

# Code of Conduct



A Family of Ophthalmic Practices

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At OOMC, we aspire to be the preferred care destination for our patients and the communities we serve. This vision is accomplished through focusing on the needs of our patients as we partner with our affiliated clinicians and community providers in the pursuit of better health. Through the ongoing support of undergraduate and post-graduate education, OOMC is promoting and investing in the next generations of ophthalmologists and optometrists.

Each and every day, our actions should be guided by Our Core Values. These principles serve as a compass as we interact with our patients, each other, and our communities. The values that should drive the culture at OOMC include a caring attitude, excellence, respect, service, and integrity. By integrating these behaviors into our day-to-day operations, we can support delivery of the highest quality health care as we also create positive patient experiences.

## Core Purpose

To improve lives by taking care of  
our patients and each other

## Core Values



## CEO's Message

Medicine, law, and social values are not static. Re-examining the ethical tenets of care delivery and their application in specific circumstances is a necessary and an ongoing exercise. As a CEO of OOMC I am proud to introduce our Code of Conduct - a key element of our Corporate Compliance & Risk Program. The Code supports our mission, values, and policies to promote conduct that is honest, ethical, and lawful. It is therefore very important that you understand your personal obligations under this Code.

OOMC's Code of Conduct (the "Code"), and its Compliance Program as a whole, are designed to assist OOMC team in detecting and preventing fraud, waste, and abuse. OOMC expects all of its employees, contractors, and those affiliated or doing business with OOMC to read and understand this Code and all applicable policies and procedures, and to conduct themselves legally, ethically, and honestly at all times.

The Board of Directors and OOMC leadership affirm OOMC's commitment to legal and ethical conduct, and support a robust Compliance Program as part of OOMC's culture. This Code of Conduct reflects OOMC's commitment to legal and ethical business practices, and sets the standards of conduct that applies to all OOMC Board members, officers, employees, contractors, agents, vendors, and all others associated with OOMC must adhere.

While the Code is comprehensive, it cannot cover every situation you might encounter. It's therefore up to each individual to seek advice when faced with questions about any of the principles outlined in the Code. As a member of the OOMC community, you are also required to familiarize yourself with this Code on at least an annual basis.

Additionally, it is your responsibility to report any matters you believe to be a violation of the Code, federal, state, or local laws and regulations or OOMC policies. If you become aware of a potential violation, you should immediately report it to your supervisor, OOMC's confidential Compliance Hotline at 833-424-2020, submit it online (the form available on <http://OOMC.ethicspoint.com>), or directly to the Compliance Office. We will not tolerate any form of retaliation against you for reporting any compliance concerns in good faith.

As you read through this Code, you will see that compliance is the responsibility of every member of the OOMC community. Collectively, it takes each of us to achieve the standards set forth in this Code and I am asking each of you to join me in making a personal commitment to uphold this Code of Conduct without exception

Thank you for doing your part to carry on our core values

***Let's all do the right thing!***

Sincerely,



Dr. Andrew Murray  
Chief Executive Officer

## **INTRODUCTION TO COMPLIANCE AND ETHICS**

Our primary mission is to provide access to quality ophthalmic care in the communities we serve. To succeed, we must maintain the trust of our patients, other health care providers, companies with whom we do business, government entities to whom we report, and the public and private entities from whom reimbursement for services is sought and received. We also rely on the trust and respect of OOMC Board members, officers, employees, physicians, independent contractors, residents, and other individuals that are affiliated or associated with OOMC (collectively, "Employees").

Our reputation as an organization depends upon our consistent application of high ethical standards to every aspect of our business. In this regard, all employees must not only act in compliance with all applicable legal rules and regulations, but also strive to avoid even the appearance of impropriety. While the legal rules are very important, we must hold ourselves up to even higher ethical standards. We must live the values of integrity, honesty, fairness, and responsibility in all of our daily work activities, and, ultimately, in our provision of high-quality services to our members.

OOMC expects all Employees to comply not only with the letter of this Code of Conduct (the "Code") and our policies and procedures, but also with their spirit - and to ask questions if they are uncertain about any aspect of the Code or any policy or procedure, or whether conduct is consistent with legal and ethical behavior. We depend upon our employees at all times to exercise good judgment and to do the right thing!

## **RESPECTING OUR FELLOW EMPLOYEES**

It is the OOMC's policy to maintain a work environment that is free of harassment and that promotes mutual respect and cooperation among OOMC employee. All employees are expected to exhibit courteous, professional behavior in all of their interactions with co-workers, supervisors, and fellow OOMC employees.

OOMC is committed to maintaining a work environment where we treat each other with honesty, dignity, and respect. OOMC values diversity and the cultural contributions of all employees, regardless of their position, sex (including pregnancy), race, creed, color, religion, national origin, ancestry, age, marital status, affectional or sexual orientation, gender identity or expression, domestic partnership status, civil union status, status as the victim of domestic violence, atypical heredity, genetic information, disability, liability for service in the U.S. Armed Forces, veteran status, or any other category protected by federal, state, and/or local laws. All employment practices are based on ability and performance.

