
NORTH MISSISSIPPI HEALTH SERVICES

Thank you for your interest in job shadowing at North Mississippi Health Services. The goal of our program is to give you the opportunity to observe firsthand what a career in healthcare is like and to gain a better understanding of your own interests and how they fit into your future career path. This is an observation-only experience, no hands-on work is allowed.

Participants must be at least 16 years of age (some areas may require you to be 18 or older) and submit all required documentation along with the shadowing application to the Student Experience Navigator. Each applicant may shadow up to 12 hours per calendar year.

If you need to be matched with a mentor, you must submit your complete application by the 20th of the month prior to desired shadowing date to allow time for processing. If you've already identified your mentor, you'll be allowed to line up your schedule with them as soon as the Student Experience Navigator receives your complete application and confirms that you're clear. Send all requirements along with the application in one email to avoid delay of your request.

Tips for a Successful Experience

- Treat your time here like a job interview
- Eat before you arrive
- If you are sick on the day of your visit, you will need to reschedule. If you begin to feel sick or weak during your experience, have a seat immediately and notify your mentor.
- Arrive early to allow time to park and navigate the hospital
- Dress professionally and do not wear perfume, cologne, or body spray
- **NO CELL PHONES**, you will be asked to leave immediately and not allowed to reschedule if you have a phone or other electronic device out. This is out of respect for our patients, families, and their privacy. You could also violate HIPAA and face penalties.
- Ask questions and take notes about the job when appropriate (no patient information)
- Be respectful, be sure to listen to and thank your mentor for the experience
- If you need a school excuse and/or a record of your observation hours, bring a note and have signed before you leave

Job Shadowing Orientation

While participating in job shadowing with North Mississippi Health Services, we expect you to remain mindful of why we are here and to portray the same behavioral standards that we expect of our employees.

Mission – Why We Exist: To continuously improve the health of the people of our region.

Vision – What We Want to Be: The provider of the best patient and family-centered care and health services in America.

Values – The Standards We Live By (C.A.R.E.S.):

Compassion – Show sincere care and kindness for those I serve

Accountability – Take responsibility for my actions

Respect – Treat everyone with dignity

Excellence – Achieve excellence through innovation, teamwork, and doing my best

Smile – Always be friendly

Behavioral Standards:

Participation & Choices – Facilitate open communication; educate & involve people in their choices

Communication & Information Sharing – Provide timely & accurate information to build trust; confirm that others' needs are understood and met; AIDET (see below)

Collaboration & Teamwork – Promote teamwork; follow safety standards; communicate and collaborate across services to decrease gaps

Dignity & Respect – Announce yourself when entering the room or care area; show kindness and compassion; advocate for privacy

Proactive/Anticipate Needs – Take ownership of an identified need until resolved; anticipate and provide solutions for potential needs

Positive Presence – Maintain professional image per defined standards; give undivided attention during every interaction; make eye contact and use appropriate facial expressions

What is AIDET?

NMHS uses this patient and family-centered communication model to decrease the anxiety of patient and family, increase compliance, improve clinical outcomes, and increase patient and family satisfaction. AIDET stands for the five fundamentals of patient communication.

Acknowledge

- Engage using both verbal skills and body language
- Knock before entering the room or care area
- Make eye contact and use good body language
- Use the patient's name

Introduce

- Tell the patient and family members your name and what your role is/who you are

Duration

- Provide an estimated time frame for how long your interaction is going to take

Explanation

- Explain what you're doing or what is taking place
- Allow time for the patient or family to ask questions

Thank

- Express appreciation for their time, attention, and cooperation
- Thank them for choosing NMHS for their care
- Ask, "Is there anything I can do for you or your family before leaving?"

Infection Control

Hand Hygiene is the single most important method by which to prevent the spread of germs and break the chain of infection.

Hand washing must occur:

- Before entering and when leaving a patient room, even if not planning on touching anything (this includes shadowing participants)
- Before eating or drinking
- After using the restroom
- When hands are visibly dirty
- After contact with patients or equipment

Waste Disposal

- All sharps should be placed in a puncture and leak-proof container (sharps container)
- **Red** bags are for biohazard waste. This includes waste that contains blood, body fluids, and other potentially infectious material
- **Blue** bags are for all linen
- White bags are for general trash

Approved Disinfectant Products

- **Oxivir TB** - disinfectant wipe which should remain on equipment for a minimum of one minute
- **Dispatch** - hypochlorite wipe approved for C. difficile and should remain wet for a minimum of 5 minutes

No shadowing participant will be allowed in isolation rooms. These patients are placed in isolation due to confirmed or suspected highly contagious infections and require special precautions to prevent transmission of infection to yourself or others.

