

The Queen's Health Systems  
The Queen's Medical Center  
North Hawaii Community Hospital  
Molokai General Hospital  
The Queen's Health Care Centers  
Queen's Development Corporation  
Queen Emma Land Company  
Queen's Insurance Exchange, Inc.  
CareResource Hawaii  
Diagnostic Laboratory Services  
Hamamatsu/Queen's PET Imaging Center  
Queen's Akoakoa, LLC  
Queen's Clinically Integrated Physician Network, LLC  
Queen's MSSP ACO, LLC

# The Queen's Health Systems Code of Conduct

**Chief Compliance Officer – (808) 691-4246**  
**Corporate Compliance Department – (808) 691-7548**  
**AlertLine – (800) 246-2768**

## **KINA 'OLE**

"Doing the Right Thing,  
In the Right Way,  
At the Right Time,  
In the Right Place,  
To the Right Person,  
For the Right Reason,  
With the Right Feeling...the First Time."

### **Guiding Principle:**

One Team Committed to Best Patient C.A.R.E. for Our Community

### **Shared Values:**

Compassion guides our actions  
Aloha inspires us in all that we do  
Respect and understanding are essential for the dignity of all  
Excellence is our quest

Through our stewardship and dedication, we embrace these values in our philosophy of care, Lokomaika'i (Inner Health).

### **Our Philosophy of Care:**

We believe that all people will be cared for with dignity and respect, in an environment which is sensitive to each person's own beliefs, values and culture. Each team member, patient and family is committed to a collaborative approach in providing an environment that will promote healing of mind, body and spirit.

Our philosophy is extended in a place of harmony, as guided by the vision and ideals of our founders.

# Code of Conduct

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## INTRODUCTION

This Code of Conduct (“**Code**”) applies to all Responsible Parties of The Queen’s Health Systems and its affiliates (collectively, “**QHS**”). For purposes of this Code, the QHS Corporate Compliance Program (“**Program**”) and related policies and procedures, the term “**Responsible Parties**” includes: (1) anyone involved in the provision of, documentation of, or billing for medical and health services by or on behalf of QHS, including independent contractors, vendors, and any individuals who generate fees, any portion of which benefits QHS, whether directly or indirectly; (2) all trustees, directors, officers and employees of QHS; (3) all contractors, subcontractors, agents, and other persons who provide patient care items or services or who perform billing or coding functions on behalf of QHS; and (4) all physicians and other non-physician practitioners who are members of QHS’ active medical staff. Each Responsible Party is personally responsible for his or her own conduct in complying with this Code.

This Code will be distributed and explained to all Responsible Parties. In addition, supplemental materials, including policies and procedures dealing with specific subjects (*e.g.*, avoiding improper claims and compliance with the fraud and abuse and federal antitrust laws), will be distributed to those Responsible Parties with responsibilities in those areas. Any questions regarding this Code or the Program should be directed to the QHS Chief Compliance Officer (“**Compliance Officer**”).

## **I. MISSION STATEMENT OF THE QUEEN'S HEALTH SYSTEMS ("QHS")**

The Queen's Health Systems' mission is to fulfill the intent of Queen Emma and King Kamehameha IV to provide in perpetuity quality health care services to improve the well-being of Native Hawaiians and all of the people of Hawaii.

## **II. COMPLIANCE WITH LAWS AND REGULATIONS**

### **Responsible Parties Must Comply With All Laws and Regulations That Apply To QHS Operations, Business and Dealings.**

- A.** Responsible Parties must comply with both the spirit and letter of all laws and regulations that apply to QHS operations, business and dealings.
- B.** Responsible Parties must report any actual or suspected violations of this Code, applicable laws and regulations, or internal policies and procedures in accordance with the procedures set forth in the Program. All reports will be treated in a confidential manner, and no Responsible Party shall be subject to harassment or any adverse action by QHS as a result of reports or inquiries made by him or her in accordance with the Program.
- C.** Any Responsible Party with questions or concerns regarding the propriety of an action or the proper interpretation of a law or regulation applicable to QHS should: (1) consult with his or her supervisor to determine whether consultation with the QHS compliance department ("Compliance Department"); (2) consult directly with the Compliance Department; or (3) contact the Queen's AlertLine.
- D.** Responsible Parties must cooperate with the government officials who are responsible for administering and enforcing those laws and for monitoring and regulating QHS activities.
- E.** Any Responsible Party who is contacted by a representative of any government agency should immediately notify the QHS legal department ("**Legal Department**") and his or her supervisor for guidance to ensure that the government agency receives full cooperation and that QHS is afforded the rights to which it is entitled.