OOMC seeks to be a responsible employer by providing opportunities for professional satisfaction, pride of work, and career growth for all employees. We hire, pay, and assign work on the basis of qualifications and performance. We have a fundamental responsibility to show appropriate respect for and consideration of one another, regardless of position, station, or relationship.

OOMC does not tolerate sexual advances, actions, comments, inappropriate physical contact, or any other conduct that is unwelcome, intimidating, or which otherwise creates an offensive or hostile work environment. Failure to comply with this provision of the Code will lead to disciplinary action, up to and including termination.

OOMC respects the right to work in an environment free from harassment, intimidation, violence, and discrimination, where employees' privacy and dignity are valued and protected from offensive, obscene, or threatening behavior.

OOMC maintains a drug-free work place. We do not tolerate the possession, distribution, or use of illegal drugs or an employee being under the influence of illegal drugs or alcohol while on duty. The use of alcohol on company premises is not permitted unless approved by Human Resources or the President.

OOMC's employees are expected to conform to the standards of their professions and exercise judgment and objectivity in the performance of their duties. Any differences of opinion in professional judgment should be referred to appropriate management levels for resolution. We do not permit or condone any action of retaliation, intimidation or punishment to be taken against an employee who in good faith reports a violation or suspicion of a violation of a law, regulation, company policy, or this Code of Conduct.

## **COMPLIANCE WITH LAWS AND REGULATIONS**

OOMC employees must know and follow the laws, rules, regulations and OOMC policies that apply to their job responsibilities. OOMC provides education and training to its employees upon hire as part of their orientation, and regularly thereafter regarding compliance expectations, issues, and the operation of the Compliance Program. Employees are required to participate in such training and are evaluated based on their understanding of the education and training they receive.

## **GUIDELINES FOR ETHICAL DECISION MAKING**

Healthcare is governed by complex and changing laws, rules and regulations. Sometimes the application of these rules and regulations creates uncertainty and questions. The Code of Conduct helps us to resolve concerns and questions about business ethics, integrity, and OOMC's expectations regarding compliance and the Compliance Program.

If you are not sure about an action or decision or the "right thing to do," ask yourself:

- Is it consistent with this Code, OOMC's policies, procedures, practices and values?
- Is it fair, honest, and appropriate under the circumstances?
- Will I compromise myself or the reputation of OOMC by this action if it becomes known?
- Could this action appear inappropriate to others, even if it is legal and seems right to me?
- Have I asked the Chief Compliance & Risk Officer or my supervisor or manager for clarification and/or additional guidance?

If unsure if conduct is inappropriate or illegal, speak to immediate supervisor, another member of management or the Chief Compliance & Risk Officer. You may also call the Compliance Hotline at **1-833-424-2020** or **<http://OOMC.ethicspoint.com>**. Regardless of the specific situation, the best course of action at all times is to be honest, forthright, and ethical. When in doubt, speak to your manager to make sure that your conduct is legal and ethical and that any potential issues are raised, discussed and resolved, as appropriate.

## **ETHICS AND COMPLIANCE HOTLINE**

The Compliance Hotline is available any time, 24 hours per day, 365 days per year. To provide confidentiality, OOMC contracts with an outside company to coordinate this service. The toll-free Hotline number is:

**1-833-424-2020**

**<http://OOMC.ethicspoint.com>**

Calls to the Hotline may be made without fear of retaliation or intimidation. You may also report concerns anonymously if you wish. The calls are not traced and the information is treated in a confidential manner, subject to applicable law and consistent with the need to investigate the issue(s). If you call, please provide as much information as you can regarding the violation or issue(s) so that we can follow-up and ensure that all appropriate action is taken.

## **MANDATORY REPORTING**

OOMC appropriately reports all incidents and events that are required to be reported under Federal and State mandatory reporting laws, rules, and regulations in a timely manner. The Chief Compliance & Risk Officer will conduct periodic reviews to monitor OOMC's compliance with mandatory reporting requirements.

## **REPORTING A POTENTIAL VIOLATION**

If you are not sure about a situation, or if you believe that your own conduct or that of another individual or entity may have violated OOMC's Code of Conduct, any policies or procedures, or any applicable laws, rules or regulations, you must report the issue(s) to your supervisor, the Chief Compliance & Risk Officer or the Compliance Hotline. Your identity will be kept confidential, subject to applicable law and consistent with the need to investigate the issue(s). The Chief Compliance & Risk Officer's contact information is as follows:

**Regina F. Gurvich**  
**Telephone: (732) 510-2588**  
**E-mail: [regina.gurvich@oomc.com](mailto:regina.gurvich@oomc.com)**

## **EMPLOYMENT AT-WILL**

Employment at OOMC is on an "at-will" basis, which means that either you, the employee, or OOMC may terminate the employment relationship at any time, for any reason, with or without cause. Nothing in this Code is intended to create an employment contract, and this Code does not provide any guarantee of employment.

