



Code of Business Conduct

Effective: 08/01/2008

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Message from the CEO



From our beginning in 1972, CIMRO has continually strived to maintain a professional environment that considers ethics and compliance an integral part of all of our business decisions and the services we provide to others. We have achieved a reputation of honesty, fairness, and integrity – all of which requires trust – an asset that must never be taken for granted.

We believe that compliance efforts must be fundamentally designed to establish a culture that promotes prevention, detection, and resolution of instances of conduct that do not conform to regulatory and program requirements and ethical behavior. It's the only way we know how to do business.

To that end, CIMRO has instituted a Corporate Compliance Program, which has been adopted by each Board of Directors and includes a Compliance Program Overview, the CIMRO Code of Business Conduct, and various policies and procedures related to ethical and legal conduct. It establishes behavioral standards, monitors compliance with laws and regulations, and provides a means for employees to ask questions and voice concerns without fear of retribution.

But a Corporate Compliance Program is only meaningful if fully understood and part of our routine activity. The Principles outlined in the Code of Business Conduct provides the basis for our everyday workplace behavior. They give us the tools we need to make honest and ethical decisions. That is why it is your obligation to apply these Principles every day and review them from time to time on your own.

Our work involves more than assisting providers in their healthcare quality improvement efforts. It involves trust, and it is that for which CIMRO is known and respected.

A handwritten signature in black ink that reads "Tina Georgy, RN, MS". The signature is fluid and cursive.

Tina Georgy, RN, MS
Chief Executive Officer

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Principle #1 - Shared Responsibility

As part of our Corporate Compliance Program, CIMRO and its subsidiary organizations have adopted a Code of Business Conduct. CIMRO's Code of Business Conduct (the "Code") outlines expected behavior and applies to ALL of us (officers, directors, managers and employees, and where appropriate, consultants and subcontractors). Because the Code cannot address every potential situation, it is important that you understand the Principles outlined in the Code, and apply them correctly in your day-to-day activities. If you are unsure if a particular action follows the Code, ask yourself the following questions:

- Will it hurt my reputation if my actions become known to my supervisor, co-workers, friends or family?
- Would I be embarrassed if my actions were printed on the front page of the newspaper?
- Could my actions appear wrong to others, even if they are legal?

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Being known for honesty and integrity are two of CIMRO's most valuable assets, and it is up to each of us to act in a manner that reinforces this culture of trust and respect. Such a reputation is earned and must be supported with an ongoing commitment.

P 1.1 Core Values - C.I.M.R.O.

CIMRO's core values are the foundation of our organization and support our commitment to conducting business in an honest, open and fair manner. We have adopted the following statements of beliefs as our core values to summarize our commitment to our clients, our stakeholders and partners, and each other.

CIMRO's core values are the foundation of our organization.

- **Communication** – We commit to an open exchange of information that leads to clarity and understanding
- **Integrity** – We commit to ethical conduct in all interactions
- **Mutual Trust** – We will build and maintain relationships that result in credibility
- **Respect** – We will treat others as we would like to be treated
- **Organizational Teamwork** – We will work together toward common goals in pursuit of excellence

Earning trust is hard, but losing it is easy. If an organization isn't trustworthy, the individuals with whom we work will lose confidence in our ability to meet their needs. Questionable business decisions and unethical behavior – or even the appearance of same – can result in lasting harm to the organization.

P 1.2 Laws and Regulations

CIMRO does business in a highly regulated industry and is subject to numerous federal and state laws and regulations. It is the responsibility of ALL of us to follow laws and regulations that impact CIMRO, as well as to ask questions when uncertain about a particular action.

Failure to comply with applicable laws and regulations could result in fines and penalties against both the organization and individual employees. If you have any questions regarding a law or regulation, please contact the Compliance Manager or your supervisor for more information. If you are unsure of what to do in any situation, seek guidance before you act.

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P 1.3 Resources

CIMRO is committed to ensuring the Principles outlined in the Code are understood and followed by ALL subject to the Code. To achieve this goal, CIMRO has dedicated resources for administering our Compliance Program, of which the Code of Business Conduct is an important part. In the event a question is not satisfactorily answered, you may contact your supervisor, any of the persons/entities listed below, or anonymously following the procedure outlined in the CIMRO Personnel Manual.