If an exposure occurs, notify your mentor immediately. Follow policy for the next steps.

Safety Codes

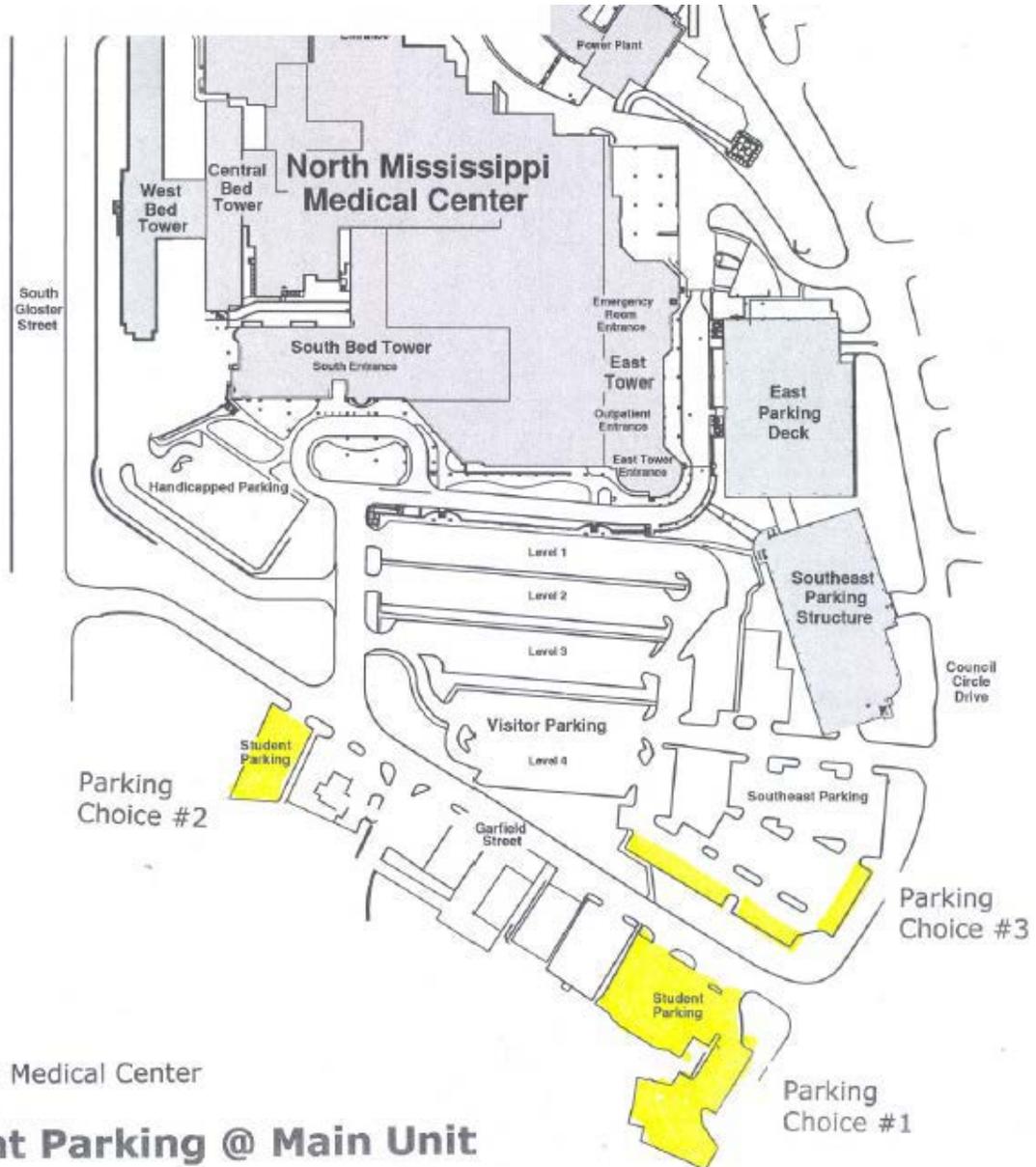
In any code situation, notify your mentor as soon as possible and they will guide you in what you need to do. Never be afraid to report anything suspicious.

