



Code of Conduct

And Business Ethics

June 1, 2018

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I. COMMITMENT

Centennial Health (“Centennial”), formerly known as The Oklahoma City Clinic, and its employees, directors, officers, agents and affiliates are committed to doing business in compliance with applicable Federal and State laws, regulations, policies and contractual obligations. This Code of Conduct is designed to promote honest, ethical, and lawful conduct by all employees, officers, and directors of Centennial and any subsidiaries, parties, or entities controlled by Centennial.

This Code of Conduct and Business Ethics (“the Code”) enunciates (1) the basic principles and standards of behavior governing in our business activities and relationships; (2) Centennial’s commitment to comply with laws, regulations, standards of care and ethical business practices; and (3) the responsibility we all share for keeping Centennial in compliance. This Code replace the the Code of Conduct revised 2017. The Code is based on the laws, regulations and administravive rules that apply to our work. The actions of every employee, officer, director, and agent or representative of Centennial affects our reputation and integrity. That is why it is essential for you to read the Code of Conduct and the Compliance Plan thoroughly and abide by its content.

While the Code cannot address every circumstance you may encounter, it makes clear that all of our activities on behalf of Centennial must be guided by well-informed judgment, personal honest and sound business ethics. The Code together with the Compliance Plan, our policies and procedures and our Employee Handbook provide you with the robust guidance regarding Centennial’s expectations and requirements. As you encounter specific situations that inevitably witll arise, it may be helpful to answer the following questions:

- Will my action comply with Centennial’s values and the spirit of the Code, the Compliance Plan and Centennial’s policies and procedures?
- Might I compromise myself or the reputation of Centennial by this action?
- Is this action honest in every respect?
- Could this action appear inappropriate to others, either internally or externally?

A. ACKNOWLEDGMENT

All Centennial employees, officers, directors, agents, and business associates must understand and comply fully with and promptly report any possible violations of the provisions the Code and are required to read and sign a Compliance Certification form.

B. EDUCATION AND TRAINING

As detailed in the Compliance Plan, under the oversight of the Compliance Committee and in close collaboration with the Compliance and Privacy Officer, Centennial will continue to develop and maintain training and monitoring programs to educate its’ directors, officers, employees and as warranted, agent on the legal regulatory requirements of their respective duties and positions. These programs may include written policies, informational handouts and memoranda or when appropriate live or web-based training sessions.

Reference: Policies #CH-CO-001 & #CH-CO-002.

II. COMPLIANCE PROGRAM

Centennial maintains a comprehensive Compliance Program (“the Program”) consistent with the values and priorities outlined in this Code to ensure continued compliance with applicable Federal and State laws and regulations, including regulations and policies pertaining to Federal Health Care Programs (e.g., Medicare, Medicaid, CHAMPUS, Tricare, etc.) as applicable. The Program includes,

at a minimum, the seven (7) elements provided in the Office of the Inspector General (“OIG”) Model Compliance Program, the Federal Sentencing Guidelines, and other published guidance for establishing and maintaining an effective Compliance Program, including requirements from The Centers for Medicare and Medicaid Services (“CMS”) as outlined in the Compliance Program.

All Centennial employees must complete appropriate compliance training upon employment and annually thereafter.

All Centennial employees, officers, directors, agents, and business associates must understand and comply fully with and promptly report any possible violations of the provisions of the Program and are required to read and sign a Compliance Program Acknowledgement form.

Reference: Policy #CH-CO-001

III. REPORTING COMPLIANCE VIOLATIONS

Centennial maintains multiple options for communicating and reporting violations. As discussed in the Compliance Program, you can report to the Compliance Officer directly or anonymously through a toll-free hotline. All reports concerning a potential compliance violation are investigated by the Compliance Officer and held in the strictest confidence possible depending on the nature of the report. Anyone who in good faith reports a violation, or assists in an investigation of a possible violation, will not be retaliated against in the terms and conditions of their employment or contractual relationship as a result.