## **COMPLIANCE WITH HIPAA**

OOMC will comply with the Health Insurance Portability and Accountability Act of 1996 (HIPAA) the Health Information Technology for Economic and Clinical Health Act of 2009 (HITECH) and state laws protecting the privacy and security of patients' health information. Under HIPAA, Protected Health Information (PHI) includes all health and demographic information that identifies or could be used to identify an individual in any form or medium. PHI is Sensitive Information that:

- is created or received by OOMC;
- relates to the past, present or future physical or mental health or condition of a patient, the provision of health care to a patient, or the past, present, or future billing and payment for the provision of health care to a patient; and
- identifies a patient, or could reasonably be used to identify a patient.

We will access and use PHI for legitimate OOMC business purposes and disclose only the minimum PHI necessary to provide services to our patients, submit a bill, handle an inquiry, or otherwise perform our jobs.

We will not disclose PHI to persons outside of OOMC unless permitted by HIPAA and other applicable federal and state laws, or unless we have the patient's written authorization to do so. We will follow OOMC's policies and procedures for handling PHI.

## **DISCIPLINE FOR VIOLATIONS OF THE CODE AND THE COMPLIANCE PROGRAM**

Compliance with the Code and our policies and procedures, including participation in the Compliance Program, is mandatory.

Failure to report suspected problems, participating in non-compliant behavior or encouraging, directing, facilitating or permitting non-compliant behavior, failure to comply with the Code or any policy or procedure, or any applicable

laws, rules or regulations, may result in disciplinary action up to and including immediate termination. In addition, employees may be subject to exclusion or suspension from participation in Federal health care programs, referral for criminal and/or civil prosecution, and other penalties. Disciplinary measures will be based on the gravity of the infraction and OOMC policy as determined in the sole discretion of OOMC. Violating the principles of the Code can result in corrective action, up to and including immediate termination of employment.

This Code and all of our policies and procedures will be firmly and fairly enforced across the organization regardless of title. The Code will be reviewed on an annual basis for any appropriate revisions or updates.

### **NON-RETALIATION AND NON-INTIMIDATION POLICY**

OOMC strictly prohibits retaliation and intimidation for reporting possible violations of this Code, OOMC policies and procedures, or any applicable law, rule or regulation in good faith. "In good faith" means the reporting individual actually believes or perceives the information reported is true. Any person who, in good faith, raises concerns or allegations of possible violations of the Code, policies, procedures, laws, or regulations will not be discharged, demoted, suspended, threatened, harassed or in any other manner retaliated against or intimidated. An employee will also not be retaliated against for assisting in the investigation of a reported violation.

We want you to raise issues and concerns, and you may do so without any fear of retaliation, intimidation or punishment. Retaliation and intimidation are serious violations of this Code of Conduct, and are strictly prohibited at all times.

### **EXCLUDED PARTIES**

OOMC does not hire employees, accept volunteers, contract with, or bill for services rendered by individuals or organizations excluded from participating in Federal or State healthcare programs. This includes exclusion from those programs administered by the U.S. Department of Health and Human Services, U.S. General Services Administration, State authorities as may be listed on the Federal Office of Inspector General's List of Excluded Individuals/Entities ("LEIE"), or the General Services Administration's Excluded Parties List System ("EPLS"). We conduct initial Excluded Parties checks on potential employees, medical staff, vendors, referring providers, and volunteers, as well as periodic Excluded Parties checks after the commencement of the relationship to ensure continued eligibility to participate in federal and state healthcare programs. You have a duty to immediately report any change in your eligibility status to the Corporate Compliance Department.

OOMC will not employ, contract with, or pay any individual or entity that has been excluded or suspended from participation in any Federal health care program or who is listed in the LEIE, RTEIE, and/or EPLS database.

### **QUALITY OF CARE**

Our patients and affiliated clinicians are the reason we are in business. OOMC is committed to providing access to quality, cost-effective health care services that respond to individual, family and community needs. OOMC has a system in place to conduct quality assurance reviews, address quality of care issues and concerns, and implement corrective actions as appropriate. OOMC regularly conducts peer-to-peer physician reviews to ensure quality assurance. In addition, OOMC has established protocols for reviewing complaints pertaining to quality of care issues, safety, and billing.

All OOMC employees must conduct business consistent with the Code, which includes, but is not limited to, the following precepts: We must serve our patients in a professional manner with integrity, honesty, courtesy and respect.

- We must communicate openly, honestly and professionally with our colleagues, each other, and our patients.



- We recognize our patients' right to receive appropriate quality health care services without discrimination based on race, religion, gender, national origin, sexual orientation, age, physical or mental handicap or disability, type of illness or condition, need for health services, or source or amount of payment.
- We allow only qualified, properly licensed individuals, practicing within the scope of their licenses, to provide health care services to our patients. OOMC has a system in place to credential all physicians and other practitioners providing services on behalf of OOMC.
- We base clinical decisions upon objective criteria and apply those criteria fairly and consistently. Clinical determinations will be made only by licensed, certified, or registered health care professionals and in accordance with all legal requirements.
- We provide care to our patients based solely on their clinical needs.
- We disclose to our patients OOMC's financial relationships with other organizations, and providers, if requested.
- We honor the right of patients to receive information regarding OOMC policies, procedures, charges, and the health professionals who care for them.

