientation. I know he is not prejudiced and doesn't mean to hurt anyone's feelings, but I told him to stop doing it. Did I overreact?

A. No. You did the right thing by speaking up. While your friend may not have meant to hurt anyone, employees, patients and others could take offense. Thus his jokes create an uncomfortable and possibly hostile work environment. If the behavior continues, you have a duty to report the incident to your supervisor, Human Resources representative, or Compliance Officer.

We immediately report instances of harassment and workplace violence.

If we observe or experience any form of harassment or violence, we report the incident immediately. For instance, if we have concerns that a fellow employee may be a potential target of physical violence by a third party (spouse, former spouse, family member, boyfriend, girlfriend, etc.) or a patient or visitor may act violently, we immediately report to our supervisor or to UH Protective Services.



We are committed to an alcohol-, drug- and smoke-free work environment.

UH hospitals, facilities and properties, including all parking lots, sidewalks and green space areas, are entirely smoke-free.

We have a safe and drug-free workplace, which means we:

- Report for work free of the influence of alcohol and illegal drugs.
- Notify our supervisor if we believe a medication, either prescribed or over-the-counter, may impair our judgment or job performance.
- Immediately consult our supervisor if we observe an individual who appears to be impaired.

Our Human Resources Department can arrange for confidential counseling and treatment for drug and alcohol dependence through the Employee Assistance Program.



Immediate termination may result if we report to work under the influence of any illegal drug or alcohol; have an illegal drug in our system; use, possess or sell illegal drugs during work time or on UH property. UH may use drug testing to enforce this policy.

We use UH resources responsibly.

Resources include such things as employee time, material, supplies, equipment, information, reports and records, computer software and data, trademarks and service marks, other intellectual property and UH-provided services. We do not use UH resources for personal or entity financial gain.

Before using UH assets for any community or charitable use, we obtain approval from our supervisor.

Use of UH communication systems and electronic media – All communication systems are the property of UH and are used for business purposes. This includes things such as computers, electronic mail, the intranet, Internet access, fax machines, telephones and voice mail.

We keep our workplace safe.

Each of us makes sure UH is a safe place for both patients and personnel.

To this end, we:

- Complete required safety training.
- Comply with all laws, regulations, accreditation standards, and Occupational Safety and Health Act requirements.
- Know how UH health and safety policies apply to our specific job responsibilities.
- Notify our supervisor about a safety hazard, broken piece of equipment, any workplace injury or any situation presenting a danger of injury so that timely corrective action may be taken.



We responsibly use internal communication channels and access the Internet at work in a way that supports UH values and policies.

This means that we:

- ❌ Do not post, store, transmit, download or distribute any material that is threatening, discriminatory, obscene or knowingly, recklessly or maliciously false.
- ❌ Do not use these communication channels to send chain letters, broadcast personal messages, forward copyrighted documents not authorized for reproduction, conduct a job search or open misaddressed mail.

Employment Practices

We hire and do business with qualified individuals and entities.

We do not hire, contract with or bill for services rendered by an individual or entity that:

- has been convicted of a criminal offense related to health care;
- has been convicted of a criminal offense that disqualifies the individual from employment;
- is excluded from participating in federally funded health care programs; or
- is a suspected terrorist as determined by the federal government.

We are committed to fair and respectful employment practices.

We recognize people as our asset. UH's ability to deliver quality patient care reflects the skills and abilities of our employees, medical staff and volunteers. Having a team with a broad range of experiences helps us better understand and serve our patients.



We provide an inclusive work environment where everyone is treated with fairness, dignity and respect.

We embrace the diversity of our patients, co-workers, physicians and vendors. UH is an equal opportunity workforce. We do not allow harassment or discrimination against any individual with regard to race, ethnicity, religion, gender, age, national origin, sexual orientation, disability, veteran status or any other characteristic protected by law.

We take action to ensure compliance with the law, UH policies and this Code.

When appropriate, we initiate remedial action, which may include:

- prompt restitution of any overpayment amounts;
- notification of the appropriate governmental agency;
- enforcement of disciplinary action;
- reporting of individuals who have engaged in criminal activity to appropriate law enforcement authorities; and/or
- implementation of systemic changes to prevent a similar violation from occurring.



We maintain our required licenses and professional credentials to perform our job.

- We understand the scope of practice that our licensure or credentials permit us to perform and stay within those boundaries.
- We provide a copy of our current license, certification or other required credentials to the Human Resources Department.
- We require independent contractors to maintain all required credentials.
- We do not allow caregivers with lapsed or revoked credentials to provide care to patients.

We follow environmental regulations.