CODE RED	Fire
CODE BLUE	Patient Resuscitation
CODE GREEN	Emergency Disaster
CODE YELLOW	Hazardous Spill
CODE BLACK	Bomb Threat
EMERGENCY SECURITY ALERT	Active Aggressor
CODE SECURE	Security Notification
CODE ADAM	Infant/Child abduction
CODE GRAY	Inclement Weather

Parking

Primary student parking – 2 designated student parking lots on Garfield Street (choice #1 & 2)

Backup parking – lower portion of the expanded southeast parking lot (choice #3)



Unless instructed otherwise, any shadows at the main unit will report to the Student Experience Navigator office on arrival and will be escorted to your shadowing area. Take elevator to the first floor, follow signs to Education Center-North, and you'll see the "Student Experience Navigator" in the hallway.

For other locations, be mindful of where patients and visitors might be parking and try to use the further parking places. Enter the main entrance and let them know you're there to shadow.

Dress Code/Professional Presence

Appropriate attire includes slacks, skirts and dresses of appropriate length (at or below the knee), blouses, collared shirts, scrubs, conservative jewelry, and closed-toe comfortable shoes (your experience is likely to include a lot of standing/walking).

Inappropriate attire includes jeans, shorts, t-shirts, tank tops, sweatpants, flip-flops, etc.

All tattoos and body piercings must be covered.

Do not wear perfume, cologne, or body spray.

Do not have your cell phone or other electronic device visible for any reason. If there is an emergency, ask your mentor where you can go to use your phone. If you are seen using your phone or electronic device, you will be sent home and not allowed to reschedule.

For more information on the Professional Presence policy, contact the Student Experience Navigator.

Legal Issues

Shadowers, students, and employees alike must be aware of the various legalities that regulate the healthcare system. Adhering to these regulations will ensure a safe, caring, and legal environment for those we serve and for those with whom we serve.

HIPAA & Privacy

What is PHI?

- Protected (Personal) Health Information (PHI) is individually identifiable information in any form or medium that relates to the past, present, or future physical or mental health or condition of a participant

What is HIPAA?

- Health Insurance Portability and Accountability Act of 1996
- Three main parts: insurance, portability, and privacy

Medical records should only be accessed for three reasons, **TPO**:

- **T**reatment-healthcare providers may access records in dealing with the treatment of their patient
- **P**ayment-billing and coders must access records to correctly bill for services
- **O**perations-support services when needed (example environmental services)

Beyond TPO Authorization:

- Patients must still provide authorization to healthcare providers for most PHI uses and disclosures beyond TPO
- Unless otherwise required or permitted by law
- Law Enforcement/Government Agencies (generally provide written request, subpoena, or court order)
- Civil Litigation
 - Authorization signed by parties
 - Subpoena – notice to parties, wait 10 days
 - Court order

Minimum Necessary

- Privacy Rule – reasonable efforts to limit the use or disclosure of, and request for PHI, to the minimum necessary to accomplish the intended purpose
- Staff's access to records is limited to the patient(s) they are actively treating
- Summarized version of the above-only look at a medical record if you need to see it to provide care to that patient or document.

Is it okay to...

- Talk at the nurses' stations? **Yes**, use a low voice and be mindful of nearby listening ears.
- Discuss PHI in a patient's room with visitors present? **Yes**, if you receive permission from the patient to discuss the information with visitors present.
- Have names on the doors? **Yes**, but we do not do this at our facilities.
- Have sign in sheets? **Yes**
- Announce a patient name in the ED or waiting room? **Yes**, but do not announce any other information.

NMHS reserves the right to not allow students or shadowers to come to their campus if there has been an issue with, but not limited to privacy or compliance.



