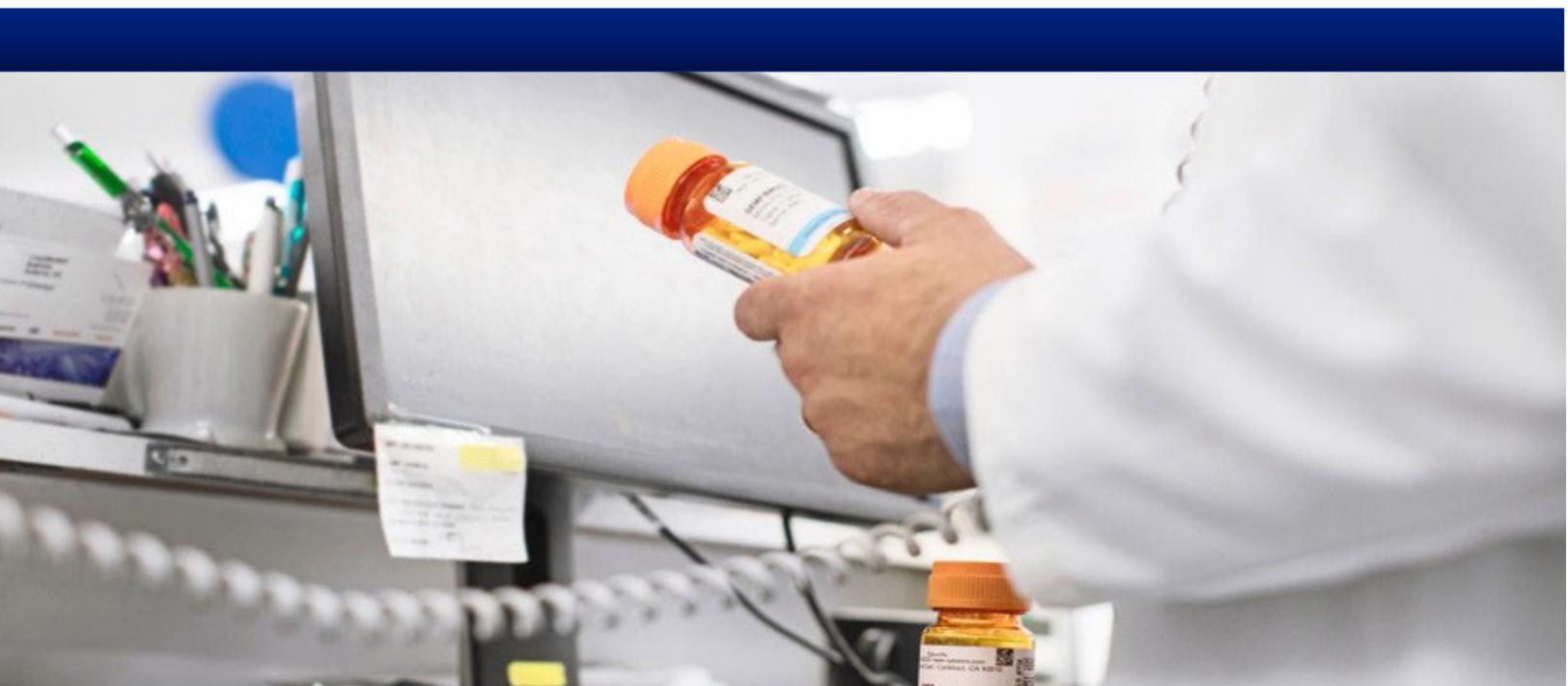




# Code of Conduct



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# Introduction

Our mission is to improve lives by transforming health care in America: one patient, one family, one community at a time. That relationship, in such a personally sensitive part of their lives, must be built on trust — trust that we will strive to do what is best for them, that we will keep our promises. We are committed to integrity in everything we do including compliance with applicable laws, regulations, and contractual obligations. Optum Partner Services (“OPS”) provides business support to a family of professional companies.

Our patients, Employees, and regulators depend on us to maintain high standards of ethical conduct, information security and confidentiality. And if there should be a problem, they want to know that we have the courage to acknowledge our mistakes and do what needs to be done to address them.

