



Do the Right Thing

CODE OF CONDUCT



Letter from the TMC HealthCare **BOARD OF TRUSTEES**

Dear TMC Health Workforce Members,

Our commitment to providing compassionate, quality health care has earned us the respect and trust of our patients and the community we serve. TMC Health takes pride in maintaining this trust by acting with integrity, fairness, and honesty in everything we do.

Guided by our values and our mission, this Code of Conduct sets forth the ethical principles that guide our delivery of patient care and services, as well as the way we conduct business and behave in the workplace. Each and every person within TMC Health plays an important role in maintaining these values and in ensuring the quality of the care we provide to our patients.

We feel so strongly about our ethical responsibilities that the TMC HealthCare Board of Trustees has adopted formal Compliance Programs for all TMC Health entities and has ensured designation of a TMC Health Chief Compliance Officer to oversee those Compliance Programs. The Code of Conduct and Compliance Programs help us in making the right choices when confronted with difficult decisions.

Please read the Code of Conduct carefully, paying particular attention to those areas that apply to your area of responsibilities, and use the Code of Conduct to guide your daily activities.

If any part of the Code of Conduct is unclear to you, or if you have questions or concerns about a situation you are facing, there are a number of ways to seek assistance. First, we hope you will feel comfortable discussing your question or concern with your supervisor. If for any reason you do not wish to do so, or your supervisor is not able to address your question or concern, you may contact the TMC Health Chief Compliance Officer or the Compliance Hotline. On behalf of the Board of Trustees and the entire management team, I pledge my commitment that there will be no retaliation for good faith communication of these issues.

Thank you for your hard work and dedication.

Sincerely,



Louise Francesconi
Chair, TMC HealthCare Board of Trustees

Letter from the TMC Health **PRESIDENT AND CHIEF EXECUTIVE OFFICER**

Dear Colleagues,

Quality, honesty, and integrity in everything we do are important values to all of us who are associated with TMC Health. We are committed to providing the best quality health care in full compliance with our vision, our mission, and our corporate values. We live in a world of constantly changing regulations and requirements. We are committed to adhering to these laws, government regulations, third-party-payer agreements and our own policies. TMC Health has implemented a Compliance Program to help all of us in this process.

A key element of the Compliance Program is our Code of Conduct. Our Code of Conduct is rooted in our mission and values and reaffirms the values and professional standards that already exist among all who are associated with TMC Health.

Our Code of Conduct was designed to serve several purposes:

- To communicate our values and expected standards of behavior;
- To communicate the commitment of TMC Health to compliance with laws, regulations, standards of care, ethical business practices and basic standards expected in the workplace; and
- To ensure that everyone understands their responsibility for keeping TMC Health in full compliance with these laws and regulations, our Code of Conduct, and our Compliance Programs.

Our Code of Conduct and our Compliance Program have the full endorsement of the TMC HealthCare Board of Trustees. Familiarize yourself with this document. It provides an overview of the general areas in which the Compliance Program participates. While this document does not cover every situation, it does provide a resource to direct you when you have questions. Our Compliance department stands ready to answer your questions about this document and the Compliance Program in general.

You can speak with your direct leadership any time if you have a question regarding a possible violation of our Code of Conduct. You may also report your concerns directly to your entity's Compliance Officer or the TMC Health Chief Compliance Officer. The TMC Health Chief Compliance Officer may be reached at (520) 324-3645. Reports may also be made to the toll-free Compliance Hotline at (877) 635-4645. Callers may remain anonymous. Our Executive Team takes compliance seriously, and we commit to fostering a "no retaliation" environment for those who raise concerns to their management team, compliance officer, the TMC Health Chief Compliance Officer, or the compliance hotline.

The Board of Trustees and the management team of TMC Health join me in pledging our full commitment to upholding our Code of Conduct and Compliance Programs as we fulfill our mission providing exceptional health care with compassion.

Sincerely,



Jennifer Mendrzycki
President and Chief Executive Officer
TMC Health



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TMC Health Mission, Vision and Values

Mission: Our mission is to provide exceptional health care with compassion.

Vision: We aspire to serve our community by being the best health care system as measured by the quality of care we deliver, the experiences we create and the value we bring.

Values:

Compassion

- We have heart
- We respect diversity and individuality
- We honor body, mind, and spirit

Dedication

- We work hard for our patients and each other
- We are committed to professionalism and excellence
- We listen, we learn, we grow

Community

- We are welcoming and friendly
- We practice kindness in all our relationships
- We reach out as teachers and as leaders

Integrity

- We tell the truth
- We are responsible in how we use our resources
- We have the courage to uphold our values

Our Commitment: We will listen to you, we will care for you and we will **do nothing to you without you.**

Introduction and Purpose

DEFINITIONS

Covered Person: A department director or manager, a physician participating in a co-management agreement with TMC Health or a physician providing medical administrative services to TMC Health, or an Advanced Practice Provider serving in a financial decision-making role over the assets and resources of the organization.