We maintain for each patient a record that accurately reflects the evaluation and treatment of the patient as well as other patient information to fulfill the requirements set forth in our policies, accreditation standards, and applicable laws and regulations. Any deficiencies, errors or other incidents of inferior or inappropriate health care services must be reported immediately to your supervisor or the Chief Compliance & Risk Officer.

### **GIFTS, GRATUITIES, AND FAVORS**

Employees must avoid actions that could create a perception that favorable treatment of outside entities was sought, received, or given in exchange for a gift, gratuity, or favor.

For this reason, we may not give or accept gifts, payments, fees, services, discounts, valued privileges, or favors, beyond common business courtesies of nominal value. Under no circumstances should you accept or give anything of value when obtaining or awarding contracts, services, referrals, goods, or other business.

Gifts or other items are not to be offered of value to surveyors or other government employees. Gifts to patients or potential patients must be of nominal value, approved by OOMC, and in compliance with applicable law.

Unsolicited, non-monetary, and infrequent business courtesies or gifts are acceptable only if they comply with applicable law, have a legitimate business purpose, and are consistent with OOMC's policies and procedures.

The following guidelines apply to business courtesies from vendors, potential vendors and other business associates:

- Employees may not accept gifts of cash of any amount (including checks, money orders, gift cards, etc.).
- Employees may only accept non-cash gifts of a non-personal nature (such as food baskets, calendars, etc.) valued less than \$10 from vendors. You must report any offer of cash to the Corporate Compliance Department. If you receive a gift exceeding \$10 in value, you must report it to the Corporate Compliance Department, which will advise you what to do.
- Employees are discouraged from giving gifts to OOMC management at the level of supervisor or above.
- At a vendor's invitation (not an employee's request), an employee may accept a meal or refreshment of nominal value.

Gifts from patients may be accepted if the gift is of nominal value and is a consumable or other perishable (for example, gifts of food or flowers) and the gift is shared with others in the department or service unit.

If you are not sure about the appropriateness of a gift, contact the Corporate Compliance Department.

## INDIVIDUAL CONFLICTS OF INTEREST

Conflicts of interest may arise when an individual's outside personal interests, employment, or affiliations influence or appear to influence business decisions. Employees, officers, and directors must avoid situations where personal interests may conflict or compete with, or appear to conflict or compete with, the interests of OOMC. Business affiliations and financial interests of immediate family members, or persons with whom the employee, officer, or director has a personal relationship, may also create possible conflicts of interest.

All employees must follow the *Conflict of Interest Policy* and disclose at the time of hire, promotion or transfer, and no less than annually thereafter, all information about any actual or perceived conflict of interest. Employees are required to submit an updated Conflict of Interest disclosure within (10) business days of a material change in our situations that may create an actual or perceived conflict of interest. If a conflict is identified, OOMC may find ways to mitigate, reduce, or eliminate the conflict by instituting internal controls and safeguards or take other remedial actions.

When dealing with persons or business entities on behalf of OOMC, we must act in the best interests of OOMC in compliance with all laws, rules and regulations. Business will be awarded solely on merit, getting the best value for OOMC, and, wherever practical, on a competitive basis. Here are some examples (though not exhaustive) of potential conflicts of interest that must be disclosed to management:

- Ownership by an employee or by a member of his or her family of an outside enterprise that does business with OOMC, seeks to do business with OOMC, or is a competitor of OOMC.
- Hiring or supervising an immediate family member or other closely related person. "Immediate family" means spouse, registered domestic partner/partner in civil union and corresponding family members of the domestic partner/partner in civil union's immediate family, child, step-child, grandchild, foster child, parent, step-parent, grandparent, legal guardian, siblings (by whole or half-blood) brother-in-law, sister-in-law, mother-in-law, father-in-law, son-in-law, daughter-in-law, (in-laws once removed, only) and adoptive relationships. Using information obtained in the course of employment for personal investment or gain, or providing this information to family members or others for personal investment or gain (whether yours or theirs).
- Being involved, directly or indirectly, in an outside commercial interest that could improperly influence our actions on behalf of OOMC. This may include serving as an officer, director, manager, employee, or consultant of a competitor, vendor, contractor of OOMC, or speaking activities for outside companies, organizations, or vendors.
- Engaging in any outside activity that could impair your job performance or interfere with your ability to perform our duties adequately.
- Accepting travel or entertainment from any pharmaceutical, biotech, medical device, equipment or supply companies and organizations ("Industry Vendors"). Additionally, there are significant limitations regarding our acceptance of complimentary onsite and offsite education from Industry Vendors. Contact the Corporate Compliance Department for additional guidance.

Failure to disclose a potential conflict of interest, whether actual or perceived, could result in discipline up to and including immediate termination. Determining whether a conflict of interest exists is not always simple. If you have a question regarding a possible conflict of interest, you should seek advice from your supervisor or from the Corporate Compliance Department.

