

[INSERT YOUR ORGANIZATION'S NAME HERE]

Employee Standards of Conduct

Purpose

At **[insert your organization's name here]** we are proud of the values that drive our success. These values shape an environment and culture that nurtures the highest standards in business ethics and personal integrity. These same ethics and values are displayed in our commitment to excellence in the services we provide. It is imperative that as individuals we understand and adhere to these principles and values to protect **[insert your organization's name here]**'s integrity and welfare.

Scope

These Employee Standards of Conduct (these "Standards") and the Employee Certification Statement are designed to address all business activities, relationships and affiliations within **[insert your organization's name here]**.

Certification

All new employees will be given a copy of these Employee Standards of Conduct and the Employee Certification Statement and must sign the Employee Certification Statement prior to beginning their employment with **[insert your organization's name here]**. Annually, all employees must sign an Employee Certification Statement. In addition to those requirements, a memorandum shall be submitted by an employee to **[insert name of person/department]** promptly upon considering or engaging in any activity that is in conflict, or possible conflict, with these Standards that has not been previously reported.

Standards

Exactly what constitutes an unethical business practice is both a moral and legal question. **[insert your organization's name here]** recognizes and respects the Employee's right to engage in activities that are private in nature and do not in any way conflict with or reflect poorly on **[insert your organization's name here]**. **[insert your organization's name here]** reserves the right, however, to determine when any activity represents a conflict with **[insert your organization's name here]**'s interest and to take whatever action is necessary to resolve the situation. All Employees are required to disclose any activities, associations or interests that may conflict with this policy in an effort to resolve the situation(s) in an effective, timely manner, which is in the best interest of **[insert your organization's name here]**.

While it isn't possible to define all the various circumstances and relationships that would be "unethical", the following guidelines should provide a good understanding.

Compliance with Laws and Regulations:

The compliance with all federal, state and local laws is of the utmost importance to **[insert your organization's name here]**'s continued success. **[insert your organization's name here]** is committed to complying with all applicable laws.

While it is not practical to attempt to list all laws to which **[insert your organization's name here]** is subject, it is obvious that neither **[insert your organization's name here]** nor any Employee should participate in any fraudulent or deceptive activities toward **[insert your organization's name here]**, its, customers, suppliers, contractors, or anyone else with whom **[insert your organization's name here]** has business associations. To that end, **[insert your organization's name here]** has implemented a Corporate Compliance Program, with which all Employees must comply. Any Employee who becomes aware, directly or indirectly, of any instance violating the Compliance Program, must promptly report the situation to **[insert person/department and/or hotline phone number]**. Detailed requests for information regarding the Corporate Compliance Program may be referred to **[insert person/department]**.

Privacy: Protected Health Information (PHI)

We respect individual's right to privacy. Any Employee who has knowledge of or access to any individual's PHI must take steps necessary to ensure that information is not released or disclosed in a manner that would violate the individual's rights under the Health Insurance Portability and Accountability Act (HIPAA) or under any other federal or state law.

Improper Influence:

Employees shall not influence, or seek to influence, any person, firm, customer, or supplier who has, or is likely to have, business dealings with **[insert your organization's name here]** through the exchange or offer to exchange of cash, gifts, services, promises or other remuneration in an attempt to influence their actions related to **[insert your organization's name here]**.

Gifts and Other Benefits:

Employees may not accept cash, gifts, products, services or loans (monetary, equipment, supplies, material, etc.) other than those of nominal value, or have any travel, living, or entertainment expenses paid for themselves, or members of their households, by any supplier or any person, firm, or company doing business or seeking to do business with **[insert your organization's name here]**. Such gifts, if received, must be returned to the provider/supplier. Infrequent exceptions may be made with advance written approval by **[insert name and title]**.