Fiduciary: Each trustee, director, member of a Board committee with governing board delegated powers, corporate officer, or other person with fiduciary duties to TMC Health.

Workforce Member: Employees, volunteers, trainees, and other persons whose conduct, in the performance of work for TMC Health, is under the direct control of TMC Health, whether or not the person is paid by TMC Health.

TMC Health is committed to full compliance with all statutes, regulations, and guidelines applicable to federal health care programs, including a commitment to prepare and submit accurate billings consistent with federal health care program regulations. TMC Health treats all patients equally, regardless of race, color, national origin, religion, sex, gender orientation, gender identification, gender expression, sexual orientation, age, disability, marital status, diagnosis, ability to pay, or other classifications protected by law.

TMC Health recognizes that Workforce Members are the key to providing quality in both clinical and non-clinical business activities, and, in doing so, must act in accordance with the TMC Health Code of Conduct (“Code of Conduct”), policies, procedures, laws, and regulations. Failure to do so can result in serious consequences for individual Workforce Members.

TMC Health requires that Workforce Members report suspected misconduct to a supervisor, manager, director, or compliance officer. Failure to do so may result in disciplinary action, including possible termination. Questions and concerns regarding the Code of Conduct may be raised with a supervisor, manager, director or compliance officer, anyone else in a Workforce Member’s chain of command, or senior management, up to and including the TMC Health Chief Executive Officer.

The Code of Conduct provides overall guidance but cannot and does not address every situation. When the best course of action is unclear, or if any Workforce Member observes a violation of these standards, seek guidance from, or report the violation to, management or a compliance officer, or call the Compliance Hotline, (877) 635-4645. The Code of Conduct applies to all TMC Health Workforce Members, including members of the Board of Trustees and other individuals authorized to act as representative of or on behalf of TMC Health.

Questions and concerns may be reported confidentially and anonymously directly to the TMC Health Chief Compliance Officer, (520) 324-3645, or the toll-free Compliance Hotline, (877) 635-4645. All reports made to the TMC Health Chief Compliance Officer, or the Compliance Hotline are confidential and may, at the reporter’s request, be anonymous.

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Each member of TMC Health management has a responsibility to create a work environment in which ethical concerns can be raised and discussed openly. All levels of management welcome Workforce Members' questions and concerns and, as appropriate, seek assistance in addressing them. If a member of management does not know how to answer a compliance-related question or concern, contact a compliance officer.

This Code of Conduct is a living document that may be updated or changed periodically. If you have suggestions for improvements to this document, please contact the TMC Health Chief Compliance Officer.

In addition to this Code of Conduct, please be aware that individual entities of TMC Health have individualized Compliance Programs, and units and departments of TMC Health entities have policies and procedures that may be changed from time to time. Workforce Members are responsible for staying current on all policies and procedures applicable to their work-related duties and responsibilities.

Quality of Care

Each patient of TMC Health has a fundamental right to compassionate care provided with courtesy, dignity, and respect.

- TMC Health provides equal access to respectful treatment and compassionate care regardless of race, color, national origin, religion, sex, gender orientation, gender identification, gender expression, sexual orientation, age, disability, marital status, diagnosis, ability to pay, and other classifications protected by law.
- TMC Health provides patients with care that is appropriate, safe, and in compliance with applicable professional standards.
- TMC Health maintains complete and thorough records of patient information to fulfill requirements set forth in policies, standards, and applicable laws and regulations.
- All individuals employed to meet the needs of TMC Health patients have the proper credentials, experience, and expertise necessary to perform their duties.
- Workforce Members at every level of the organization are responsible for maintaining integrity and quality.
- TMC Health supports and promotes a continuous quality and performance improvement program throughout the organization.

Emergency Treatment

- TMC Health provides a medical screening examination, and emergency stabilizing treatment within the capability of the hospital's emergency department, to any person presenting to a TMC Health emergency department or TMC Health campus with an emergency department who requests or appears to require examination or treatment for an emergency medical condition.
- TMC Health transfers a patient only after the patient has been medically stabilized and an appropriate transfer has been arranged in accordance with applicable policy, procedure, law, and regulation.

