

EMERGENCY MEDICAL SERVICES
AUTHORITY

Code of Conduct

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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 employees of EMSA will conduct themselves in order 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 employees, including the Director of EMSA. The Principles set forth in the Code of Conduct shall be distributed to all new employees and periodically to all continuing employees as well as to all members of the Board of Trustees, officers, members of the Medical Directors Office and Medical Control Board, and all contractors and agents of EMSA, as required by law. All employees 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 "employee" 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 employee as assigned by the Director of EMSA; and for the Director, the term "supervisor" shall mean the Chair of the Board of Trustees of EMSA.

Principle 1 – Legal Compliance

EMSA will strive to ensure all activity by or on behalf of the organization is in compliance with applicable laws.

These Principles are intended to provide guidance to employees and management in administrative positions to assist them in their obligation to comply with applicable laws. These Principles are neither exclusive nor complete. Employees are required to comply with all applicable laws, whether or not specifically addressed in these Principles.

1.1 – Antitrust

All employees 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.

1.2 – 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 employees 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.

1.3 – Discrimination

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

It is EMSA's policy to treat patients without regard to the race, color, religion, sex, ethnic origin, age or disability of such person, or any other classification prohibited by law.

It is EMSA's policy to recruit, hire, train, promote, assign, transfer, layoff, recall and terminate employees 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 of 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.

Principle 2 – Fraud and Abuse

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

EMSA expects its employees 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 fraud and abuse compliance program which is a comprehensive statement of the responsibilities and obligations of all employees 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, Stephen Williamson, or accessed through the EMSA intranet.

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. These policies, procedures and systems are found in EMSA's employee handbook and employee training materials.

Principle 3 – Business Ethics

In furtherance of EMSA's commitment to the highest standards of business ethics and integrity, employees 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. Employee 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 employee 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 employees 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 employees 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. Employees 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.

Principle 4 – Confidentiality

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

EMSA and its employees 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 employee 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 Steve Williamson, President.

4.1 – Patient Information

The treatment of patient information will be done in accordance with EMSA's policies and procedures related to compliance with HIPPA privacy rules and regulations. These can be obtained from EMSA's Privacy Officer (Steve Williamson) or accessed through the EMSA intranet.

4.2 – Personnel Information

Salary, benefit and other personal information related to employees shall be treated as confidential. Personnel files, payroll information, disciplinary matters and similar information shall be maintained in a manner designed to ensure confidentiality in accordance with applicable laws. Employees 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.

4.3 – 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 employees or third parties should be protected and shared only with employees having a need to know such information in order to perform their job responsibilities. Employees 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 5 – Conflicts of Interest

Directors, officers, committee members and employees 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.

All persons subject to this Principle are expected to regulate their activities so as 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 are found in EMSA's Bylaws.

5.1 – Outside Financial Interests

While not all inclusive, the following will serve as a guide to the types of activities by an employee, or household member of such employee, which might cause conflicts of interest.

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

5.2 – Services for Competitors/Vendors

No employee 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 approval of EMSA's President or the person's supervisor. Nor shall any such employee 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.

5.3 – Participation on Boards of Directors/Trustees

- A. An employee must obtain approval from his/her supervisor 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 employee 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 employee for Board services provided during normal work time, not including paid time off, shall be paid directly to EMSA.

- D. EMSA retains the right to prohibit membership for any employee on any Board of Directors/Trustees where such membership might conflict with best interests of EMSA.
- E. Questions regarding whether or not Board participation might present a conflict of interest should be discussed with the employee's supervisor.

5.4 – Honoraria

Employees are, with the permission of their supervisor, encouraged to participate as faculty and speakers at educational programs and functions. However, any honoraria in excess of two hundred (\$200) shall be turned over to EMSA *unless* the employee used paid time off to attend the program for that portion of the program for which the honoraria is paid.

Principle 6 – 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 employees 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.

6.1 – Acceptance of Gifts and Favors

It is EMSA's desire at all times to preserve and protect its reputation and to avoid the appearance of impropriety. Consequently, employees may not accept 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. An employee shall document any gifts received and immediately notify their supervisor of same. Violation shall be grounds for disciplinary action, up to and including termination.

6.2 – 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 employee's supervisor.

6.3 – Contracting

Employees may not utilize "insider" 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.

Employees must disclose personal relationships and business activities with contractor personnel which may be construed by an impartial observer as influencing the performance and duties of the employee. Employees have a responsibility to obtain clarification from management on questionable issues which may arise.

6.4 – Business Inducements

EMSA employees 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.

Principle 7 – Protection of Assets.

All employees 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 employees 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.

7.1– 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 employees share the responsibility for maintaining and complying with required internal controls.

7.2– 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.

7.3– Travel

Travel expenses should be consistent with the employee’s job responsibilities and the organization’s needs and resources. It is EMSA’s policy that an employee should not suffer financial loss or a financial gain as a result of business travel. Employees 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. Employees must also comply with EMSA’s policies relating to travel expenses. All expenses must be submitted and approved by the employee’s supervisor and the finance department prior to reimbursement.

7.4. - Personal Use of Corporate Assets

All employees 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 employee. Employee's are prohibited from the unauthorized use or taking of EMSA's equipment, supplies, materials or services. Prior to engaging in any activity on company time which will result in remuneration to the employee or the use of EMSA's equipment, supplies, materials or services for personal or non-work related purposes, employees shall obtain the approval of EMSA management.

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 employee'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. In the event that an employee 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 employees 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 employees are also reminded of EMSA's other personnel policies and other business policies that are relevant to employee behavior and expectations in the workplace. These policies are found in EMSA's employee handbook.

EMPLOYEE PARTICIPATION AND REPORTING

It is the responsibility of every EMSA employee to abide by applicable laws and regulations and support EMSA's compliance efforts.

All employees 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 employee, will provide such anonymity to the reporting employee(s) as is possible under the circumstances consistent with its obligations to investigate employee concerns and take necessary corrective action. EMSA and its

officers, managers and supervisors will not retaliate against an employee or take any other action adverse to the terms and conditions of employment as a result of such reporting.

Employees 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 Silent Whistle phone line (xxx)xxx-xxxx or web site [www.xxxxxxxxxxxxxxx]. This guarantees employee anonymity. If the employee prefers, he/she can voice concern (i) either orally or in writing to their manager; or by (ii) by calling the Compliance Officer, Stephen Williamson at 918-596-3135. Employees may report their good faith belief of any improper actions by the Director of EMSA to the Chair of the Board of Trustees of EMSA.

Anyone who knowingly makes a false accusation in reporting a violation will be subject to appropriate disciplinary action, up to and including termination.

Board members or managers with questions regarding the existence of, interpretation or application of any law may call upon EMSA's legal counsel - Riggs, Abney, Neal, Turpen, Orbison and Lewis. Questions regarding whether specific conduct or activities are ethical or otherwise appropriate should be directed to EMSA's compliance officer, Stephen Williamson.

Approved by EMSA Board of Trustees: August 27, 2008

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