Outside Employment and Business Activities/Consulting:

Outside employment and consulting opportunities for Employees must be conducted on an individual's own time and must not conflict with an individual's job responsibilities. Employees who are required to sign the Employee Certification Statement are prohibited from working for another company or entity, or soliciting consulting or other personal business with companies or entities, doing business or seeking to do business with **[insert your organization's name here]**. It is required that Employees who hold employment elsewhere disclose the employment on the Employee Certification Statement.

Conflicts Of Interest:

Employees are expected to avoid conflicts of interest and/or the appearance of conflicts of interest, which may arise from their activities related to business decisions of **[insert your organization's name here]**. All conflicts of interest must be disclosed on the Employee

Certification Statement and, if not previously disclosed, reported immediately to the **[insert person/department]**.

While it is not possible to describe, or anticipate, all the circumstances and situations that might involve or appear to involve a conflict of interest, the following examples are given by way of illustration. The conduct of immediate family members shall be considered conduct by the Employee.

1. Payments of **[insert your organization's name here]** corporate/organizational funds (i.e., cash or other items of value) to customers, prospective customers, political candidates, government officials or other businesses which reasonably can be regarded as seeking to influence their conduct, judgment, or actions in connection with **[insert your organization's name here]** activity.
2. Accepting cash in any amount, gifts having a value in excess of \$75.00, excessive or extraordinary entertainment, or any other personal favors or preferment's which go beyond common courtesies, from anyone with whom **[insert your organization's name here]** has, or is likely to have, any business dealings, including an employee, prospective employee, customer, competitor, or vendor.
3. Personal business or personal purchases using **[insert your organization's name here]**'s discounts with any supplier or purchasing agency.
4. Being a competitor of **[insert your organization's name here]** or a director, trustee, manager, officer, consultant or employee of a competitor or other organization whose interest may conflict with the interests of **[insert your organization's name here]**, or permitting his or her name to be used in any fashion that would tend to indicate a business connection with such organization. An Employee must obtain approval from the **[insert person/department]** prior to serving as a member of the governing board of any organization whose interest may conflict with the interests of **[insert your organization's name here]**. **[insert your organization's name here]** reserves the right to prohibit membership on any board of directors/trustees where such membership might conflict with the best interests of **[insert your organization's name here]**. An Employee must disclose all board member activities on the annual Employee Certification Statement.
5. In the event an Employee is involved with a **[insert your organization's name here]** business decision that would or could violate the intent of these standards, the Employee must disclose the existence and nature of his or her potential conflict and all material facts **[insert person/department]**. The interested Employee may make a presentation with respect to the proposed transaction or arrangement, but after such presentation, he/she shall leave the meeting during the discussion of, and the authorization of, the transaction or arrangement that result in the conflict of interest.
6. Employees may not supervise, directly or indirectly, any immediate family member employed by **[insert your organization's name here]**.

Since it is not possible to list all situations or relationships, which may create conflicts of interest, employees are to promptly disclose to the **[insert person/department]** any

circumstances that may constitute violation of these guidelines and/or seek guidance from him/her in order to determine if a conflict exists.

Confidential Information and Trade Secrets:

At no time during or after the Employee's association with **[insert your organization's name here]** may he/she use, disseminate, or disclose to any person, firm, corporation or other business entity, any confidential information or trade secret belonging to **[insert your organization's name here]**. An Employee may use confidential information and trade secrets of **[insert your organization's name here]** only in the furtherance of and to the extent required to perform his/her duties to **[insert organization name]**. All documents, communications and things containing confidential information or trade secrets belonging to **[insert your organization's name here]** are the property of **[insert organization name]**.

Campaign and Election Guidelines:

[insert your organization's name here]'s policy with respect to the nomination or election of candidates to public office is one of non-partisanship. **[insert your organization's name here]** does not support or take positions as to political parties or as to the nomination or election of individual candidates to political office. **[insert your organization's name here]** funds, properties or services shall not be contributed or used directly or indirectly for the purposes of influencing the nomination or election of individual candidates to political office.