Patient Rights

All patients of TMC Health have rights, including but not limited to rights relating to:

- Patient care
- Decision making/plan of care
- Personal privacy
- Confidentiality of patient records
- Care in safe setting
- Social preferences
- Visitation

Refer to the current version of TMC Health Patient Rights & Responsibilities for detailed information regarding patient rights. All patients receive notification of these rights and responsibilities, and TMC Health provides a copy of TMC Health Patient Rights & Responsibilities upon request.

Billing and Coding

- TMC Health is committed to full compliance with all rules and regulations of government health care programs, including Medicare and Medicaid (AHCCCS in Arizona) and with the rules and requirements of all commercial insurance programs.
- TMC Health bills for eligible services that are rendered, appropriately documented, and consistent with applicable medical necessity requirements.
- To ensure accurate coding and billing, TMC Health trains staff, clinicians, coders, and billers on the pertinent responsibilities of proper coding, charge capture and billing.
- TMC Health regularly updates our Charge Description Master (CDM or chargemaster) files and databases, which are comprehensive listings of items and services that can be billed to a patient, payer, or health care provider, and has developed systems to prevent false and inaccurate claims.

Workforce Members involved in billing and coding are expected to be knowledgeable in all aspects of current laws and regulations affecting their duties. They must take all reasonable steps to ensure their work is accurate, timely, supported by the medical record and compliant with applicable laws and regulations.

Billing Compliance

Workforce Members with direct knowledge of any billing errors or improprieties, or who suspect that an individual's conduct regarding billing practices is in direct violation with applicable policies, must report that knowledge or suspicion to management or a compliance officer. TMC Health will promptly investigate the matter and correct any identified errors in claims or billings.

Related to TMC Health's commitment to billing compliance, TMC Health does not:

- Bill for items and services that were not rendered or medically necessary;
- Misrepresent the type or level of service rendered;

- Bill for non-covered services;
- Inappropriately unbundle services;
- Bill for services rendered by other providers; or
- Misrepresent a diagnosis in order to obtain payment.

Employment Practices

- TMC Health is an equal opportunity employer and does not discriminate against employees or potential employees on the basis of race, color, creed, religion, sex, national origin, gender identity, gender expression, sexual orientation, ancestry, citizen status, uniform service member status, pregnancy, marital status, age, medical condition, or disability.
- TMC Health does not tolerate discrimination, verbal or physical harassment, or any form of abuse (including verbal, physical, or sexual abuse) by Workforce Members or visitors.
- TMC Health is committed to actions and policies to assure fair employment, including equal treatment in hiring, promotion, training, compensation, termination, and disciplinary action.
- TMC Health recognizes that the organization's greatest strength lies in the Workforce Members who create success and determine TMC Health's reputation as an organization that provides outstanding patient care.
- TMC Health encourages and supports Workforce Members in developing their individual skills, talents and understanding of their jobs.
- TMC Health maintains alcohol- and drug-free workplaces and requires adherence to policies prohibiting illegal possession, distribution, use or being under the influence of illegal drugs, alcohol, or other substances.
- All Workforce Members are to familiarize themselves and comply with the contents of the Code of Conduct, as well as with the policies and procedures applicable to their TMC Health employment and responsibilities.

Conscience Rights

TMC Health complies with applicable Federal health care conscience protection statutes, including the Church Amendments, 42 U.S.C. 300a-7; the Coats-Snowe Amendment, section 245 of the Public Health Service Act, 42 U.S.C. 238n; the Weldon Amendment, e.g., Consolidated Appropriations Act, 2023, Public Law 117-328, div. H, title V General Provisions, section 507(d)(1) (Dec. 29, 2022); Sections

1303(b)(1)(A), (b)(4), and (c)(2)(A), and 1411(b)(5)(A), and 1553 of the ACA, 42 U.S.C. 18023(b)(1)(A), (b)(4), and (c)(2)(A), 18081(b)(5)(A), and 18113; certain Medicare and Medicaid provisions, 42 U.S.C. 1320a-1(h), 1320c-11, 1395i-5, 1395w-22(j)(3)(B), 1395x(e), 1395x(y)(1), 1395cc(f), 1396a(a), 1396a(w)(3), 1396u-2(b)(3)(B), 1397j-1(b), and 14406; the Helms, Biden, 1978, and 1985 Amendments, 22 U.S.C. 2151b(f), accord, e.g., Consolidated Appropriations Act, 2023, Public Law 117-328, div. K, title VII, section 7018 (Dec. 29, 2022); 22 U.S.C. 7631(d); 42 U.S.C. 280g-1(d), 290bb-36(f), 1396f, 1396s(c)(2)(B)(ii); 5106i(a)); and 29 U.S.C. 669(a)(5).