## FRAUD AND ABUSE AND REFERRAL STANDARDS

OOMC's reputation for integrity and our continued success depends on each of us being ethical, honest and complying with all laws, rules and regulations. Fraud, dishonesty, or criminal conduct on the part of any employee, officer or director or anyone doing business with OOMC is strictly prohibited and will not be tolerated.

In accordance with Federal and State law, OOMC does not solicit, offer, pay or receive payment from physicians, providers or anyone else, whether directly or indirectly, for referrals. All referral decisions shall be made based solely on medical necessity and quality of care concerns.

OOMC does not offer items or services for free or below fair market value to beneficiaries of federal health care programs; provide nursing or administrative services for free or below fair market value to physicians, hospitals, and other potential referral sources, or provide salaries to referring physicians for services either not rendered or in excess of fair market value for services rendered.

Fraud and abuse include, but is not limited to, practices that cheat or “game the system” and result in unnecessary costs to state or federal governments, third party payors and/or OOMC. Examples of fraud and abuse include, but are not limited to:

- Providing services that are not medically necessary;
- Receiving payment or billing for services that are not medically necessary, or that are not actually provided or documented;
- Unbundling or up-coding of claims;
- Knowingly misuse provider identification numbers which results in improper billing in violation of rules governing reassignment of benefits;
- Soliciting, offering, paying or receiving payment from physicians, providers or anyone else, whether directly or indirectly, for referrals;
- Knowingly submitting false claims to federal or state governments or third party payors; and
- Failing to meet professionally recognized standards for quality health care.

We must avoid all situations and conduct that may involve actual or potential fraud or abuse in our operations. Employees have a duty to report all suspected instances of fraud and abuse to a supervisor, the Chief Compliance & Risk Officer and/or the Corporate Compliance Department immediately.

### **ACCURACY OF CODING, BILLING AND DOCUMENTATION**

OOMC follows all Federal and State laws, rules, and regulations (including those of third-party payor) governing billing, coding, and documenting for all services provided and billed by OOMC. All documentation, coding, and billing for services must be accurate and truthful.

OOMC ensures that OOMC billing of procedural (CPT) and diagnostic (ICD) codes correspond to the actual service rendered and documented. Billing codes may never be selected on the basis of whether the given code guarantees or enhances payment.

No “defaults” to a particular billing code may ever be used. Nor may a bill be submitted if the documentation of the nature or scope of the service is unclear, or if it is otherwise unclear what the appropriate code is. The prohibitions of these practices apply to both billing for physician services and for OOMC services. While the use of defaults or billing on the basis of unclear documentation may sometimes result in under-billing, these practices may also result in over-billing. They are, therefore, strictly prohibited.

If OOMC receives payments to which it is not entitled from a governmental or private payor, such payments will be reported and refunded in accordance with applicable law. OOMC ensures that only medically necessary services that are consistent with accepted standards of medical care are provided and billed, and that medical necessity is appropriately documented in the medical record.

OOMC complies with all Federal and State laws, rules and regulations in its billing practices. OOMC will not

waive Medicare coinsurance and/or deductible amounts or provide professional courtesy to physicians or their families. OOMC will consistently obtain Advance Beneficiary Notices from Medicare patients for non-covered services and gather insurance information from patients.

Waiver of patient's coinsurance or deductible is prohibited unless the patient has an actual financial need, that need is documented in an appropriate record, and the financial need is reviewed on a regular basis. Otherwise, all patients are billed pursuant to normal procedures for the coinsurance or deductible; the coinsurance or deductible will then be written off to bad debt only if the normal procedures have failed to result in collection of the coinsurance or deductible consistent with the current policy.

## **GOVERNMENT INQUIRIES AND PUBLIC DISCLOSURES**

We promptly and appropriately respond to requests for information pursuant to a governmental investigation, regulatory agency investigation, or a legal proceeding. These inquiries may come in the form of a subpoena, summons, warrant, letter or verbal request. Only certain people are authorized to accept them on behalf of OOMC. Accepting or acting on these requests may expose OOMC, and sometime you as an individual, to significant fines or other types of criminal, civil, or administrative penalties. If you are asked to accept a legal document, contact the Corporate Compliance Department. Employees may speak voluntarily with government agents, and OOMC will not attempt to obstruct such communication. It is recommended, however, that should the individual prefer, s/he may contact the Chief Compliance & Risk Officer before speaking with any government agency for further clarification.

OOMC cooperates with all reasonable requests for information from government and regulatory agencies. In so doing, it is essential that the legal rights of OOMC and of Employees involved are protected. Any governmental or regulatory inquiry, subpoena, or other legal document regarding our business, whether received at home or at the work place, must be forwarded immediately to the Corporate Compliance Department.

## **AUDITS AND INVESTIGATIONS**

We have a duty to cooperate fully in all audits, inquiries, investigations, or other reviews conducted by the Corporate Compliance Department, Human Resources, the Board of Directors or any Committee thereof, and their outside advisors, consultants, and/or counsel.

Full cooperation includes prompt and truthful complying with all requests for documents, information, and interviews, including:

- retaining and producing, as requested, all potentially relevant corporate data, documents, files, and records;
- attending interviews and responding completely and truthfully to any and all interview questions; and
- where an audit, inquiry, investigation or other review is being conducted by an outside advisor, consultant or counsel, complying with that outside entity's requests.

