

VANDERBILT UNIVERSITY MEDICAL CENTER

CODE OF CONDUCT

Revised May 2020

PURPOSE

Vanderbilt University Medical Center, including its hospitals, subsidiaries and affiliates (collectively, VUMC), is committed to the highest standards of ethics, honesty, and integrity in pursuit of its mission of education, research, patient care, and public service. All individuals who participate in the work and mission of VUMC are expected to adhere to this Code of Conduct. This includes all directors, officers, clinicians, staff, representatives, delegated entities, contractors, vendors, and volunteers of VUMC or of any VUMC subsidiary or affiliate that adopts this Code of Conduct (collectively, Workforce Members). Consistent with other VUMC policies and procedures, the Code of Conduct provides guidance for VUMC Workforce Members and sets forth our commitment to good practices and following the law.

Following this Code of Conduct will help you do the right thing. It also protects you and the VUMC community. You are encouraged to talk with your supervisor if something is not clear. The Office of Healthcare Compliance is always available to assist you.

COMPLIANCE WITH THE LAW

VUMC is committed to compliance with all applicable laws, rules, and regulations.

VUMC Workforce Members strive to maintain an environment that is committed to integrity and ethical conduct. It is the responsibility of every VUMC Workforce Member to follow all applicable laws, rules, regulations, and VUMC policies, as well as the program requirements for federal and state healthcare programs, and for government contracts and research grants. VUMC's policies are available to VUMC employees in PolicyTech. VUMC subsidiaries and affiliates may have their own policies, which their organization makes available to them.

All VUMC Workforce Members are required to promptly report to the appropriate VUMC party any concerns that may be violations of law, regulation, contract, grant or policy. VUMC encourages such reports and will take no adverse action against anyone who makes such reports in good faith. VUMC maintains a strict policy specifically prohibiting retaliation against persons who report compliance concerns or engage in other legally protected activity.

CONFIDENTIALITY

VUMC is committed to the appropriate protection of confidential information.

Federal and state laws and VUMC policies prohibit the unauthorized access to, or use or disclosure of, confidential information contained in patient, research, employee, or student records and information that is personal to, or relates to the identity of, individuals (Personally Identifiable Information). All VUMC Workforce Members are required to know, and to comply with, laws and policies related to privacy and security protections for Personally Identifiable Information.

Prior to receiving a unique User ID and password, and annually thereafter, all VUMC Workforce Members are required to complete confidentiality training and agree to abide by its content. Confidential information is to be accessed, used, and disclosed only when authorized by law and policy and required to complete assigned job duties. User IDs, passwords, and other authentication devices are the equivalent of a signature within the information systems and must be safeguarded and never shared or disclosed.

VANDERBILT UNIVERSITY MEDICAL CENTER

CODE OF CONDUCT

Revised May 2020

Additionally, VUMC Workforce Members are prohibited from sharing VUMC's confidential business and operations information with third parties, unless a non-disclosure agreement has been signed by both the third party and VUMC. Some confidential information, such as payer contract pricing and supplier contract pricing, is competitively sensitive, meaning that it is not available to the public and could be used by one of VUMC's competitors or vendors to make pricing, development, production, marketing or other business decisions that could harm VUMC, its patients or other consumers through higher prices, reduced choices or lower quality. VUMC Workforce Members should only disclose VUMC's competitively sensitive confidential information to other Workforce Members who need the competitively sensitive information to perform his or her duties, and, unless the Office of Legal Affairs has approved the disclosure, Workforce Members should never disclose VUMC's competitively sensitive confidential information to individuals or entities who are not part of VUMC, particularly other healthcare providers or businesses that may offer the same products and services as VUMC.

DIVERSITY, INCLUSION AND CULTURAL COMPETENCE

VUMC is committed to the principles of diversity, inclusion and equality.

