

COMPLIANCE CODE  
OF BUSINESS ETHICS AND CONDUCT

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# Mission, Vision, Values



## Letter From Mike Lovett, *President & CEO* Marc Feingold, MD, *Chair, Clinical Governance Board (CGB)*

Consensus success is a direct reflection of the integrity, honesty and determination of our Providers and Covered Individuals. We are committed to conducting all of our business in Compliance with any Applicable Law and regulations and avoiding any impropriety, dishonesty, or wrongdoing. We must continue to be unwavering and steadfast in our adherence to the highest standards of business conduct and ethics in order to create and reinforce a culture that embraces compliance, maintains our good reputation, and enhances our ability to continue being a leader in providing the highest quality of patient care.

Our

Compliance Program provides guidance to ensure that everything we do is completed in an ethical and legal manner. This Code of Conduct ("the Code") is a critical component of our overall Compliance Program. We have developed this Code to guide us in our day-to-day duties, of providing quality patient care while also meeting our ethical and legal standards. An essential element of this program is the commitment of each Consensus Covered Individual to understand and abide by this Code.

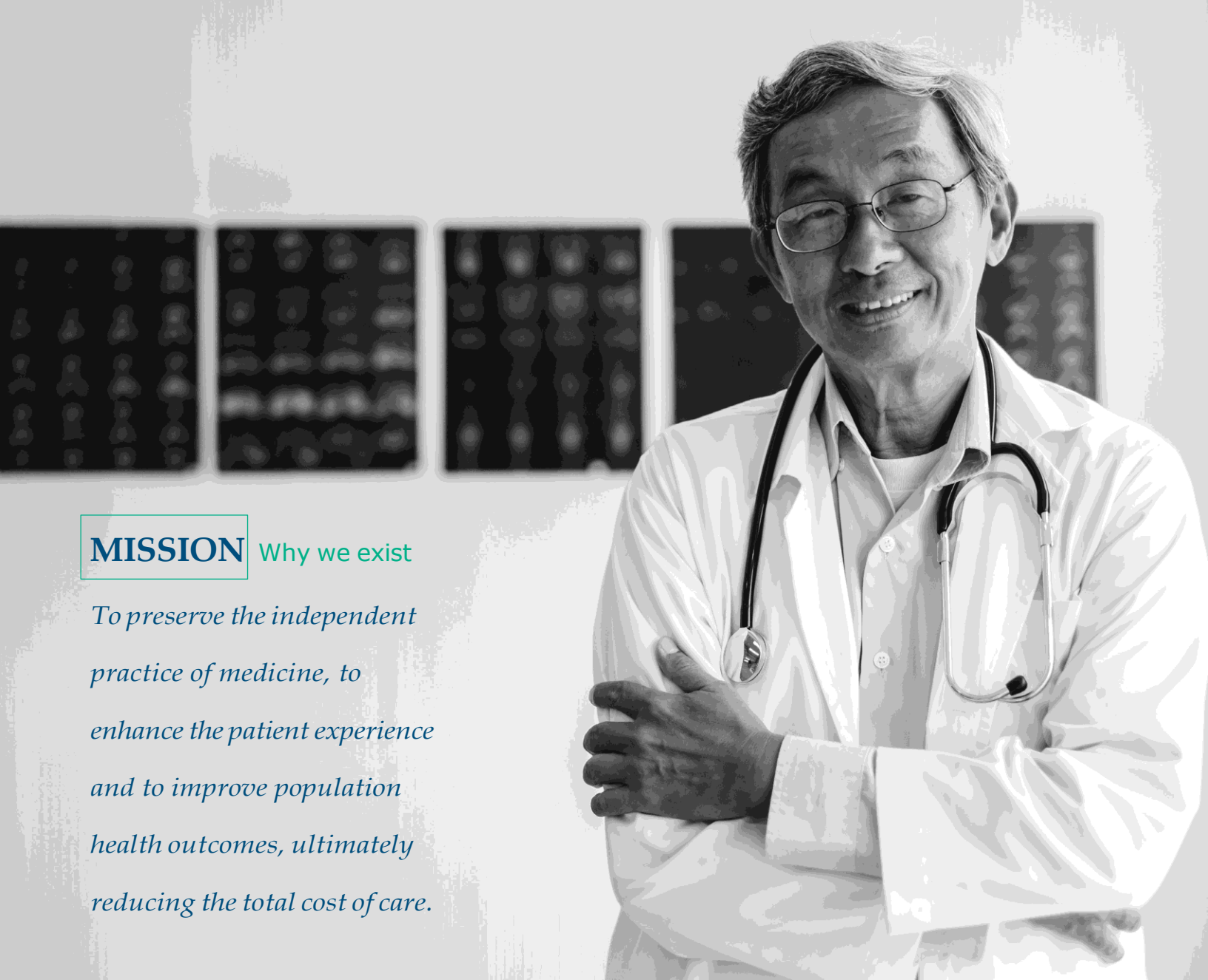
This document is a guideline and is not intended to address every possible scenario that may arise. That is why it also outlines how Covered Individuals can ask questions to get assistance with any concerns they may have, with the protection that there will be no retaliation for raising any questions or concerns. We expect all Covered Individuals to have the best interest of the organization in mind and welcome any questions or clarifications that may be needed.

Covered Individuals are welcome to speak to whomever they feel most comfortable with — be it their supervisor, manager, or director — or as an alternative, Covered Individuals can speak directly to anyone in Human Resources or to our Compliance Officer, as well as either of us. If you would like to report a compliance issue anonymously you can contact our anonymous hotline, Lighthouse by Syntrio at 800-398-1496 or through their website at [www.lighthouse-services.com/Consensushealth](http://www.lighthouse-services.com/Consensushealth).