Employees must contact the Corporate Compliance Department if they have any concerns or questions concerning inquiries from outside advisors, consultants, and/or counsel.

Failure to comply with this provision of the Code will lead to disciplinary action, up to and including termination.

## **FALSE CLAIMS ACT AND WHISTLEBLOWER PROTECTIONS**

Under both the Federal and State False Claims Acts, it is illegal to knowingly present or cause to be presented a false or fraudulent claim or statement to the government. The term "knowingly" means acting not only with actual knowledge but also with deliberate ignorance or reckless disregard of the truth. Individuals or organizations violating the False Claims Act may be subject to large fines and possible exclusion from the right

to participate in federal programs. OOMC has an obligation to closely monitor its billing operations and refund any identified overpayments, if identified, as required and in adherence to applicable law.

The penalty for filing a false claim, statement or concealing a material fact may range from \$12,537 to \$25,076 per violation, plus 3 times the amount of damages which the Government sustains because of the act.

Individuals with knowledge of fraudulent or improper activity have a duty to make OOMC aware of such activity by contacting its Chief Compliance & Risk Officer, so that OOMC can promptly investigate and address any fraudulent or improper activity. Following this procedure does not in any way preclude employees from also contacting outside authorities regarding these topics. For example, employees may file a lawsuit on behalf of the government, known as a "Qui Tam ." Both Federal and State law prohibit retaliation against "whistleblowers" who file such lawsuits or otherwise assist the government in the prosecution of a violation of the False Claims Act. OOMC adheres to a strict policy of non-retaliation and non-intimidation. More information about Federal and State laws regarding false claims and whistleblower protections may be found in OOMC's policy titled "Compliance With Applicable Federal And State False Claims Laws Policy."

### **ETHICAL BUSINESS PRACTICES**

OOMC will forgo any business transaction or opportunity that can only be obtained by improper or illegal means, and will not make any unethical or illegal payments to induce the use of our services. Employees must not engage, either directly or indirectly, in any corrupt business practice intended to influence the manner in which OOMC performs its medical services, accepts referrals, or otherwise engages in its business practices.

All marketing activities and advertising by employees must be based on the merits of the services provided by OOMC and not on any promise, express, or implied, of remuneration for any referrals.

### **PROTECTION OF CONFIDENTIAL AND PROPRIETARY BUSINESS INFORMATION**

We must safeguard OOMC's confidential and proprietary business information, as well as non-public business information entrusted to us by our employees, patients, providers, and business partners.

We are committed to using and disclosing information only for its intended purposes. Confidential and proprietary information will be accessed, used or disclosed by employees only as needed to perform specific job responsibilities in accordance with applicable law. Confidential information includes, but is not limited to, financial data, strategic plans, and business policies and procedures. ***If you are not sure whether something is confidential, ask!***

### **PROTECTION OF EMPLOYEE INFORMATION**

Certain employee information is confidential and sensitive. We may not share employees', Social Security Number, medical information, age, and banking information. Some employees are also our patients. They have the same privacy protections as other patients (including, without limitation, under HIPAA).

### **PROTECTION OF PERSONAL HEALTH INFORMATION**

Employees may access and use confidential information only as authorized, and only to the extent minimally necessary to do their specific jobs. No employee shall in any way access, copy, retain, review, divulge, release, sell, loan, alter, or destroy confidential information except as properly authorized within the scope of his or her duties as an employee of OOMC. OOMC may periodically review, revise and/or revoke an employee's access to confidential information.

Employees may not disclose confidential information outside of OOMC without first determining the authority

of the person or entity to receive the information. For example, this may include ensuring that the OOMC has appropriate written authorization to allow sharing or disclosing of patient's protected health information with the individual or entity requesting the information. Employees are responsible for the proper handling, storage and disposal of all personal health information.

Employees must make all reasonable efforts to safeguard personal health information at all times, including ensuring that such information is safely secured in the workplace and not accessible to view or access by unauthorized persons. Paper files must be kept in secured cabinets. Computerized records must have limited access. Externally distributed emails that contain confidential information must be sent using approved encryption technology and computer terminals must not be accessible to anyone other than authorized users.

Each employee is responsible for all activities undertaken using his or her computer password or other authorizations. Employees may not share their passwords or other authorization codes or devices with others, including fellow employees, except as permitted by OOMC's information management policies.

### **INTELLECTUAL PROPERTY AND TRADE SECRETS**

Intellectual property and trade secrets include ideas, inventions, discoveries, improvements, and innovations. OOMC owns all intellectual property that our Employees make, create, develop, write, or conceive, on their own or with another person, while employed by OOMC or contracted with OOMC, if it relates or pertains in any way to OOMC's business. Employees are prohibited from disclosing information about OOMC's intellectual property and trade secrets (considered part of OOMC's "Sensitive Information") to people outside OOMC.