More information to help entities determine which statutes are applicable to them is available at <https://www.hhs.gov/conscience/conscience-protections/index.html>. You may have rights as a provider, patient, or other individual under these Federal statutes, which prohibit coercion or other discrimination on the basis of conscience, whether based on religious beliefs or moral convictions, in certain circumstances. If you believe that TMC Health has violated any of these provisions, you may file a complaint with the U.S. Department of Health and Human Services, Office for Civil Rights, electronically through the Office for Civil Rights Complaint Portal, available at <https://www.hhs.gov/ocr/complaints/index.html> or by mail or phone at: U.S. Department of Health and Human Services, 200 Independence Avenue SW, Room 509F, HHH Building, Washington, DC 20201, 1-800-368-1019, 800-537-7697 (TDD) or by email at ocrmail@hhs.gov.

Complaint forms and more information about Federal conscience protection laws are available at <https://www.hhs.gov/conscience>.

Pre-Employment Information

Individuals applying for employment with TMC Health are required to provide accurate and truthful information concerning employment eligibility.

In evaluating candidates, TMC Health takes all reasonable steps necessary to hire and retain Workforce Members who have appropriate and current training, experience, and competency. TMC Health screens applicants to avoid hiring an individual excluded from, suspended from, debarred from or otherwise ineligible to participate in federal or state health care programs.

Non-Retaliation

TMC Health prohibits any act of retaliation against Workforce Members who, in good faith, report a concern and/or known or suspected violation of law, regulation, policy or the Code of Conduct. In the event of a substantiated violation, TMC Health follows established and applicable disciplinary procedures.

Travel

Travel expenses should be consistent with the Workforce Member's job responsibilities and TMC Health's needs and resources. A Workforce Member should not suffer a financial loss nor obtain a financial gain because of business travel. Workforce Members are expected to exercise reasonable judgment in the use of TMC Health's assets and to spend the assets as carefully as their own. Workforce Members must comply with policies relating to travel expenses.

Gifts and Gratuities

Gifts and gratuities represent an area of potential conflict and at times may appear to influence the work relationship. Personal gifts should not be accepted if the acceptance would raise questions as to whether a business decision had been inappropriately influenced.

TMC Health desires to preserve and protect its reputation and to avoid any appearance of impropriety. In furtherance of these goals:

- TMC Health prohibits Workforce Members from soliciting gifts or items of value from patients, families, physicians, vendors, contractors, or other parties.
 - Unsolicited gifts of nominal value (\$15 or less per instance and no more than \$75 aggregate per Workforce Member annually) may be permissible.
 - A clinic, department, or clinical unit may accept a modest perishable gift, such as a floral arrangement or edible item, to be shared by all staff within that clinic, department, or clinical unit, provided the value of the perishable gift does not exceed \$75.
- TMC Health prohibits Workforce Members from accepting gifts or gratuities of cash or cash equivalents, such as gift cards or gift certificates.
 - Patients who wish to make a cash gift to any TMC Health entity may be directed to the TMC Health Foundation's Grateful Patient Program.
- Relationships with vendors and suppliers must be maintained in such a manner as to not be problematic in intent and appearance when considered by an independent observer.
- TMC Health prohibits the offering or giving of money, services, or other items of value by any Covered Person (other than reasonable compensation for services rendered or goods purchased) with the expectation of influencing the judgement or decision-making process of any purchaser, supplier, customer, government official or other person. Any such known or suspected conduct must be reported immediately to the Vice President of the affected business unit(s), the TMC Health Chief Compliance Officer, and/or the Office of General Counsel.

Business Inducements

Workforce Members shall not seek to gain any advantage through the improper use of payments or other inappropriate inducements.

- Offering, giving, soliciting, or receiving any form of bribe or other improper payment is prohibited.
- Appropriate commissions, rebates, discounts, and allowances are customary and acceptable business inducements, provided they are approved by TMC Health management and do not constitute illegal or unethical payments or inducements.
- Any such payments must be reasonable in value, competitively justified, properly documented, and made to the business entity with which the original agreement or invoice was made or issued.
- Such payments shall not be made to individual employees or agents of business entities, nor should such payments be made for a purpose otherwise prohibited, such as inducements for referrals.

In addition, Workforce Members may provide gifts, entertainment, and meals to TMC Health customers, current and prospective business partners, and other persons when such activities have a legitimate business purpose and are reasonable and consistent with all applicable laws.

Conflicts of Interest

A conflict of interest is any instance where a direct or indirect financial or non-financial relationship, as described by applicable policy, of a Fiduciary or Covered Person results in, could result in, or could have the appearance of resulting in an improper gain or advantage to that individual or an adverse effect on TMC Health's interests, according to applicable policy.

