



<b>POLICY #</b>	GO-007	<b>TITLE</b>	Standards of Conduct		
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<b>VERSION #</b>	4	<b>POLICY OWNER</b>	Mindy Benedetti		
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<b>APPROVAL DATE</b>	01/25/2022	<b>PUBLICATION DATE</b>	01/28/2022	<b>NEXT REVIEW DATE</b>	01/28/2025
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<b>AUDIENCE</b>	All HW Personnel, Contractors, Board Members, Vendors, and Volunteers				
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1 **TITLE: Standards of Conduct**

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3 **STATEMENT OF PURPOSE**

4 In our continuing effort to fulfill our organizational mission, Health West Inc. is committed to  
 5 high standards and compliance with all applicable laws and regulations. Each Health West Board  
 6 Member, employee, officer, contractor, vendor, agent, and volunteer (“Individual Affiliated with  
 7 Health West”) is expected to meet high standards of professional behavior whenever he or she  
 8 acts on behalf of Health West. This is true for dealing with other employees, as well as patients,  
 9 providers, vendors, government regulators or the general public. Each Individual Affiliated with  
 10 Health West has a personal responsibility for becoming familiar with and complying with the  
 11 laws, regulations, and policies and procedures related to his or her responsibilities.

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13 **I. GENERAL RESPONSIBILITIES**

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

19

20 Every Individual Affiliated with Health West is responsible for ensuring that his or her  
 21 conduct is consistent with these Standards of Conduct, with Health West’s Compliance  
 22 Program and policies and procedures, and with generally accepted standards of  
 23 professionalism, courtesy, and respect. Furthermore, individuals affiliated with Health  
 24 West in supervisory positions must assume, and are charged with, responsibility for  
 25 ensuring that the conduct of everyone they supervise complies with these Standards of  
 26 Conduct.

27

28 All Individuals Affiliated with Health West are required to agree to abide by this  
 29 Compliance Program and Standards of Conduct. As proof of such requirement, Individuals  
 30 Affiliated with Health West are responsible for signing Health West’s Standards of Conduct  
 31 Commitment in Health West’s HR/payroll management system upon employment with  
 32 Health West, and as needed to capture necessary updates to this Policy. All Individuals  
 33 Affiliated with Health West have access to this Policy and the Standards of Conduct  
 34 Commitment through Health West’s HR/payroll management system and through Health  
 35 West’s website.

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37 **II. STANDARDS OF CONDUCT**

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39 In general, Health West expects that all Individuals Affiliated with Health West will behave  
40 in a professional and courteous manner. In addition, these Standards of Conduct describe  
41 specific standards to which Individuals Affiliated with Health West are expected to adhere.  
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43 **A. Confidentiality of Information**

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45 Individuals Affiliated with Health West may acquire confidential or proprietary  
46 information by virtue of their affiliation with Health West. Confidential or  
47 proprietary information may not be: (1) disclosed outside of Health West without  
48 appropriate authorization from the Board and/or Health West’s Chief Executive Officer  
49 (“CEO”); or (2) used for any personal purposes, including but not limited to personal gain  
50 or for the benefit of a third party.  
51

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52 **B. Conflicts of Interest**

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54 **1. General Prohibition**

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56 Individuals Affiliated with Health West must strive to make decisions fairly and  
57 objectively with the best interests of Health West in mind. As Health West is a  
58 Department of Health and Human Services (“DHHS”) grantee, these standards for  
59 managing Conflicts of Interest are also necessary to comply with DHHS regulations  
60 found at 45 C.F.R. § 75.112. No Individuals Affiliated with Health West shall  
61 participate in Health West’s selection, award or administration of any contract or  
62 grant, paid in whole or in part with Federal funds, when a real or apparent Conflict of  
63 Interest is involved.  
64

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65 **2. Definitions**

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67 **a. Interest:**

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

70

71 • **A Business Relationship** (e.g., an actual or forthcoming contractual or  
72 employment compensation arrangement) with: (1) an entity with which  
73 Health West has entered (or is negotiating to enter) a transaction or  
74 arrangement; or (2) an entity that is a competitor or potential competitor of  
75 Health West;

76

77 • **A Financial Relationship** (e.g., a controlling or material ownership, or  
78 investment interest) with: (1) an entity with which Health West has  
79 entered (or is negotiating to enter) a transaction or arrangement; or (2) an  
80 entity that is a competitor or potential competitor of Health West;

81

82 • **A Fiduciary Relationship** (e.g., Board member, Health West employee or  
83 trustee) with: (1) an entity with which Health West has entered (or is

84 negotiating to enter) a transaction or arrangement; (2) an entity that is a  
85 competitor or potential competitor of Health West; or

- 86  
87 • **A Personal Relationship** with an individual who has a business, financial  
88 or fiduciary relationship as defined above. A personal relationship means a  
89 relationship based on family, friendship or romance.