Board of Directors: CIMRO's Boards of Directors are responsible for oversight of each organization's compliance with the Code. The Board of Directors receives regular reports on compliance activities and reviews the Code on an annual basis. While the Board sets overall policy, it delegates specific functions to the Finance and Compliance Committee to oversee coordination and implementation of the Code and related compliance activities.

Board Finance and Compliance Committee: This Committee advises the Board on matters relating to finances and compliance with applicable rules, regulations, guidelines, and corporate policies and programs. The Finance and Compliance Committee accepts and reviews referrals from the Board regarding any concerns, issues, and complaints, including those received as anonymous complaints and referrals by the Compliance Manager, with regard to compliance, conflict of interest, ethics, program integrity,

or compensation and travel costs for senior executives and Directors. The Finance and Compliance Committee reports to the Board of Directors on the status of the organization's compliance efforts.

Compliance Manager: The Compliance Manager has day-to-day responsibilities in the areas of compliance, conflict of interest, ethics, program integrity, and compensation and travel costs for senior executive staff and governing body members. The Compliance Manager directs the organizational compliance plan and oversees the compliance education program. This individual has direct access to the Chief Executive Officer and senior management, and has the right to independently consult with outside corporate legal counsel and/or the Board of Directors or the Finance and Compliance Committee, as deemed necessary.

Executive Compliance Committee: The Executive Compliance Committee, comprised of the Chief Executive Officer, Senior Vice President, and Compliance Manager, who serves as Chair, provides support to the Compliance Manager, particularly with assessment and development of compliance program and plan aims, ongoing education efforts, conflict of interest identification and mitigation strategies, and overall program evaluation. The Executive Compliance Committee provides guidance and information to the Compliance Manager; however, this Committee may not block or interfere with any actions taken or proposed to be taken by the Compliance Manager.

P 1.4 Reporting Violations

All employees have an obligation to report actual or suspected violations of the Code to their supervisor or the Compliance Manager. This obligation is a condition of employment or a relationship with CIMRO. Making a report is not being disloyal; rather, it demonstrates a commitment to ethical behavior by protecting CIMRO's reputation and preserving our clients' trust in our organization.

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Violation reports may be made in person, by e-mail, or anonymously to any member of the Executive Compliance Committee, if appropriate, or to any member of the Board of Directors or the Finance and Compliance Committee. A listing of Board contact information is located in the CIMRO Personnel Manual.

Any employee making a good faith report will not be subject to retribution or disciplinary action. Anyone who attempts or engages in any form of retaliatory behavior will be subject to the full range of disciplinary action, up to and including termination.

Sometimes it is difficult to know if a violation has occurred. Because it is important to approach each situation in the best way possible, the following are some steps to keep in mind:

- Make sure you have all the facts
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper?
- Clarify your role and responsibilities
- Discuss with your supervisor
- Seek help from Resources (see Section P 1.3 above)
- Always ask first, act later

P 1.5 Discipline

Disciplinary action may be taken for, but not limited to, any of the following:

- Violating any of the Principles in the Code
- Failing to report a possible violation of the Code
- Refusing to cooperate in the investigation of a potential violation of the Code
- Disclosing confidential information about an investigation
- Retaliating against an individual for reporting an actual or suspected violation of the Code
- Making intentional false reports of misconduct

The degree of disciplinary action will depend on the nature of the violation and the specific circumstances involved, and will be addressed on a case-by-case basis.

Principle #2 - Safe and Respectful Work Environment

An honest and respectful work environment is critical to our success. CIMRO is committed to providing a safe and healthy workplace for our employees and for visitors to our organization. The CIMRO Personnel Manual provides guidelines for expected employee conduct and is readily accessible on the company's Intranet site.

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P 2.1 Discrimination and Harassment

CIMRO is an Equal Opportunity Employer and will not allow discrimination of individuals based on race, color, gender, sexual orientation, national origin, ancestry, age, religion, source of income, disability, marital status, parental status, or veteran status.

