

# **HYGEA HOLDINGS CORP.**

## **Code of Conduct and Ethics**

## A Message from the Chief Executive Officer

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Hygea Holdings Corp. (Hygea) has developed and adopted this *Code of Conduct and Ethics* to provide guidance on the standards of ethical business and care practices that guide our organization. Hygea is committed to providing the highest quality of care to our patients. Hygea strives to achieve this goal through compliance with all applicable laws, regulations, third party payer requirements, and policies and procedures. To ensure that we fulfill this commitment while operating in a complex and highly regulated health care delivery environment, we have established a Hygea Compliance Program.

A key element of Hygea's Compliance Program is our *Code of Conduct and Ethics*, which serves as its foundation. The *Code of Conduct and Ethics* is derived from our mission and guiding principles, and affirms the values and professional standards that already exist among our employees and associates. We are committed to following the *Code of Conduct and Ethics*.

Our success requires the active participation of every individual associated with our organization. **If you know or suspect that a law, regulations, policy, or the Code of Conduct and Ethics is not being followed, you should report this information.** The door is always open if you wish to report or discuss a concern.

To assist you in carrying out your compliance responsibilities, we have designated a Compliance Officer as well as individual office compliance liaisons. You should reach out to that individual if you have any questions or concerns. In addition, if you prefer, you may call our independent Compliance Hotline to report a concern or make a complaint on a confidential basis. The way to contact the Hotline follows:

- Telephone Reporting: 1-855-372-8345 – reference in your message the company ID – “Hygea”
- Internet Reporting: [www.FRAUDHL.com](http://www.FRAUDHL.com) – include in your message the company ID – “Hygea”

Calls to the Hotline can be made anonymously. However, I can assure you that management will not tolerate retaliation for good faith reporting of issues or concerns to anyone in management, the Compliance Officer, or the Hotline.

The Hygea Board of Directors and management pledge our commitment to following and upholding the *Code of Conduct and Ethics* and implementing an effective Compliance Program. We are convinced that our compliance efforts are critical to providing high quality services to our patients.

Sincerely,



Manuel E. Iglesias

## INTRODUCTION

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Hygea is committed to serving our patients in an ethical, legal, and responsible manner, consistent with our organization's mission and values. We strive to provide high quality services in compliance with all applicable laws, regulations, and guidelines, as well as Hygea's policies and procedures. Hygea recognizes its obligation to comply with requirements related to participation in Federal health care programs (e.g., Medicare and Medicaid), including the submission of accurate and complete claims and bills.

The *Code of Conduct and Ethics* contains the following 10 sections:

- 1: Delivery of Health Care Services
- 2: Compliance with Laws and Regulations
- 3: Record Keeping, Coding, and Billing Integrity
- 4: Conflicts of Interest
- 5: Health and Safety
- 6: Work Place Integrity
- 7: Protection and Use of Information, Property and Equipment
- 8: Duty to Report and Non-Retaliation
- 9: Management and Work Force Member Responsibilities
10. Certification and Acknowledgment

The *Code of Conduct and Ethics*, as well as all laws, regulations, guidelines, and Hygea's policies and procedures should be observed by everyone in our work environment or acting on behalf of the organization. No one, regardless of position, will be allowed to compromise adherence to the *Code of Conduct and Ethics*, laws, regulations, business standards, policies, or procedures. Failure to comply with the *Code of Conduct and Ethics*, or applicable laws, regulations, policies and procedures can result in serious damage to our standing with our patients, legal or regulatory action against the organization and/or individual employees, and disciplinary action (including termination of employment).

If you have any questions about the *Code of Conduct and Ethics* or about any policies or practices of Hygea, you should raise the questions to a manager or supervisor, or the Compliance Officer. Our Compliance Officer is charged with being available and responsive to employees when questions arise about adherence to the applicable laws, regulations, policies, or the *Code of Conduct and Ethics*.

The Hygea *Code of Conduct and Ethics* is intended to ensure that we meet our compliance goals in today's health care and business environment, as well as to provide high quality services. The *Code of Conduct and Ethics* is designed to provide general guidance, and supplement other policies and procedures adopted by Hygea.

## SCOPE & APPLICABILITY

The Hygea Code of Conduct and Ethics is applicable to all “Workforce Members” and independent contractors of Hygea Holdings Corp., its subsidiaries, affiliated entities, and owned or affiliated physician practices. The term “Workforce Members” encompasses all individuals that are Board Members and employees. This includes executives, managers, medical professionals, and other staff. Also included in this term are volunteers, trainees, and other persons whose conduct is under the direct control of Hygea, regardless of whether and by whom they are paid. The Code of Conduct applies to all individuals that are either acting or providing services on behalf of Hygea.