On behalf of the Boards of Directors and the Leadership Team at Consensus, we encourage all Covered Individuals to become familiar with this Code of Business Ethics and Conduct, and to seek assistance whenever a question or clarification is needed, so that we can successfully continue to provide the best possible care to the patients we serve.

Only YOU can earn the trust and respect of our patients and others by continuing to conduct your daily affairs with honesty and integrity and in compliance with the letter and spirit of all Applicable Law, regulations, and ethical standards. Do the right thing, always!

**Mike Lovett**, PRESIDENT & CEO  
**Dr. Marc Feingold**, CHAIR, CGB



## **MISSION** Why we exist

*To preserve the independent practice of medicine, to enhance the patient experience and to improve population health outcomes, ultimately reducing the total cost of care.*

## **VISION** How we achieve our mission

We deliver **VALUE and SERVICE** to our patients by delivering higher quality healthcare through a primary care multispecialty model for patient care.

We deliver **VALUE and SERVICE** to our providers so they can focus on providing **EXCELLENCE** in care to their patients. We deliver **VALUE** to our payor partners by helping them reach their desired outcomes for total cost of care and quality.

We act with **INTEGRITY** while enabling all providers to practice medicine through the support of a committed **TEAM** without corporate pressures.

## **VALUES** we follow in getting there

- ▶ **SERVICE:** put patients first
- ▶ **EXCELLENCE:** be a positive force and willing to grow
- ▶ **INTEGRITY:** do the right thing — everytime
- ▶ **TEAMWORK:** be open, honest, and respectful
- ▶ **VALUE:** be accountable — think like an owner and deliver results

# Elements of Compliance Program/Definitions

## Compliance Program

A program to help an organization comply with all Applicable Law and regulations. A compliance program contains the following elements:

- 1 Developing and implementing written policies that address:
  - Risk areas
  - Written standards of conduct
  - Promoting a commitment to compliance
- 2 Designating Oversight including a Chief Compliance Officer and Compliance Committee to operate the compliance program and report to the CEO and governing body.
- 3 Conducting appropriate training and education on Consensus compliance standards and procedures.
- 4 Developing open lines of communication.
- 5 Developing a reporting system and responding appropriately to detected offenses and developing corrective action plans.
- 6 Conducting internal monitoring and auditing by performing periodic audits addressing risk areas.
- 7 Enforcing disciplinary standards through well-publicized guidelines.
- 8 Continuously updating the plan and training for any regulatory updates as they occur.



### Covered Individual:

Any owner, corporate executive, employee, physicians, providers, or contractors engaged by or associated with Consensus Health/Consensus Medical Group or any of its affiliates ("Consensus").

### Code of Business Ethics & Conduct:

Standards to help covered individuals understand their responsibilities to help Consensus comply with Applicable Law and regulations.

### Applicable Law:

All applicable statutes, regulations, federal healthcare program requirements and the requirements of any payors.



# Essential Principles of the Code

## The Code

**The Code is organized around nine essential principles of legal and ethical behavior:**

- 1 Comply with all Federal and State healthcare laws, rules, and regulations, with the Consensus Compliance Program, and with Consensus policies and procedures.
- 2 Report suspected violations of the Code or Compliance Program with assurance that any sort of retaliation is strictly prohibited and will not be tolerated.
- 3 Provide quality, efficient, and effective care and services to our patients and all other customers of the Consensus.
- 4 Avoid actual and potential conflicts of interest, including actions that may give the appearance of a conflict of interest.
- 5 Safeguard and preserve Consensus resources – property, time, materials, equipment, electronic communication systems, and other assets.
- 6 Protect the privacy of patients and staff and safeguard the confidential information of Consensus.
- 7 Provide, document, and bill for services in strict accordance with the law and the highest standards of business ethics.
- 8 Create a caring, healthy, and safe work environment by acting with honesty and good faith in all matters and refraining from discriminatory, harassing, retaliatory, inappropriate, intimidating and/or disruptive behavior.

- 9 Become familiar with the Code, Compliance Program, and supporting policies and procedures within the first 90 days of employment, and demonstrate understanding at new hire/affiliation orientation, by participation in a review and testing during annual training, and whenever new or updated compliance information is shared.

The Consensus Compliance Officer will communicate any revisions of the Code to all Covered Individuals and Covered Individuals; however, Consensus reserves the right to modify, amend or alter this Code without prior notice. This Code is not intended to be all-inclusive. Therefore, Covered Individuals are still expected to comply with any legal or regulatory requirements that are not specifically addressed here. Nothing in this Code is intended to be construed as providing any additional employment or contractual rights to any Consensus Covered Individual or other person.

**REMEMBER!** *Compliance with this Code is a condition of employment.* It will be part of your evaluations. Also, all of our Covered Individuals are expected to comply with this Code. If you violate this Code, it may lead to disciplinary action, ranging from a formal reprimand to termination.



# Compliance with Billing Requirements

## STANDARD

Consensus will strive to ensure that all of its operations and business dealings are in compliance with all indicated laws and regulations, including billing only for services that are actually rendered and coded accurately, documenting medical necessity and appropriateness, and adhering to all third-party payor regulations and contracts.

