



CODE OF CONDUCT

I. Statement of Purpose

MISSION: To provide the best health care, and access to that care, for everyone in our communities.

VISION: To pioneer an innovative, sustainable and community-focused health system through comprehensive primary care and diverse partnerships.

CORE VALUES:

- ***Quality:*** excellence in delivering care and service
- ***Appreciation:*** highest regard for the worth and rights of others
- ***Creativity:*** continuous improvement through innovation
- ***Sustainability:*** remain viable to continue our mission

Hudson Headwaters Health Network (“Hudson Headwaters”), its Board members, as well as its employees, contractors, agents, consultants, volunteers, and others who act on Hudson Headwaters’ behalf (“Staff”) have a responsibility to Hudson Headwaters patients, Federal and State Governments, other Hudson Headwaters funders and the communities served by Hudson Headwaters to conduct themselves prudently, responsibly, in furtherance of, and consistent with, Hudson Headwaters charitable purposes and non-profit, tax-exempt status, and in the best interests of Hudson Headwaters’ patients.

II. General Responsibilities

The Board of Directors of Hudson Headwaters Health Network recognizes the paramount importance of maintaining Hudson Headwaters’ reputation for integrity that includes, but is not limited to, assuring compliance with applicable Federal, State, and local laws and regulations, as well as fulfilling contractual obligations.

A. Individual Responsibility

Every member of Hudson Headwaters’ Board and Staff is responsible for ensuring that his or her conduct is consistent with these Standards of Conduct, with Hudson Headwaters’ policies and procedures, and with generally accepted standards of professionalism, courtesy, and respect. Furthermore, Hudson Headwaters’ Staff in supervisory positions must assume, and are charged with, responsibility for ensuring that the conduct of everyone they supervise complies with these Standards of Conduct.

B. Compliance with Laws and Regulations

Board members and Staff are expected to comply with all laws and regulations applicable to the operations of Hudson Headwaters, including, but not limited to billing and coding requirements; the maintenance of accurate and complete business records; and requirements related to procurement standards.



C. Quality of Patient Care

Hudson Headwaters is committed to providing the highest quality, safest care and value to our patients. As Hudson Headwaters staff, you are expected to follow the Standards below.

1. Dignity and Respect

Hudson Headwaters delivers services with dignity and respect for each person, including a patient's family members. Examples of such behaviors include acting in the best interests of patients, maintaining a positive, customer-focused attitude and responding to requests for information while safeguarding privacy and security.

2. Safety

Hudson Headwaters is committed to maintaining a safe healthcare environment. Hudson Headwaters follows clinical care guidelines that we have adopted and explain the outcome of treatment and procedures to patients and family members.

3. Access to Quality Care

Hudson Headwaters is committed to providing optimum, cost-effective and medically necessary care to our patients. Staff respect our patients' right to be involved in their plans of care and commit to keeping our patients informed of treatment plans and available treatment alternatives. Our healthcare professionals will provide medically necessary services to patients in a safe and effective manner, supported by proper documentation that supports the services provided.

D. Confidentiality of Information

Hudson Headwaters is committed to protecting the privacy of the health information of our patients. Staff are required to follow Hudson Headwaters privacy and security policies along with state and federal privacy laws. Hudson Headwaters is committed to informing patients about their rights with regard to their protected health information (PHI). Through confidentiality agreements, we protect the information shared with our business partners in accordance with laws and standards.

1. Protected Health Information

Staff are expected to safeguard the PHI of patients and respect our patients' confidentiality by using PHI only when it is necessary to serve the patient or as permitted or required by law. Patients have certain rights regarding their PHI. Staff must familiarize themselves with Hudson Headwaters' policies and procedures and Notices of Privacy Practices to protect the privacy and security of PHI.

2. Personal Information

Hudson Headwaters respects the personal information of our employees and treat all salary, benefits and personnel files as confidential and only use or access this information for authorized business purposes.

3. Proprietary Information

Staff shall not share confidential information related to Hudson Headwaters business or operations,



including financial data, business strategy, pricing, contract terms and proprietary information, unless it is to an authorized person and for a legitimate business reason.

4. Information Security

Staff are expected to follow all information security policies; including using and maintaining their own log-in credentials and system passwords in a responsible and confidential manner. Staff are also expected to use your badge to identify yourself as a Hudson Headwaters staff member.

E. Gifts

- No Hudson Headwaters Staff may solicit or accept gifts, gratuities, favors or anything of value from any current or potential patient, vendor or contractor or potential contractor of Hudson Headwaters or any current or potential party to a sub-agreement with Hudson Headwaters. Every Hudson Headwaters Board and Staff member will decline or return any gift and notify the CEO, or his or her designee, of such gift.
- A “gift” means anything of value except for promotional materials of little or nominal value such as pens, calendars, mugs, and other items intended for wide distribution and not easily resold. Gifts include (but are not limited to): personal gifts with a worth of more than \$50.00, such as sporting goods; household furnishings and liquor; social entertainment or tickets to sporting events; personal loans or privileges to obtain discounted merchandise, and the like.
- Hudson Headwaters will immediately dismiss any Board or Staff member found to have offered or accepted a bribe to secure funding or other benefits for or from Hudson Headwaters.