Duty of Loyalty and Care – Fiduciaries and Covered Persons undertake their respective responsibilities on behalf of TMC Health in accordance with their duties of loyalty and care. They strive to further the charitable mission of TMC Health and act solely in its best interests, and they refrain from engaging in activity that might result in a private gain or personal benefit to the detriment or possible detriment of TMC Health. They do not use their positions in such a way that conflicts of interest might arise. They exercise good faith in all transactions touching upon their duties to TMC Health. In their dealings with and on behalf of TMC Health, they are held to a strict rule of honest and fair dealings between themselves and TMC Health.

Each Fiduciary and Covered Person holds all confidential information in confidence. They do not commit any act or omission which has the potential to jeopardize TMC Health, its operations, and/or its reputation. Fiduciaries and Covered Persons do not use confidential information gained from their positions in such a way that conflicts of interest might arise.

Fiduciaries and Covered Persons do not accept any gifts, favors or hospitality that might result in a conflict of interest.

Duty to Disclose - In connection with any actual, potential, possible or perceived conflict of interest with respect to a current or proposed transaction or arrangement, a Fiduciary or Covered Person discloses the existence and nature of any financial and/or non-financial relationship and all material facts as described and required by applicable policy.

Contact the TMC Health Chief Compliance Officer or the Office of General Counsel with any questions relating to conflicts of interest.

Contracting

All business relations with contractors must be conducted at arm's length both in fact and in appearance and in compliance with TMC Health policies and procedures.

Workforce Members must disclose personal relationships and business activities with contractor personnel that may be construed by an impartial observer as influencing the Workforce Member's performance or duties.

Workforce Members have a responsibility to obtain clarification from management on questionable issues that may arise and to comply with applicable policy relating to conflicts of interest.

Health and Safety

TMC Health is committed to providing a healthy and safe workplace. TMC Health complies with federal, state, and local laws, regulations and rules that promote the protection of health and safety. Policies have been developed to protect Workforce Members from potential hazards, and all Workforce Members are expected to abide by them. All Workforce Members must understand how these requirements apply to specific job responsibilities and seek advice from management or a compliance officer whenever there is a question or concern.

- TMC Health considers the safety and security of patients and Workforce Members in all activities.
- TMC Health complies with applicable laws and regulations relating to the environment, including those laws and regulations regarding the handling, storage, use and disposal of hazardous materials and infectious wastes.
- TMC Health complies with permit requirements for the safe discharge of pollutants into the air, sewage systems, water, and land.
- TMC Health Workforce Members maintain familiarity with and follow emergency and safety plans and procedures.
- TMC Health Workforce Members report any possible violation of safety policies and procedures, laws, regulations, or standards to management of the worksite.
- If not satisfied that an issue has been addressed, Workforce Members notify individuals responsible for safety or a compliance officer.

Confidential Information

- Workforce Members respect the privacy of patients and colleagues. Workforce Members have access to the information of others on a “need to know” basis in accordance with assigned responsibilities.
- Workforce Members take reasonable steps to limit the use of, disclosure of, and requests for health information to the minimum necessary to accomplish the intended purpose, unless otherwise permitted by law.
- Workforce Members do not discuss patient information in any public area, including hallways, elevators, and dining areas.
- Workforce Members do not reveal medical, clinical, or business information unless such release is supported by a legitimate clinical or business purpose, patient authorization or acknowledgement of a Notice of Privacy Practices, or court or agency order and complies with applicable laws, rules, regulations, and policies and procedures.
- TMC Health maintains security of information stored on paper and electronically.
- Workforce Members maintain computer passwords and access codes in a confidential and responsible manner. Workforce Members report information security violations to the HIPAA Security Officer.
- Workforce Members report violations of privacy and confidentiality to the HIPAA Privacy Officer and those who can properly assess and resolve the issue.

- Information, ideas, and intellectual property assets of TMC Health are important to TMC Health's success. Information on TMC Health's competitive positions or business strategies, payment and reimbursement information and information relating to negotiations with Workforce Members, potential Workforce Member and other organizations is confidential. As such, Workforce Members:
 - Disclose business information only as required in the performance of their job or as expressly authorized by TMC Health;
 - Exercise care to ensure that confidential and proprietary information is carefully maintained and managed to protect its value;
 - Do not disclose information regarding TMC Health's financial performance without appropriate approval; and
 - Treat individual salary, benefit, payroll, personnel files, and information on disciplinary matters as confidential information.

