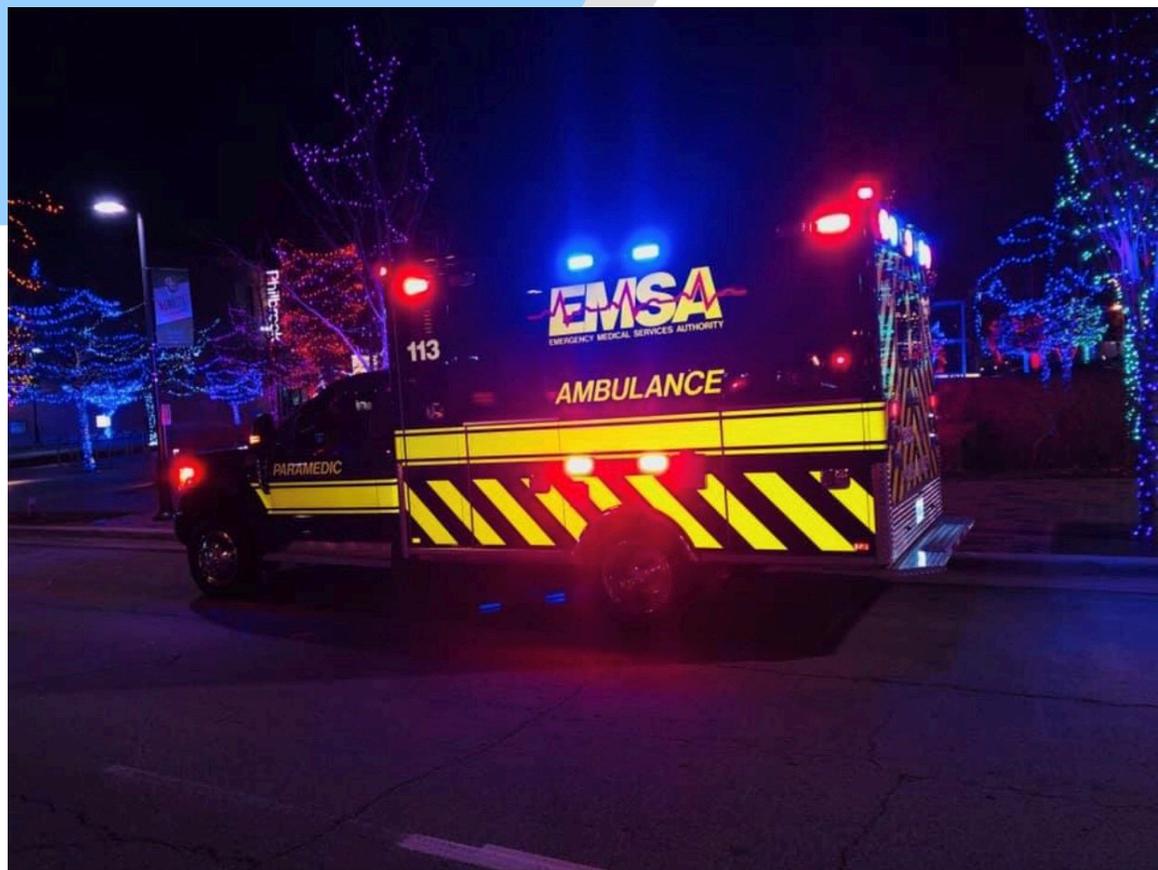




Code of Conduct



Amended and Approved: 2-27-2013 by Riggs/Abney, Legal Counsel
Amended and Approved: 04-26-2017 by the EMSA Board of Trustees
Amended and Approved: 01-23-2019 by EMSA Board of Trustees Legal Committee

PURPOSE

This Code of Conduct (Code of Conduct) has been adopted by the Board of Trustees of the EMERGENCY MEDICAL SERVICES AUTHORITY (EMSA) to provide standards by which officers, directors, Board of Trustees, and team members (representatives) of EMSA will conduct themselves to protect and promote organization-wide integrity and to enhance the ability of EMSA to achieve the organization's mission.