F. Honest Dealing with Government Officials

Board members and Staff will be cooperative and truthful in their dealings with any governmental inquiries or request, including audits, surveys, and certifications reviews. However, Hudson Headwaters Staff who are not authorized to speak on behalf of the organization will not respond to any governmental inquiries or request, including audits, surveys, and certifications reviews and will promptly report any such inquiries or requests to Hudson Headwaters’ Chief Executive Officer (“CEO”), Compliance Officer or other member of senior management.

G. Conflicts of Interest

1. General Prohibition

Hudson Headwaters Staff must strive to make decisions fairly and objectively with the best interests of Hudson Headwaters in mind. As Hudson Headwaters is a Department of Health and Human Services (“DHHS”) grantee, these standards for managing Conflicts of Interest are also necessary to comply with DHHS regulations found at 45 C.F.R. § 74.42. No Staff shall participate in Hudson Headwaters’ selection, award or administration of any contract or grant, paid in whole or in part with Federal funds, when a real or apparent conflict of interest is involved.

2. Definitions

- a. Interest. A person has an “Interest” if he or she has, directly, or indirectly through a family member or business partner:



- a business relationship (e.g., an actual or forthcoming contractual or employment compensation arrangement) with: (1) Hudson Headwaters Health Network; (2) an entity with which Hudson Headwaters has entered (or is negotiating to enter) a transaction or arrangement; or (3) an entity that is a competitor or potential competitor of Hudson Headwaters;
- a financial relationship (e.g., a controlling or material ownership, or investment interest) with: (1) an entity with which Hudson Headwaters has entered (or is negotiating to enter) a transaction or arrangement; or (2) an entity that is a competitor or potential competitor of Hudson Headwaters;
- a fiduciary relationship (e.g., Board member or trustee) with: (1) an entity with which Hudson Headwaters has entered (or is negotiating to enter) a transaction or arrangement; (2) an entity that is a competitor or potential competitor of Hudson Headwaters; or
- a personal relationship with an individual who has a business, financial or fiduciary relationship as defined above. A personal relationship means a relationship based on family, friendship or romance.

Any interest in a company through publicly traded stocks, bonds or mutual funds available to the general public shall not constitute an Interest, provided the ownership or investment interest is less than one percent of the company's shares.

b. Conflict of Interest. A "conflict of interest" arises whenever the Interest of a person competes with or has the potential to compete with the best interests of Hudson Headwaters. A conflict is presumed to exist if a person with an Interest is involved in any way in the transaction or arrangement in which he or she has such Interest.

3. Affirmative Disclosure Requirements

It is the policy of Hudson Headwaters that Interests shall be fully disclosed by any individual regardless of whether a conflict of interest is determined to exist.

a. Annual Disclosures. Hudson Headwaters requires that all Staff, as well as Board members and candidates for Board membership, disclose in writing (and update at least annually): (1) all Interests described in Section II.F.2. which may create an actual or potential conflict of interest, and (2) where applicable, provide a statement suggesting how such conflict could be avoided or mitigated.

In order to facilitate such full disclosure, Hudson Headwaters requires Board members and candidates for Board membership to annually complete the Disclosure Form. Completion of a Disclosure Form does not relieve individuals of the obligation to comply with these Standards of Conduct with regard to disclosure of Interests that may occur after the filing of the Disclosure Form (e.g., with respect to a particular transaction).

b. Additional Interests. Hudson Headwaters requires all Staff, Board Members and candidates for Board membership to disclose additional Interests that arise after the filing of the Disclosure Form.

- Members of, and candidates for membership on, the Board of Directors shall make disclosures to the Chair of the Board of Directors. If the Chair has such an Interest, he or she must make disclosure to the Vice Chair, respectively, who will, in turn, be responsible



for advising the Board.

- The CEO shall make disclosures to the Chair of the Board who will, in turn, be responsible for advising the Board of such disclosure.
- Staff shall make disclosures in writing to the CEO, or his or her designee.

4. Determining Whether a Conflict of Interest Exists

In the case of a potentially conflicted person who is a Board member (including the CEO), that Person may make a presentation to the Board regarding whether he or she has a conflict and may respond to related questions from the Board. However, after such presentation, he or she shall leave the meeting during any discussion of, or vote on, whether a conflict of interest exists, and if such conflict is determined by the Board to exist, he or she shall leave the meeting during any discussion of, and voting on, the transaction or arrangement that involves the conflict of interest.