Resource Management

- Workforce Members protect TMC Health assets and assets of others entrusted to TMC Health, including physical and intellectual property, and protect information against loss, theft, or misuse.
- Management establishes appropriate internal controls over areas of responsibility to ensure the safeguarding of assets and the accuracy of financial records and reports.
- Workforce Members follow applicable copyright, patent, trademark and marketing laws and license agreements when using computer software and printed publications.
- Workforce Members do not install, share, or copy software programs, or perform any other acts that would be in violation of a vendor's software license agreements or applicable policies.
- Workforce Members report hours worked properly and accurately in accordance with time and attendance policies and procedures.
- Workforce Members devote work time and abilities to assigned job responsibilities.
- Workforce Members comply with the regulatory requirements, standards and policies governing the creation, management, retention, and destruction of records.

You should immediately report any improper use of TMC Health resources to a member of management and/or a compliance officer. Please contact a member of management or a compliance officer for clarification as to whether a matter violates an established control, regulation, policy, or other requirement.

Compliance with Laws and Regulations

TMC Health is committed to operating in accordance with all applicable laws and regulations, to conduct business ethically and honestly, and to act in a manner that improves TMC Health's standing in the community.

TMC Health issues and maintains financial and cost reports, accounting records, research reports, expense accounts, time sheets and other documents that accurately reflect transactions and financial performance.

TMC Health does not offer payments, bribes, kickbacks or other incentives to patients, physicians, or others to encourage the referral of patients to TMC Health facilities or services.

TMC Health does not accept payments for referrals. Physicians and other healthcare providers make patient referrals solely based on patient clinical needs. No Workforce Member or any other person acting on behalf of TMC Health is permitted to solicit or receive anything of value, directly or indirectly, in exchange for the referral of patients.

TMC Health does not allow personal interests to influence referrals. TMC Health requires health care providers to inform patients of options and to promote patient freedom of choice in selecting services.

TMC Health does not waive insurance co-payments or otherwise provide financial benefits to patients in return for admission.

TMC Health handles patient drugs and controlled substances according to applicable laws and regulations.

Antitrust

Antitrust laws are designed to preserve and foster fair and honest competition within the healthcare industry. To accomplish this goal, the language of these laws is deliberately broad, prohibiting such activities as “unfair methods of competition” and agreements “in restraint of trade.” Such language gives enforcement agencies the right to examine many different business activities to judge the effect on competition.

TMC Health requires full compliance with all antitrust laws. No Workforce Member, under any circumstances, has the authority to approve a violation of law. Anyone who willingly violates, or knowingly permits a subordinate to violate, any antitrust law is subject to disciplinary action, including dismissal.

The greatest danger for violations of antitrust laws comes from contacts with competitors; therefore, do not disclose any information concerning the demographic information of patients, services provided by TMC Health, future business plans of TMC Health, prices, reimbursements, or Workforce Member salaries.

Agreements with Referral Sources

For the purposes of this section, the term Referral Source includes a doctor of medicine or osteopathy, a doctor of dental surgery or dental medicine, a doctor of podiatric medicine, a doctor of optometry, a chiropractor, a non-physician referral source, such as a psychologist or social worker, and any immediate family members of the same, including any husband or wife, birth or adoptive parent, sibling, or child, stepparent, stepsibling, stepchild, parent-in-law, sibling-in-law, child-in-law, grandparent, grandchild, or spouse of any of these.

Review of Agreements with Referral Sources — Every agreement with an actual or potential Referral Source for TMC Health must be in writing and reviewed in advance by (and is subject to the approval of) the Office of General Counsel. No Workforce Member is allowed to offer or grant any benefit to an actual or potential Referral Source on the condition that such actual or potential Referral Source agrees to refer any patients to any TMC Health facility. Referral Sources may be required to maintain membership on the medical staff of a TMC Health hospital in order to receive certain permitted benefits. Also, it is proper for the medical staff bylaws of a hospital to require that, as a condition of membership, Referral Sources admit or provide services to a minimum number of patients at the hospital or perform a certain number of procedures or patient contacts in order that the hospital may evaluate competence and quality of care.

Cautions for Referral Source Agreements — TMC Health Workforce Members are urged to use caution when engaging in transactions that involve actual or potential Referral Sources. Services or assets purchased from actual or potential Referral Sources must reasonably be needed at a TMC Health facility, and amounts paid by TMC Health must not exceed fair-market value. Large payments, high hourly payment rates, multiple agreements with the same actual or potential Referral Source (including without limitation, multiple medical directorships at the same or more than one hospital) may be suspect. The Office of General Counsel has prepared numerous memoranda and other materials that describe in greater detail transactions in which TMC Health may lawfully engage with actual or potential Referral Sources. Workforce Members must carefully review these materials and solicit the advice of the Office of General Counsel with respect to transactions with actual or potential Referral Sources.