The principles of integrity and ethical behavior you find in this Code of Conduct comprise a basic outline of the behaviors expected of each of us. These principles will help to ensure that we always strive to do the right thing in our day-to-day business activities and long-term decision-making.

## About the Code of Conduct

### Our Principles of Ethics & Integrity

We all must act with integrity in everything we do. Acting with integrity begins with understanding and abiding by the laws, regulations, policies, and contractual obligations that apply to our roles and activities. The Governing Body has adopted this Code of Conduct (“Code”) which applies to all Employees and directors (“Employees”) of the family of professional corporations, professional associations and medical groups managed by Optum and its affiliates (collectively “Practice”), to provide guidelines for our decisions and behavior. This Code represents a core element of our compliance program.

### Complying with the Code of Conduct

Since the Code cannot address every situation you might encounter, use your good judgment and values to uphold the spirit and intent of the Code. When you are uncertain about the appropriate course of action, do not hesitate to seek guidance. There are numerous resources available to support you.

You must comply with this Code and all policies that apply to you. Managers have an additional responsibility to understand this Code and our policies so that you may serve as a resource for Employees. If you are uncertain as to how this Code or any policies apply, or if you have questions, contact the OPS Compliance Officer or your Legal Representative.

### Reporting Misconduct

If you encounter what you believe to be a potential violation of law, regulation, this Code, or our policies, speak up. Speaking up is not only the right thing to do, it is required by policy. There are many ways to report concerns, including the OPS Compliance & Ethics Hotline. You always have the option to report anonymously, and, regardless of how you report, you are protected from retaliation when you speak up in good faith. All reports will be reviewed and, if necessary, investigated.

Reporting potential Code or policy violations helps us address issues quickly and thoroughly. You also help us identify opportunities to provide guidance on how the Code and policies apply in specific situations.

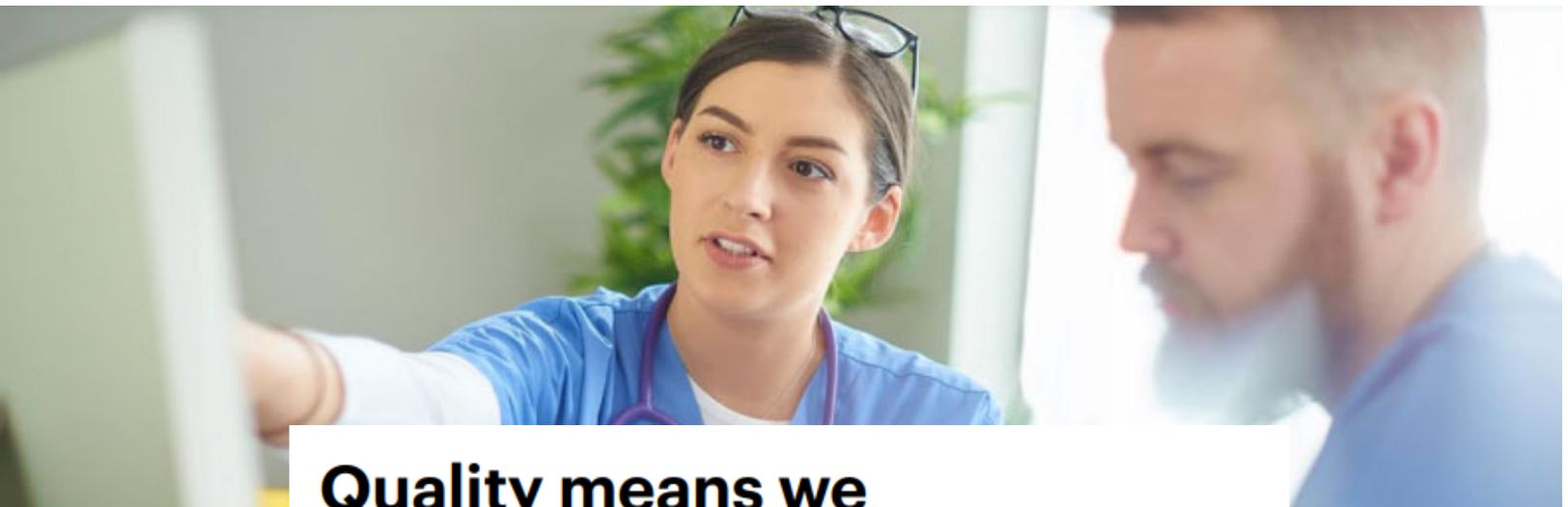
### Violations of the Code of Conduct and Policies