## **III. FINANCIAL ACCOUNTING**

### **Responsible Parties Must Maintain Honest And Accurate Financial Records.**

- A.** Responsible Parties must record all entries in QHS' books and records

accurately, honestly and fairly so that such entries reflect the true nature and purpose of the transactions that are being recorded. QHS' books and records must not contain any false or misleading information.

- B.** QHS' financial reports must fairly and consistently reflect performance and accurately disclose the results of operations. Such financial reports must also comply with Generally Accepted Accounting Principles and all applicable laws, rules and regulations.
- C.** Responsible Parties must comply with all QHS internal control procedures. All transactions must be conducted as directed by management. Any Responsible Party concerned that directions received from management are not in compliance with QHS policies and procedures or applicable law should contact his or her supervisor, the Compliance Department, or the Queen's AlertLine.
- D.** No compromise of the integrity of financial records or financial statements and no "off the books" transactions are permitted by QHS.

#### **IV. CONFLICTS OF INTEREST**

##### **Responsible Parties Must Not Engage In Any Activity That May Conflict With The Interests Of QHS.**

- A.** Responsible Parties must exercise the utmost good faith and best efforts in the performance of their duties to QHS.
- B.** In all dealing with and on behalf of QHS, each Responsible Party shall be held to a strict rule of honest and fair dealing, and no Responsible Party shall use his or her position, or knowledge gained therefrom, in such a manner as to create a conflict between the interest of QHS and the interest of that Responsible Party.
- C.** In all matters affecting QHS, each Responsible Party shall act exclusively for the benefit of QHS and in a manner that the Responsible Party believes to be in, or not opposed to, the best interests of QHS.
- D.** No Responsible Party shall offer, provide, or accept any payment, gift, favor or entertainment of a character or in an amount that could influence improperly, or appear to influence improperly, the recipient's actions affecting QHS.
- E.** No Responsible Party shall enter into any outside employment, outside activity, investment or other relationship that competes, conflicts, or appears to compete or conflict, with the interests of QHS, except with express authorization from QHS, obtained in the manner set forth herein,

after full disclosure.

- F.** Responsible Parties must be alert to any situation that may involve even the appearance of a conflict of interest and must disclose that situation promptly to their supervisors, the Compliance Department, the Legal Department or through the Queen's AlertLine.
- G.** Responsible Parties who are subject to the QHS Conflict of Interest Policy ("**Conflict Policy**") shall comply with the Conflict Policy.
- H.** Responsible Parties who are subject to the Conflict Policy shall not engage in a transaction that presents a conflict of interest unless: (1) all material facts are fully disclosed; (2) the terms of the transaction are substantially the same as those that would apply to transactions with unrelated third parties; (3) the transaction is fair and in the best interests of QHS; and (4) the transaction is approved by the Vice President or President to whom the Responsible Parties' report, after consultation with QHS General Counsel ("**General Counsel**"). The approving officer and the General Counsel shall not have a conflict of interest with respect to the proposed transaction. If either of such officers has a conflict of interest, then the other shall have approval authority. If both officers have a conflict of interest, then the proposed transaction must be approved by the Board of Trustees or Board of Directors of the QHS entity that employs the Responsible Parties. The definitions in the Conflict Policy shall apply in determining whether a conflict of interest exists.