90  
91 Any interest in a company through publicly-traded stocks, bonds or mutual  
92 funds available to the general public shall not constitute an Interest, provided  
93 the ownership or investment interest is less than one percent of the company's  
94 shares.

95  
96 **b. Conflict of Interest:**

97 A "Conflict of Interest" arises when the employee, officer, or agent (including  
98 but not limited to any member of the governing board), any member of his or  
99 her immediate family, his or her partner, or an organization which employs or  
100 is about to employ any of the parties indicated herein, has a financial or other  
101 interest in or a tangible personal benefit from a firm considered for a contract.  
102 See: 45 CFR 75.327(c)1. A Conflict of Interest is presumed to exist if a person  
103 with an Interest is involved in any way in the transaction or arrangement in  
104 which he or she has such Interest.

105  
106 **3. Affirmative Disclosure Requirements**

107  
108 It is the policy of Health West that Interests shall be fully disclosed by any individual  
109 regardless of whether a Conflict of Interest is determined to exist.

110  
111 • **Annual Disclosures:**

112 Health West requires that all Individuals Affiliated with Health West and persons  
113 seeking to affiliate with Health West disclose in writing (and update at least  
114 annually) via Health West's HR/payroll management system: (1) all Interests that  
115 may create an actual or potential Conflict of Interest, and (2) where applicable,  
116 provide a statement suggesting how such Conflict of Interest could be avoided or  
117 mitigated.

118  
119 In order to facilitate such full disclosure, Health West requires that all Individuals  
120 Affiliated with Health West and persons seeking to with Health West annually  
121 complete a Conflict of Interest Disclosure form in Health West's HR/payroll  
122 management system. Completion of a disclosure form does not relieve individuals  
123 of the obligation to comply with these Standards of Conduct with regard to  
124 disclosure of interests that may occur after the filing of the disclosure form (e.g.,  
125 with respect to a particular transaction).

126  
127 • **Supplemental Income:**

128 Health West requires that all Individuals Affiliated with Health West, as well as  
129 all persons seeking to affiliate with Health West, disclose in writing (and update  
130 at least annually) via Health West's HR/payroll management system any specifics

131 of any plans to accept supplemental income outside Health West employment so  
132 that Health West may determine whether such outside employment or consultancy  
133 conflicts, or has the potential or appearance to conflict, with the interests of  
134 Health West. Health West's prior approval of such outside employment or  
135 consultancy is required.  
136

137 • **Continuing Obligation to Disclose Interests:**

138 Health West requires that all Individuals Affiliated with Health West and persons  
139 seeking to affiliate with Health West disclose, using Health West's HR/payroll  
140 management system, Interests that arise after the filing of the initial Disclosure  
141 Form.  
142

143 **Recipients of Disclosures:**

- 144 • Members of, and candidates for membership on, the Board of Directors shall  
145 make disclosures to the Chair of the Board of Directors. If the Chair has such an  
146 Interest, he or she must make disclosure to the Vice Chair, respectively, who will,  
147 in turn, be responsible for advising the Board.  
148
- 149 • The CEO shall make disclosures to the Chair of the Board who will, then, be  
150 responsible for advising the Board of such disclosure.  
151
- 152 • All other Individuals Affiliated with Health West shall make disclosures in  
153 writing using Health West's HR/payroll management system, as outlined above.  
154

155 **4. Determining Whether a Conflict of Interest Exists**

156  
157 In the case of a potentially conflicted person who is a Board Member (including the  
158 CEO), that person may make a presentation to the Board regarding whether he or she  
159 has a Conflict of Interest and may respond to related questions from the Board.  
160 However, after such presentation, he or she shall leave the meeting during any  
161 discussion of, or vote on, whether a Conflict of Interest exists, and if such Conflict of  
162 Interest is determined by the Board to exist, he or she shall leave the meeting during  
163 any discussion of, and voting on, the transaction or arrangement that involves the  
164 Conflict of Interest.  
165