## **DELIVERY OF HEALTH CARE SERVICES**

**Hygea is committed to providing high quality services to its patients in a responsible, reliable, appropriate, and cost-effective manner.**

- Hygea strives to provide the most appropriate level and type of services to patients.
- Hygea will provide high quality care and services consistent with the philosophy that all aspects of patient well-being must be taken seriously.
- Hygea will respect the dignity of each patient and respond to all patient questions, concerns, and needs in a timely and courteous manner.
- Hygea will treat each patient with respect and compassion at all times.
- Hygea will not discriminate against a patient for any reason including race, color, sex, national origin, age, disability, or any other status or classification protected by law.
- Hygea will maintain the confidentiality of patient medical and other issues consistent with all laws and professional standards.
- Hygea will comply with all applicable laws regarding patient rights and protected health information.

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## **COMPLIANCE WITH LAWS AND REGULATIONS**

**Hygea shall provide patient care and services, and conduct business operations, in an ethical manner in accordance with all applicable laws, regulations, and policies.**

- Hygea expects all employees and contractors to be familiar with applicable laws, regulations, and policies governing their areas of work and responsibilities.
- Hygea is committed to taking prompt action with respect to any possible violations of law, regulation or policy. All reported compliance issues or concerns will be reviewed, investigated, and addressed in a prompt and reasonable manner.
- Hygea will not tolerate any retaliation or other negative action against an individual who in good faith reports a concern or suspected violation.
- Hygea will not offer, provide, solicit, or accept kickbacks, bribes, rebates, or anything of value tied to influencing the referral of patients or services covered and payable by a Federal health care program.
- Hygea will ensure that all agreements with an individual or organization that may be a referral source are in writing and approved by management and legal counsel prior to effectuation.
- Hygea will bill patients and third-party payers in accordance with applicable laws, regulations, policies, and procedures.
- Hygea will ensure that complete and accurate patient medical records are prepared and maintained in accordance with federal and state privacy and security laws, regulations, and policies.
- Hygea will ensure that confidential patient information is accessible only to health care personnel involved with a patient's care, third party payers, and others authorized to review such patient information.
- Hygea will not hire or contract with individuals or entities that have been sanctioned by the Office of Inspector General (OIG) in the U.S. Department of Health and Human Services, or barred from a state health care program (e.g. Medicaid).

## **RECORD KEEPING, CODING, AND BILLING INTEGRITY**

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**Hygea workforce members shall prepare and maintain accurate and timely patient records, and bill for health care services as documented in patient medical records, and in a manner consistent with all laws, regulations, and third party payer requirements.**

- Hygea is committed to accurate, complete, and truthful billing to patients, Federal health care programs, and other third party payers.
- Hygea will promote correct coding and billing for services, as documented in a patient’s medical records, consistent with applicable laws, regulations, and policies.
- Hygea will not “knowingly” submit, or cause to be submitted, for payment a claim that is false, fraudulent, or fictitious.
- Hygea will periodically review bills, reimbursement, and medical records to ensure compliance with applicable billing, coding, and documentation requirements.
- Hygea will regularly review records relating to credit balances and promptly refund any identified overpayments.
- Hygea will prepare and maintain medical and billing records in a manner consistent with applicable laws, regulations, and policies.
- Hygea will promote the disclosure to third party payers (and patients) of any errors in billing, and refund any funds to which it is not entitled.
- Hygea will promptly report and refund any identified overpayments by a Federal health care program within 60 days of identification and verification.
- Hygea will not promote the routine waiver of third party payer patient cost-sharing (e.g. deductibles and co-payments).
- Hygea will respond and address all questions, concerns, and complaints related to a patient’s bill in a timely and responsive manner.

## **CONFLICTS OF INTEREST**

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**Hygea workforce members will strive to avoid any conflicts of interest between an individual's private interests and those of the company or their job responsibilities.**

- Workforce members shall perform their duties in a professional manner consistent with their responsibilities and without regard to personal interests or issues.
- Workforce members shall refrain from and avoid conflicts, or the appearance of impropriety, between the performance of their duties and private interests.
- Workforce members shall not solicit, receive, offer, or provide gifts or favors, such as meals, transportation, or entertainment, which might be interpreted as improperly influencing the performance of their Hygea job responsibilities.
- Workforce members shall not accept cash or cash equivalents as gifts from vendors, patients, clients, or customers.
- Workforce members shall exercise good faith and judgment, and fair dealing in all transactions involving responsibilities to Hygea.
- Workforce members shall not misuse their position with Hygea for personal gain.
- Workforce members shall not accept outside employment that conflicts their position at Hygea without prior approval.
- Workforce members shall not hire or have a business relationship on behalf of Hygea with a relative without receiving prior approval.
- Workforce members shall avoid any situation that would create an actual or suggest the appearance of a conflict of interest.

