North American Partners in Anesthesia

Code of Conduct

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I. **The Purpose of the NAPA Code of Conduct**

The NAPA Code of Conduct (the “Code”) is an important part of our compliance program. It does not replace any policy or procedure, but rather, it establishes a foundation for how we deliver care and services to our patients and clients.

The Code is a set of principles and guidelines established to provide a clear understanding of our obligations for complying with all relevant laws and regulations and how to conduct ourselves ethically in all aspects of our work.

This Code reflects NAPA’s mission, vision and core values, which are:

**Integrity**
We do the right thing for our patients and stakeholders; we approach decisions and take action using an ethical frame of reference; we do what we say we will do.

**Excellence**
We strive to continuously improve; we are committed to the safety of our patients and employees; we benchmark quality outcomes and strive to meet and exceed those benchmarks; we have a healthy dissatisfaction with the status quo.

**Respect**
We employ a team-based, collaborative style; we encourage all of our employees and clients to contribute their ideas, recognizing that good ideas can come from anywhere.

**Inspired Leadership**
We aspire to a visionary approach to our business; we strive to be innovative and to demonstrate thought leadership in the markets we serve utilizing evidence-based decision-making.

**Compliance and the Code of Conduct**

NAPA’s Corporate Compliance Program exists to assist all of us in complying with laws, regulations and policies by supporting our employees with education and acting as a resource for guidance on interpretation of corporate policy and compliance matters.

The Code of Conduct strengthens our organizational and individual obligations to conduct our business in full compliance with all applicable laws, regulations and NAPA policies. It is not
expected that every employee, or every member of management, will be fully knowledgeable concerning the details of every aspect of every law, which governs our corporate existence.

It is expected, however, that every employee with significant responsibilities will have a working knowledge of permissible and prohibited activities involved in his or her work responsibilities and will seek guidance from a supervisor or NAPA’s Compliance Officer before acting on any matter on which there is any question.

II. **NAPA’s Commitment to Integrity, Principle and Values**

We at NAPA will:

Maintain integrity with ourselves, our peers and our clients by performing all aspects of our job with honesty and good faith, in respect to;

A. **BUSINESS PRACTICES**

i. **Billing & Coding**

- NAPA is committed to full compliance with all rules and regulations of government healthcare programs, including Medicare and Medicaid. NAPA also complies with the rules and requirements of all commercial insurance programs.
- NAPA will bill for eligible services that are rendered, appropriately documented and consistent with all payor guidelines.
- NAPA will conduct periodic audits of billing and coding services and promptly correct any identified billing improprieties.
- To ensure accurate coding and billing, we train clinicians, coders and billers on proper coding, charge capture and billing.
- Employees involved in billing and coding are expected to be knowledgeable in all aspects of current laws and regulations affecting their duties. They must take all reasonable steps to ensure their work is accurate, timely, supported by the medical record and compliant with applicable laws and regulations.

If you have direct knowledge of any billing errors or improprieties, or if you suspect that an individual’s conduct with regard to billing practices is in direct violation with established NAPA policies, report this suspicion to your immediate supervisor or to the
Corporate Compliance Office or his/her designee. The matter will be promptly investigated and any problems corrected if errors in claims or billings are found.

ii. Competition

- Market our services and products in an honest and forthright manner, which reflects the services available and permitted through NAPA’s licensure and accreditation.
- Compete vigorously and fairly in the marketplace.
- Adhere to antitrust and trade regulations, which encourage competition and fair trade practices.

iii. Conflicts of Interest

We are obligated to avoid conduct that could create a conflict of interest or the appearance of one by:

- Not using our positions or confidential information obtained in the course of our work for personal gain.
- Disclosing to management any potential conflict of interests.
- Ensuring that any permitted secondary employment does not impair or interfere with our job performance in our assigned responsibilities.
- Reviewing the matter with our supervisors if we are uncertain about the acceptability of secondary employment.

iv. Kickbacks, Bribes and Illegal Payments

Both federal and state laws specifically prohibit any form of kickback, bribe or rebate made directly or indirectly, overtly or covertly, in cash or in kind to induce the purchase, recommendation to purchase, or referral of any kind of health care goods, services or items paid for by Medicare or the Medicaid program.

