Code of Conduct

It is expected that every employee, in conducting the affairs of Physician Health Partners (PHP), will comply with applicable federal, state, and local laws as well as the policies and procedures of PHP, and conduct its business and operations in conformance with sound ethical standards. The standards of conduct in this Code of Conduct, supported through policies, procedures, and workplace rules, provide guidance for making decisions and reinforce PHP's commitment to responsible behavior. PHP has adopted a Compliance Program to ensure that PHP operates in full compliance with applicable laws. An important component of the program is a Code of Conduct, which sets out basic principles that all of PHP and its subsidiaries, directors, officers, and employees must follow. This Code applies to all business operations. Non-employed representatives of PHP, such as external advisors and consultants, providers and business associates are also directed to conduct themselves in a manner consistent with this Code of Conduct. One of PHP's strongest assets is a reputation for integrity and honesty. Achieving business results by illegal acts or unethical conduct is not acceptable.

PHP depends upon and requires its employees to bring compliance issues to the attention of their supervisors or the Compliance Officer. If uncertainty exists, individuals should err on the side of reporting the issue to his or her supervisor or to the Compliance Officer so that it can be resolved. If the employee would prefer to report the problem anonymously, the employee may do so by making a report to the Compliance Hotline. No action will be taken against an employee for reporting potential violations. Failure by supervisors and management to report an identified problem will result in disciplinary action.

The following general principles apply to every employee. Employees shall apply the principles set forth in this plan in determining whether their conduct meets the standards adopted by PHP.

Promote a Culture of Compliance
PHP is committed to meeting legal requirements and to fostering a culture of ethics and compliance.
   (a) Employees are expected to:
- Learn and follow the laws, regulations, contracts, and PHP policies and procedures applicable to job functions and PHP activities
- Be proactive to prevent and detect any compliance violations
- Report suspected violations to supervisors or other PHP officials
- Ensure that reports of violations within their area of responsibility are properly resolved
   (b) Employees are prohibited from retaliating against another employee for reporting a suspected compliance violation.

Act Ethically and with Integrity
Ethical conduct is a fundamental expectation for every employee. In practicing and modeling ethical conduct, employees are expected to:
- Act according to the highest ethical and professional standards of conduct
- Be personally accountable for individual actions
- Conscientiously fulfill obligations
- Communicate ethical standards of conduct through instruction and example

Be Fair and Respectful to Others

PHP is committed to tolerance, diversity, and respect for differences. When dealing with others, employees are expected to:

- Be respectful, fair, and civil
- Speak candidly and truthfully
- Avoid all forms of harassment, illegal discrimination, threats, or violence
- Promote conflict resolution

Manage Responsibly

Managers and supervisors are expected to:

- Ensure access to and delivery of proper training and guidance on applicable workplace and educational rules, polices, and procedures, including this Code of Conduct
- Ensure compliance with applicable laws, policies, and workplace rules
- Review performance conscientiously and impartially
- Foster intellectual growth and professional development
- Promote a healthy, innovative, and productive atmosphere that encourages dialogue and is responsive to concerns

Protect and Preserve PHP Resources

PHP is dedicated to responsible stewardship. Employees are expected to:

- Use PHP property, equipment, finances, materials, electronic and other systems, and other resources only for legitimate PHP purposes
- Prevent waste and abuse
- Promote efficient operations
- Follow sound financial practices, including accurate financial reporting, processes to protect assets, and responsible fiscal management and internal controls
- Engage in appropriate accounting and monitoring

Avoid Conflicts of Interest

Employees have an obligation to be objective and impartial in making decisions on behalf of PHP. To ensure this objectivity, employees are expected to:

- Avoid actual individual or company conflicts of interest
- Disclose potential conflicts of interest and adhere to any management plans created to eliminate any conflicts of interest
- Ensure personal relationships do not interfere with objective judgment in decisions affecting PHP

Carefully Manage Confidential Information

Employees are the creators and custodians of many types of information. The right to access and the individual's right to privacy are both governed by laws and PHP policies. To meet these responsibilities, employees are expected to:

- Learn and follow laws and PHP policies and agreements regarding access, use, protection, disclosure, retention, and disposal of confidential information
- Follow document preservation and retention guidelines
- Maintain data security using electronic and physical safeguards

Promote Health and Safety in the Workplace

Employees have a shared responsibility to ensure a safe, secure, and healthy environment for all PHP employees and visitors. Employees are expected to:

- Follow safe workplace practices and report accidents, injuries, and unsafe situations
- Maintain security, including securing PHP assets and facilities
- Report suspicious activities