## HEALTH AND SAFETY

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**Hygea is committed to protecting the health and safety of patients and workforce members, and maintaining a professional work and treatment environment consistent with all laws, regulations, and policies.**

- Hygea shall comply with all safety and health requirements established by law or regulation.
- Hygea shall comply with all applicable environmental laws.
- Hygea shall take reasonable precautions and follow safety rules and regulations to maintain a safe environment for workforce members and patients.
- Hygea shall comply with all laws and regulations regarding the disposal of medical waste and hazardous materials.
- Hygea shall promptly report to the appropriate Government authorities as required any accidents involving injury to a workforce member or patient.
- Hygea shall provide training on healthy and safe work practices to reduce hazards.
- Hygea shall ensure regular inspections of the work areas to identify and remedy health and safety risks.
- Hygea shall not permit the manufacture, sale, possession, distribution, or use of illegal drugs or alcohol.
- Hygea shall not permit any employee or contractor to provide services when under the influence of illegal drugs or alcohol.

## **WORK PLACE INTEGRITY**

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**Hygea is committed to establishing and maintaining work environments where employees are treated with respect and fairness.**

- Hygea will provide a work environment that is free from harassment and intimidation. Verbal, physical, or sexual harassment will not be tolerated.
- Hygea will make all employment and promotion decisions without regard to race, color, sex, national origin, age, disability, or any other classification or status protected by law.
- Hygea will maintain open lines of communication so that the views of every employee can be considered and opinions given proper respect and consideration.
- Hygea will strive to ensure that employees show respect and consideration for one another regardless of status of position.
- The Code of Conduct and Ethics, the Employee Handbook, and other personnel policies will apply to all workforce members regardless of position in the workplace.
- Hygea will provide training opportunities to assist employees in developing and maintaining professional skills.
- Hygea is committed to maintaining a work place that protects the health and safety of patients and workforce members.
- Hygea will not tolerate any work place violence, including threats, harassment, or bullying.

## PROTECTION AND USE OF INFORMATION, PROPERTY, AND EQUIPMENT

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**Hygea workforce members shall protect patient and company information and property from improper disclosure, misuse, loss, theft, or destruction, and use company property and equipment only as authorized.**

- Workforce members shall correctly use and care for all property and equipment entrusted to and used by them.
- Workforce members shall safeguard confidential and proprietary information, and not use or disclose such information unless authorized and permitted by law.
- Workforce members shall not make unauthorized copies of computer software or use unauthorized personal software on company computer equipment.
- Workforce members shall not communicate or transfer any Hygea information or documents to any unauthorized person.
- Workforce members shall be personally responsible and accountable for the proper expenditure of Hygea funds and the proper use of property.
- Workforce members shall properly maintain and use supplies.
- Workforce members shall follow established internal control procedures in handling Hygea funds and property.
- Workforce members shall disclose company information only as required in the performance of their duties and/or expressly authorized by a responsible manager.
- Workforce members shall report any identified or observed misuse of property or funds to management or to the compliance officer. Alternatively, such reports can be made anonymously through the Hygea Hotline.

## DUTY TO REPORT AND NON-RETALIATION

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**Workforce members are expected to report concerns or potential wrongdoing and shall not be subject to any retaliation.**

If a workforce member has a question or concern about potentially wrongful, unethical, or illegal activity, the following options are available:

- The individual can discuss the issue or concern with a supervisor. A direct supervisor is most familiar with a workforce member's responsibilities and applicable laws, regulations, and policies. Confidentiality will be maintained and efforts will be made to resolve an issue in a fair and unbiased manner.
- If a workforce member is not comfortable talking with a direct supervisor or does not receive an adequate response, an issue may be raised to a supervisor's manager or another member of the management team.
- A workforce member may also contact the Hygea Compliance Officer.
- Alternatively, a workforce member may contact the Hygea Compliance Hotline. Contact may be made on a confidential and anonymous basis.