Violating this Code, our policies, laws and regulations or contractual obligations not only has potential legal and regulatory consequences, but also compromise our reputation. Unethical or illegal acts can never be justified. No one, regardless of their position, is ever authorized to commit, or direct another person to commit, an unethical or illegal act. In addition, you cannot use any third party to act in any way that is prohibited by law, this Code, policy, or contractual obligation.

All violations of this Code of Conduct, our policies, contractual obligations, or laws will be taken seriously and may result in discipline, up to and including termination and possible legal action, including referral to law enforcement.

## Waiver to the Code

Circumstances may arise where you believe that a waiver of the Code requirements is merited. Requests for waiver of the Code are rarely, if ever, granted. However, you may seek formal waiver of a specific requirement or obligation of this Code by submitting a written request to the OPS Compliance Officer. No action prohibited by this Code should be taken without a waiver from the OPS Compliance Officer.



# Quality means we strive for excellence in everything we do.

Every service delivered. Every home visited. Every pill dispensed.  
Every document created, product developed and phone call answered.  
Every moment — and decision — is an opportunity to put Quality first.

Quality is...

Caring about people *and* performance.

Making connections *and* building trust.

Taking individual ownership *and* growing together.

Getting it right the first time *and* continuing to improve.

Because when we focus on our Mission and live our Values, we consistently deliver Quality — to each other and every person we serve.

# Who to Contact with Questions or Concerns

## Ask Yourself

When faced with a potential ethical issue, it may help to ask these questions:

- Could this harm our reputation?
- Am I certain my actions are legal?
- Am I being fair and honest?
- How will my actions appear with the benefit of hindsight?
- How will the situation be described in a newspaper headline?
- Will I sleep soundly tonight?
- What would I counsel a colleague to do?

## Your Manager

Often your first contact for workplace issues.

## OPS Compliance Officer

[OPSCompliance@optum.com](mailto:OPSCompliance@optum.com)

Your contact for asking questions about this Code of Conduct, compliance policies, and regulatory requirements and the compliance program.

## Ethics and Compliance

OPS Compliance & Ethics Hotline

Available 24 hours a day, 7 days a week by phone at (855) 678-6758 or online at

[www.OPSCompliance.ethicspoint.com](http://www.OPSCompliance.ethicspoint.com).

Your contact for asking questions about and reporting violations of:

- The OPS Code of Conduct
- Compliance
- Law and regulations

The hotline and web portal are administered by a third party vendor and the toll free number can be used to submit a report anonymously. Retaliation is strictly prohibited against any individuals for raising concerns or questions or for reporting suspected violations regarding compliance matters in good faith.

## Privacy Office

[Privacy@optum.com](mailto:Privacy@optum.com)

Your contact for reporting suspected violations of privacy policies, laws, and regulations.

## Enterprise Health & Safety

(888) 299-6427

[healthandsafety@uhg.com](mailto:healthandsafety@uhg.com)

Your contact to report unsafe conditions and workplace hazards.

## Corporate Security

[Corporatesecurity@uhg.com](mailto:Corporatesecurity@uhg.com)

Your contact to report concerns regarding workplace security.



# Integrity

We hold ourselves to high standards of personal integrity in our interactions with patients, Employees, and regulators. We recognize that appearances matter when it comes to integrity.

## Integrity with Books and Records

We are committed to the integrity of our records, books, financial and other reporting. Employees are responsible for, and directors oversee the process of, ensuring that all books, records, accounting, and reporting are accurate and complete, and properly reflect the actual transaction event recorded and are retained according to Practice policy. In addition, U.S. Securities laws impose specific obligations on each Employee involved in the Practice's financial disclosure process.