We will:

- Not receive, pay, offer or solicit anything of value in exchange for the ordering or referral of patients, products and services covered by federal health care programs.
- Not enter into relationships with providers on the basis of the volume or value of referrals they provide.
- Ensure that all referrals are based on the needs of the patient and the ability of the
provider to meet the needs.

Prohibited transactions can result in criminal and civil liabilities for all involved, including NAPA, and exclusion from government-funded health care programs.

v. Record Retention

- We will ensure that all records, including medical records, business records, financial accounts and regulatory reports, among others, are secured against loss, destruction, unauthorized access, unauthorized reproduction and damage.
- We will ensure that they are retained and destroyed in accordance with federal and state retention laws and schedules.

B. CONFIDENTIALITY

i. Business Information

Information created by NAPA in the conduct of business, such as staff data, financial data, development plans, proprietary research data, marketing strategies or information about pending or contemplated business deals, is confidential information that belongs to NAPA.

When you receive confidential information in the course of performing your job duties and responsibilities you must:

- Not use it for your own or your family’s benefit
- Not disclose it to others for their personal use or gain.
- Access confidential information only to perform your responsibilities within the institution and for no other purpose.

All NAPA employees are responsible and accountable for the integrity and protection of business information.

ii. Patient Information

To prevent unauthorized disclosure or misuse of patient information, we will safeguard patient Protected Health Information by:

- Not sharing any patient Protected Health Information with persons who do not have a legal right and need to know.
• Limiting access to patient information to the extent permitted by NAPA policy and state and federal law.

• Any NAPA employee who engages in unauthorized disclosure, access or misuse of information in violation of the privacy rights of our patients or others may be subject to disciplinary action in addition to possible civil or criminal sanctions. Any person who becomes aware of such unauthorized disclosure should report it immediately to their supervisor or the Compliance Officer.

• Legitimate means must be used to collect information. Whenever practical, it should be obtained directly from the individual concerned. Special confidentiality rules apply to patients in drug and alcohol treatment programs as well as in disclosure of information regarding a patient's HIV or Mental Health Status. When release of any information with respect to patients with these illnesses is contemplated, these rules must be adhered to strictly.

Questions on the patient confidentiality rules and other HIPAA Privacy Matters should be referred to the Compliance Officer.

C. EMPLOYMENT PRACTICES

We recognize that our greatest strength lies in our workforce who create our success and determine our reputation as an institution of outstanding care and service. We are committed to fostering an atmosphere that promotes integrity, honesty and mutual respect.

i. Workplace Employment Practices

• NAPA is an equal opportunity employer and does not discriminate against employees or potential employees on the basis of race, color, creed, religion, sex, national origin, sexual orientation, veteran status, marital status, age or disability. NAPA will not tolerate discrimination, verbal or physical harassment, or abuse (whether or not sexually related) by employees, supervisors, vendors, subcontractors or visitors.

• NAPA is committed to actions and policies to assure fair employment, including equal treatment in hiring promotion, training, compensation, termination, and disciplinary action. We will apply the Code of Conduct equally regardless of position in the workplace.

• NAPA will not knowingly employ, appoint, elect, contract or bill for any individual or entity that has been listed as debarred, excluded or is otherwise ineligible for
participation in federal or state health care programs. We routinely search the lists of
excluded and ineligible persons including the U.S. Department of Health and Human
Services, Office of Inspector General, the General Services Administration and State
Department of Health’s exclusion lists.

- We will provide reasonable training opportunities to assist employees and encourage
and support them in developing their individual professional skills, talents and
understanding of their jobs.

ii. Workplace Conduct

- We encourage and foster a workplace where we are free to discuss any concerns we
may have. An effective, open communication process is key in securing compliance
with laws, regulations and policies as well as maintaining the exceptional quality of
the services we provide.