### Consensus does not:

- ▶ Bill for items and services not rendered or not medically necessary
- ▶ Misrepresent the type or level of service rendered
- ▶ Bill for non-covered services without advising the patient in advance
- ▶ Bill for services rendered by other providers
- ▶ Misrepresent a diagnosis in order to obtain payment
- ▶ Seek to collect amounts exceeding the copayment and deductible from a Medicare or Medicaid beneficiary who has assigned benefits
- ▶ Fail to return credit balances in a timely manner and in accordance with applicable requirements
- ▶ Give discounts for cash payments

### Billing questions or conflicts:

When Covered Individuals receive a question from a patient or third-party payor about a claim or charge, they will promptly review and address the question, if authorized to do so, or will refer the matter to an individual who is so authorized. If Covered Individuals are unable to resolve a dispute regarding a patient's bill or claim, they will refer the issue to their supervisor for resolution.

### Subcontracts for billing services:

Covered Individuals are agents of Consensus and act on behalf of Consensus while performing their duties. These individuals and entities are required to adhere to the same billing and coding standards that are applicable to Consensus Covered Individuals.



# Accounting Practices and Credit Balances



## STANDARD

**Consensus will maintain honest and accurate financial records and comply with all federal law and regulation including returning overpayments when appropriate.**

Consensus has implemented accounting procedures that are in accordance with Generally Accepted Accounting Principles ("GAAP"), and the requirements of other Applicable Law and regulations. All financial and accounting records must accurately and clearly represent the true nature of Consensus financial status. All financial reports, expense accounts, time sheets and other documents must accurately and honestly reflect the true nature and purpose of the recorded transactions and contain no false or misleading information.

Credit balances must be returned in a timely manner. Covered Individuals who become aware of credit balances will initiate proper return procedures immediately.

Credit balances belonging to a Medicare, Medicaid, or other public health insurer or beneficiary must be returned within 60 days of receipt of the insurer's payment.

All collection attempts must be completed in compliance with federal and state collections laws.

# Diagnosis and Procedural Coding



**All Covered Individuals responsible for medical record coding must strive to perform the most accurate coding possible.**

**STANDARD**

- 1 Consensus will not maximize payment by inappropriately changing codes, upcoding, adding modifiers or unbundling. Diagnoses or procedures will not be included or excluded solely because the payment will be affected or without appropriate supporting documentation.
- 2 Coders and billers will consult providers for clarification when they encounter conflicting or ambiguous medical record documentation.
- 3 No Covered Individual may be compensated in any way for adjusting codes to maximize payment.
- 4 Providers will assure that the chart documentation is adequate and appropriate to support the diagnoses and procedures selected on the billing documentation. Providers will NOT select procedure codes (except evaluation and management codes) by the severity of the patient's condition. Providers will not copy/paste notes into patient medical records.
- 5 Diagnosis and procedure coding for Medicare must be completed in compliance with the correct coding Initiative. In the absence of insurer instructions, coding will be completed consistent with AHA's Coding Clinics and/or AMA's CPT Assistant.



# Medical Necessity

## STANDARD

**All Consensus Covered Individuals must strive to ensure that all reimbursement claims and requests for payment reflect services that have actually been provided and are medically necessary.**

- 1 Providers will endeavor to provide only those services that they consider medically necessary. Medicare has made it clear that anyone who furnishes items or services to patient substantially in excess of the needs of such patients can be excluded from Medicare and the State health care programs.
- 2 Providers must assure that they provide complete and accurate information on any certifications they sign.
- 3 **Local Coverage Determinations (LCDs)/National Coverage Determinations (NCDs):**
  - All Covered Individuals are expected to understand the “medical necessity” definition adopted by the Medicare and Medicaid programs and the definition relied upon by private payors. Provider practices may only bill federal health programs for items and services that are covered. “Medical necessity”

is an insurer's definition which may differ from a provider's idea of medical necessity. Check LCDs/NCDs for specific information regarding Medicare definition of necessity for a service or supply.

- When LCDs/NCDs indicate that an item or service may not be covered by Medicare, the provider practice is responsible to convey this information to the patient so that the patient can make an informed decision concerning the health care services he/she may want to receive. Provider practices convey this information through Advanced Beneficiary Notices (ABNs).

#### 4 **Advanced Beneficiary Notices:**

- When a Medicare patient accepts a service that is not, or may not be, considered medically necessary by Medicare, that patient will be asked to sign an Advance Beneficiary Notice (ABN or waiver) before receiving the service.
- ABNs are NOT acceptable if: (1) The patient is asked to sign a blank ABN form; or (2) the ABN is used routinely.

# Documentation of Diagnosis and Services



## STANDARD

**Documentation of patient services will be timely and complete and will accurately document diagnoses and services.**

- All patient records must be LEGIBLE. If a dictation service is used, the output should be proofread and corrected as needed.
- Errors in documentation in electronic records cannot be corrected by altering the record. An addendum to the record may be entered, noting the reason for the correction, and containing the corrected entry.

### AUDIT OF THE PATIENT RECORD:

- Patient records will be audited for documentation against the billing codes on a regular basis by the compliance team.
- All providers are required to actively participate in these Audit and Education sessions and are expected to schedule their follow-up education sessions on a timely basis.
- See Policy CC-04 Compliance Coding & Improvement Plan for more specific information related to the ongoing audit and education programs that providers are required to participate in, in order to ensure proper compliance with all billing and coding regulations.

### TIMELINESS OF DOCUMENTATION:

- Anyone who documents in the patient record must complete the documentation in a timely manner per Consensus policy on this matter.