INTRODUCTION

The Code of Conduct contains Principles articulating the policies of EMSA and standards which are intended to provide additional guidance to all EMSA's Representatives. The Principles set forth in the Code of Conduct shall be distributed to all new representatives and periodically to all continuing representatives as well as to, members of the Medical Directors Office and Medical Control Board, and all contractors and agents of EMSA, as required by law. All representatives are responsible to ensure that their behavior and activity is consistent with the Code of Conduct.

As used in the Code of Conduct, the term EMSA means EMERGENCY MEDICAL SERVICES AUTHORITY and each of its divisions, subsidiaries and operating or business units. EMSA's operations contractor is an independent contractor that carries out functions on behalf of EMSA and is included in the definition of EMSA for the purposes of the Code of Conduct. The terms "officer", "director" and "team member" include any person who fills such a role or provides services on behalf of EMSA or any of its divisions, subsidiaries, or operating or business units. The term "supervisor" shall mean the immediate supervisor of an EMSA team member as assigned by the CEO, including the Officers or Directors.; and for the Director, the term "supervisor" shall mean the Chair of the Board of Trustees of EMSA. The term "representative" refers to the officers, directors, Board of Trustees and team members.

PRINCIPLE I-Legal Compliance

EMSA will strive to ensure all activity by or on behalf of the organization follows applicable laws.

These Principles are intended to provide guidance to EMSA's Representatives to assist them in their obligation to comply with applicable laws. These Principles are neither exclusive nor complete. EMSA's Representatives are required to comply with all applicable laws, whether specifically addressed in these Principles.

I.1 - Antitrust

All EMSA's Representatives must comply with applicable antitrust and similar laws which regulate competition. Examples of conduct prohibited by the laws include [1] agreements to fix prices, bid rigging, collusion (including price sharing) with competitors; [2] boycotts, certain exclusive dealing and price discrimination agreements; and [3] unfair trade practices including bribery, misappropriation of trade secrets, deception, intimidation and similar unfair practices.

I.2 - Environmental

It is the policy of EMSA to manage and operate its business in the manner which respects our environment and conserves natural resources. EMSA's Representatives will strive to utilize resources appropriately and efficiently, to recycle where possible and otherwise dispose of all waste in accordance with applicable laws and regulations, and to work cooperatively with the appropriate authorities to remedy any environmental contamination for which EMSA may be responsible.

I.3 - Discrimination

EMSA believes that the fair and equitable treatment of officers, directors, team members, patients and other persons is critical to fulfilling its vision and goals.

(EMSA) does not exclude, deny benefits to, or otherwise discriminate against any person on the ground of race, color, gender, religion, national origin, disability, age, genetic information, gender identity, sexual orientation, veteran's status or any other basis protected by applicable federal, state or local law in admission to, participation in, or receipt of the services and benefits under any of its programs, activities, and in staff assignments.

It is EMSA's policy to recruit, hire, train, promote, assign, transfer, layoff, recall and terminate officers, directors, or team members based on their own ability, achievement, experience and conduct without regard to race, color, religion, sex, ethnic origin, age or disability, or any other classification prohibited by law.

No form of harassment or discrimination on the basis or sex, race, color, disability, age, religion or ethnic origin or disability or any other classification prohibited by law will be permitted. Each

allegation of harassment or discrimination will be promptly investigated in accordance with applicable human resource policies.

I.4 - Health and Safety

EMSA complies with all government regulations and rules, EMSA policies, and required practices that promote the protection of workplace health and safety. Policies have been developed to protect EMSA's Representatives from potential workplace hazards. Officers, directors, or team members must become familiar with and understand how these policies apply to their specific job responsibilities and seek advice from their supervisor whenever they have a question or concern. It is important that each representative immediately advise his or her supervisor of any serious workplace injury or any situation presenting a danger of injury so timely corrective action may be taken to resolve the issue.

PRINCIPLE 2 – Fraud and Abuse

A primary element of EMSA's Code of Conduct is fraud and abuse compliance.

EMSA expects its officers, directors, or team members to refrain from conduct which may violate the fraud and abuse laws. These laws prohibit [1] direct, indirect or disguised payments in exchange for the referral of patients; [2] the submission of false, fraudulent or misleading claims to any governmental entity or third party payor, including claims for services not rendered, claims which characterize the service differently than the service actually rendered, or claims which do not otherwise comply with applicable program or contractual requirements; and [3] making false representations to any person or entity in order to gain or retain participation in a program or to obtain payment for any service.