A. SEEKING ADVICE OR REPORTING A VIOLATION

As the Compliance Plan makes clear the employees, managers, officers and business associates of Centennial have a duty to report promptly and in good faith, illegal, unethical, unprofessional and potentially non-compliant activity or conduct, including any possible violations of the Code. You should seek advice when you are unsure about the legality or ethical ramifications of any activity, business practice or transaction including situations in which:

- Applicable policies seem difficult to interpret under the circumstances;
- The relevant laws or standards are complex;
- You have limited experience dealing with the subject matter; or
- You find yourself in a “gray area” and need guidance.

Failure to report misconduct may affect your performance evaluation, your compensation and may result in disciplinary action.

B. WHERE TO GET ADVICE OR TO REPORT A VIOLATION

- Your immediate supervisor or manager;
- Human Resources;
- Chief Operations Officer
- Board of Directors
- Compliance and Privacy Officer

C. METHODS FOR CONTACTING THE COMPLIANCE AND PRIVACY OFFICER

Phone: (405) 330-7003
Email: compliance@centennialhealth.com
Toll-Free Hotline: 1-877-670-7993 (24-hour leave message, Anonymous reporting available as noted in the Program)

The Federal False Claims Act (“FCA”), 31 U.S.C. §§3729-3733; 3801-3812, and similar state laws, prohibit the knowing presentation of false or fraudulent claims to the Federal or State governments. Fraudulent and abusive activities may include knowingly (1) billing for services not provided; (2) including incorrect codes or charges on bills to receive higher reimbursement; (3) forging, altering or destroying documents to secure payment; or (4) making or using, or causing to be made or used, a false record or statement to receive a benefit or get a claim paid.

The FCA may be violated even without specific intent to defraud the government. A person or entity acts “knowingly” if he/she/it has actual knowledge that the act is fraudulent, or acts in deliberate ignorance or reckless disregard of the truth. Examples: (1) You suspect that a coworker is committing fraud but you choose to ignore it; (2) You do something that you believe may be incorrect, or you are not sure whether it is correct, and you fail to review the policy or procedure or ask for guidance.

Violations of the FCA include fines of up to three (3) times the dollar amount claimed (“treble damages”) and civil monetary penalties (“CMP”) from \$5,500 to over \$21,000 for each false claim. A violation of the FCA may also result in forfeiture of participation from the Federal health care programs (e.g., Medicare, Medicaid).

Individuals who believe that Federal health care program billing requirements have been knowingly violated may also pursue alternative administrative or legal remedies under the FCA or State law and cannot be retaliated against for reporting such a violation. Individuals with knowledge of fraudulent billing may file a lawsuit on behalf of the United States and receive a percentage of any fraud recoveries.

If you believe there may be a potential FCA situation, report it to the Compliance Officer.

VI. ANTI-KICKBACK STATUTE

As detailed in the Compliance Plan and Program, the Anti-Kickback Statute (“AKS”), 42 U.S.C. §1320a-7b(b), provides penalties against anyone who knowingly and willfully solicits, receives, offers, or pays remuneration, in cash or in kind, to induce or in return for (1) referring an individual to a person or an entity for the furnishing or arranging for the furnishing, of any item or service payable under the Federal health care programs or (2) purchasing, leasing, ordering, or arranging for or recommending the purchasing, leasing, or ordering of goods, facilities, services, or item payable under the Federal health care programs

Individuals and entities that engage in unlawful referral or kickback schemes may be subject to criminal penalties, civil monetary penalties, or exclusion from participation in Federal health care programs.

Centennial is committed to compliance with the AKS. Anyone who is aware of or suspects a potential AKS violation should report it to the Compliance and Privacy Officer.

Reference: Policies #CH-CO-001 & #CH-CO-008

VII. CONFLICTS OF INTEREST

A conflict of interest occurs when a relationship or private interest influences or impairs, or even gives the appearance of impairing, your ability to make objective and fair decisions in the performance of your job or is contrary to Centennial’s business interests. It is your responsibility to avoid situations in which your personal interest could conflict with, or undermine, those of Centennial.

Conflicts of interest may arise in a variety of situations, it is not possible to describe or anticipate all circumstances and situations that might involve a conflict of interest, but below are a few examples of potential conflicts.