Additionally, CIMRO will not allow harassment or sexual advances, actions, comments, or any other conduct that creates a hostile or offensive atmosphere. No employee is exempt from CIMRO's Harassment Policy, which is found in the *CIMRO Personnel Manual*.

P 2.2 Violence

CIMRO does not tolerate or condone threats or acts of violence. Any employee who receives or hears of an employee engaging in a violent action or making a threat of violence is obligated to report such behavior to their supervisor or the Compliance Manager.

Such violent threats or acts will be grounds for termination. Failure to report a threat or activity may also be grounds for discipline up to, and including, termination.

P 2.3 Drug-Free Policy

CIMRO believes strongly in maintaining a drug-free workplace as a mechanism to reduce accidents and provide greater safety of all employees.

Principle #3 - Fair, Honest Business Dealings: Conflicts of Interest

Compliance with this Principle requires full cooperation on the part of ALL of us (officers, directors, managers and employees, and where appropriate, consultants and subcontractors) to fully and accurately identify actual or perceived conflicts of interest.

Balancing and resolving organizational and personal conflicts of interest requires a clear understanding of what constitutes a conflict of interest concern, and requires open and full disclosure from those individuals with whom a conflict of interest may exist.

A conflict of interest exists when someone is required to exercise independent judgment or to give objective advice but stands to personally gain or lose from any of the options being considered. When the chance to advance self-interest is present,

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independence and objectivity may be called into question. Disclosure is the key to identifying and addressing a conflict of interest, whether actual or perceived.

P 3.1 Initial Disclosure/Annual Reminder

CIMRO requires disclosure from all of its Board members and officers, and those managers, employees, and subcontractors and consultants who would be, or are involved with, the performance of peer review and/or quality improvement work. Each individual is initially provided with a copy of the Conflict of Interest Policy and must sign a statement that he/she accepts the terms of the policy. A reminder notice is sent annually to these individuals that the Certification and Acceptance Statement previously signed remains in full force and effect, as do their responsibilities.

P 3.2 Conflict of Interest and Disclosure of Affiliations Questionnaire

On an annual basis all Board of Directors, officers, and employees are required to complete a conflict of interest questionnaire. Each is reminded to notify CIMRO immediately should any changes occur in the interim that may be perceived as a conflict of interest. The duty of full and complete disclosure for the purpose of identifying a conflict of interest is a continuing one.

P 3.3 External Employment

All employees must notify their supervisor of any employment with an external organization or individual so that a determination can be made if such relationship could compromise the independence or objectivity of the work performed by CIMRO. In some situations the employee may be required to choose between continuing the outside employment or his/her employment with CIMRO.

P 3.4 Peer Reviewers

All peer reviewers receive a "Stop – Do I Have a Conflict of Interest?" form with each medical record reviewed, which identifies potential conflicts of interest. By acknowledging the form and proceeding with the review, the PR affirms that no conflict of interest exists.

Principle # 4 - Protect Assets and Information

CIMRO has numerous assets that contribute to our success. Assets include confidential and proprietary information, physical equipment, money, employee time, supplies, and financial data.

P 4.1 Confidential Information

CIMRO requires confidentiality from all of its Board members and officers, and those managers, employees, and subcontractors and consultants who would be, or are involved with, the performance of peer review and/or quality improvement work. Each individual is initially provided with a copy of the Confidentiality Policy and must sign a statement that he/she accepts the terms of the policy. A reminder notice is sent annually to these individuals that the Certification and Acceptance Statement previously signed remains in full force and effect, as do their responsibilities.

CIMRO employees may have access to confidential client and business information that, if released improperly, could harm individuals and CIMRO itself. The Health Insurance Portability and Accountability Act of 1996 (HIPAA) and the Health Information Technology for Economic and Clinical Health (HITECH) Act, enacted as part of the American Recovery and Reinvestment Act of 2009, prohibits unauthorized use and disclosure of patient protected health information (PHI) and sets forth specific requirements that must be followed. CIMRO's Business Associate Agreement, as well as our policies and procedures, address the correct use and disclosure of PHI, and should be followed at all times. Additionally, as a Medicare Quality Improvement Organization (QIO), we are bound by strict federal regulations through our contract with the Centers for Medicare & Medicaid Services (CMS). Use or disclosure of PHI for any reason not supported by a legitimate business purpose violates CIMRO's policies, contractual agreements, and potentially, state and federal law.