5. Procedures for Addressing the Conflict of Interest

a. Procurement. If the conflict involves Hudson Headwaters procurement, the process shall be conducted in accordance with Hudson Headwaters' Procurement Policy.

b. Alternative Arrangements. In other instances, the Board shall, as it may deem appropriate, appoint the CEO to investigate alternatives to the proposed transaction or arrangement and make recommendations. After exercising due diligence, the Board or CEO, as applicable, shall determine whether Hudson Headwaters can obtain an equivalent transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

c. Hudson Headwaters' Best Interests. If a transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or CEO, as applicable, shall determine (if Board, then by a majority vote of the disinterested Board members) whether, notwithstanding the conflict of interest, the transaction or arrangement is in Hudson Headwaters' best interest, for its own benefit and whether the transaction is fair and reasonable to Hudson Headwaters such that it would constitute an "arms-length" transaction (and be consistent with 45 C.F.R. Part 74 standards).

d. Pervasive Conflicts of Interest. In circumstances where there are material continuing or pervasive conflicts of interest, an individual may be required by the Board of Hudson Headwaters or the CEO, as applicable, to withdraw from his or her position with Hudson Headwaters unless the individual, family member or business associate chooses to disassociate from the outside position that causes the conflict.

6. Violations of the Standards of Managing Conflicts of Interest

If the Board or CEO, as applicable, has reasonable cause to believe that a person has failed to disclose an Interest, the person shall be informed of the basis for such belief and afforded an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the individual who failed to disclose an Interest, and making such further investigation as may be warranted in the circumstances, the Board or CEO determines that the individual has in fact failed to disclose an Interest in accordance with Section II.F.3., appropriate



corrective and/or disciplinary action shall be taken, including removal of the individual from the selection, negotiation, or administration of any contracts or grants.

7. Records of Proceedings

The minutes of the Board and all committees with Board-delegated powers and those records as determined by the CEO shall contain:

- a. Conflicts of Interest. The names of the person who disclosed or otherwise were found to have an Interest in connection with an actual or potential conflict of interest and the nature of the Interest; any action taken to determine whether a conflict of interest was present; and the Board or CEO's decision, as applicable, as to whether a conflict of interest in fact existed.
- b. Management of Conflicts. For transactions where a conflict of interest has been disclosed or otherwise found to exist, the names of the persons who were present for discussions and votes relating to the transaction or arrangement, and the names of the persons who recused themselves; the content of the discussion, including any alternatives to the proposed transaction or arrangement or Hudson Headwaters' best interest; and a record of any votes taken in connection therewith.

8. Supplemental Income

The CEO and all members of the Board of Directors must disclose in writing to the Chair of the Board, and all Staff must disclose in writing to the CEO, or his or her designee, any specifics of any plans to accept supplemental outside employment that conflicts, or has the potential or appearance to conflict, with the interests of Hudson Headwaters. Hudson Headwaters' prior approval of such outside employment or consultancy is required.

H. Political Activities

No Staff may participate or intervene in any political campaign in support of or in opposition to any candidate for elected public office while at work during business hours. A political campaign is deemed to begin when an individual announces his or her candidacy for an elective public office or is proposed by others for an elective public office. No Staff may use Hudson Headwaters' name, facility or any resources in connection with political campaign activities.

I. Lobbying

Lobbying is generally defined as a communication (written or oral) that is an attempt to influence (for or against) specific legislation including appropriations. Any lobbying activities proposed to be undertaken by Hudson Headwaters or by any Staff on behalf of Hudson Headwaters shall require the prior approval of the CEO. Any Staff undertaking lobbying activities will work with the CEO, or his or her designee, to ensure that such activities are supported by non-Federal resources. Any Staff undertaking lobbying activities will work with the CEO, or his or her designee, to ensure that all disclosures and reporting of lobbying activities which are required by State or Federal law are submitted in a timely manner.

III. Violations of Standards of Conduct

Board members and Staff should promptly report concerns regarding compliance with these Standards of Conduct. Such a report should normally be made initially through standard management channels, beginning, for Staff, with the Staff's immediate supervisor. For Board members, reports should be made



directly to the Compliance Officer. As an alternative for Staff, Staff also may make such report to the Compliance Officer. Such reports may be made confidentially, and even anonymously. Raising such concerns is a service to Hudson Headwaters and will not jeopardize the terms and conditions of employment of the reporting individual.

All Board members and staff must cooperate fully in the investigation of any alleged misconduct. Any Board member or Staff who makes intentionally false accusations regarding a compliance concern is subject to discipline by Hudson Headwaters in accordance with the Hudson Headwaters Policy and Procedure.

Board members or Staff who violate these Standards of Conduct may be subject to disciplinary action, in accordance with the Hudson Headwaters Policy and Procedure.

These Standards of Conduct shall be reviewed periodically and updated consistently with the requirements established by the Board of Directors, Hudson Headwaters' senior management, Federal and State law and regulations, and applicable accrediting and review organizations.