1. Solicitation or acceptance, directly or indirectly, of a gift, payment or other benefit from customers, suppliers, or others doing business or seeking to do business with Centennial, as a result of your position with the company.
2. Direct or indirect ownership of or substantial interest in, or in a consulting, managerial or employment relationship with, a company that is a competitor, customer, or a supplier of goods and services to Centennial.
3. Serving on a Board of a not-for-profit or community organization that solicits charitable contributions from or has a significant relationship with Centennial.
4. Employment in a second job by a competitor or other entity where the nature of that job places the employee in a conflict with Centennial's interests.
5. Using information, property, or one's position with Centennial for personal gain.
6. Acquiring, directly or indirectly, real property, leaseholds, or other property or rights in which Centennial has, or the individual has reason to believe at the time of acquisition, that Centennial is likely to have an interest.
7. Obtaining or releasing confidential information or data concerning Centennial or its operations without proper authorization.

Employees, directors, officers and associates are free to engage in outside activities that do not interfere with the performance of their responsibilities or conflict with Centennial interests. You should be mindful that federal, state and local governments have specific restrictions and rules on conflicts of interest.

If you are aware of a potential conflict of interest situation involving yourself or someone else, report this to your manager and the Compliance and Privacy Officer.

Reference: Policy #CH-CO-016

VIII. USE OF COMPANY ASSETS AND PROPERTY

Assets or property belonging to Centennial may only be used for legitimate, authorized business purposes. Employees, officers, and directors may not (1) take, use, or knowingly misappropriate Company assets or property for personal use or gain, or for use by another, or for an improper, unethical, or illegal purpose; (2) remove, dispose of, or destroy anything of value belonging to the Centennial without Centennial's consent; (3) take for themselves personally any opportunities discovered through the use of the Company's property, information, or position.

A. PROPRIETARY AND CONFIDENTIAL INFORMATION

All information pertaining to the operations, activities and business affairs of Centennial and its officers and employees must be kept confidential to the greatest extent possible. Never disclose confidential information without prior written approval. Confidential information includes all non-public information that might be of use to competitors, or that might be harmful to Centennial, its business partners or health care patients if it were disclosed. Additionally, no employee or officer should engage in the unauthorized use, copying, distribution, or alteration of computer software of any kind.

B. INFORMATION BELONGING TO PATIENTS

As part of its business, Centennial receives medical information and other personal information from healthcare providers and patients, including information related to members' medical conditions and health status. You must respect and preserve the confidentiality of all such information, and other personal, confidential or nonpublic information of patients. As detailed in the Compliance Plan and Centennial's policies, employees and vendors are required to abide by the rules and regulations of the Health Information Portability and Accountability Act, as well as any applicable state laws, concerning the privacy of patient health information. You may make use of such information only for purposes of carrying out your job responsibilities, and must comply with all safeguards established by Centennial for this purpose. Except as expressly permitted by the patient and by federal and state law, you must not disclose such information to any third party.

C. INFORMATION BELONGING TO OTHERS

You must also respect the confidentiality of information belonging to other individuals and entities, including, but not limited to, trade secrets and other information given in confidence by business partners, suppliers, contractors, competitors, providers or patients, just as we protect our own confidential information. At the same time, certain restrictions involving the information of others may place an unfair burden on the company's business endeavors. Accordingly, you should consult with your supervisor or Compliance and Privacy Officer to ensure appropriate agreements are in place prior to receiving any confidential third-party information. Such agreements must reflect a balance between the value of the information received, and the logistical and financial costs of maintaining confidentiality of the information and limiting Centennial's business opportunities. Any confidential information that you process from an outside source such as previous employer, must not, so long as such information remains confidential, be disclosed to or used by Centennial. To the extent that you have entered into a valid and enforceable contract with a former employer containing confidentiality, nonsolicitation or noncompetition provisions, you should notify the Compliance and privacy officer about the contract and provide a copy of it.

Unsolicited confidential information submitted to Centennial should be refused immediately, returned to the sender where, possible, deleted if received via the Internet and reported to you manager, senior management or the Compliance and Privacy Officer.