## **V. FRAUD AND ABUSE**

**Responsible Parties Must Maintain Honest and Accurate Records Concerning the Provision of Health Care Services, and Never Offer, Pay or Receive Any Money, Gifts or Services In Return for, or To Induce, The Referral Of Patients or The Purchase or Lease of Items or Services.**

- A.** Responsible Parties must be especially vigilant in adhering to the highest ethical standards in conducting business that may involve the fraud and abuse laws.
- B.** Responsible Parties must not engage in any of the following activities, all of which are prohibited by law:
  - 1. Billing for supplies or services not delivered;
  - 2. Misrepresenting or duplicate billing of services actually rendered;
  - 3. Falsely certifying that services were medically necessary;
  - 4. Seeking to collect amounts exceeding the co-payment and

deductible from a Medicare or Medicaid beneficiary who has assigned benefits to QHS; or

5. Soliciting, offering or receiving a kickback, bribe or rebate in exchange for, or to induce, patient referrals or the purchase or lease of items or services.
- C. Responsible Parties must not make false statements or misrepresentations orally or in writing at any time. This is especially important for Responsible Parties responsible for claims processing and reimbursement, survey and certification, and credentialing.
  - D. Any Responsible Party who suspects that a violation of the fraud and abuse laws has occurred should disclose the relevant facts to his or her supervisor, to the Compliance Department, or through the Queen's AlertLine.
  - E. Responsible Parties faced with situations they believe may be questionable under the fraud and abuse laws should consult with the Compliance Department.
  - F. All financial arrangements, including but not limited to contracts for personal services, leases, recruitment arrangements and loans, shall be subject to review by the Compliance Department and Legal Department.

## VI. PHYSICIAN RELATIONS

### **Responsible Parties Must Maintain Constructive and Fair Working Relationships With Physicians.**

- A. QHS is committed to maintaining strong and positive working relationships with the physicians who practice at its hospitals and clinics and participate in its other service programs. Responsible Parties must respect all rights afforded physicians under applicable laws.
- B. All applications by physicians for affiliation with QHS will be considered in a fair, prompt and reasonable manner, without discrimination on the basis of age, race, color, religion, national origin, gender, disability, veteran status, sexual orientation, marital status, or arrest and court record in accordance with any applicable medical staff bylaws, rules and regulations.
- C. Responsible Parties must not offer or provide physicians any inducements in exchange for the referral of patients.
- D. QHS shall not enter into financial relationships with physicians who violate the prohibitions of the Federal Anti-Kickback Statute, the Federal physician self-referral prohibition (commonly known as the "Stark Law") or any comparable state laws.

## VII. CONFIDENTIAL INFORMATION

### **Responsible Parties Must Not Disclose Confidential Information To Unauthorized Persons.**

- A. In the course of their tenure at QHS, Responsible Parties may learn confidential information about QHS, its patients, or other persons or entities with relationships with QHS. Responsible Parties must not disclose any confidential information to unauthorized persons.
- B. Responsible Parties must observe the strict limitations upon disclosure of patient information, including protected health information. In addition, Responsible Parties must not disclose confidential business information, such as billing information, earnings estimates, expansion or curtailment of operations, increases or declines in business, merger or acquisition proposals or agreements, borrowings, litigation, unusual management developments, or purchases or sales of substantial assets.
- C. Responsible Parties must not use QHS confidential information for anything other than QHS business, during or after his or her affiliation with QHS. In addition, Responsible Parties shall not give confidential information to competitors, suppliers, contractors or to other Responsible Parties who do not have a need to know.

## VIII. RESPONSIBLE PARTIES' RIGHTS AND OBLIGATIONS

### **Responsible Parties Must Maintain A Working Environment Free From Harassment, Illegal Drugs, Alcohol And Unlawful Discrimination.**

- A. The success of QHS is a direct result of the skills and efforts of its Responsible Parties. It is QHS policy to deal with Responsible Parties fairly and honestly and to respect and recognize each Responsible Party as an individual. QHS believes that direct communication between Responsible Parties and their supervisors is the best method for dealing with matters that affect Responsible Parties. For further information about QHS human resources department ("**HR Department**") policies, Responsible Parties should contact the HR Department.
- B. QHS is an equal opportunity employer. Responsible Parties will be recruited, hired, placed, trained, compensated, promoted, transferred, demoted, disciplined and terminated on the basis of their skills, experience and performance, without regard to age, race, color, religion, national origin, gender, disability, veteran status, sexual orientation, marital status, citizenship, or arrest and court record (except where the arrest or court record has a substantial relationship to or impacts the functions of the job), or any other characteristic protected by Federal, State, or local law. Any

employee who believes QHS policy has been violated should promptly report the facts of the incident to his or her supervisor or the HR Department.