[INSERT YOUR ORGANIZATION'S NAME HERE]
Standards of Conduct
Employee Certification Statement - New Hires

I hereby certify that I have received a copy of, and read and understand, the *Employee Standards of Conduct*. I agree to abide and be bound by the provisions of these documents, and will immediately report any real or potential violations to **[insert person/department]**. As used in this statement, "I" means both myself and the members of my immediate family.

I also certify that (please place an "X" next to all that apply):

1. I have not violated any federal, state or local laws (other than traffic laws).
2. I do not have an ownership or investment interest in, or serve as an employee, officer, director, trustee, manager, consultant, or member of, any supplier, vendor, competitor, or customer of **[insert your organization's name here]**.

If both of the above statements are not checked, please list below any violations of law or relationships or activities that preclude your ability to check the statement. If you are disclosing an affiliation with another company/organization, list the company name, the nature of its business, your relationship with the company, and the perceived potential conflict.

I understand and agree that I have a continuing obligation to report any information that conflicts with these certifications or that is relevant to the Standards that may develop or that I become aware of during the course of my employment. I agree to respond fully and completely to all questions put to me by **[insert your organization's name here]** regarding these certifications and my compliance with the Standards, **[insert your organization's name here]** governance regulations and my duties under law.

Name (please print)

Signature

Date

Please return this form to [insert name of person/department]

[INSERT YOUR ORGANIZATION'S NAME HERE]
Standards of Conduct
Annual Employee Certification Statement

I hereby certify that I have received a copy of, and read and understand, the *Employee Standards of Conduct*. I agree to abide and be bound by the provisions of these documents, and will immediately report any real or potential violations to **[insert person/department]**. As used in this statement, "I" means both myself and the members of my immediate family.

I also certify and agree that, since the date of my last statement or, if none, during my employment to date (please place an "X" next to all that apply):

1. I have not violated any federal, state or local laws (other than traffic laws).
2. I have not violated the **[insert your organization's name here]** Corporate Compliance Plan, including individuals' privacy rights (HIPAA).
3. I have not made, been involved with, nor do I know of, any payments of **[insert your organization's name here]** organizational resources to current or prospective customers, political candidates, government officials, or other businesses in an attempt to influence their actions related to **[insert your organization's name here]**.
4. I have not, directly or indirectly, possessed or participated in any conflict of interest (as that term and concept is described in the Employee Standards of Conduct) with respect to my position with **[insert your organization's name here]**, including any relationships that would warrant disclosure under the Standards.
5. I have not accepted any cash or significant gifts, services, or personal favors from anyone who has, or is likely to have, business dealings with **[insert your organization's name here]**.
6. I have not, nor am I planning to disclose, directly or indirectly (via oral, written or otherwise published means), any confidential information or trade secret of **[insert your organization's name here]**, that was acquired by me in the course of my association with **[insert your organization's name here]**, nor have I used such information for personal gain, or to the disadvantage of **[insert your organization's name here]**.
7. I have not received any personal benefit by using **[insert your organization's name here]**'s discounts with any supplier or purchasing agent.

If all seven of the above statements are not checked, please list below any violations or relationships or activities that preclude your ability to check the statement. If you are disclosing an affiliation with another company/organization, list the company name, the nature of its business, your relationship with the company, and the perceived potential conflict. If you have participated, or are planning to participate, in any of the above activities (even with advance approval), please explain the nature of the event, the date, from whom prior approval was received and when.

I understand and agree that I have a continuing obligation to report any information that conflicts with these certifications or that is relevant to the Standards that may develop or that I become aware of during the course of my employment. I agree to respond fully and completely to all questions put to me by **[insert your organization's name here]** regarding these certifications and my compliance with the Standards, **[insert your organization's name here]** governance regulations and my duties under law.

Name (please print)

Signature

Date

Employee ID Number

Please return this form to [insert person/department] on or by [insert date]