### Act with Integrity

**Recognize and address conflicts of interest.** Conflicts can occur when your personal, financial, social, or political interests or activities, or investments and ownership interests (or those of your immediate family) could affect or appear to affect your decision-making on our behalf or where your objectivity could be questioned because of these interests or activities. Conflicts can also occur between businesses, where one business unit could effectively exclude another business unit from conducting business with the government.

**Follow policies on gifts and entertainment involving business partners or suppliers, including government officials, patients and pharmaceutical, medical device, and biologic manufacturers.** Giving or receiving gifts or entertainment, such as tickets to a sporting event, a meal, or an invitation to a conference, may be inappropriate, and in some cases illegal. We never offer, give, or receive something of value to induce a referral or as a reward for referrals from other businesses. We never offer, accept, or give bribes or kickbacks. When required or uncertain, seek approval from the OPS Compliance Officer before giving or receiving gifts or entertainment.

**Do not buy or sell any stock based on material, non-public information.** You may become aware of material information about the Practice (or another company) that is not generally known or available to the public. Keep this information confidential. Do not trade in stock or other securities of a company or recommend that others do so based on this information.

**Do not use property, information, or your position for personal gain, or to compete with the Practice.** You have a duty to advance the Practice's interests when an opportunity is presented.

You may not use Practice property, information, or your position with the Practice to take advantage of corporate opportunities for your personal gain, unless the opportunity was first presented and rejected by the Practice, and you will not be competing with the Practice's business activities.

**Each Employee involved in the Practice's disclosure process is responsible for the accuracy and completeness of facts regarding the Practice.** This includes representations to independent auditors, governmental regulators, and self-regulatory organizations. You must review and critically analyze proposed disclosures or, where appropriate, delegate this task to someone more knowledgeable.

**Maintain professional relationships.** You are expected to maintain appropriate, professional boundaries with patients and their families. These boundaries may be determined by applicable laws and regulations, professional licensing boards, and enterprise policies.

## Honor Commitments

### Our Commitments

Each of us commits to:

- Review, understand and comply with our policies and standards of conduct that are applicable to your position and business;
- Avoid making business decisions that affect your personal interests;
- Avoid engaging in behavior that may inappropriately influence the conduct of business, including giving or accepting gifts or benefits.

#### Associated Policies:

- Anti-Corruption
- Anti-Kickback and Stark Law
- Conflicts of Interest
- False Claims Act Compliance
- Gifts, Entertainment, Honoria and Industry Interactions
- Professional Boundaries Between Employees and Patients

# Accountability

We are personally responsible for our actions.

We share the responsibility for preventing fraud, waste, and abuse in the healthcare system. The Practice has established processes for identifying, reducing, and combating fraud, waste, and abuse.

Prompt reporting of suspected Code or policy violations and potentially illegal or unethical conduct to an appropriate company representative requires the courage to acknowledge our mistakes and enables us to do whatever is needed to address them.

**Failing to report suspected violations or to cooperate with the investigation is itself a policy violation and can lead to discipline up to and including termination.** If you have any concerns about reporting a potential violation to your manager, or if you have already done so but the violation has not been addressed, contact the OPS Compliance Officer or your Legal Representative. Managers who receive such reports must take immediate action, and involve Legal, Compliance or Employee Relations representatives, as appropriate.

We will take all reasonable precautions to maintain the confidentiality of those who report an integrity or compliance concern to the extent allowed by policy and the law. **Intimidation and retaliation in any form against an individual who, in good faith, reports a suspected violation of this Code or provides information related to such reports, policies, the law or contractual obligations, is prohibited.** You should immediately report any suspected retaliation to Employee Relations, the OPS Compliance Officer or the OPS Compliance & Ethics Hotline. Making malicious or purposely false reports also violates our policy and will result in disciplinary action up to and including termination.

## Be Accountable

**Hold yourself accountable for your decisions and actions.** We are all responsible for complying with applicable law, regulations, and contractual obligations. When we see potential violations of the law, this Code, policies, or contracts, we must report them in good faith.

**Cooperate with all investigations.** You are expected to support the investigation and resolution of potential violations, by providing all information and records that are requested for the investigation or that you know are relevant to an inquiry. This includes providing timely, accurate, truthful, and complete information and documentation.