- C. QHS strictly prohibits any abusive, intimidating, hostile, offensive, or other unwelcome verbal, non-verbal, or physical conduct based on any characteristic protected by law that may violate QHS policy. "Sexual harassment" is one type of prohibited harassment. Unwelcome verbal, non-verbal or physical conduct of a sexual nature constitutes inappropriate sexual conduct that is prohibited by QHS policy. Inappropriate sexual conduct can take many forms and is not limited to physical assaults, unwelcome or unwanted sexual advances or requests and demands for sexual favors. A Responsible Party should report any instance of inappropriate conduct or conduct believed to be in violation of QHS policy to his or her supervisor or to the HR Department.
- D. QHS is committed to providing an efficient and productive working environment. Responsible Parties must perform their job duties safely, competently, and efficiently in a manner that protects QHS' interests and those of their co-workers. Responsible Parties are expected to conduct themselves in a manner that reflects integrity, brings credit to QHS, and meets its obligation to provide quality care to patients.
- E. QHS prohibits (i) any involvement with illegal drugs in the workplace by a Responsible Party and (ii) any consumption of alcohol in the workplace by a Responsible Party, except in connection with an event or function related to such Responsible Party's job function that is authorized by QHS. Involvement with such prohibited activity will result in corrective action. Should alcohol be provided during the course of a Responsible Party's job functions, the Responsible Party shall exercise discretion and good judgment, and shall not consume such alcohol in a manner that embarrasses or negatively impacts QHS. For further information about unacceptable behavior in the workplace, a Responsible Party should contact the HR Department.
- F. QHS is committed to promoting the prevention of health and safety hazards. Responsible Parties involved in, or witness to, an accident, occurrence or situation that has caused or may cause injury to a patient, co-worker or visitor, or damage to property, must complete an incident report form.

## **IX. PATIENTS' RIGHTS**

**QHS Patients Must Receive Quality Care Delivered In a Considerate, Respectful And Cost-Effective Manner, and Have The Right To Make Their Own Health Care Decisions After Disclosure of All Relevant Information.**

- A. Responsible Parties must at all times treat patients with care, concern and respect. Patients are entitled to prompt and courteous responses to their requests and to their needs for treatment or service, consistent with QHS capacity, its stated mission, and applicable laws.
- B. Care should be provided as economically as is practicable consistent with maintaining quality. Patients are entitled to complete disclosure of all charges.
- C. Patients must be informed of their right of self-determination. This right refers to the ability of competent adults to participate in and make their own health care decisions after receiving from their physicians, appropriate disclosure of their diagnosis, prognosis and treatment alternatives. A patient has the right to accept medical care or to refuse treatment to the extent permitted by law, and to be informed of the medical consequences of such refusal.
- D. Treatment of patients shall be consistent with appropriate informed consent as determined by Hawai'i law or the law of other jurisdictions in which QHS provides patient care services. Questions concerning a patient's competence or the right of another person to act on a patient's behalf should be addressed in accordance with QHS policy.
- E. Responsible Parties must not discriminate against patients based on the patients' exercise of their rights to self-determination or on the basis of their specific health care decisions.
- F. Responsible Parties must protect a patient's personal privacy and preserve the confidentiality of a patient's medical treatment program, including the patient's medical records. Responsible Parties must observe the highest standards of ethical and legal conduct with respect to such information.