166 **5. Procedures for Addressing the Conflict of Interest**

- 167 • **Procurement.** If the Conflict of Interest involves Health West procurement, the  
168 process shall be conducted in accordance with Health West's Procurement Policy.  
169
- 170 • **Alternative Arrangements.** In other instances, the Board shall, as it may deem  
171 appropriate, appoint the CEO to investigate alternatives to the proposed  
172 transaction or arrangement and make recommendations. After exercising due  
173 diligence, the Board or CEO, as applicable, shall determine whether Health West  
174 can obtain an equivalent transaction or arrangement with reasonable efforts from  
175 a person or entity that would not give rise to a Conflict of Interest.  
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- **Health West’s 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 Health West’s best interest, for its own benefit and whether the transaction is fair and reasonable to Health West such that it would constitute an “arms-length” transaction (and be consistent with 45 C.F.R. Part 74 standards).
- **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 Health West or the CEO, as applicable, to withdraw from his or her position with Health West unless the individual, family member or business associate chooses to disassociate from the outside position that causes the Conflict of Interest.

**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 these Standards of Conduct, 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:

- **Conflicts of Interest.** The names of the people 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; whether the subject person(s) was present during the determination; and the Board or CEO’s decision, as applicable, as to whether a Conflict of Interest in fact existed.
- **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,

223 including any alternatives to the proposed transaction or arrangement or Health  
224 West’s best interest; and a record of any votes taken in connection therewith.

225  
226 Any such minutes produced shall be approved as reasonable, accurate, and complete  
227 before the later of (a) the next Board (or committee, as applicable) meeting; or (b)  
228 sixty (60) days after the final actions of the Board (or committee, as applicable) are  
229 taken.

230  
231 **C. Gifts**

232  
233 No Individuals Affiliated with Health West may solicit or accept gifts, gratuities, favors  
234 or anything of value from any current or potential patient, vendor or contractor or  
235 potential contractor of Health West or any current or potential party to a sub-agreement  
236 with Health West, including subrecipients. Every Individual Affiliated with Health West  
237 will decline or return any gift and notify the CEO or the Board (in cases of Board  
238 members accepting gifts) of such gift.

239  
240 A “gift” is defined as anything of value except for promotional materials of little or  
241 nominal value such as pens, calendars, mugs, and other items intended for wide  
242 distribution and not easily resold. Gifts include, but are not limited to : personal gifts,  
243 such as sporting goods, household furnishings and liquor; social entertainment or tickets  
244 to sporting events; personal loans or privileges to obtain discounted merchandise, and the  
245 like.

246  
247 **D. Bribery**

248  
249 Health West will immediately dismiss any Individuals Affiliated with Health West found  
250 to have offered or accepted a bribe to secure funding or other benefits for or from Health  
251 West.

252  
253 **E. Honest Dealing with Government Officials**

254  
255 Individuals Affiliated with Health West will be cooperative and truthful in their dealings  
256 with any governmental inquiries or requests, including audits, surveys, and certifications  
257 reviews. However, Individuals Affiliated with Health West who are not authorized to  
258 speak on behalf of the Health West will not respond to any governmental inquiries or  
259 requests, including audits, surveys, and certifications reviews and will promptly report  
260 any such inquiries or requests to the Health West’s CEO or other member of senior  
261 management.

262  
263 **F. Political Activities**

264  
265 No Individuals Affiliated with Health West may participate or intervene in any political  
266 campaign in support of or in opposition to any candidate for elected public office while at  
267 work during business hours. A political campaign is deemed to begin when an individual  
268 announces his or her candidacy for an elective public office or is proposed by others for  
269 an elective public office. No Individuals Affiliated with Health West may use Health

270 West's name, facility or any resources in connection with political campaign activities.

271

### 272 **G. Lobbying**

273

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

284

### 285 **III. CORPORATE COMPLIANCE**

286

287 The healthcare industry is subject to many Federal and state laws and regulations that govern  
288 all aspects of the delivery of and payment for health care services.

289

290 Health West incorporates Federal, state, and local laws and regulations related to fraud and  
291 abuse into its Compliance Program, as required.

292

293 Violations, whether intentional or unintentional, may result in significant civil or criminal  
294 sanctions, or both, for institutions and personnel that do not comply with the law. Health  
295 West is committed to ensuring that it complies with these laws and regulations. As a result,  
296 Health West has established a series of policies and procedures designed to assist it in:

297

- 298 • Detecting instances of non-compliance;
- 299 • Promoting open lines of communication so that every individual affiliated with  
300 Health West feels comfortable reporting instances of non-compliance; and
- 301 • Responding to any instances of non-compliance that are discovered.