EMSA has developed a comprehensive compliance program which details the responsibilities and obligations of all officers, directors, or team members regarding submissions for reimbursement to Medicare, Medicaid, and other government payors for services rendered by EMSA and any of its subsidiaries, divisions or contractors. This compliance program conforms to applicable federal and state false claims laws and regulations, including detailed information about the federal False Claims Act and state false claims laws. The Compliance Manual can be obtained from EMSA's Compliance Officer.

In addition, EMSA has in place policies, procedures and systems to facilitate billing to non-government third party payors and patients. These policies, procedures and systems conform to applicable federal and state laws and regulations.

PRINCIPLE 3 – Business Ethics

In furtherance of EMSA's commitment to the highest standards of business ethics and integrity, representatives will accurately and honestly represent EMSA and will not engage in any activity or scheme intended to defraud anyone of money, property or honest services.

This Principle is designed to provide guidance to ensure that EMSA's business activities reflect a high standard of business ethics and integrity. Representatives conduct not specifically addressed by other principles nevertheless must be consistent with Principle 3.

3.1 - Honest Communication

EMSA requires candor and honesty from individuals in the performance of their responsibilities and in communication with our attorneys and auditors. No representative shall make false or misleading statements to any patient, person or entity doing business with EMSA about other patients, persons or entities doing business or competing with EMSA, or about the products or services of EMSA or its competitors. All communications with any third party regarding a patient should take into consideration Principle 4.1 below

3.2 - Misappropriation of Proprietary Information

EMSA's Representative shall not misappropriate confidential or proprietary information belonging to another person or entity nor utilize any publication, document, computer program, information or product in violation of a third party's interest in such product. All EMSA's Representatives are responsible to ensure they do not improperly copy for their own use documents or computer programs in violation of applicable copyright laws or licensing agreements. Representatives shall not utilize confidential business information obtained from competitors [including lists of customers, price lists, contracts or other information in violation of a covenant not to compete or a prior employment agreement] in a manner likely to provide an unfair competitive advantage to EMSA.

3.3 - Grant Funding

From time to time, EMSA will receive grants from government agencies in association with EMSA.

- A. EMSA and its representatives will ensure adequate safeguards to ensure that an appearance of impropriety or actual impropriety is not created.
- B. EMSA and its representatives will ensure the money is being used for conformity with requirements of the grants.

PRINCIPLE 4 – Political Activities

EMSA and its representatives comply with all federal, state, and local laws governing participation in government relations and political activities. EMSA funds or resources are not contributed directly to individual political campaigns, political parties, or other organizations for political objectives.

4.1 - Political Contributions

- A. EMSA's Representatives cannot participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office, election or ballot initiative on behalf of or in the name of EMSA.
- B. Representatives are free to support any political party or entity on a personal level. However, those engaging in political campaigns are expected to do so as a private citizen and must always make clear that their views and actions are their own and not those of the company.
- C. EMSA's Representatives must not use their position with EMSA to coerce or pressure team members in the organization to make contributions to support or oppose any political candidate, election or ballot initiatives.

PRINCIPLE 5 – Charitable Contributions

EMSA and EMSA's Representatives will ensure any charitable contributions are appropriate under both the Oklahoma Constitution and the Trust Indenture before any donation is authorized.

In order, for EMSA or an EMSA representative on behalf of EMSA to make a charitable donation, the organization which the donation is to be made must be to a wholesome and benevolent in its purpose and which provides a needed public benefit.

If the charitable donation, meets the intent to benefit the public, it must be reviewed by legal and approved by the Board of Trustees.

PRINCIPLE 6 – Confidentiality

EMSA's Representatives shall strive to maintain the confidentiality of patient and other confidential information in accordance with applicable legal requirements.