### CONTENT OF THE PATIENT RECORD:

- Patient records must contain sufficient medical data to justify the level of service billed, diagnosis and procedure codes, and treatment.
- All patient records must be current, complete, concise, and accurate, and comply with all applicable documentation guidelines and requirements.



# Record Retention and Destruction

## STANDARD

It is Consensus policy to retain all documentation in accordance with the time standards required under Applicable Law.

Consensus must maintain medical and business records for the length of time specified by law. Records used to support Medicare claims must be retained for a minimum of five years under both federal and state law. The Omnibus Budget Reconciliation Act requires seven years' retention. Therefore, Consensus will retain medical records for a minimum of 7 years or at least 2 years after a child has reached the age of 18, whichever is longer. Records may be maintained in paper, microfilm, microfiche, or digital form.

All of the records used to support Consensus patient care services and financial operations may only be altered or destroyed in accordance with Consensus policies and procedures.

Special care must be taken to protect documents involved in a governmental investigation or which have been requested by subpoena from accidental or deliberate destruction. Please contact the Compliance Officer or company counsel in these instances.

## STANDARD

All Consensus Covered Individuals must maintain the confidentiality of patient information and protect other types of sensitive and proprietary information in accordance with applicable legal and ethical standards.

### ALL INFORMATION:

- Consensus and its Covered Individuals are in possession of, and have access to, a broad variety of confidential, sensitive, and proprietary information. Every Covered Individual has an obligation to actively protect this information from unauthorized disclosure.

### PATIENT RECORDS:

- The physical (or electronic) patient record belongs to the physician/providers of Consensus. Information contained within that record belongs to the patient. Patient records may only be released in accordance with applicable legal requirements and only for legitimate business or patient care purposes. The interests of the patient must always be the first priority.

**Note:** Employees are to follow the same steps as a patient to get access to their medical records. Employees are not to access records in Athena for themselves, their families, or anyone except for permitted reasons in the CHP16 Minimum Necessary Policy. Failure to follow this policy will be cause for disciplinary action, up to and including, termination.

### PROTECTED HEALTH INFORMATION (“PHI”):

- Consensus has adopted policies and procedures to address how it may use and disclose PHI. In addition, these policies describe the patient’s right to inspect, copy, and request amendment of PHI, as well as how a patient may request restrictions or an accounting of disclosures of their PHI. All Consensus Covered Individuals are required to become familiar with policies regarding use and disclosure of PHI, including the HIPAA Administrative Simplification.
- Consensus Covered Individuals should not access, use, or disclose PHI unless one of the following conditions applies:
  - Authorized in writing by the patient,
  - Use or disclosure is necessary for Treatment, Payment, or healthcare Operations (TPO),
  - Where permitted by law (subpoenas, court orders, etc.), or
  - The use or disclosure is otherwise permitted by Consensus policies and procedures.

- Where disclosure of PHI is permitted, the disclosure should be limited to the minimum necessary information to achieve the necessary task or comply with a request.

### CONVERSATIONS:

- Covered Individuals shall not discuss or reveal any personal or confidential information concerning patients or members unless supported by legitimate business or patient care purposes. When discussing patients for legitimate business purposes, take special care to assure that you are in an area where your conversation cannot be overheard.

### SECURITY OF DOCUMENTATION:

- To ensure the security of PHI, Consensus takes reasonable measures including, but not limited to, the following:
  - Encryption of devices,
  - Use of password protection,
  - Limitations on accessibility to information, and
  - Restrictions on placement of unauthorized software on Consensus devices.

### IDENTITY THEFT:

- Covered Individuals shall actively prevent, detect, and mitigate identity theft in connection with new and existing patient accounts.
- Covered Individuals shall notify the Compliance Officer if it is suspected that someone is using another’s identity without authority and/or may be using another person’s insurance information to fraudulently obtain medical services.



# Proprietary Information

## STANDARD

**All Covered Individuals must respect Consensus right to retain control over its business products and proprietary information.**

**1** Everyone must protect and safeguard any confidential, sensitive, or proprietary information acquired from Consensus business and medical records. Some examples include business strategies, reimbursement from private payors and government programs, contracts, negotiations with Covered Individuals or third parties, and any other information that relates to Consensus business.

**2** Covered Individuals may not copy documents or computer programs for their own use and must abide by all applicable copyright laws or licensing agreements.

**3** Covered Individuals shall not utilize confidential business information obtained from competitors, such as customer lists, price lists, contracts or any information that would violate a covenant not to compete or prior employment agreements.

**4** Covered Individuals may not use or take Consensus equipment, supplies, materials, or services without authorization and must obtain prior approval before using any of these items for personal or non-work-related purposes.





# Human Resources, Diversity, and Inclusion

## EQUAL OPPORTUNITY EMPLOYER

Consensus policy is to comply fully with Applicable Law regulating the employer-Covered Individual relationship, and workplace environment. We are committed to a work environment in which all individuals are treated with respect and dignity. We are committed to complying with all of requirements of all employment regulations and laws and will implement procedures to ensure that all human resources policies comply to provide equal opportunity for hire, promotion, and training for all Covered Individuals.

Consensus strictly prohibits unlawful harassment of any nature.

It is our policy that we do not tolerate harassment on any basis, including sexual harassment. Any Covered Individual who believes he or she has been unlawfully discriminated against, or sexually harassed, should promptly report the facts of the incident to a supervisor, a member of leadership, Human Resources, or the Compliance Officer.