We abide by all laws, regulations, and UH policies relating to the protection of the environment. We promote sound environmental practices that prevent damage to the environment, enhance human and community resources, and reduce or avoid exposure to environmental dangers.

This means we:

- Know how our job duties impact the environment.
- Consult our supervisor for assistance and direction.
- Utilize resources appropriately and efficiently.
- Recycle where possible.
- Follow all requirements for the proper handling of hazardous, bio-hazardous and nuclear materials.
- Immediately tell our supervisor about any situation involving contamination by a hazardous substance, improper disposal of medical waste, or any situation that may be potentially damaging to the environment or create a hazard to personnel.
- Cooperate with the appropriate authorities to remedy any environmental contamination for which UH may be responsible.

We comply with applicable federal and state laws and relevant professional ethical guidelines related to marketing, advertising and communication activity.

- We engage in marketing and advertising activities to educate the public, provide information to the community, and increase awareness of our services and recruit employees.
- We present only truthful, informative and non-deceptive information in our materials and announcements.
- We refer all media inquiries to the UH Marketing & Communications Department.
- We do not permit third parties (e.g., vendors) to use or associate UH's name, symbols, logos or trademarks in an advertisement, press release or marketing material without the prior consent of the UH Marketing & Communications Department.



Commitment to Fair Sourcing

University Hospitals is dedicated to transparent and competitive sourcing for services, products, and capital expenditures. All purchases exceeding \$20,000 must undergo a competitive bidding process involving at least three vendors. We prioritize vendors based on their ability to meet our operational needs, ensuring decisions are made objectively and not influenced by personal relationships.

Commitment to Respectful Engagement

University Hospitals values respectful and equitable interactions with our patients, families, physicians, workforce, business partners, and the broader community. We aim to strengthen our ability to serve a wide range of individuals by fostering awareness and appreciation of different perspectives and experiences.

Commitment to Sustainability

University Hospitals is committed to sustainability to enhance the health and well-being of our patients, employees, and local community, and to steward our natural environment. We integrate social, economic, and environmental considerations into our business decisions, and have defined five priority areas in our sustainability efforts: waste reduction and recycling, energy management, green building, sustainable procurement, and education and outreach.



Relationships with Physicians

We carefully review financial relationships with physicians and other health care practitioners for compliance with the Anti-Kickback Statute and Stark Law.

Business arrangements with physicians must be pursuant to signed, written contracts and appropriately structured to comply with legal requirements. All transactions with physicians require review and approval by the appropriate UH leader for the contracting UH entity and approval as to form by the Law Department and, in some arrangements, the Compliance and Ethics Department in accordance with the UH physician transaction policies.

All UH personnel who interact with physicians, particularly those in a position to approve financial arrangements with physicians or process payments to physicians, must be aware of the legal requirements and UH policies that address relationships between UH entities and physicians.



- We accept patient referrals and admissions based solely on the patient's clinical needs and our ability to render the needed services.
- We do not ask for or receive anything of value, directly or indirectly, in exchange for the referral of patients.
- We do not pay or offer to pay anyone – employees, physicians or other persons – for the referral of patients.
- We do not accept payment for referrals that UH makes.
- We do not provide “professional courtesy” discounts to members of the medical staff or their families.
- We do not allow hospital charges owed by an affiliated physician to be waived, in whole or in part.

We prohibit offering, accepting or giving bribes, kickbacks or something of value as a reward or thank you for patient referrals.

This includes services, gifts, entertainment or anything that has value to the recipient.


We consult UH policies prior to extending any business courtesy or token of appreciation to a potential referral source.

We comply with local, state, and federal laws relating to the accuracy and completeness of all records.

This includes business records such as financial transactions and financial reports, personnel, insurance, and medical records. We depend on accurate and reliable information to make responsible business and clinical decisions. We ensure that our records are accurate and not misleading.

We accurately and legally bill the government, third party payors, and patients.

We are committed to full compliance with federal health care program requirements, including preparing and submitting accurate claims consistent with such requirements. We monitor and verify that claims are submitted accurately and appropriately. Strict federal and state laws and regulations govern third-party billing of our insured patients.



The Federal False Claims Act makes it a crime for any person or organization to knowingly make or file a false claim for payment from the federal government.

We follow UH coding and billing policies to ensure our bills are accurate and comply with all applicable laws.

This means:

- We bill only for those services actually provided.
- We provide medically necessary services that are ordered by a physician or other appropriately licensed individuals.
- The medical record contains proper, timely, appropriate and legible documentation of all physician and other professional services prior to billing.
- We monitor and audit UH billing practices and correct billing errors prior to submitting a bill. If the bill has already been submitted we correct the underlying problems and make appropriate refunds.