EMSA and its representatives are in possession of and have access to a broad variety of confidential and sensitive information, the inappropriate release of which could be injurious to individuals, EMSA's business partners and EMSA itself. Every EMSA representative has an obligation to actively protect and safeguard confidential and sensitive information in a manner designed to prevent the unauthorized use or disclosure of such information. EMSA is a public trust authority and as such certain information may be subject to disclosure under the Open Records Act, as applicable. Any requests pursuant to the Open Records Act should be directed to the CEO and to the Compliance Officer.

6.1 - Patient Information

The treatment of patient information will be done in accordance with EMSA's policies and procedures related to compliance with HIPAA privacy rules and regulations. These can be obtained from EMSA's Compliance Officer.

6.2 - Personnel Information

Salaries, benefits and other personal information related to an officer, director, or team member shall be treated as confidential. All officers, directors, or team members personnel files, payroll information, disciplinary matters and similar information shall be maintained in a manner designed to ensure confidentiality in accordance with applicable laws. Officers, directors, or team members will exercise due care to prevent the release or sharing of information beyond those persons who may need such information to fulfill their job function.

6.3 - Proprietary Information

Information, ideas and intellectual property assets of EMSA are important to organizational success. Information pertaining to EMSA's competitive position or business strategies, payment and reimbursement information and information relating to negotiations with an officer,

director, team member or third parties should be protected and shared only with representatives having a need to know such information to perform their duties with EMSA. EMSA's Representatives should exercise care to ensure that intellectual property rights, including patents, trademarks, copyrights and software is carefully maintained and managed to preserve and protect its value.

PRINCIPLE 7– Conflicts of Interest

EMSA's Representatives owe a duty of undivided and unqualified loyalty to the organization. Persons holding such positions may not use their positions to profit personally or to assist others in profiting in any way at the expense of the organization. Full disclosure of any situation in doubt should be made to permit an impartial objective determination. Disclosure relates to not only the representative's activity, but also the activities of the representative's house hold members.

All persons' subject to this Principle are expected to regulate their activities to avoid actual impropriety and/or the appearance of impropriety which might arise from the influence of those activities on EMSA's business decisions. Specific conflict of interest policies is found in EMSA's Bylaws and EMSA's Code of Conduct. All representatives are required to fill out and submit an annual report disclosing all actual and apparent conflicts of interest.

7.1 - Outside Financial Interests

While not all inclusive, the following will serve as a guide to the types of activities by EMSA's Representatives or household members of an EMSA representative which might cause conflicts of interest.

- A. If an EMSA representative, is transacting business with, another person or with another organization in which an immediate family member is an owner, director, officer, or key employee.
- B. Ownership in or employment by any outside concern which does business with EMSA. This does not apply to stock or other investments held in a publicly traded corporation, *provided* the value of the stock or other investments does not exceed 5% of the corporation's stock. EMSA may, following a review of relevant facts, permit ownership interests which exceed these amounts if management concludes such ownership interests will not adversely impact EMSA's business interest or the judgment of the representative.

- C. Representation of EMSA by a representative in any transaction in which he or she or a household member has a substantial personal interest.
- D. Disclosure or use of confidential, special or inside information of or about EMSA, particularly for personal profit or advantage of the representatives or a household member of such representatives.
- D. Competition with EMSA by EMSA representatives or a household member of such representative, directly or indirectly, in the purchase, sale or ownership of property or property rights or interest, or business investment opportunities.

7.2 - Services for Competitors/Vendors

No officer, director, or team member shall perform work or render services for any EMSA competitor or for any organization with which EMSA does business or which seeks to do business with EMSA outside of the normal course of his/her employment with EMSA without the written approval of EMSA's CEO and Compliance Officer. Nor shall any such officer, director, or team member be a director, officer, or consultant of such an organization, nor permit his/her name to be used in any fashion that would tend to indicate a business connection with such organization.

7.3 - Participation on Boards of Directors/Trustees

- A. An officer, director, or team member must obtain written approval from the CEO and the Compliance Officer prior to serving as a member of the Board of Directors/Trustee of any organization whose interests may conflict with those of EMSA.
- B. An Officer, director, or team member who is asked, or seeks to serve on the Board of Directors/Trustee of any organization whose interest would not impact EMSA (For example: civic [non-governmental], charitable, fraternal and so forth will not be required to obtain such approval.
- C. All fees/compensation (other than reimbursement for expenses arising from Board participation) that are received by an officer, director, or team member for Board services provided during normal work time, not including paid time off, shall be paid directly to EMSA.