D. COMPETITION AND ANTITRUST

Centennial complies with applicable antitrust and similar laws that regulate competition. Examples of conduct prohibited by antitrust laws include: (1) agreements to fix prices; (2) bid rigging; (3) collusion with competitors; (4) boycotts; (5) certain exclusive dealing; (6) price discrimination agreements; (7) unfair trade practices including bribery, misappropriation of trade secrets, deception, intimidation, and (8) similar unfair practices. These behaviors and situations must be avoided.

E. PRIVACY AND SECURITY OF INFORMATION

Centennial complies with all Federal and State laws and regulations concerning the privacy and security of Protected Health Information ("PHI"), including the Health Insurance Portability and Accountability Act of 1996 ("HIPAA") and the Health Information Technology for Economic and Clinical Health ("HITECH") Act. Patient health information is confidential and should not be released without proper authorization. PHI includes any information that can identify an individual (e.g., name, address, phone, account number, email address, date of birth, SSN, etc.) and has to do with the individual's past, present, or future health status. Centennial must take reasonable precautions to safeguard PHI. This includes, but is not limited to the following actions:

1. Read and follow all Centennial policies pertaining to privacy and security of

- confidential information including the Notice of Privacy Practices (“NPP”).
2. Do not discuss PHI with affiliates or coworkers unless necessary for patient care or necessary business purposes.
 3. Do not discuss patient PHI with your family and friends or other outside party. Do not post confidential company information or PHI on social media.
 4. Shred all documents containing PHI. Do not put confidential information in a regular trash can – only use bins that are labeled as confidential shred bins.
 5. Log off computer screens when not in use. Do not walk away from your computer without logging off or locking it.
 6. Always use an approved, completed FAX cover sheet when faxing confidential information.
 7. Do not email PHI without proper authorization. If you are sending a confidential email, make sure it is encrypted and includes an approved privacy disclaimer.
 8. Change your computer password often. Do not share your password or post it where others can see. Make sure your password is secure: an ideal password contains at least eight (8) characters with a combination of numbers, alpha, symbols, and upper and lower cases, and is not a word found in the dictionary.
 9. Ensure that any electronic devices used outside Company facilities, whether company owned or personally owned, have the proper safeguards including encryption. This includes laptops, USB (thumb) drives and cellphones/smartphones.
 10. If you have any question concerning a privacy or confidentiality matter or believe a HIPAA privacy violation may have occurred, contact the Privacy and Information Security Officer as soon as possible at (405) 280-7003 or email compliance@centennialhealth.com or, call the toll-free hotline at 877-670-7993 (leave a message).

Reference: Policies #CH-HI-001 through CH-HI-010

F. NETWORK / COMPUTER USE

All employees, contractors, subcontractors, and agents who use the Company’s computer network system must follow system use agreement requirements and policies. This includes safeguarding electronic information and mobile devices and taking all reasonable precautions to protect confidential information stored on computers. PHI must be secured in accordance with requirements established by HIPAA, HITECH, and other relevant statutory requirements and polices. Breaches of unsecured PHI may result in serious fines and penalties. Additionally, there are notification requirements for breaches of unsecured PHI, including reporting such breaches to the affected parties, the government, and the media.

All who use Centennial’s equipment are strictly prohibited from accessing, displaying, transmitting and/or downloading Web sites that contain sexually explicit, illegal or discriminatory content. Any such usage may result in immediate disciplinary action.

You should not expect a right to privacy in your electronic email or use of the Internet. Subject to applicable local law, Centennial may review all electronic information and communications. Company equipment, systems or networks may be subject to

monitoring.

Centennial will utilize standard system administration procedures to access, support and maintain all electronic equipment and systems. Should unique software be authorized and installed on computers to support project requirements, all applicable information must be provided to Information Technology (IT) to facilitate support. The company will not be responsible for the maintenance or restoration of equipment or systems that have not been approved by IT.

If you are aware of an improper disclosure or breach of PHI, or if you have lost or misplaced a mobile device containing PHI, notify the Compliance and Privacy Officer as well as the Information Security Officer and the Help Desk immediately.