We respond timely and truthfully about any billing inquiries.

We cooperate with and are courteous to all government inspectors, their agents (e.g., Medicare Administrative Contractors) and other third parties. We provide them with information to which they are entitled during an inspection or inquiry.

We retain or destroy medical and business documents and records in accordance with the law and UH's record management policy.

Medical and business documents include paper documents such as letters and memos, computer-based information such as email or computer files on the UH network or stored in a portable format and in any other medium that contains information about UH or its business activities.

We are responsible for knowing and following the record retention requirements for the documents we create or maintain on UH's behalf.

No one may remove or destroy records prior to the specified date without first obtaining permission as outlined in the UH records management policy.



We act as a responsible nonprofit organization.

This means, we:

- ✔ Use our own funds and time to benefit or contribute to individual political campaigns, political parties or any of their affiliated organizations.
- ✘ Do not engage in partisan political activity using UH financial or non-financial resources (such as work time, paper, envelopes, secretarial time, postage meters or telephones) to benefit or contribute to individual political campaigns, political parties or any of their affiliated organizations.
- ✘ Do not seek reimbursement from UH for any personal contributions to political organizations or campaigns.
- ✘ Do not attempt to influence the decision-making process of governmental bodies or officials by improperly offering any benefit.

Q. What is a nonprofit organization?

A. Nonprofit organizations are formed to operate for the benefit of the communities they serve. Surplus funds are used to cover operating expenses and are typically reinvested to further their charitable and social welfare purposes. In exchange for these charitable activities, the organization is exempted from paying many federal, state, and local taxes. To retain its tax exemption, a nonprofit organization must meet rigorous standards established by federal, state, and local tax authorities.



Conflicts of Interest and Business Relationships

We disclose potential conflicts of interest and seek approval before pursuing the activity.

We owe a duty of loyalty to UH in all activities affecting UH. We disclose financial interests and activities that may be perceived as a conflict of interest.

Q. What does “conflicts of interest” mean?

A. The term conflicts of interest refers to situations in which financial or other personal considerations may compromise, or have the appearance of compromising, an individual’s ability to make objective decisions in the course of the individual’s UH job responsibilities.

Q. What are examples of potential conflicts of interest for which we must seek approval before pursuing the activity?

A. Potential conflicts include:

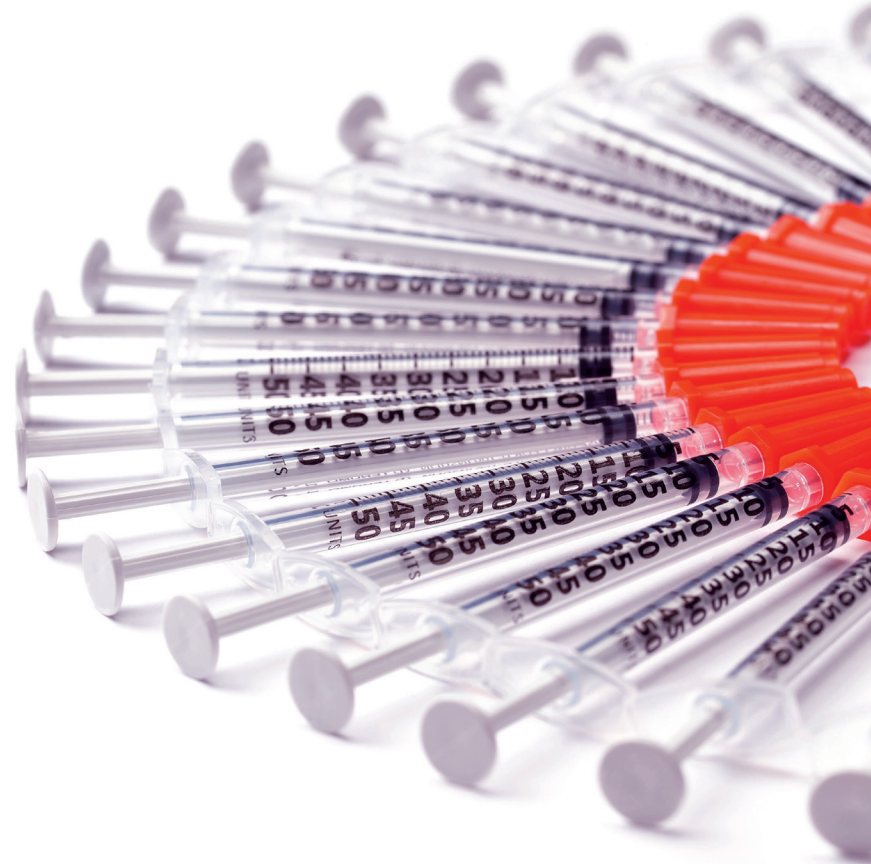
- Being employed by a company that competes with, contracts with or is a supplier of UH;
- Having a financial or ownership interest in an entity that competes with UH;
- Having financial relationships that could appear to influence the independence of patient care decisions;
- Using UH property, information or resources for non-UH purposes;
- Holding outside jobs or positions that conflict with or distract from our work at UH;
- Making business decisions that involve of could benefit family or friends; or
- Having a supervisory or reporting relationship to family or someone to whom we are close.