## Responsibility

### Our Commitments

We are all accountable for complying with applicable laws, regulations, and contractual obligations, with this Code of Conduct, and our policies and procedures. When we are accountable, we earn the trust our patients, Employees, and regulators place in us.

#### Associated Policies:

- Reporting Misconduct and Non-Retaliation
- Professional Boundaries Between Employees and Patients

# Fair Competition

Our success is based on honest competition.

Many laws and regulations define and promote fair business practices to protect the competitive environment. For example, the antitrust laws protect against practices that interfere with free competition. They are designed to promote a competitive economy in which businesses have an opportunity to compete fairly on the basis of price, quality, and service. To comply with these laws, you must deal fairly with suppliers and competitors.

## Comply with Fair Competition Laws and Associated Policies

**Avoid discussions with competitors that may appear to unreasonably restrain competition.** Communications or agreements with competitors regarding reimbursement rates and other topics related to our business may violate the antitrust laws, resulting in severe penalties. While there are legitimate business reasons to communicate with a competitor, you should always make sure that your discussions in these contexts do not cross into the areas of prohibited subjects or activities. Please consult your Legal Representative to understand the limits that may apply.

**Exercise caution when participating in collaborative projects, benchmarking surveys, and information exchanges involving competitors, even when such projects appear to serve the public interest.** Consider whether a trade group, association, or other third party can play a role in managing the exchange of information and/or facilitating interactions with competitors in furtherance of the collaborative effort.

**Exercise caution at industry seminars and conferences.** Attending seminars and conferences with others in our industry is common. Always be cautious when discussing business matters with competitors.

**Ask questions first.** If you are unsure about whether an exchange of information or a communication in a particular situation would be appropriate, please consult your Legal Representative.

## Honesty

### Our Commitments

We seek competitive advantages only through legal and ethical business practices.

#### Associated Policies:

- Antitrust
- False Claims Act Compliance
- Anti-Kickback and Stark Law

# Privacy and Information Security

Maintaining the privacy and security of personal information that we collect, use, or disclose is an essential element of our commitment to integrity and ethical behavior.

## Protect Personal Information

We receive personal information from or about patients as part of our day-to-day business activities. Protecting this information is critical:

- Personal information is a broad term that may include Social Security Numbers, dates of birth, financial and medical information, and other information that identifies a particular individual.
- We are trusted and required to reasonably, and appropriately safeguard personal information, and to use or disclose such information only as permitted by the individual or in compliance with all applicable laws.

## Protect Privacy, Ensure Security

**Understand the rules regarding personal information.** Recognize that the use or disclosure of personal information is governed by laws, regulations, contracts or policy. If you are unsure how to appropriately handle such information, please contact the OPS Compliance Officer.

**Fulfill the obligations of your job.** Ensure the privacy and security of all personal information when accessing, using, or disclosing it. Remember that you have an obligation to be vigilant for instances when colleagues or business partners inappropriately disclose or misuse personal information. Report such activity to the Privacy Office right away.

**Keep it private; keep it secure.** Always ensure that you are accessing or disclosing personal information only as necessary and only to the extent required for business purposes, and that you are doing so in a secure manner appropriately.

**Ask questions first.** If you are unsure about whether an exchange of information or a communication in a particular situation would be appropriate, please consult your Legal Representative.

## Compassion

### Our Commitments

Managing an individual's personal information respectfully, responsibly and in accordance with all applicable laws builds patient trust.

#### Associated Policies:

- [Privacy and Information Security](#)
- [Optum Privacy Policy Suite](#)
- [Optum Information Security Policy Suite](#)

# Our Assets and the Environment

Stewardship is the careful and responsible management of something entrusted to your care. As Employees of the Practice, we are entrusted with the Practice's assets, including equipment, supplies, data, financial information, confidential company information, and intellectual property.

**Limit use of Practice assets or resources for personal reasons.** Although you may use certain assets, such as the Practice's communications systems, for limited personal use, Practice assets are intended to be used for business purposes that benefit the Practice.

**Protect the Practice's intellectual property and confidential information.** Intellectual property and confidential business information are among the Practice's most valuable assets. Intellectual property includes concepts protectable by patent, copyright, or trademark and trade secrets like proprietary processes, methods, software, and algorithms, to name a few.