- E. EMSA retains the right to prohibit membership for any officer, director, or team member on any Board of Directors/Trustees where such membership might conflict with best interests of EMSA.
- F. Questions regarding whether Board participation might present a conflict of interest should be discussed with EMSA's Chief Compliance Officer.

7.4 - Honoraria

Officers, directors, or team members are, with the permission of their supervisor, encouraged to participate as faculty and speakers at educational programs and functions. However, all honoraria shall be turned over to EMSA *unless* the officer, director, or team member used paid time off to attend the program for that portion of the program for which the honoraria is paid.

PRINCIPLE 8 – Business Relationships

Business transactions with vendors, contractors and other third parties shall be transacted free from offers or solicitation of gifts and favors or other improper inducements in exchange for influence or assistance in a transaction.

This Principle is intended to guide, representatives in determining the appropriateness of the listed activities or behaviors within the context of EMSA business relationships, including relationships with vendors, providers, contractors, third party payors and government entities. It is EMSA's intent that this policy be construed broadly to avoid even the appearance of improper activity, this Principle is like and includes Principle 5 regarding conflicts of interest; accordingly, representatives will be required to disclose all business relationships that may constitute an actual or apparent conflict of interest on an annual basis.

8.1 - Acceptance of Gifts and Favors

Gifts

It is EMSA's desire always to preserve and protect its reputation and to avoid the appearance of impropriety. Consequently, representatives may not accept a gift which values more than \$50.00 or solicit any gift or favor where the receipt would either compromise impartial performance or would be viewed by the public to compromise impartial performance. EMSA representatives may accept gift certificates but may never accept cash or financial instruments (e.g., checks, stocks).

Finally, under no circumstances may an EMSA representative solicit a gift. A representative shall document any gifts received and immediately notify the Compliance Officer.

Business Courtesies

EMSA recognizes there will be times when a current or potential business associate, including a potential referral source, may extend an invitation to attend a social event to further develop a business relationship. An EMSA representative may accept such invitations, provided: (1) the cost associated with such an event is reasonable and appropriate, which, as a rule, means the cost will not exceed \$150.00 per person; (2) no expense is incurred for any travel costs (other than in a vehicle owned privately or by the host entity) or overnight lodging; and (3) such events are infrequent. The limitations of this section do not apply to business meetings at which food (including meals) may be provided.

Meals and Entertainment

There may be times when an EMSA representative wishes to extend to a current or potential business associate (other than someone who may be able to make a patient referral) an invitation to attend a social event (e.g., reception, meal, sporting event, or theatrical event) to further or develop a business relationship. The purpose of the entertainment must never be to induce any favorable business action. During these events, topics of a business nature must be discussed, and the host must be present. These events must not include expenses paid for any travel costs (other than in a vehicle owned privately or by the host entity) or overnight lodging. The cost associated with such an event must be reasonable and appropriate. As a rule, this means the cost will not exceed \$150.00 per person. Moreover, such business entertainment with respect to any individual must be infrequent, which, as a rule, means not more than three times per year. The organization will under no circumstances sanction any business entertainment that might be considered lavish or in questionable taste. Departures from the \$150.00 guideline are highly discouraged and must be approved by the CEO and Compliance Officer.

8.2 - Workshops, seminars and training sessions

Attendance at local, vendor sponsored workshops, seminars and training sessions is permitted. Attendance, at vendor expense, at out of town seminars, workshops and training sessions is permitted only with the approval of the CEO and Compliance Officer.

8.3 - Contracting

EMSA representatives may not utilize “proprietary” information for any business activity conducted by or on behalf of EMSA. All business relations with contractors must be conducted at an arm’s length both in fact and in appearance and in compliance with EMSA’s policies and procedures. Officers, directors, and team members must disclose personal relationships and business activities with a contractor which may be construed by an impartial observer as influencing the performance and duties of the officer, director, or team member. Officers, directors, and team members have a responsibility to obtain clarification from the Compliance Officer on questionable issues which may arise.