302

303 Health West refers to the following series of policies and procedures as its Corporate  
304 Compliance Program ("Compliance Program"). Health West understands and expects that its  
305 Compliance Program will evolve as the laws, and interpretations of the laws, change.

306

307 It is important to note that compliance is not limited to fraud and abuse or patient  
308 confidentiality. As a business entity, it is Health West's objective to comply with all Federal  
309 and State laws and regulations, as well as to use general good business practices to protect its  
310 reputation and avoid or prevent any Conflicts of Interest in its dealings with Individuals  
311 Affiliated with Health West or its business partners. Health West's Corporate Compliance  
312 Program is a comprehensive organizational program that:

313

- 314 • Identifies the Federal and State laws and regulations governing the organization and  
315 ensures compliance with these mandates.

- 316 • Develops and maintains written policies and procedures, Standards of Conduct, and  
317 advances quality improvement programs throughout the organization.
- 318 • Performs periodic self-audits to monitor its compliance with applicable laws and  
319 policies governing the organization.
- 320 • Conducts ongoing, relevant, and comprehensive education and training for all  
321 Individuals Affiliated with Health West.
- 322 • Guides implementation of corrective action plans to improve Health West's  
323 operations and practices.

324  
325 **IV. Elements of Health West's Corporate Compliance Program**

326  
327 The Compliance Program is a process that has been established to assist Individuals  
328 Affiliated with Health West in understanding and complying with all different areas of our  
329 business. The Compliance Program consists of the following elements:

330  
331 **A. Appointment of a Compliance Officer**

332  
333 It is Health West's policy to have a Compliance Officer to oversee the development and  
334 implementation of its Compliance Program and to ensure appropriate handling of  
335 instances of suspected or known illegal or unethical conduct. Health West's Compliance  
336 Officer reports to the Chief Executive Officer and is assured direct access to Health  
337 West's Board of Directors for the purpose of making reports and recommendations on  
338 compliance matters. The Compliance Officer's duties include:

- 339 • Taking reports of problems or violations and coordinating corrections;
- 340 • Suggesting policies related to compliance to the Board and developing procedures  
341 implementing policies approved by the Board;
- 342 • Overseeing periodic compliance audits and monitoring compliance activities;
- 343 • Training Individuals Affiliated with Health West in compliance matters;
- 344 • Reporting incidents of non-compliant conduct to the CEO and Board, as  
345 appropriate; and
- 346 • Ensuring that appropriate disciplinary actions or sanctions are applied.

347  
348  
349 To support the Compliance Officer in meeting his/her responsibilities, Health West has  
350 established a staff-level Compliance Committee comprised of various members of Health  
351 West's senior management and Health West Board.

352  
353 **B. Written Standards of Conduct/Policies and Procedures for Promoting Compliance**

354  
355 As part of its efforts to implement an effective Compliance Program, Health West has  
356 established written standards to assist Individuals Affiliated with Health West in  
357 recognizing compliance issues and to guide them to do the right thing. These include  
358 organizational compliance policies and procedures that direct the operations of Health  
359 West's Compliance function and this Compliance Program and Standards of Conduct  
360 document.

361  
362 Health West will continue to develop or revise and implement policies and procedures



363 consistent with the requirements and standards established by the Board of Directors,  
364 Federal and State law and regulations, relevant reviewing and accrediting organizations  
365 (such as the Bureau of Primary Health Care) and, as applicable, commercial health plans.  
366 It is Health West’s policy to address identified areas of risk and to promote compliance  
367 by developing written policies and procedures that establish guiding principles or courses  
368 of action for affected personnel.  
369

### 370 **C. Education and Training**

371  
372 It is Health West’s policy to develop or offer ongoing and regular educational and  
373 training programs so that all Individuals Affiliated with Health West are familiar with its  
374 Compliance Program and Standards of Conduct and Health West’s other policies and  
375 procedures. Specifically, it is Health West’s policy to ensure that Individuals Affiliated  
376 with Health West understand the fraud and abuse laws and, if applicable to their position,  
377 the coding and billing requirements imposed by Medicare, Medicaid, and other  
378 applicable government health care programs and commercial health plans. Health West  
379 communicates this information, along with information regarding its standards, policies,  
380 and procedures, to all Individuals Affiliated with Health West by requiring participation  
381 in training programs and distributing and explaining information about what is required  
382 for Health West to succeed in its compliance efforts.  
383