### Diversity and Inclusion

At Consensus, we respect each other and embrace individual differences. Each person brings unique and valuable perspectives, skills and experiences to their role and our organization. When we include everyone as part of the team, we enhance our communication and can more effectively solve difficult and complex problems. We expect all individuals to be open to questions, listening and considering the contributions of others to be an effective team member. We all play an important role in creating a work environment in which Covered Individuals and

business partners feel valued and respected.

We promote diversity and inclusion when we:

- Respect the diversity of each other's talents, abilities and experiences
- Actively listen and value the input of others
- Create an atmosphere of trust openness and honesty

### Social Media

Responsible social media use by everyone who works for Consensus is extremely important. Your communications on social media should reflect Consensus health in a positive way. If you associate yourself with Consensus you are required to make it clear that your views are your own and not those of Consensus. Additionally, Covered Individuals may not share confidential information about our company, our patients, or our Covered Individuals. Taking photographs or recordings in the workplace, of any patients or staff, of any equipment or offices, without explicit written permission is strictly prohibited, and therefore should also not be posted on the internet.

### Protection and proper use of Company Assets

Covered Individuals of Consensus are required to protect and utilize all company assets in an appropriate manner. Covered Individuals should not use company assets for personal use and should protect any assets entrusted to their possession from damage and/or theft.



## Alcohol and Controlled Substances

### STANDARD

**Consensus will maintain a safe working environment free from illegal and/or mood-altering drugs and alcohol.**

Possession, use, or sale of alcoholic beverages, marijuana, or illegal drugs on Consensus property, or reporting for duty under the influence of alcohol, marijuana, or illegal drugs, is prohibited.

Use of alcoholic beverages may be sanctioned at specific Consensus functions when approved in advance by Consensus senior management.



## Pharmaceuticals, Drugs, and Controlled Substances

### STANDARD

**All Consensus Covered Individuals must carefully handle and dispense prescription drugs and controlled substances in a manner consistent with state and federal law.**

Many of Consensus Covered Individuals have responsibility for, or access to, prescription drugs, controlled substances, hypodermic needles, drug samples and other regulated pharmaceuticals.

*Covered Individuals may not dispense drugs, including drugs purchased by Consensus or furnished by drug company representatives as samples, for themselves or another individual without direct consent from a licensed physician for every instance.*

# Patient Rights and Quality of Care

## STANDARD

Consensus strives to assure that patients receive quality care in a considerate, respectful, and cost-effective manner. Patients have the right to make their own health care decisions after disclosure of all relevant information.

Everyone must, at all times, treat patients with care, concern, and respect. Patients are entitled to prompt and courteous responses to their requests and to their needs for treatment or service, consistent with Consensus stated mission and all Applicable Law.

Patients have the right to have access to their medical records and to request an addendum to their record. They do not have the right to physically alter their record. Patients also have the right to request an accounting of all disclosures, other than those for Treatment, Payment or Operations, for a period of six years prior to the request,

Care should be provided in an economical manner without sacrificing quality service for the patients we serve.

Patients are entitled to complete disclosure regarding charges made to their insurer. If a patient elects to receive a procedure when an insurer will not pay, a waiver or Advance Beneficiary Notice should be obtained from the patient.

Patients must be informed of their right of self-determination. The right of self-determination is the right of a competent adult to participate in and make his or her own health care decisions after receiving appropriate disclosure of the diagnosis, prognosis, and treatment alternatives. To the extent permitted by law, a patient has the right to accept medical care or refuse treatment and to be informed of the medical consequences if they refuse treatment.

Covered Individuals must not discriminate against patients on the basis of whether or not they exercise their right to self-determination. Nor may Covered Individuals discriminate against patients on the basis of their health care decisions.

Patients have the right to file a concern or formal complaint either informally to the local practice office, or formally to the Compliance Officer or via the Light-house Hotline.



## Covered Individuals' Safety Rights and Obligations

### STANDARD

**Consensus is committed to the prevention of health and safety hazards in the workplace.**

All Covered Individuals are responsible for using safe work practices, following all directives, policies, and procedures, reporting work related injuries or illnesses immediately to management, reporting any unsafe conditions, and for assisting in maintaining a safe work environment.

All Covered Individuals are responsible for continuous, ongoing inspections of their workplace and the tools or equipment assigned. When discovered, potentially hazardous conditions should be corrected immediately, or a report filed initiating corrective action.



## Business Ethics

### STANDARD

**Consensus maintains a commitment to the highest standards of business ethics and integrity.**

You are required to advise your supervisor or the Compliance Officer if you have been charged or convicted of any criminal activity other than a minor traffic violation (summary offense), especially if it involves a health care-related offense or if you are excluded from a federal health care program.

You must conduct yourself in the highest ethical manner and not engage in any activity or scheme that is intended to defraud anyone of money, property, or necessary medical care.

You should refrain from any political campaign activities or any legislative activities during work time or at the workplace so as not to inadvertently pressure any coworkers or patients relative to your political viewpoints or affiliations. At no time should political contributions be made or collected in the workplace.