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P 4.2 Proprietary Information

Proprietary information is information that CIMRO owns. Examples of proprietary information include, but are not limited to:

- Business strategies
- Sample contracts
- Pricing information and strategies
- Report templates
- Database designs

CIMRO employees may not use or disclose CIMRO's proprietary information with anyone outside the organization without permission. Proprietary information must only be used in connection with a legitimate business

purpose. Information gained through employment with CIMRO must not be inappropriately disclosed at any time, even if employment with CIMRO ends.

P 4.3 Employee Information

Information regarding CIMRO employees must never be released to anyone, including other CIMRO employees, except when required for legitimate business purposes or if prior approval from the employee has been obtained.

P 4.4 Intellectual Property

Intellectual property includes patents, copyrights, and software. All questions regarding intellectual property rights should be directed to CIMRO's Chief Executive Officer.

P 4.5 Other CIMRO Assets

Examples of company assets include, but are not limited to, the following:

- Money
- Computers
- Internet access
- Other equipment (e.g., telephone, copier, facsimile machine, postage meter, etc.)
- Supplies
- Your time

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P 4.6 Record Retention

CIMRO's business and client records (stored in any medium) must be retained in accordance with CIMRO's record retention policies and any applicable legal requirements. Destruction or alteration of records to avoid disclosure in a legal proceeding is prohibited. Please refer to the record retention policies and procedures. Any questions regarding these policies or retaining records in any form should be directed to your supervisor or the Compliance Manager.

P 4.7 Truthful and Accurate Reporting

CIMRO employees have a responsibility to ensure information recorded and reported is truthful and accurate. This includes the correct reporting of time worked, business expenses, healthcare

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expenses for reimbursement, and any other activities that you must record and/or report. This principle also prohibits alteration or falsification of any information in any record or document.

Additionally, it is illegal to make a false claim, statement, or certification (either written or verbal) to the government or any other authorizing agency. All statements or certifications must be prepared timely and accurately.

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Principle # 5 - The Government

Some of CIMRO's contracts are with federal and state governmental entities. As a governmental contractor, CIMRO has an obligation to the government and the public to ensure the highest degree of integrity.

P 5.1 Government as Client

Although all of the Principles discussed in the Code are applicable whether the client is the government or a private entity, the unique nature of doing business with the government involves laws and regulations that do not normally apply to commercial transactions. Some examples of situations that require special attention when government contracts are involved are:

- Cost records
- Recording time
- Unallowable costs
- Compliance with deliverables
- Certifications and representations
- Gratuities
- Classified information
- Use of governmental equipment
- Former government employees

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P 5.2 Government Investigations/Audits

On a regular basis, CIMRO is asked to cooperate with government investigations and audits. When CIMRO receives a request for information or cooperation, you will be notified of your responsibilities in any of these activities, if warranted. If government investigators contact you individually, CIMRO requests that you immediately notify the Compliance Manager and

the CEO. If you speak with government investigators, ensure your answers are accurate and truthful. You may not provide documents or data that belong to CIMRO without prior approval from the Compliance Manager.

P 5.3 Political Activity/Contributions

All CIMRO employees – as individuals – are encouraged to participate in the political process. However, CIMRO’s ability to participate in political activities is limited by federal, state, and local law. Examples of prohibited conduct include, but are not limited to:

- Including political contributions on an expense report
- Using company time for personal political fundraising activities
- Using assets (telephone, copier, facsimile machine, postage machine, etc.) to make political solicitations
- Allowing political candidates to use company facilities or assets for political purposes

Always ensure you are clear when participating in the political process that you are doing so on your own time and at your own expense. You must not give the impression that you are representing or speaking for CIMRO.