### 384 **D. Reporting Compliance Issues**

385  
386 Health West is committed to establishing and maintaining meaningful and open lines of  
387 communication between the Compliance Officer, the CEO, and Board of Directors as  
388 well as between Individuals Affiliated with Health West and the Compliance Officer.  
389

### 390 **E. System for Responding to Allegations of Improper and Illegal Activity**

391  
392 To support Health West’s commitment to establishing and maintaining meaningful and  
393 open lines of communication, Health West will take appropriate steps to respond to every  
394 report of suspected unethical or non-compliant conduct, as well as to address unreported  
395 incidents of suspected unethical or non-compliant conduct. These steps may include  
396 conducting investigations, reviewing documents, implementing or revising policies and  
397 procedures, offering training, conducting audits, and imposing disciplinary action.  
398

### 399 **F. Audits and Evaluation**

400  
401 As part of its efforts to implement an effective Compliance Program, Health West strives  
402 to periodically conduct self-audits of its operations to ascertain problems and weaknesses  
403 in its operations and to measure the effectiveness of its Compliance Program.  
404

### 405 **G. Corrective Action and Disciplinary Standards**

406  
407 Health West is committed to ensuring that its Compliance Program, Standards of  
408 Conduct, and its policies and procedures are adhered to by all Individuals Affiliated with  
409 Health West through consistent enforcement, which may be accomplished by imposing

410 disciplinary action as deemed appropriate by the CEO on a case-by-case basis, up to and  
411 including termination or removal for noncompliance. It is Health West’s goal that every  
412 Individual Affiliated with Health West understands the consequences of improper or non-  
413 compliant activities and is aware of the potential repercussions that may result from  
414 violation of this policy.

415  
416 **V. Your Role in the Compliance Program**

417  
418 Individuals Affiliated with Health West are expected to comply with Health West’s  
419 Compliance Program and Standards of Conduct, and its policies and procedures and are  
420 required to promptly report concerns regarding compliance with Health West’s  
421 Compliance Program and Standards of Conduct, and its policies and procedures or other  
422 laws, regulations or policies.

423  
424 Such a report should normally be made initially through standard management channels,  
425 beginning with an immediate supervisor. As an alternative, Individuals Affiliated with  
426 Health West also may make such report to the Compliance Officer. For Board members,  
427 reports should be made directly to the Compliance Officer. All reports may be made  
428 confidentially, and even anonymously. Individuals Affiliated with Health West are  
429 expected to cooperate fully in the investigation of any potential non-compliance.

430  
431 Reporting potential non-compliance and participating in Health West compliance activities  
432 are elements of the job performance of each Individual Affiliated with Health West and is a  
433 service to Health West.

434  
435 Any Individual Affiliated with Health West who reports a compliance concern in good faith  
436 is protected by law from retaliation. Any Individual Affiliated with Health West who  
437 retaliates against another Individual Affiliated with Health West for his or her reporting of  
438 potential non-compliance or his or her participation in addressing potential non-compliance  
439 is subject to discipline by Health West. Additionally, any Individual Affiliated with Health  
440 West who makes intentionally false accusations regarding a compliance concern is subject to  
441 discipline by Health West.

442  
443 This Compliance Program and Standards of Conduct shall be reviewed periodically and  
444 updated consistent with the requirements established by the Board of Directors, Health  
445 West’s senior management, Federal and State law and regulations, and applicable accrediting  
446 and review organizations.

447

**THE “WHY”** (Why was this created/changed? i.e., “Procedure updated to reflect current HRSA guidelines”)

Periodic review; updated to reflect current practice and HRSA guidelines. Removed links to forms that are now completed via Paycom to avoid confusion

**COMPLIANCE MANDATED BY** (HRSA 98-23, NCQA PCMH, Joint Commission, CMS, OSHA, etc.)

HRSA Section 330 of the Public Health Service Act (42 U.S.C. § 254b)  
Program Requirement #13 – Conflict of Interest Section 330(a)(1) and 330(k)(3)(D) of the PHS Act; 42 CFR 51c.1133 and 42 CFR 56.114; and 45 CFR 75.327

Program Requirement #19 – Board Authority Section 330(k)(3)(H) of the PHS Act; 42 CFR 51c.303(i), 42 CFR 56.303(i), 42 CFR 51c.304(d), and 42 CFR 56.304(d); and 45 CFR 75.507(b)(2)

**ATTACHMENTS, REFERENCES, AND RELATED DOCUMENTS** (form; QI committee 4/10, internal audit 10/09; list title and electronic file name)

Forms mentioned in this policy are found and maintained in Paycom