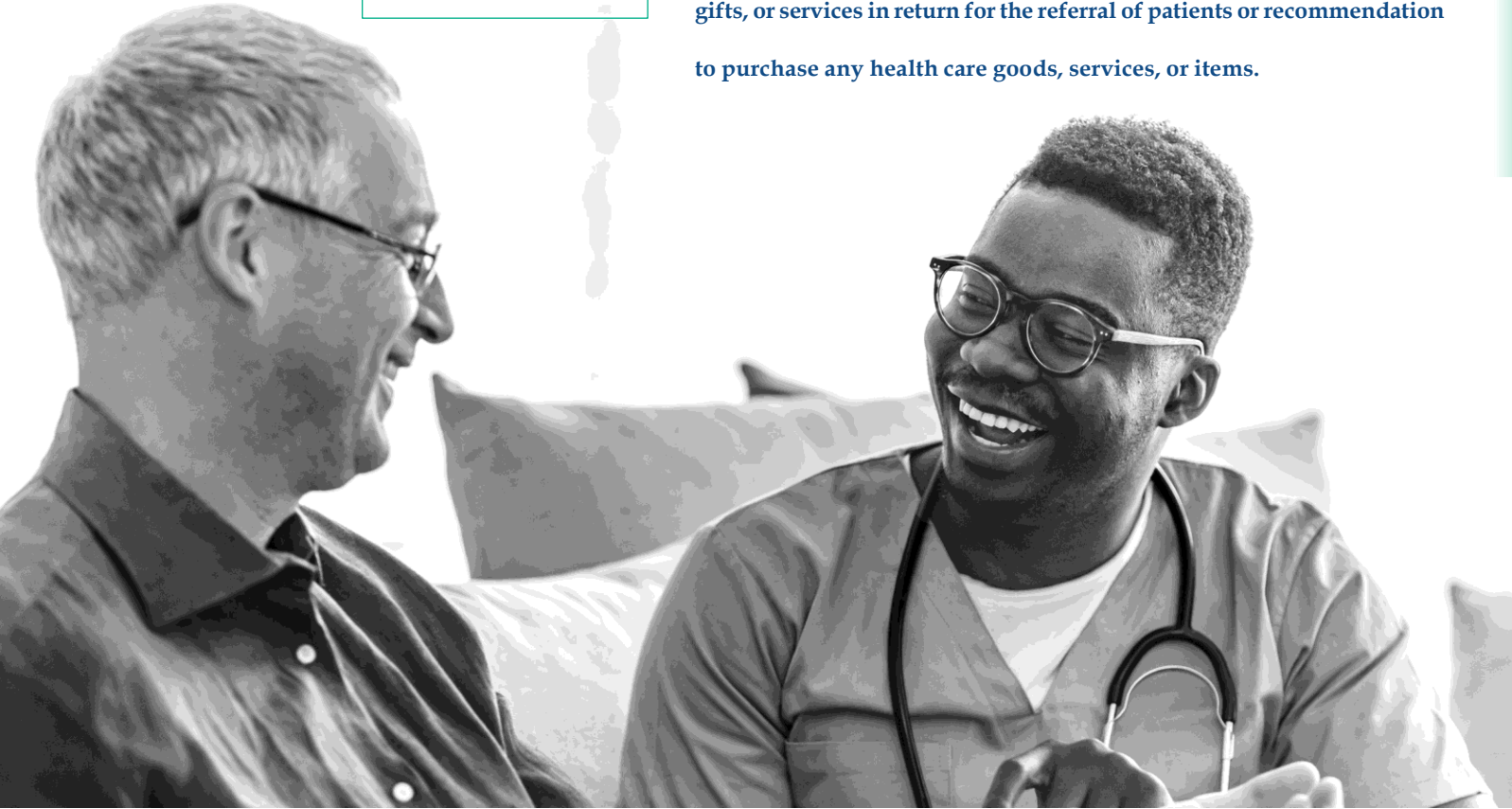
Candor and honesty are expected from all individuals in the performance of their responsibilities and in communication with Consensus attorneys, consultants, and auditors. No Covered Individual may make false or misleading statements to any patient, person or entity doing business with Consensus.



# General Marketing and “Kickbacks”

## STANDARD

No Covered Individual may offer, pay, solicit, or receive any money, gifts, or services in return for the referral of patients or recommendation to purchase any health care goods, services, or items.



### Potential “kickbacks” include the following:

- Healthcare providers' request for payments, services, or special treatment in return for referring patients or other business.

Examples of potential prohibited activities include:

- Payment for patient referrals
- The provision of free or significantly discounted billing, imaging, or other support staff services
- Compensation which exceeds the fair market value of the services provided
- Offering free or below-market goods or services to induce patients to use the services of Consensus.
- Referring patients to another provider to induce patient referrals from that provider.

- Anyone violating the anti-kickback laws may be found guilty of a felony (which carries a fine or up to \$25,000, or imprisonment for up to five years, or both). Moreover, the Office of Inspector General of the U.S. Department of Health and Human Services may exclude a person or entity from participation in Medicare, Medicaid and other federal health care programs or impose a civil monetary penalty for violation of the anti-kickback laws.



# Conflicts of Interest/Referrals

## STANDARD

**Covered Individuals are expected to avoid situations where a conflict of interest may arise and must comply with federal and state self-referral laws governing the prohibition against physician self-referrals.**

Covered Individuals shall exercise the utmost good faith in all transactions touching upon their duties to Consensus. In their dealings with and on behalf of Consensus, they are to be held to a strict rule of honesty, confidentiality, and fairness in dealing with Consensus matters. They shall not use their positions or knowledge gained from their positions so that a conflict might arise between Consensus interests and that of the individual.

You are expected to avoid conflicts of interest that would allow personal interests to impact Consensus business decisions and to avoid the appearance of impropriety. Covered Individuals shall subordinate their own personal interests to those of Consensus in any matter of mutual interest.

Federal and state self-referral laws impose substantial penalties (including exclusion from participation in federal programs) upon physicians and other health care practitioners who refer patients to certain Designated Health Services with which they have a contractual or business relationship. Self-referral laws including the Stark Act prohibit physicians from referring Medicare and Medicaid patients for certain health services (including Consensus services) to entities with which the physician has an ownership interest or compensation arrangement.