8.4 - Business Inducements

EMSA’s Representatives shall not seek to gain any advantage through the improper use of payments, business courtesies or other inducements. Offering, giving, soliciting or receiving any form of bribe or other improper payment is prohibited.

EMSA manages consulting, subcontractor, and supplier relationships in a fair and reasonable manner, free from conflicts of interest and consistent with all applicable laws and good business practices. EMSA promotes competitive procurement to the maximum extent practicable. EMSA’s selection of consultants, subcontractors, suppliers, and vendors will be made based on objective criteria including quality, technical excellence, price, delivery, adherence to schedules, service, and maintenance of adequate sources of supply. EMSA’s purchasing decisions will be made on the supplier's ability to meet the needs of the organization, and not on personal relationships and friendships. EMSA employ’s the highest ethical standards in business practices in source selection, negotiation, determination of contract awards, and the administration of all purchasing activities.

PRINCIPLE 9 – Protection of Assets

All EMSA representatives will strive to preserve and protect EMSA’s assets by making prudent and effective use of EMSA’s resources and properly and accurately reporting its financial condition.

This Principle is intended to guide representatives by articulating EMSA’s expectations as they relate to activities or behaviors which may impact EMSA’s financial health or which reflect a reasonable and appropriate use of the assets of a nonprofit entity.

9.1 - Internal Control

EMSA has established control standards and procedures to ensure that assets are protected and properly used, and that financial records and reports are accurate and reliable. All EMSA officers, directors, or team members share the responsibility for maintaining and complying with required internal controls.

9.2 - Financial Reporting

All financial reports, accounting records, research reports, expense accounts, time sheets and other documents must accurately and clearly represent the relevant facts or the true nature of a transaction. Improper or fraudulent accounting, documentation or financial reporting is contrary to the policy of EMSA and may be in violation of applicable laws.

9.3 - Accuracy, Retention and Disposal of Document and Records

Accuracy, Retention, and Disposal of Documents and Records Each EMSA representative is responsible for the integrity and accuracy of our organization's documents and records, not only to comply with regulatory and legal requirements but also to ensure records are available to support EMSA's business practices and actions. No one may alter or falsify information on any record or document. Records must never be destroyed to deny governmental authorities that which may be relevant to a government investigation. Medical and business documents and records are retained in accordance with the law and EMSA's record retention policy, which includes comprehensive retention schedules. Medical and business documents include paper documents such as letters and memos, computer-based information such as e-mail or computer files on disk or tape, and any other medium that contains information about the organization or its business activities. It is important to retain and destroy records only according to our policy. EMSA representatives must not tamper with records. No one may remove or destroy records prior to the specified date without first obtaining permission as outlined in the Company records management policy. Finally, under no circumstances may an EMSA representative use patient, representative or any other individual's or entity's information to personally benefit (e.g., insider trading or marketing of the data).

9.4 - Travel

Travel expenses should be consistent with the officers, directors, or team members job responsibilities and the organization's needs and resources. It is EMSA's policy that an officer, director, or team member should not suffer financial loss or a financial gain because of business travel. Officers, directors, and team members are expected to exercise reasonable judgment in the use of EMSA's assets and to spend the organization's assets as carefully as they would spend their own. Officers, directors, and team members must also comply with EMSA's policies relating to travel expenses. All expenses must be submitted and approved by the officer, director, or team members supervisor

9.5 - Personal Use of Corporate Assets

All officers, directors, or team members are expected to refrain from converting the assets of the organization to personal use. All property and business of the organization shall be conducted in the manner designed to further EMSA's interest rather than the personal interest of an individual officer, director, or team member. Officers, directors, or team members are prohibited from the unauthorized use or taking of EMSA's equipment, supplies, materials or services.

9.6 - Electronic Media

- A. All communications systems, including but not limited to computers, electronic mail, Intranet, Internet access, EMSA-provided telephones, and voice mail, are the property of the organization and are to be used primarily for business purposes in accordance with electronic communications policies and standards. Limited reasonable personal use of EMSA communications systems is permitted; however, users should assume these communications are not private. Users of computer and facility telephonic systems should presume no expectation of privacy in anything they create, store, send, or receive on the computer and telephonic systems, and EMSA reserves the right to monitor and/or access communications usage and content consistent with Company policies and procedures.