## **X. ANTITRUST AND TRADE REGULATION**

### **Responsible Parties Must Avoid Activities That Illegally Reduce or Eliminate Competition, Control Prices, Allocate Markets or Exclude Competitors.**

- A. Responsible Parties must strictly comply with the letter and spirit of all antitrust laws and trade regulations of the United States, the State of Hawai'i, and any other jurisdictions in which QHS conducts business. No Responsible Party has the authority to engage in conduct that violates this policy or to authorize, direct, approve or condone such conduct by any other person.
- B. Responsible Parties must not only obey the law but should also conduct themselves in a manner to avoid any inference that the law is being violated.

- C. The purpose of the antitrust laws and trade regulation is to protect QHS, other companies, and the public from unfair trade practices; to promote competition; and to preserve the free enterprise system. The antitrust laws and trade regulations are based on the belief that businesses and individuals should act independently in order to serve the economic good of all.
- D. Responsible Parties must not enter into understandings or agreements (whether written or oral) that illegally reduce or eliminate competition, control prices, allocate markets, or exclude competitors. Conduct that must be avoided includes activities taken in conjunction with competitors that affect prices, charges, profits, services, or supplier selection.
- E. Responsible Parties who negotiate and enter into contracts with competitors, potential competitors, contractors or suppliers must do so on a competitive basis based upon such factors as price, quality and service. This policy is especially important for Responsible Parties having responsibilities in connection with purchasing, planning, marketing, or managed care contracting.
- F. Responsible Parties who attend trade association or professional association meetings or who otherwise come in contact with competitors must be especially cautious not to do anything that could be interpreted as collusion or cooperation among competitors.
- G. Responsible Parties faced with situations that appear to be questionable under the antitrust laws and trade regulations should consult with their supervisor, the Compliance Department, the Legal Department or disclose the facts through the Queen's AlertLine.

## **XI. ENVIRONMENT**

### **Responsible Parties Must Maintain A Safe and Healthy Working Environment.**

- A. QHS is dedicated to providing a working environment that is free from recognized health and safety hazards. Responsible Parties must conduct themselves in a manner that minimizes potential health and safety hazards and must notify their supervisors of any actual or potential unsafe working conditions or practices.
- B. Responsible Parties must comply with QHS environmental policies. Responsible Parties should direct questions, concerns, or facts concerning potential violations to their supervisor, the Compliance Department, or the Queen's AlertLine.

- C. Responsible Parties must properly store and dispose of medical and chemical waste in accordance with applicable law and QHS environmental policies designed to protect human health, the environment and the surrounding community.
- D. Responsible Parties must operate incinerators, sterilizers and underground storage tanks pursuant to all permits and applicable law and regulations.

**XII. NON-PROFIT TAX-EXEMPT STATUS**

**Responsible Parties Must Not Engage In Any Activity That Threatens The Tax-Exempt Status Of QHS.**

Responsible Parties shall not engage in any activity that involves the use of the resources or property of QHS' tax-exempt entities for any private use or benefit. Any transactions entered into by QHS and Responsible Parties must be in the best interest of QHS and negotiated at arms-length for fair market value. Responsible Parties with questions or concerns regarding possible violations of tax-exemption requirements should disclose them to their supervisor, to the Compliance Department, the Legal Department or through the Queen's AlertLine.

## CONCLUSION

This Code sets forth the guidelines and expectations of QHS regarding proper job-related conduct. This Code cannot, however, anticipate every situation that a Responsible Party may face.

- A.** A Responsible Party should consult his or her supervisor for guidance if this Code does not provide adequate direction or if the Responsible Party is being pressured to compromise his or her behavior, whether by another Responsible Party, a physician, a supplier, a competitor, a patient, or any other entity or individual. If the Responsible Party is unable to resolve his or her concerns with his or her supervisor, or does not feel comfortable addressing such concerns with his or her supervisor, the Responsible Party should report the matter to the Compliance Department, or through the Queen's AlertLine.
- B.** No concern is too small or unimportant if a Responsible Party thinks that it may implicate illegal or improper conduct. Any questions about interpretations of the law or the legality of a particular course of conduct should be discussed with his or her supervisor, the Compliance Department, the Legal Department or through the Queen's AlertLine.