VUMC Workforce Members are expected to act with awareness and sensitivity to the diverse cultural characteristics, values and beliefs of their colleagues, patients and the public, which may shape individual perspectives and affect interpersonal interactions. VUMC does not discriminate against individuals in any activity, including provision of healthcare services, participation in research, or employment, on the basis of race, color, sex, religion, national or ethnic origin, age, disability, sexual orientation, gender identity, gender expression, military service, pregnancy, genetic information, or any other class protected by applicable law. VUMC Workforce Members are expected to immediately report any discrimination, harassment or other inappropriate or insensitive behavior they may witness.

HARASSMENT

VUMC treats its employees, patients, and the community members it serves with dignity and respect.

VUMC Workforce Members are prohibited from treating individuals in a hostile, disrespectful or threatening manner and from retaliation or bullying. VUMC strictly prohibits harassment or contribution to any type of harassment. This includes, but is not limited to, harassment or intimidation based on race, color, sex, religion, national or ethnic origin, age, disability, sexual orientation, gender identity, gender expression, genetic information, or any other class protected by law. VUMC Workforce Members are expected to immediately report any harassment they may witness.

CONFLICTS OF INTEREST

All VUMC Workforce Members should avoid potential or perceived conflicts of interest.

Individual conflicts of interest refer to situations in which an individual's or family member's financial, professional, or other personal considerations may directly or indirectly affect, or have the appearance of affecting, an individual's professional judgment in exercising any VUMC duty or responsibility, including the conduct or reporting of research. Conflicts of interest can arise under many situations, including business

VANDERBILT UNIVERSITY MEDICAL CENTER

CODE OF CONDUCT

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relationships, purchasing decisions, gifts, use and appropriation of VUMC assets, research activities, student-related activities, and activities related to family members.

In order to identify and review conflicts of interest and the appearance thereof, all VUMC Workforce Members are expected to disclose all outside activities and financial interests that might be, or have the appearance of being, conflicts of interest or commitment upon initial employment, and annually thereafter, as well as immediately if any changes in circumstances arise that may present a potential conflict of interest. VUMC's policies provide detailed information about conflicts of interest disclosure requirements.

RESEARCH AND SCIENTIFIC INTEGRITY

VUMC is committed to following all laws and regulations related to scientific research.

VUMC Workforce Members engaged in research are responsible for the accurate and complete documentation of research activities and clinical investigations, the conduct of research with scientific integrity, and the adherence to all applicable state and federal regulations, particularly those regulations pertaining to the protection of human and animal research participants and accurate reporting and appropriate expenditure of grant funds. In the interest of maintaining the highest standards of patient care and scientific integrity, VUMC Workforce Members engaged in research must familiarize themselves with all federal and state laws, and any requirements of the funding sponsor, governing their activities and with policies and procedures relating to misconduct in research.

MARKET COMPETITION AND ETHICAL BUSINESS PRACTICES

VUMC is committed to complying with state and federal antitrust and anti-kickback laws and regulations.

State and federal laws strictly regulate interactions between VUMC and its competitors that may adversely affect competition. VUMC is committed to ensuring that its business practices conform to the requirements of those laws. VUMC and its competitors may not agree upon the health care charges they will impose on, or the rates they will accept from, payers or patients. VUMC will not make agreements with any other health care provider or business not to compete for the patients they will serve or services they will provide. VUMC will not agree with any third party to boycott, or otherwise refuse to deal, with any other party, including suppliers, health care providers, or health insurance plans or other payers or purchasers of their services. VUMC Workforce Members must conduct themselves in accordance with these principles.

VUMC Workforce Members are strictly prohibited from giving or receiving kickbacks, entering into certain exclusive arrangements with vendors, and from sharing confidential information, such as the details of confidential proposals or pricing submitted by other vendors. When a Workforce Member who can influence purchasing decisions made at VUMC takes money or anything of value from a vendor, VUMC may not receive the best possible product, service, or price. Such gifts can also be considered kickbacks, which are illegal. For these reasons, VUMC Workforce Members shall not accept any kind of gift, service, or benefit, including unrestricted grants, when to do so would place them in a prejudicial or compromising position, interfere in any way with the impartial discharge of their duties to VUMC, or reflect adversely on their integrity or that of VUMC.