- We support an alcohol -and drug-free workplace by abiding to NAPA policies
prohibiting illegal possession, sale, distribution, use or being under influence of
illegal drugs, alcohol or other substances. Any employee reporting to work or
discovered at work in a condition that suggests that he or she is under the influence
of narcotics, drugs, or alcohol will not be permitted to report to work and will be
subject to disciplinary action.

- We will familiarize ourselves and comply with the contents of the Code of Conduct
and the applicable employee handbook, as well as with the policies and procedures
applicable to our employment and responsibilities at NAPA.

iii. Non-Retaliation

We do not allow any act of retaliation against employees who in good faith report a
valid concern and/or a suspected violation of a law, regulation, policy or the Code of
Conduct. In the event of a violation, disciplinary actions will be administered.

D. REGULATORY AND LEGAL PRACTICES

i. Fraud and Abuse

NAPA has adopted policies and procedures to prevent, detect, deter and correct fraud,
waste and abuse in accordance with federal and state laws. The Federal False Claims Act
prohibits conduct such as knowingly submitting a false or fraudulent claim to any federal
agency or payor.
The following are examples of fraud, waste or abuse:

- Forging or changing patient billing-related items, such as making false claims, or billing for services or supplies that are not rendered, medically necessary nor documented;
- Misrepresenting a diagnosis or procedure code in order to obtain a higher payment
- Altering or forging checks;
- Mishandling or improperly reporting financial transactions;
- Inappropriately giving or receiving payment in connection with business transactions;
- Falsifying or altering any record or report, such as an employment application, payroll or time record, expense account, cost report, patient medical record or data collection record;
- Theft or unauthorized use of organizational funds, furniture, fixtures, equipment, supplies, software or other property.

Routine auditing, monitoring, reviews and the establishment of internal controls help us prevent, detect, deter and correct fraud, waste and abuse. If we know or suspect activity of this nature, we are to report it immediately to the Compliance Officer.

Employees who lawfully report false claims or other fraudulent conduct, or who otherwise assist in an investigation, action or testimony, are protected from retaliation under federal and state laws and corporate policy. We will not discriminate or retaliate against any whistleblower who files, in good faith, a civil action for false claims or participates in a NAPA investigation.

ii. Government Inquiries

- We will cooperate fully with government inquiries and investigations.
- We do not prevent persons affiliated with us from speaking with government officials. It is important, however, to protect the legal rights of NAPA and its team members during this process. To accomplish these objectives, any governmental inquiries or requests for information, documents or interviews should be promptly referred to General Counsel and/or the Compliance Officer.
- We will never destroy, alter or change NAPA records requested by or related to a government inquiry or investigation.
iii. Compliance Inquiries and Investigations

NAPA is committed to investigating all reported concerns promptly, thoroughly and confidentially, to the extent possible and appropriate. The Compliance Officer directs the investigation of compliance concerns. Where an internal investigation substantiates a reported violation, corrective actions or other changes that need to be made will be initiated in order to remedy the problem. These actions can include making prompt repayment of any government funds to which we are not entitled, notifying the appropriate government agency, instituting disciplinary action, and implementing systemic changes to prevent a reoccurrence of the problem.

REPORTING PRACTICES

Reporting Obligations of Concerns or Violations

Every employee of NAPA has an obligation and a duty to report situations or activities that are, or seem to be, a violation of governing laws, regulations and NAPA policies and procedures, including violations of the Code of Conduct.

These types of concerns must be reported to the Compliance Officer or his/her designee. Failure to comply with the laws and/or to report suspected violations of state or federal law can have serious consequences for NAPA and for any affiliated individual who fails to report or comply. Termination from employment or other disciplinary measures will result depending on the nature of the violation.

Compliance Related concerns can be reported to the Compliance Hotline at (800) 750-4972, directly to the Compliance Office at (516) 945-3312, or to compliance@napaanesthesia.com.