Examples of confidential information include reimbursement rates to business partners and business strategies. All Employees are responsible for safeguarding the intellectual property and confidential information in their possession or that they have access to. Be aware of use restrictions, intellectual property and confidential information should not be shared or used with external applications or on websites without proper approvals.

**Limit the use of Practice names and brands, such as trademarks and logos only to those that advance the Practice's interests and be vigilant for signs of misuse.** The brand identity and trademarks of the Practice are visual representatives of our reputation. We must ensure that they are not used without permission.

**Maintain business and administrative records in accordance with the Practice's Record Retention Schedules.** Documents you create and handle must be created, retained, and deleted according to the processes defined in the Practice policy.

**Strive to act in an environmentally responsible manner in your Practice role and in our communities.** Help raise awareness of the sustainability and green practices in place at the Practice and periodically evaluate our implementation of those practices.

## Stewardship

### Our Commitments

Each of us commits to:

- The Practice's assets are critical to its continued success, and each Employee must ensure that the assets used in his or her role are protected from misuse, loss, improper disclosure, and destruction.
- The Practice is also committed to stewardship of a critical asset we all share - the environment.
- We encourage Employees to conserve natural resources and implement green strategies and environmentally conscious practices in the workplace.

#### Associated Policies:

- Privacy and Information Security
- Optum Privacy Policy Suite
- Optum Information Security Policy Suite
- Conflicts of Interest
- Protecting Information Assets and Confidential Information

# Government Interactions

Any interactions with government Employees and officials must be in compliance with local, state and federal regulations.

In our interactions with government employees and officials, we must always bear in mind that:

- Federal, state, and local laws and Practice policy prohibit you from giving U.S. government officials, government employees or their associates with anything of value, such as gifts, meals, entertainment, or political contributions, as a bribe to obtain or retain business or any other business advantage.
- Your personal political activity may, in certain states and municipalities, be attributed to the Practice and could adversely affect our ability to do business within those jurisdictions.
- If you are unsure about the requirements for appropriate interaction with government employees and officials, or if you need further guidance, please contact your Compliance or Legal Representative.



#### Associated Policies:

- Anti-Corruption
- Gifts, Entertainment, Honoraria and Industry Interactions
- False Claims Act Compliance
- Political Activity and Political Contribution
- Employee Sanctions Monitoring

# Communications and Marketing

Our reputation is dependent upon clear and accurate communications.

You may not discuss material, nonpublic information, such as financial information and reports, executive personnel changes, lawsuits or regulatory actions, and mergers or acquisitions outside of the Practice unless you have received specific approval from your Legal Representative or are otherwise required to disclose such information.

Moreover, social media has become an increasingly important communication tool, but it also presents an arena for potential communication pitfalls. Employees who publish or post content on blogs, social-networking sites, wikis, and other user-generated media on the internet (such as Facebook, Google, LinkedIn, Yahoo/Groups, YouTube, Twitter, Wikipedia, Pinterest, Tik Tok, chat rooms, message boards, etc.) should exercise good judgment and follow the OPS Social Media Policy. The policy applies to the use of social media as part of your work on behalf of the Practice and to your social media activity outside of the Practice.

## Communicate Effectively and Appropriately

**Refer members of the media to Media Relations.** A referral to Media Relations will ensure that the person or organization seeking information talks to a subject-matter expert and receives the most current information. All news releases for distribution to local, regional or trade media must be reviewed and approved by the appropriate business leader, the Communications Department, subject-matter experts, and assigned legal counsel before they are released.

**Do not act as the Practice spokesperson unless you have coordinated with the Communications Department.** Employees who are experts in a certain area or who are Practice leaders may be asked to act as a media spokesperson. All questions or requests from the media must be directed to the Communications Department, and all spokespersons must coordinate their media contacts with their assigned communications staff.

If you are asked to speak at a conference or other public event, you are required to follow OPS policy before accepting any engagements.

## Clarity

### Our Commitments

We present information in a clear, truthful, accurate, and professional manner. Our communications should positively reflect our commitment to make health care work for everyone.