Online web reporting: [www.FRAUDHL.com](http://www.FRAUDHL.com) – include in your report the company ID – “Hygea”

Telephone Reporting: 1-855-372-8345 – reference in your message the company ID – “Hygea”

Every report will be reviewed by the Compliance Officer and will be responded to appropriately. All allegations of wrongdoing will be carefully investigated before any action is taken. The rights of all staff, including anyone who is the subject of a Hygea report, will be respected and protected.

Hygea has a non-retaliation policy to protect employees who report concerns or compliance issues. No disciplinary action or retaliation will be taken when a workforce member reports a perceived issue, problem, concern, or violation to management, the Hygea Compliance Officer, or the Compliance Hotline in “good faith.” “Good faith means that the individual actually believes or perceives the reported information to be true and accurate.

We value and respect the dignity of the individual. Workforce members have the right to be treated fairly and with respect, and Hygea will make sure that you are treated that way. If a workforce member believes that he/she has been unlawfully harassed and or retaliated against, a written complaint should be submitted to the Legal Counsel and/or the Compliance Officer as soon as possible after the incident. Concerns will immediately be reviewed and investigated.

## MANAGEMENT AND WORKFORCE MEMBER COMPLIANCE RESPONSIBILITIES

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**Workforce members** are expected to follow all laws, regulations, and policies. Anyone who knows about a violation or a suspected violation **must** report this information. If you do not report a violation, you may be subject to disciplinary action even if you were not directly involved. Reporting does not protect you from disciplinary action regarding your own performance or conduct, but telling the truth about your own actions will be taken into consideration.

**Management** must demonstrate and promote a commitment to ethical and legal behavior that is consistent with these values. Managers have the obligation to ensure that employees:

- Know and follow all laws, regulations, and policies related to their duties;
- Know the procedure for reporting suspected or actual violations; and
- Encourage others to ask questions and to report actual or suspected violations.

If a workforce member has a question regarding compliance with a law, regulation, or policy, a manager is responsible for:

- Taking steps to ensure the employee does not fear or experience retaliation;
- Maintaining the employee's confidentiality;
- Obtaining and providing responsive and accurate information regarding the employee's report;
- Pursuing the right process so that credible reports of violations or suspected violations can be further investigated; and
- Informing the employee that a report has been followed up on.

It is the responsibility of both workforce members and managers to report any violations or suspected violations of law, regulations, or policy, including the *Code of Conduct and Ethics*. Hygea will not condone any retaliation or reprisal against a workforce member who reports a violation of law, regulation, organization policy, or the Code.

## CERTIFICATION AND ACKNOWLEDGMENT

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1. I acknowledge that I have received a copy of the Hygea Code of Conduct and Ethics.
2. I have read the contents of the *Code of Conduct and Ethics* and understand the contents, including the promotion of open communication in the work environment.
3. I agree to fulfill duties and responsibilities as set forth in the *Code of Conduct and Ethics*, and agree to be bound by these standards as they relate to my job responsibilities.
4. I acknowledge that the *Code of Conduct and Ethics* applies to my employment and that following all laws, regulations, Hygea policies, and compliance with the Code of Conduct and Ethics is a condition of my employment.
5. If I have any questions or concerns about the provision of medical services, or compliance and integrity issues, I will seek advice from a supervisor, manager, or the Compliance Officer. Alternatively, I will call the Hygea Hotline with any compliance and integrity questions or issues.
6. I understand that it is my responsibility to take the Hygea Compliance Training and acknowledge that I may be ineligible for a merit and/or a performance based increase, as well as a promotion until the requisite training is completed.
7. I attest that I am unaware of any current conflicts of interest in the workplace, and further attest that if I discover a conflict of interest I will report it to my supervisor, management or the Compliance Officer.
8. I understand that this *Code of Conduct and Ethics* does not create or constitute, and may not be construed as, an expressed or implied contract of employment or any other type of contract. Hygea is an employer-at-will and its employees are employees-at-will. This understanding between Hygea and its workforce members means that any applications or documents signed by me in no way signify a contract of employment. I may voluntarily leave my employment at any time. Conversely, Hygea may discontinue my employment at any time and for any reason.

By signing below, I acknowledge and agree to the terms of this certification and affirm my obligation to comply with all of the Hygea policies, procedures and workplace rules, as well as applicable laws.

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Signature

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Date

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Printed Name

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Position

Please sign and forward the copy of this certification to your Officer Manager and/or Compliance Officer. A signed copy will be provided to you and the original will be kept in your personnel file.