Anti-Kickback

The term “kickback” refers to the giving of remuneration, which is interpreted under law as anything of value. TMC Health must scrupulously avoid being the offeror or the recipient of an improper inducement. Any questions concerning the anti-kickback statute or any questionable business practice which may be subject to the anti-kickback statute, should be directed to the TMC Health Chief Compliance Officer or the Office of General Counsel.

Nonprofit Tax Status

TMC Health and its entities are nonprofit organizations and are, therefore, exempt from taxation by federal, state, and local governments. To maintain this exemption, TMC Health must operate for the benefit of the community it serves and must avoid “private inurement” and “private benefit.”

- All nonexempt individuals and entities must pay fair market value for the use of TMC Health services and property.
- Care must be taken that the TMC Health sales tax exemption is used only for legitimate and permissible TMC Health activities.

Political Activity & Lobbying

It is important to separate personal and TMC Health political activities to comply with the appropriate rules and regulations relating to lobbying or attempting to influence government officials.

- Certain members of management may periodically be called upon by TMC Health to contact members of the county, state or federal legislative bodies and other officials to set forth and advocate for TMC Health's positions on issues. These persons are expected to always abide by all applicable laws and established policies.
- Any person who attempts to influence any legislative, executive, or other governmental action, official or employee on behalf of TMC Health may be required to register as a lobbyist and file reports concerning their activities.

Doing Business with the Government

Specific rules exist to eliminate the appearance of a conflict of interest by former government employees who, upon termination of their government service, seek employment with entities regulated by government agencies.

If a former government employee or consultant becomes a Workforce Member of TMC Health, exercise care to ensure no violations of federal conflict of interest laws.

TMC Health may not provide or pay for meals, refreshments, travel, or lodging expenses for government employees. TMC Health requires strict adherence to those guidelines that prohibit provision of gratuity, with very few exceptions, to government employees.

Fundraising

As a nonprofit organization, TMC Health relies heavily on contributions from donors to support many of its activities. TMC Health encourages Workforce Members to support these fundraising efforts but requires coordination of all such activities through the TMC Health Foundation.

Grants

TMC Health's commitment to integrity encompasses all grants received, whether through government-funded programs or private sources. TMC Health has established policies and procedures to ensure that all grants are received, and the use of such grants is consistent with federal, state, local, and organizational rules, and regulations.

Social Media

In general, what TMC Health Workforce Members do on their own time is their business; however, activities that affect a Workforce Member's job performance, the job performance of other Workforce Members, TMC Health patients and/or TMC Health business interests must be conducted within the parameters of applicable social media policies.

When discussing TMC Health and/or its Workforce Members or patients, Workforce Members may not engage in or use improper or derogatory ethnic, religious, racial, gender-related, age-related, disability-related, or any other inappropriate comments or slurs based upon another Workforce Member's and/or patient's protected class status, or use personal insults, obscenities, or engage in any other conduct that would not be acceptable in the workplace.

Workforce Members may not identify or obviously reference other Workforce Members, patients, or other persons/entities with whom the Workforce Member is familiar because of TMC Health work without the other's knowledge and written approval, nor may Workforce Members disclose, use, or publish TMC Health confidential information and/or patient information protected by the Health Insurance Portability and Accountability Act of 1996 (HIPAA).

Workforce Members are personally responsible for all actions and content published by them during social networking or social media activities. Workforce Members must be careful to ensure that any profile that identifies TMC Health and/or TMC Health-related content is consistent with how the individual wishes to present professionally and consistent with how TMC Health expects Workforce Members to represent the organization.

Compliance with the Code of Conduct

DUTY TO COMPLY

It is the duty of all Workforce Members to comply with applicable laws, rules, regulations, policies and procedures, and the Code of Conduct. Failure to do so may subject Workforce Members to disciplinary action.

DUTY TO REPORT KNOWN OR SUSPECTED VIOLATIONS

Workforce Members must report known or suspected violations of applicable law, rules, regulations, policies and procedures, or the Code of Conduct to a supervisor, manager, director, compliance officer, or anyone else in a Workforce Member's chain of command or senior management, up to and including the TMC Health Chief Executive Officer.

NON-RETALIATION

TMC Health does not and will not permit retaliation for reporting a known or suspected violation of law, rule, regulation, policy, and procedure, and/or the Code of Conduct or for participation in an investigation of known or suspected violation of the same.

No retaliation, including disciplinary action, will be taken against any Workforce Member who, in good faith, reports a concern, issue, problem, or known or suspected violation of laws, rules, regulations, policies and procedures, or the Code of Conduct to the Compliance Hotline or to a supervisor, manager, director, compliance officer, or anyone else in a Workforce Member's chain of command or senior management, up to and including the TMC Health Chief Executive Officer.