Reference: Policies #CH-HI-001 through CH-HI-010

G. MARKETING

Centennial will not use a patient's PHI for purposes of sending marketing communications where Centennial receives financial remuneration from a third party whose product or service is being marketed – unless Centennial first informs the patient of the financial remuneration from the third party and obtains written Authorization from the patient to accept such communications.

When marketing or promoting Centennial employees, representatives and agents are prohibited from disseminating any information that is inaccurate or misleading. They must understand and comply with all applicable federal and state laws and regulations governing sales, marketing, promotion, kick-back and fraud.

If you are aware of questionable marketing practices, notify the Compliance Officer.

Reference: Policy #CH-CO-006

IX. WORKPLACE BEHAVIOR

Centennial is committed to a work environment that respects the rights, dignity, and cultural differences of its work force. Centennial expects that all employees and associates will conduct themselves in a professional manner both in the work place and at any time or location while representing Centennial.

NOTE: Employees should refer to the Human Resources (HR) Tab on the Company intranet site for updated HR policies, or ask their immediate supervisor where to find HR policies.

A. Harassment

Centennial does not tolerate harassing behaviors in the work place. Harassment occurs when conduct creates an intimidating, offensive, or hostile environment that interferes with work performance. Harassing behavior can include the following: inappropriate verbal conduct, such as racial epithets or sexual innuendos; display of inappropriate materials; use of inappropriate gestures; transmitting sexually suggestive, derogatory, or offensive materials via Centennial computers or accessing such information while at work; assault; unwanted physical contact, coerced sexual conduct, touching, patting, or pinching; and threats or demands to submit to sexual requests. Harassment or any other form of physical, mental, or verbal abuse or disruptive behavior is inappropriate and will not be tolerated. Anyone who believes he or she has been unlawfully harassed should promptly report this to his or her supervisor, Human Resource Business Partner, or the Compliance Officer.

Reference: Policy #CH-HR-205

B. Weapons

Weapons are prohibited in the workplace, whether legally permitted or not.

C. Drugs/Alcohol

Centennial is committed to providing a drug-free work environment. All job applicants must pass a drug screening test prior to employment. The illegal possession, distribution, or use of any controlled substances on Company premises or at Company functions is strictly prohibited. Reporting to work under the influence of any illegal drug or alcohol is also prohibited. Job applicants must pass a drug screen prior to employment. Employees may be asked to undergo drug testing in certain situations as defined by written policy and State law.

Reference: Policy #CH-HR-309.

D. Smoking/Tobacco

Centennial maintains a tobacco-free, smoke-free environment; this includes a restriction on the use of electronic cigarettes (e.g., vaping) on all Company leased or owned property.

Reference: Policy #CH-HR-307

E. Work Attire

Employees are expected to display a business casual appearance at work and while representing the Company. This includes maintaining proper grooming and business attire.

Reference: Policy #CH-HR-308

F. Solicitation

To promote an atmosphere conducive to productivity and free of undue pressure, Centennial does not permit anyone to sell or solicit other employees to purchase goods or contribute money to non-Company approved fundraisers in work areas or during work time.

G. Travel Safety

Everyone is expected to obey all traffic laws when operating a vehicle for company business purposes. This includes not texting or emailing while driving.

X. HIRING OR CONTRACTING WITH INELIGIBLE OR EXCLUDED INDIVIDUALS OR ENTITIES

Centennial will not credential, hire or contract with individuals or entities that: (1) have been excluded within the last five years from any Federal health care program (e.g., Medicare, Medicaid, CHAMPUS); (2) are owned or controlled by individuals who have been convicted, sanctioned, and/or excluded from a Federal program; (3) have been convicted of a criminal offense that would trigger exclusion from a Federal program; or (4) are proposed for sanction by a program. All individuals employed by or contracted with Centennial must notify Centennial's Compliance Officer of the occurrence of any of the above listed actions.

Centennial conducts pre-employment screening of all new employees against the Office of the Inspector General ("OIG") list of excluded individuals and entities at <http://exclusions.oig.hhs.gov> and <https://www.sam.gov>. Exclusion screenings are also conducted on contractors and vendors. Follow-up screenings are performed monthly.