### **OOMC BUSINESS AND "INSIDER" INFORMATION**

OOMC Employees must maintain as confidential and proprietary all information about OOMC's operations and strategic plans. Employees may not give confidential or non-public OOMC information ("Sensitive Information") to competitors, suppliers, or outside contractors, without proper authorization or internally with those who do not need to know about the information to perform their jobs. This includes financial information, patient lists, computer data and computer programs, and descriptions of OOMC's processes, business policies, or operations. Employees may not discuss OOMC's potential business relationships, purchases, mergers, acquisitions, or other similar business transactions with people outside OOMC unless authorized to do so in writing by an authorized officer of OOMC. Even when you are no longer working at OOMC, you are still bound to maintain the confidentiality of information viewed, received or used during the course of your relationship with OOMC. Copies or electronic files of any confidential or proprietary information in your possession when you leave OOMC must be returned at the end of your employment or relationship with OOMC.

### **SOCIAL MEDIA**

OOMC acknowledges the growing popularity of social media as a means for sharing experiences, ideas, and opinions. Social Media includes, but is not limited to, social or professional networking websites, wikis, blogs, virtual worlds, personal websites, photo-sharing websites, and video-sharing websites, such as Facebook, Twitter, Instagram, YouTube, etc.

OOMC strives to protect itself, its employees, patients, subsidiaries, affiliates, vendors, and business partners from damages and potential criminal liability resulting from improper or unlawful use of social media. Because of the nature of its practice, OOMC is subject to the stringent privacy and security regulations under HIPAA and HITECH. Therefore, OOMC employees must be careful not to post content about their work at OOMC that violates confidentiality as defined above or other applicable rules.

OOMC-related policies outlining compliance with HIPAA, confidentiality, workplace conduct, and prohibition of

harassment apply to employees' online conduct, including while using social media. These restrictions apply to all employees of OOMC during both working and non-working time, regardless of whether the employee is using OOMC's equipment or the employee's personal equipment, on or off OOMC's property. Please see OOMC's Social Media policy in its Employee Manual. OOMC is committed to preventing a toxic work environment and expects all employees to act in a professional manner at all times.

## **SAFEGUARDING RESOURCES AND ASSETS**

We must use OOMC property appropriately and take measures to prevent any unexpected loss of equipment, supplies, materials, or services. We are aware that managers must approve any personal use, sale, donation, or removal of OOMC equipment, supplies, materials, or services.

We must report time and attendance accurately and will work productively while on duty.

We must avoid receiving any personal financial gain as a result of business travel or entertainment. This does not include the earning of "travel miles" or equivalent. Travel and entertainment expenses should be consistent with our job responsibilities and OOMC's needs and in accordance with OOMC policy.

## **RECORD RETENTION**

A record is any information, regardless of physical format, created or received in the transaction of OOMC business. Records may be in hard copy, electronic, magnetic tape, disk, audio, video, optical image, or other formats.

It is our duty to create and maintain accurate and complete records, as well as only destroy organizational records in compliance with applicable laws, rules, regulations, contracts, OOMC policies and procedures as well as OOMC's business needs. We must never misrepresent facts or falsify or suppress records that may be relevant to a legal action or governmental investigation or audit. OOMC's policies and procedures provide guidance on the proper creation, amendment, maintenance, retention and destruction of OOMC's organizational records and documents. We will consult with and follow the instructions of management and the Corporate Compliance Department in connection with record retention policies and procedures.

Records that may be relevant to litigation or government investigations may not be destroyed until the matter has been concluded and the Corporate Compliance Office has approved, in writing, of the destruction. Destroying or altering documents with the intent to obstruct a pending or anticipated official government proceeding is a criminal act and could result in civil and criminal penalties and termination of employment. Personnel files of employees are the sole and exclusive property of OOMC.

We will not tolerate known false statements to a government agency or payors. Any employee who makes a deliberate misstatement to a government agency or payor will be subject to criminal and civil penalties and termination of employment. OOMC will generate reports regarding credit balances owed to government and third-party payers, and will make refunds in a timely manner when appropriate or as required by law.

OOMC will comply with all Federal and State laws, rules, and regulations relating to the retention of billing and medical records.

## **POLITICAL AND CIVIC ACTIVITIES**

Employees are encouraged to vote and actively participate in the political affairs of their communities. These activities, however, must take place on your own time and at your own expense.

OOMC does not participate in or support any political campaign on behalf of (or in opposition to) any candidate for public office. Employees must not associate OOMC with or imply OOMC's endorsement of any personal

political activity. OOMC funds, facilities, or other assets may not be used to support, either directly or indirectly, any political candidate or political party. This prohibition includes using employee time, office supplies, food services, and purchases of prizes for fundraisers.

## **LOBBYING**

Any lobbying efforts to influence legislation and government operations that affect OOMC's business activities are done either directly or through retained lobbyists, in accordance with all laws, rules and regulations, and are reported to the appropriate parties.

Only individuals designated by OOMC are authorized to engage in lobbying on behalf of OOMC. All lobbying, whether authorized or not, including unintentional or incidental conduct, must be reported to the Corporate Compliance Officer.

## **CONTACTS WITH THE PUBLIC**

Employees should not speak with the media on OOMC's behalf without contacting the Corporate Communications Department. All media inquiries should be referred to the Corporate Communications Department.