#### Associated Policies:

- Social Media
- Gifts, Entertainment, Honoria and Industry Interactions
- Conflicts of Interest
- External Engagement

# A Safe and Supportive Working Environment

We strive to provide a safe and supportive working environment. In keeping with our mission and our values, we respect the human rights of all those whom we employ or interact with. The Practice does not tolerate behavior that endangers its Employees, patients, or business partners, or subjects them to discrimination, harassment, or threats.

We provide an environment free from acts or threats of violence, inappropriate conduct, and from illegal drugs and alcohol misuse. We do not retaliate against individuals who make good-faith complaints or reports of discrimination, harassment, violence or threats, or any other violation of this Code of Conduct or Practice policy, or who provide information related to any such complaint or report.

The Practice will balance Employee privacy with the need to maintain a safe and efficient work environment.

## Promote a Safe and Supportive Working Environment

### **Report to Corporate Security all threats, attempted violence or actual violence that occurs in the workplace.**

We do not tolerate violence or threats of violence in any form in the workplace, at work-related functions, or outside of work if it affects the workplace. Weapons are not allowed on Practice property. In emergency situations — or if you perceive a threat to be imminent — please call 911.

**If you are under the influence of any intoxicant, you may not work or be present on Practice sites, in Practice vehicles or act on the Practice's behalf.** While working on behalf of the Practice, you must not use any substance that could prevent you from working safely or effectively, including prescription medications. You may, however, consume alcohol at authorized Practice functions or in certain legitimate business settings. At all times, however, you are expected to act responsibly and to consume alcohol only in moderation.

**Immediately report to Employee Relations accidents, injuries, or unsafe practices occurring on Practice grounds.** You are obligated to promptly report any incident that compromises workplace safety.

**Notify Employee Relations, your manager, or the OPS Compliance & Ethics Hotline if you experience or witness discriminatory conduct or harassment in your workplace, intimidation, or retaliation for reporting potential ethics violations, discrimination, or harassment.** We do not permit discrimination or harassment, on the basis of age, race, gender, color, religion, national origin, ancestry, disability, marital status, protected veteran status, sexual orientation, gender identity and/or expression, genetic information, status with respect to public assistance or any other characteristic protected by state, federal, or local law. Similarly, we prohibit any intimidation or retaliation against individuals who make good-faith complaints or reports of discrimination, harassment, violence or threats, or any other violation of this Code.

**Professional Boundaries between Employees and Patients.** You are required to maintain appropriate Professional Boundaries during all interactions, whether in person, virtual, telephonic, or otherwise, with any patients with whom you engage as part of your professional duties.

## Respect

### Our Commitments

The Practice is dedicated to creating an inclusive environment, free of bias or discrimination, for everyone, regardless of age, race, gender, color, religion, national origin, ancestry, disability, marital status, protected veteran status, sexual orientation, gender identity and/or expression, genetic information, status with respect to public assistance, or any other characteristic protected by state, federal or local law. United by our values and mission, our working environment should promote respect and appreciation for our differences and acknowledge the value of diversity to our organization.

#### Associated Policies:

- Professional Boundaries Between Employees and Patients
- Protecting Information Assets and Confidential Information
- Sexual and Other Harassment
- Reporting Misconduct and Non-Retaliation
- Civil Rights Non-Discrimination

# How will you contribute?

Each of us applies our judgment to a range of situations, both anticipated and unanticipated, every day. The choices and decisions we make define who we are as individuals and as an organization. When you are not sure how to resolve a particular issue or concern, we have resources to help you. Together, we can sustain a culture of integrity which supports our mission to improve lives by transforming health care in America: one patient, one family, one community at a time.



**Policy Owner: OPS Compliance Officer**  
**Version and Annual Review Dates**

Version 1	12/16/2013
Annual Review Date	12/16/2013
Annual Review Date	12/28/2015
Annual Review Date	12/28/2016
Annual Review Date	12/07/2017
Annual Review Date	11/07/2018
Annual Review Date	10/11/2019
Annual Review Date	10/28/2020
Annual Review Date	12/27/2021
Annual Review Date	11/21/2022
Annual Review Date	12/28/2023
Annual Review Date	12/19/2024
Annual Review Date	01/05/2026