- B. Representatives may not use EMSA devices or EMSA-provided communication channels or access the Internet or Social Media to view, post, store, transmit, download, or distribute any threatening materials; knowingly, recklessly, or maliciously false materials; obscene materials; or anything constituting or encouraging a criminal offense, giving rise to civil liability, or otherwise violating any laws. Also, these channels of communication may not be

used to send chain letters, personal broadcast messages, photos or videos, or copyrighted documents that are not authorized for reproduction.

- C. Representatives who abuse EMSA's communications systems or use them excessively for non-business purposes may lose these privileges and be subject to disciplinary action.
- D. Representatives shall comply with EMSA's information security policies and standards governing the use of information systems. Individuals may only use User IDs assigned to them individually and are not permitted to share or disclose any user account that is used to access EMSA's systems or information. Representatives shall never use tools or techniques to break or exploit EMSA's information security measures or those used by other companies or individuals.

ADMINISTRATION AND APPLICATION OF THE CODE OF CONDUCT

EMSA expects each person to whom the Code of Conduct applies to abide by the Principles set forth herein and to conduct the business and affairs of EMSA in a manner consistent with the general statement of these Principles.

Failure to abide by the Code of Conduct or the guidelines for behavior which the Code of Conduct represents may lead to disciplinary action. For alleged violations of the Code of Conduct, EMSA will weigh relevant facts and circumstances, including, but not limited to, the extent to which the behavior was contrary to the express language or general intent of the Code of Conduct, the egregiousness of the behavior, the representative's history with the organization and other factors which EMSA deems relevant. Discipline for failure to abide by the Code of Conduct may, in EMSA's discretion, range from verbal warning to termination for officers, directors or team members. For the Board of Trustees, appropriate administrative action will be taken by the CEO and correlated with the Chief Compliance Officer. If an officer, director, or team member is covered by the terms of a collective bargaining agreement, discipline shall be in accordance with the provisions of the collective bargaining agreement.

Nothing in the Code of Conduct should be construed as providing any additional employment or contract rights to officers, directors, team members or other persons.

EMSA reserves the right to modify, amend or alter the Code of Conduct. EMSA will generally attempt to communicate changes concurrent with or prior to the implementation of such changes.

In addition to the Code of Conduct, all EMSA's officers, directors, and team members are also reminded of EMSA's other personnel policies and other business policies that are relevant to the officer, director, or team members behavior and expectations in the workplace.

OFFICER, DIRECTOR, AND TEAM MEMBER PARTICIPATION AND REPORTING

It is the responsibility of every EMSA's officer, director, and team member to abide by applicable laws and regulations and support EMSA's compliance efforts.

All officers, directors, and team members are required to report their good faith belief of any improper action, or in any violation of the fraud and abuse compliance program or applicable law. EMSA, at the request of the officers, directors, and team members, will provide such anonymity to the Chief Compliance Officer as is possible under the circumstances consistent with its obligations to investigate the officers, directors, or team members concerns and take necessary corrective action. EMSA and its officers, directors, Board of Trustees, managers and supervisors will not retaliate against an individual or take any other action adverse to the terms and conditions of employment because of such reporting.

Officers, directors, and team members may report their good faith belief of any improper actions, or in any violations of the fraud and abuse compliance program or applicable laws through the AlertLine (877) 874-8416 or via the website at <https://emsa.alertline.com/gcs/welcome>. This guarantees anonymity. If the officer, director, or team member prefers, he/she can voice concern (i) either orally or in writing to their manager; or by contacting the Compliance Officer, at (405) 297-7133. Anyone who knowingly makes a false accusation in reporting a violation will be subject to appropriate disciplinary action, up to and including termination.

Officers, directors, Board of Trustees or team members with questions regarding the existence of, interpretation or application of any law may call upon EMSA's Compliance Officer. Also, questions regarding whether specific conduct or activities are ethical or otherwise appropriate should be directed to EMSA's Compliance Officer.