Any Workforce Member who believes that they have suffered retaliation for making a report of a known or suspected violation or for participating in an investigation of a known or suspected violation should contact the TMC Health Chief Compliance Officer, either directly or through the Compliance Hotline.

Knowingly making a false report is a serious violation of policy and the Code of Conduct.

INDIVIDUAL JUDGEMENT

When contemplating a particular situation, consider the following factors to help arrive at a satisfactory answer:

- Is the action consistent with applicable policy?
- Could the action give the appearance of impropriety?
- Will the action bring discredit to any Workforce Member or to TMC Health if disclosed fully to the public?
- Can the action be defended to a supervisor, manager, director, compliance officer, executive, or the general public?
- Does the action conform to the spirit of the Code of Conduct?

Where to Go for Help

Workforce Member participation in raising compliance concerns is important to an effective Compliance Program. Workforce Members must immediately report, in good faith, any concern, issue, problem, or known or suspected violation of laws, rules, regulations, policies and procedures, or the Code of Conduct to the Compliance Hotline or to a supervisor, manager, director, compliance officer, or anyone else in the chain of command or senior management, up to and including the TMC Health Chief Executive Officer.

1. Immediate Supervisor, Manager or Director: If possible, Workforce Members contact an immediate supervisor, manager, or director first. If appropriate, Workforce Members report to multiple members of the chain of command simultaneously.

2. Compliance Officer: Workforce Members report a compliance issue or concern directly to a compliance officer if:

Uncomfortable reporting to an immediate supervisor, manager, or director;
and/or

Dissatisfied with the response given by management regarding the compliance issue or concern.

Workforce Members do not use a compliance officer as a substitute for Human Resources and do not bypass the established chain of command for Human Resources issues.

3. Compliance Hotline: If, for whatever reason, a Workforce Member wishes to report a compliance concern outside of the chain of command and not directly to a compliance officer, the toll-free Compliance Hotline (877) 635-4645 provides a confidential and anonymous way to do so.

Compliance Investigation and Resolution

The TMC Health Chief Compliance Officer ensures the prompt and thorough investigation of all reported known or suspected violations of laws, rules, regulations, compliance-related policies and procedures, or the Code of Conduct and coordinates appropriate follow-up action and resolution, as indicated.

TMC Health conducts compliance investigations following established procedures for confidentiality, maintaining confidentiality insofar as it is legal and practical, and informing only those who have a need to know.

Workforce Members cannot exempt themselves from the consequences of wrong-doing by self-reporting; however, self-reporting may be considered when determining appropriate course of action for any substantiated violation of laws, rules, regulations, compliance-related policies and procedures, or the Code of Conduct.

Approved by the TMC HealthCare Board of Trustees' Audit & Compliance Committee on April 3, 2024.

TMC Health Initial Code of Conduct Acknowledgement

I hereby acknowledge that I have received, read, and understand **TMC Health Code of Conduct: Do the Right Thing** (the Code of Conduct), and I acknowledge that my completion of this acknowledgement signifies my agreement to adhere to the principles and guidelines outlined in the Code of Conduct. I understand that I am responsible for reporting any known or suspected violations of laws, rules, regulations, policies and procedures, or the Code of Conduct, and I acknowledge that I know how to report such suspected violations.

I understand that violation of the Code of Conduct and other related policies and standards may lead to disciplinary action, up to and including termination.

I understand my responsibility to attend, or otherwise complete annual and other required training related to the Code of Conduct or other compliance-related matters.

Printed Name: _____

Facility: _____

Department: _____

Signature: _____

Date: _____

TMC Health Annual Code of Conduct Acknowledgement

I hereby acknowledge that I have received, read, and understand **TMC Health Code of Conduct: Do the Right Thing** (the Code of Conduct), and I acknowledge that my completion of this acknowledgement signifies my agreement to adhere to the principles and guidelines outlined in the Code of Conduct. I understand that I am responsible for reporting any known or suspected violations of laws, rules, regulations, policies and procedures, or the Code of Conduct, and I acknowledge that I know how to report such suspected violations.

I understand that violation of the Code of Conduct and other related policies and standards may lead to disciplinary action, up to and including termination.

I understand my responsibility to attend, or otherwise complete annual and other required training related to the Code of Conduct or other compliance-related matters.

To the best of my knowledge:

- I have not violated any standard outlined in the Code of Conduct.
- I have no knowledge of any violations of the Code of Conduct, other than those I have already reported, if applicable.

Printed Name: _____

Facility: _____

Department: _____

Signature: _____

Date: _____



5301 E. Grant Road
Tucson, Arizona 85712