PATIENT REFERRALS

VUMC is committed to the lawful referral of patients for the delivery of appropriate patient care.

VANDERBILT UNIVERSITY MEDICAL CENTER

CODE OF CONDUCT

Revised May 2020

If a referring clinician (who could be a physician, dentist, podiatrist, optometrist, or chiropractor) or his or her immediate family member, has an ownership or investment interest in, or a compensation arrangement with, the entity to which a patient is referred, and payment for the referred services will be made from a federal or state health care program (such as Medicare, Tricare, and Medicaid (TennCare)) a federal law, commonly referred to as the "Stark Law," may prohibit the referral unless certain regulatory requirements are met. To avoid violations of the Stark Law, the Office of Legal Affairs or the subsidiary organization's legal counsel must review, prior to final agreement or signature, proposed contracts and financial arrangements with clinicians and clinician family members.

Additionally, VUMC Workforce Members should be aware that if someone offers, asks for, pays or accepts something of value in exchange for a health care order or referral, it can be considered a kickback in violation of federal or state law. Many financial arrangements may be considered kickbacks. Examples include an employment agreement that rewards a referring physician by paying too much salary, or a lease for space or equipment that pays a referring physician for referrals by charging too little rent. To ensure compliance with this law, questions about contracts or payment arrangements with referral sources must be referred in advance to legal counsel. The Anti-kickback Law directly applies to services paid for by Medicare, Tricare and Medicaid (TennCare). However, VUMC Workforce Members may not offer, ask for, pay or accept anything in exchange for patient referrals, regardless of the patient's insurance coverage.

PATIENT SELECTION OF PROVIDERS

Patients should choose to receive health care from VUMC because of the exceptional quality of its services and providers and not for other, improper, considerations.

There is a federal law that generally prohibits providing gifts or other benefits to a Medicare, Tricare or Medicaid (TennCare) beneficiary that might influence the beneficiary's choice of providers. The law extends to free or discounted services and to waivers of copayments that are not based upon financial need. While the law applies directly to Medicare and Medicaid, VUMC Workforce Members will not give anything to patients unless allowed by an exception to the law or by an applicable policy, such as VUMC's Financial Assistance Policy. The Office of Legal Affairs and the Office of Healthcare Compliance answer questions about VUMC's policies, the federal law, and its exceptions.

BILLING AND CLAIMS

VUMC is committed to charging, billing, documenting and submitting claims for reimbursement for hospital and professional services in the manner required by applicable laws, rules and regulations.

All clinicians and clinical staff providing patient care services, and all revenue cycle staff involved in billing, should know and carefully follow the applicable rules for documentation, coding and submission of claims for reimbursement. Improperly billed claims and improperly retained overpayments can result in the imposition of substantial fines and penalties to VUMC. Workforce Members are required to promptly report any improperly billed claims and any overpayments that are received.

DISCHARGE PLANNING AND ANCILLARY SERVICE REFERRALS

VANDERBILT UNIVERSITY MEDICAL CENTER

CODE OF CONDUCT

Revised May 2020

VUMC is committed to appropriate discharge planning and the lawful referral of patients for ancillary health care services.

VUMC recognizes that the discharge of a patient to a residence or post-hospitalization provider is an important decision. In developing and implementing discharge plans, VUMC Workforce Members, in their professional judgment, act in the best interest of the patient. This includes the involvement and consent of the patient or patient's legal representative.

VANDERBILT UNIVERSITY MEDICAL CENTER

CODE OF CONDUCT

Revised May 2020

EMERGENCY TREATMENT FOR PATIENTS AND WOMEN IN LABOR AND PATIENT TRANSFERS

VUMC is committed to following state and federal laws and regulations with respect to the medical screening, stabilization, admission, and treatment of patients with emergency medical conditions and pregnant women who are in labor, regardless of a patient's financial or insurance status.