Relationships with Contractors and Suppliers

We manage our consulting, contractor, supplier and vendor relationships in a fair and reasonable manner, free from conflicts of interest and consistent with all applicable laws and good business practices.

This means we:

- Promote competitive purchasing to the maximum extent practicable.
- Always employ the highest ethical standards in business practices in source selection, negotiation, determination of contract awards and the administration of all purchasing activities.
- Comply with contractual obligations not to disclose vendor confidential information unless permitted under the contract or otherwise authorized by the vendor or required by law.
- Encourage our suppliers to adopt their own set of comparable ethical principles consistent with their industry's best practice.



Business Courtesies

There are times when we receive from or extend to a business partner an invitation to attend an event (e.g., a local theater performance or sporting event) in order to further develop UH's business relationship. We never offer anyone direct, indirect or disguised payments or anything of value in exchange for the referral of patients. While the following discussion provides guidance, we must consult and comply with UH policies and applicable law prior to accepting business courtesies.

Departure from these guidelines requires advance written approval by a supervisor in the requester's chain-of-command, who must be at least a UH Vice President.

Meals and Business Entertainment

Q. A vendor invited me to play golf at her CEO's country club followed by cocktails and dinner. I declined the invitation, was this my only option?

A. Declining the invitation is one option. Because it appears that the cost of the event exceeded \$150, you could obtain advance approval from your UH Vice President. Remember the Chief Compliance Officer should always be copied on the approval communication.

We may only accept from or offer to a UH vendor or business partner meals and business entertainment if:

- The cost associated with the event is reasonable and appropriate, which generally means the cost is less than \$150 per person;
- No expense is paid for travel costs or overnight lodging;
- Such invitations from the business partner are not more than quarterly;
- There are no business transactions or renewals of an existing relationship currently under negotiation; and
- The vendor representative attends the event and topics of a business nature are discussed.

Identifying business courtesies can be complicated. Each of us must review UH policies that provide guidance and contact the Compliance and Ethics Department for assistance.

Gifts

UH employees may accept a personal gift from any organization or vendor representative with a current or potential relationship with UH as long as:

- The value of all gifts from such business partner in a calendar year does not exceed \$150;
- The business partner does not offer a gift to a covered person more than quarterly; and
- A business transaction or renewal is not being negotiated or a material aspect of an existing business relationship is not under review (e.g., an audit is being conducted).

We do not accept for ourselves (or any member of our family) cash or cash equivalents, such as stocks, bonds or gift certificates, from any individual or organization with a current or potential relationship with UH. We never solicit gifts.



Training and Education

Business partners may extend training and educational opportunities that include travel and overnight accommodations at no cost to UH or any individual employee. We ensure compliance with UH Conflicts of Interest policies.

Q & A

Q. A medical device company invited me to its facility for training on a new product that UH intends to buy. The vendor is covering the cost of the training, travel, lodging and meals for two days. May I attend?

A. Yes, as long as you obtain advance approval from your UH Vice President or higher-level leader within your chain of command. Any approval must be copied to the Chief Compliance Officer.

When requesting approval you should provide the following information:

- a description of the training;
- the business necessity of the training; and
- the estimated cost of the training, travel, lodging and meals.



Extending Business Courtesies to Government Officials

Both federal and state governments have strict rules and laws regarding the giving of gifts, meals and other business courtesies to their elected officials and employees. We do not offer or give anything of value to an elected official, employee or representative of a government agency except for modest refreshments valued at less than \$10. If a rare circumstance arises and we want to offer a gift to a government employee, we first obtain the approval of UH's Chief Compliance Officer.



Questions?

Contact the Compliance and Ethics Department via our department email at **Compliance@UHhospitals.org** or by calling **216-286-6362**.

Hotline Information

800-227-6934

<https://UHhospitals.org/Ethics>

Acknowledgement of Requirements

All employees are required to sign a certification statement confirming they have read this Code and agree to follow its standards as well as UH policies and practices.

Updates to the Code

If you have any questions or comments regarding this Code, please contact your Compliance Officer or the Compliance and Ethics Department.