You must consult with the Compliance Officer or legal counsel before entering into any business relationships with potential referral sources.

You must notify management or the Compliance Officer of any potential conflicts. All Providers, Leadership, Officers and Board Members will sign a Conflict-of-Interest Disclosure Statement upon hire and annually thereafter.

You must not participate or communicate with any competitors in any manner that could be perceived to be "collusion" with respect to the delivery of healthcare services under federal regulations.

**The following situations may create a conflict of interest:**

### Relationships with Vendors and Covered Individuals

- You may not take advantage of your relationship with vendors or Covered Individuals to gain personal benefits.
- You should refrain from close relationships with any party that could be considered a "competitor" under federal regulations.
- All business relations with Covered Individuals must be conducted at "arm's length" and in compliance with Consensus policies and procedures.

### Giving and Receiving Gifts and Entertainment

- You may NOT accept gifts exceeding a value of one hundred dollars (\$100.00) from any Vendor that does business or seeks to do business with Consensus. Acceptance of any gift must be approved by your supervisor.
- At a vendor's invitation, you may accept meals or refreshments at the vendor's expense on an occasional basis. The cost of such meals or refreshments may not exceed \$50.00 per person per year.

## Conflicts of Interest/Referrals



*An entity that accepts referrals from a provider with whom it has a financial relationship is prohibited from billing Medicare or Medicaid for services rendered as a result of those referrals unless an exception established by law or regulation applies.*

- You may NOT accept tickets to an entertainment or sporting event from a vendor unless a regular business representative of the vendor accompanies you.
- You may provide gifts, entertainment, and meals of nominal value to Consensus customers, current and prospective business partners, and other persons, when such activities have a legitimate business purpose and are reasonable and consistent with all Applicable Law.
- Consensus management, the Compliance Officer, or legal counsel must approve commissions, rebates, discounts, and allowances. Any such payments must be reasonable in value, competitively justified, properly documented, and made to the business entity to which the original agreement or in-

voice was made or issued. They may not be made to a vendor's individual Covered Individuals or agents.

### Gifts from Patients

- You may NOT solicit or accept tips, personal gratuities, or gifts from patients.

### Gifts Influencing Decision-making

- You may NOT accept gifts, favors, services, entertainment, or other things of value to the extent that they may be perceived as influencing a business or operational decision. Similarly, Covered Individuals may not offer or give money, services, or other items of value with the intent to influence any



## Conflicts of Interest/Referrals, continued...

purchaser, supplier, customer, government official or other person. Any violations of these policies must be immediately reported to the Compliance Officer or to Consensus legal counsel.

### Supervision of Relatives

- A Consensus Covered Individual or Covered Individual may not hire or directly supervise an immediate family member, including anyone who resides in the same household.

### Outside Activities:

- Covered Individuals' outside activities must not conflict with the interests of Consensus, nor can such activities negatively affect job performance or infringe upon time required to perform their job. Outside activities include self-employment, em-

ployment by others, consulting, educational pursuits, board memberships, investments, and financial or business transactions. Although these activities are not discouraged and, in fact may be encouraged, to ensure there is no conflict of interest, Covered Individuals should discuss them with their supervisor and Human Resources prior to engaging in them.

- Covered Individuals may not act as a board member for, or have other business relations with, current or potential competitors, clients, or vendors of Consensus, or any individual or entity who may be reasonably expected to become a competitor, client, or vendor of Consensus, without prior written permission from Consensus.

- Covered Individuals must report any stock or other financial interest, held by themselves or their family, in excess of 1% of the worth of any present or potential competitor, customer, or supplier, or any entity who may be reasonably expected to become a competitor, customer, or supplier.





# Antitrust Practices



The purpose of the anti-trust laws is to promote fair competition and preserve the free enterprise system. No Consensus Covered Individual or agent has any authority to engage in conduct that does not comply with the antitrust laws or to authorize, direct, approve or condone such conduct by any other person.

## Examples of conduct prohibited by the laws include:

- Agreements to fix prices, bid rigging, collusion (including price sharing) with competitors,
- Boycotts, certain exclusive dealing, and price discrimination agreements; and,
- Unfair trade practices including bribery, misappropriation of trade secrets, deception, intimidation and similar unfair practices

Covered Individuals who enter into or negotiate contracts with competitors, potential competitors, Covered Individuals, or suppliers must do so on a competitive basis based on factors such as price, quality, and service.

Covered Individuals who attend trade or professional association meetings or who otherwise come into contact with competitors must be especially cautious not to do anything that could be interpreted as collusion or cooperation between competitors.

You are expected to seek advice from Consensus legal counsel when confronted with business decisions involving a risk of violation of the antitrust laws.

## Environmental

### STANDARD

**It is the policy of Consensus to manage and operate its business in the manner that respects our environment and conserves natural resources.**

Everyone is expected to utilize resources appropriately and efficiently, to recycle where possible and otherwise dispose of all waste in accordance with Applicable Law and regulations, and to work cooperatively with the appropriate authorities to remedy any environmental contamination for which Consensus may be responsible.

- You are required to properly store and dispose

of medical and chemical waste in accordance with Occupational Safety and Health Administration requirements.

- You may NOT dispose of drugs in the biohazardous waste containers. Drugs must be disposed of according to a different set of regulations. Therefore, require all drug representatives to dispose of their own expired sample medications.