Emergency services are available to all individuals in need of those services, without regard to their financial or insurance status. If any individual comes to the Emergency Department for a medical examination or treatment of a medical condition, VUMC must provide that individual with an appropriate medical screening examination to determine if an emergency medical condition exists, and, if such a condition exists, VUMC must stabilize the emergency medical condition within its capabilities. VUMC's commitment to patients is reflected in our willingness provide Emergency Medical Treatment to anyone in need, without discrimination of any kind. VUMC also maintains a detailed financial assistance policy to ensure that access to care is provided on a fair and consistent basis.

ENVIRONMENT

VUMC is committed to complying with all applicable environmental laws and to maintaining all necessary environmental permits and approvals.

Environmental compliance includes the proper handling, storage, use, shipment, and disposal of all materials that are regulated under any applicable environmental law.

CONTROLLED SUBSTANCES

VUMC prohibits the unlawful possession, use, manufacture, or distribution of controlled substances, illicit drugs and alcohol on its property or as part of any VUMC sponsored activity.

Clinicians and other VUMC health care professionals, including those who maintain Drug Enforcement Agency (DEA) registration, must comply with all federal and state laws regulating controlled substances.

DISCIPLINARY ACTION

VUMC is committed to responding appropriately when anyone at VUMC violates law or policy.

All VUMC Workforce Members must carry out their duties for VUMC as stated in these policies, and, as required by law, report violations of local, state, or federal laws, rules, or regulations to a supervisor, the Office of Healthcare Compliance, the Office of Legal Affairs, or the Integrity Line. If any Workforce Member violates a law or policy or does not report such violations, the individual may be subject to disciplinary action up to, and including, termination of employment. Such disciplinary conduct must abide by all substantive and procedural protections applicable to discipline in the Faculty Manual or in the Human Resources Staff Guidelines. Disciplinary action may also apply to a supervisor who knowingly directs or approves a person's improper actions, or is aware of those improper actions but does not act appropriately and within the supervisor's scope of authority to correct them, or who otherwise fails to exercise appropriate supervision.

VANDERBILT UNIVERSITY MEDICAL CENTER

CODE OF CONDUCT

Revised May 2020

RESPONSE TO INVESTIGATION

VUMC is committed to cooperating with government investigators, as required by law.

If a VUMC Workforce Member receives a subpoena, search warrant, or other similar document related to VUMC, then, before taking any other action, that person must immediately contact the Office of Legal Affairs. The Office of Legal Affairs, the Office of Healthcare Compliance, and Accreditation & Standards are responsible for authorizing access to medical records and patients, the release or copying of any VUMC documents or records, or the inspection of VUMC premises, equipment or facilities. If a government investigator, agent, or auditor comes to any VUMC office or facility, ask the person for their business card, have them be seated in a public waiting area, and contact your supervisor. Before providing any access to, or discussing any matters with, such investigator, agent, or auditor, the supervisor or manager responsible for the unit should contact the Office of Legal Affairs and the Hospital Administrator-on-Call.

REPORTING COMPLIANCE CONCERNS

To assist VUMC with its commitment to appropriate conduct, all VUMC community members are encouraged to report actual or potential violations of any law or policy or other concerns to a supervisor, the Office of Healthcare Compliance, or the Integrity Line. It is the duty of all Workforce Members to report all actual or suspected violations of law, this Code of Conduct, or VUMC policy, and all job-related situations that endanger the health and safety of any individual. All reports are treated as confidential and are shared with others only on a bona fide need-to-know basis. VUMC will take no adverse action toward, and prohibits retaliation against, persons making reports in good faith. False accusations made with the intent of harming or retaliating against another person can subject the accuser to disciplinary action.

STATEMENT OF RECEIPT AND ACKNOWLEDGMENT

Upon initial employment or contract, and annually thereafter, VUMC Workforce Members must acknowledge compliance with this Code of Conduct.