Reference: Policy #CH-CO-004

XI. NON-DISCRIMINATION AND AFFIRMATIVE ACTION

Centennial complies with federal and state employment laws and does not discriminate in its hiring practices with regard to age, race, color, gender, national origin, ethnicity, disability, gender identity/assignment, sexual orientation, or veteran status. Centennial is an Equal Opportunity Employer and affirmatively seeks to recruit, employ, and advance qualified protected veterans and qualified individuals with disabilities.

If you are a supervisor or in a position to make hiring decisions, make sure you understand company employment-related policies.

Reference: Policy #CH-CO-019

XII. DISCIPLINARY ACTION

One of the elements of an effective compliance program is consistent enforcement of compliance through corrective, remedial, and/or disciplinary action. Centennial has a disciplinary action policy that provides guidance for consistent handling of code of conduct violations, misconduct, policy violations and other non-compliance concerns.

Reference: Policy #CH-CO-012

XIII. ACCOUNTING AND RECORDKEEPING

Centennial's records, books and accounts must accurately and fairly reflect the business transactions and assets of the company. No business record, including records pertaining to the provision of health care services, should ever be altered or falsified. Centennial employees likewise must not create, or help create, records that have the effect of misleading or concealing improprieties.

A. Accounting

All Centennial records are prepared accurately, reliably, honestly, and in accordance with established finance and accounting procedures. Entries of cost, financial or other business information shall be made only to the regularly maintained books and records. Centennial has a system of administrative and accounting controls to (1) safeguard its assets; (2) check the accuracy and reliability of its accounting data; (3) promote operational efficiency; and (4) comply with laws and regulations.

All records must be stored in a secure location for the period of time required by law or by policy, whichever is longer. Records should be organized in a manner that permits prompt retrieval. Records that are no longer needed, either in paper or electronic form, must be properly disposed of, or purged, in accordance with applicable document retention policies. A record should never be destroyed in anticipation of, or in response to, a request for those documents by any government agency, court, or litigation hold.

Know and follow the record retention policies that apply to your area. If you are not sure, ask your supervisor.

Reference: Policy #CH-CO-011

B. Medical Record Coding, Billing, and Claims Submission

As discussed in more detail in the Compliance plan and other Centennial policies that establish appropriate and consistent practices regarding medical records, retention of records, coding and billing practices.

Centennial complies with applicable Federal and State laws, regulations, and policies pertaining to medical record documentation, coding, and billing of claims to Federal health care programs, including Medicare Advantage. Centennial will take reasonable measures to ensure that medical records are timely and accurately maintained and that records support services billed. You must comply at all times with all records retention policies and with any document or record preservation notices. Destroying or altering documents with the intent to obstruct a pending or anticipated official government proceeding is a criminal act and could result in fines and incarceration.

Employees and or contractors who work in these areas are expected to understand and comply with federal and state health care program requirements and contractual agreements.

Reference: Policies #CH-CO-001 and #CH-CO-007

XIV. INTERACTIONS WITH REGULATORY AGENCIES, AND GOVERNMENT OFFICIALS

Centennial is honest in its dealings with regulatory agencies and government officials, and complies with applicable reporting and disclosure requirements. Centennial employees and agents must not attempt to influence, bribe, or have dealings with government officials that are, or would give the appearance of being, illegal or unethical.

Consult the Compliance and Privacy Officer for any questions concerning communication with a Regulatory or Government Official.

Reference: Policy #CH-CO-018.

XV. POLICIES

Centennial employees, directors, officers, agents and affiliates are expected to adhere to Centennial's policies and are responsible for knowing where and how to access those policies. Company policies are maintained on the company intranet site or printed manuals.

It is not possible to anticipate every decision or action that you might face or encounter. If you have any doubt about the right ethical or legal choice to make, review Company policies for guidance, or seek direction from a responsible manager or the Compliance Officer.

Below is a list of Compliance policies as of the print date of this Code of Conduct. Note: This list is not inclusive of all Centennial policies. Employees are responsible for reviewing company and departmental policies periodically, at least annually.