## Government Investigations

### STANDARD

**Consensus Covered Individuals will respond to all government investigations with honesty and integrity while protecting their own rights and the rights of Consensus.**

If you are approached by any federal or state law enforcement agency seeking information about any aspect of the operations of Consensus or the job-related activities of any of Consensus officers or Covered Individuals, you should immediately call the Compliance Officer or legal counsel.

Notification of the Compliance Officer will ensure that Consensus is aware of the request, properly responds to it, and that patient privacy is maintained.

Everyone must respond to government and private investigation in accordance with Consensus policy and procedure entitled "CC-25 Response to Government Inspections and Communications." No information, data or records should be released without the involvement of the Compliance Officer and/or legal counsel.

# Reporting Violations

## STANDARD

**Consensus Covered Individuals are expected to report any suspected violations of Consensus Compliance Program or any other compliance-related requirements to his or her supervisor or to the Compliance Officer.**

If you suspect a violation of compliance policies, Applicable Law, or improper conduct, you are required to bring it to the attention of the Compliance Officer or supervisor. This requirement must be met regardless of the identity or position of the suspected violator.

If a Covered Individual questions whether an action is legal or has difficulty interpreting a law, the Covered Individual should consult with the Compliance Officer. Reports to the Compliance Officer may be made in writing, by phone, or in person.

Because failure to report improper conduct can itself be understood to condone the conduct, Consensus emphasizes the importance of reporting. Failure to report knowledge

of wrongdoing may result in disciplinary action against those who fail to report. Any Covered Individual receiving a report of a potential violation of Applicable Law, or this Code of Ethical Conduct must likewise immediately advise the Compliance Officer. The Compliance Officer is required to follow up on all reports.

There will be no reprisals for good faith reporting of actual or possible violations of Applicable Law or the Code.

Where possible, the identity of the Covered Individual making the report will be kept confidential.





# Investigation of Violations



## STANDARD

All reports of suspected  
misconduct will be  
promptly investigated.

All reported violations of Applicable Law or the Code will be promptly investigated by Consensus Compliance Officer, (with the assistance of the Compliance Committee or other management officials) and will be treated confidentially to the extent consistent with Consensus interest and its legal obligations.

All investigations of reported violations of Applicable Law or the Code will be directed and/or

coordinated by the Compliance Officer and legal counsel if necessary. Covered Individuals are required, as a condition of continued employment, to cooperate with any internal investigations.

If any investigation reveals the receipt of an identified overpayment, Consensus will return the overpayment to the appropriate payor. Normal overpayments or errors that do not suggest that violations of law have occurred should be brought to the attention of the carrier.



# Discipline for Violations

## STANDARD

**Covered Individuals will be disciplined for violations of Applicable Law, the Compliance Program, and any other Covered Individual-related policies.**

You will be held accountable for violations of Applicable Law or the Compliance Program. Grounds for disciplinary action may include:

- 1 Authorization of, or participation in, actions that violate Applicable Law or Consensus compliance policies,
- 2 Failure to report a violation of Applicable Law or the Code, or to cooperate in any such investigation,

- 3 Failure by a violator's supervisor(s) to detect and report a violation, if such failure reflects inadequate supervision or lack of oversight; or

- 4 Retaliation against an individual for reporting a violation or possible violation.

Any disciplinary action taken or considered will be consistent with federal and state statutes covering false claims and whistle-blower protections.



## Individual Judgement

## STANDARD

**Covered Individuals will be disciplined for violations of Applicable Law, the Compliance Program, and any other Covered Individual-related policies.**

This Code is NOT intended to create an atmosphere of distrust. It is intended to help all Consensus Covered Individuals better understand what Consensus believes is best for its Covered Individuals, patients, and any others with whom it does business and to help Consensus avoid possible violations of law. Ultimately, each individual is left to depend on his or her individual judgment in deciding on the correct course of action. When faced with a particular situation, consider the following:

- Is my action consistent with Consensus policies and practices?
- Could my action possibly be a violation of regulation or law?

- Could my action give the appearance of impropriety?
- Will the action bring discredit to any Covered Individual or to Consensus if fully disclosed to the public?
- Can I defend my action to my supervisor or other Covered Individuals and to the general public?
- Does my action meet my personal code of behavior?
- Is my action consistent with the spirit of this code: ***Do the right thing, always!***

Remember always to use good judgment and common sense. If you become aware of a situation that may be in violation of Applicable Law or this Code, you have the responsibility to bring it to the attention of the Compliance Officer.

# Questions Regarding the Code

## STANDARD

**Consensus Covered Individuals should submit any questions to the Compliance Officer or to his or her supervisor.**

The Compliance Officer, Michael Sherman — who can be reached at (856) 762-2469 or via email at [consensuscompliance@consensushealth.com](mailto:consensuscompliance@consensushealth.com)) — is responsible for implementation and administration of Consensus Compliance Program, including this Code of Business Ethics and Conduct. A Covered Individual who has a question regarding the applicability or interpretation of the Code should direct the question to the Covered Individual's supervisor or to the Compliance Officer in person, in writing, via email, or by telephone. Correspondence relating to the Code or other Compliance issues should be marked "CONFIDENTIAL."

If you would like to report a compliance issue anonymously you can report them to our anonymous hotline, Lighthouse by Syntrio at 800-398-1496 or through their website at [www.lighthouse-services.com/Consensushealth](http://www.lighthouse-services.com/Consensushealth).

For other questions, please contact Jeanie Benning, Compliance Analyst at (973) 579-3799 x130 or via email at [consensuscompliance@consensushealth.com](mailto:consensuscompliance@consensushealth.com).

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