## **NON SOLICITATION**

OOMC maintains a non-solicitation policy. Employees may not solicit or engage in any solicitation activities concerning any events or organizations during their working time or the working time of the employee at whom the solicitation is directed. Such solicitations are prohibited whether they are made in person, by interoffice mail, or by electronic means.

Employees may not distribute literature or any materials of any kind during their working time and at all times in any working area.

Working time is the time spent in the performance of job duties. It does not include meal periods, work breaks, time before or after shifts or any other periods during which employees are not on duty.

Working areas includes all areas where employees regularly perform work on behalf of OOMC.

## **ENVIRONMENTAL CONSIDERATIONS**

OOMC is committed to providing a safe and secure environment for patients, staff, and visitors and will consider this in all of our activities. As such, employees will exercise good judgment with regard to the environmental aspects of the use of facilities, property, laboratory processes, and medical products. We will comply with established Safety and Infection Control policies and procedures, which are intended to avoid job-related hazards and ensure a safe work environment.

OOMC will comply with all laws and regulations governing the handling, storage, use, and disposal of hazardous materials, other pollutants, and infectious wastes.

Employee safety is important to OOMC. OOMC will make a special effort to protect and help keep safe its employees who work in OOMC's offices. OOMC will work cooperatively with employees to resolve safety concerns.

## **PASSWORDS**

We will protect and maintain the confidentiality and integrity of passwords and other personal security codes used to access OOMC's Sensitive Information through our Sensitive Systems (e.g., computers, networks, databases, applications). Employees are responsible for actions resulting from the use of their passwords. Sharing of passwords is not allowed.



## **PHYSICAL SAFEGUARDS**

In accordance with HIPAA privacy and security regulations, state law, and our policies and procedures, we will maintain confidential business and medical documents and information (considered part of OOMC's Sensitive Information) under strict control at secure work-site locations, and will store them in locked file cabinets or offices. We will protect confidential materials from disclosure when copying, faxing, mailing, e-mailing, and/or using a mobile device, and/or speaking to others.

Any individual working at the OOMC facilities is required to wear the appropriate identification card. If asked, employees may be required to identify themselves by name and department.

## **USE OF THE INTERNET AND OTHER ELECTRONIC SYSTEMS**

OOMC's communication systems, including electronic mail, telephones, voice-mail, fax, and the OOMC Intranet are the property of OOMC and are provided for the company's business use. Except for limited, incidental personal use, such equipment may be used only for business purposes. Personal use of electronic equipment and systems may be subject to access and usage restrictions. Company systems may not be used to send chain letters or personal broadcast messages or for viewing, sending, or receiving offensive or inappropriate materials that violate OOMC's anti-harassment policy. They also may not be used to conduct outside business or in support of any religious, political, or other outside activity not related to OOMC's business.

If you are provided with an email account to facilitate business communications within and outside OOMC, all your emails are the property of OOMC. You should not expect a right to privacy in your e-mail or Internet use. Subject to applicable local law, OOMC may review all electronic information and communications. All such communications, and information contained on an employee's company-issued computer or other electronic device, are subject to review by OOMC management. As such, they are subject to management review and can be subpoenaed to serve as evidence in a court of law. For additional information on use of the Internet and the OOMC's electronic systems, please refer to the Information Technology policies and procedures related to OOMC's Information Security Program, User Activity Monitoring, User Access, Mobile Device Usage, as well as the Corporate Compliance Department policies related to Acceptable Use and E-Mail contained in the Employee Manual .

OOMC reserves the right to monitor the content and traffic patterns and/or electronically screen networking and computing resources, including activity and traffic originating remotely. The purposes of this monitoring and/or screening specifically include the determination of compliance with all OOMC's policies and state law.

## **UNAUTHORIZED SOFTWARE**

We will follow state and federal laws pertaining to copyright protection. This includes the duplication of print materials or licensed computer software. The unauthorized copying or use of software may violate federal copyright laws and could result in civil and/or criminal liability. Also, personal use of OOMC's commercial software products at home is strictly prohibited.

# Code Of Conduct Acknowledgment Of Receipt

When you begin working for OOMC, and each year after that, you must certify that:

- You have received, read, understand, and agree to abide by the OOMC Code of Conduct.
- You understand that all employees of OOMC are expected to abide by the Code of Conduct and that it is not a guarantee of continued employment with OOMC.
- You understand that you have a responsibility to promptly report questions or concerns regarding compliance with laws, regulations, contract provisions, or OOMC policies to your supervisor, another member of management, or the Compliance Hotline or Department.
- You understand that there will be no retaliation or intimidation for raising a compliance issue in good faith.
- You understand that any violation of the Code of Conduct may result in corrective action and/or disciplinary action up to and including immediate termination of employment.
- You understand that your failure to cooperate in a compliance investigation can be grounds for immediate termination of employment.
- Except as set forth below, I am not aware of any potential violations of law or violations of this Code of Conduct:

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Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_ Date: \_\_\_\_\_

***We count on you to do the right thing!***