Civil Penalties

<u>Violation</u>	<u>Minimum</u>	<u>Maximum</u>
No Knowledge	\$100/\$25,000	\$50,000/\$1.5 Mil
Reasonable Cause	\$1,000/\$1 Mil	\$50,000/\$1.5 Mil
Willful Neglect (Corrected)	\$10,000/\$250,000	\$50,000/\$1.5 Mil
Willful Neglect (Not Corrected)	\$50,000/\$1.5 Mil	\$50,000/\$1.5 Mil

What connected feels like™



Criminal Penalties

<u>Violation</u>	<u>Fine</u>	<u>Imprisonment</u>
Knowing Obtain/Disclose	\$ 50,000	One (1) Year
False Pretenses	\$100,000	Five (5) Years
Commercial Advantage	\$250,000	Ten (10) Years

What connected feels like™

North Mississippi Health Services Corporate Compliance Plan

When faced with a compliance or ethical decision, ask yourself:

- Is it legal?
- Does it comply w/ NMHS policy?
- Is it consistent with our Mission, Vision, and Values?
- Could it harm patients, employees, MD's, and/or visitors?
- Am I being fair and honest?

If you know it's wrong, ***Don't Do It!*** If you're not sure... ***Ask Before You Act!***

Reporting Compliance Issues:

- NMHS Compliance Hotline - (888) 246-2808 (may leave anonymous tips)
- Chief Compliance Officer - 377-4148
- General Counsel/Privacy Officer - 377-4229
- Employment Services - 377-3062
- Compliance Liaison – Community Hospitals & Clinics
- Mentor

Below is NMHS's Compliance Plan, review and if you have any questions or need further explanation ask the Student Experience Navigator.

It is very important to note that the use of social media of any kind while observing at NMHS is strictly prohibited. Do not give any PHI (Protected Health Information) to anyone, including in person, on the phone, over text message, or social media.

NORTH MISSISSIPPI HEALTH SERVICES
CORPORATE COMPLIANCE PLAN

TABLE OF CONTENTS

SUMMARY	1
A. PEOPLE	
1) Corporate Compliance Plan, Corporate Compliance Officer, and Corporate Compliance Committee	4
2) Specialized Compliance Guidance	5
3) Hotline	5
4) Environment of Care Plan	5
5) Blood Borne Pathogens: Exposure Control Plan	6
6) Hazardous Material Plan.....	6
7) Hazardous Waste Plan.....	6
8) Workplace Violence	6
9) Employment.....	6
10) Employment Discrimination/Harassment.....	7
11) Medical Records, Records Retention, Confidentiality, and Computers	8
a) Medical Records	8
b) Business Records.....	9
c) Confidentiality - Patient Information	9
d) Use of NMHS Computers	9
e) E-Mail	9
f) Internet.....	10
12) Conflicts of Interest.....	11
13) Government Investigations	12
14) Personal Electronic Devices.....	13
15) Fraternalization.....	13
16) Employment of Relatives	13
B. SERVICE	
1) Consent and Non-Discrimination	13
2) Admissions	14
3) Treatment of Patients with Emergency Conditions	14
C. QUALITY	
1) Quality Care.....	14
2) Risk Management.....	15
3) Safe Medical Device Act.....	15

D.	FINANCIAL	
1)	Private Benefit	15
2)	Political Contributions and Communications.....	16
3)	Management Controls	16
4)	Fraud and Abuse	17
5)	Federal Anti-Kickback Statute	17
6)	Stark Self-Referral Statute.....	17
7)	False Claims Act.....	17
8)	Civil Monetary Penalties	18
9)	Billing.....	18
10)	Gifts to Physicians	19
11)	Gifts from Vendors and Physicians.....	20
12)	Solicitation and/or Acceptance of Gifts from Patients	20
13)	Gifts and Gratuities to Patients	20
14)	Charity Care Policy.....	20
E.	GROWTH	
1)	Business Development.....	20
2)	Physician Agreement and Prerequisites	21
3)	Antitrust Laws	21

Dear Fellow Employee:

North Mississippi Health Services, Inc., (“NMHS”), through its Board of Directors (the “Board”), has adopted a corporate compliance plan (“Plan”). In setting forth NMHS’ Code of Ethics and Business Conduct, the Plan summarizes the virtues and principles that should guide employees’ actions in carrying out our mission and vision. Additionally, the Plan guides our relationships and interactions with each other.

If you, as an NMHS employee, have any concerns regarding any suspected improper activities involving other employees, physicians, vendors, or of anyone else with whom NMHS does business, you should contact any one of the following:

- **NMHS Compliance Hotline toll-free at (888) 246-2808**
- James P. Stanzell, NMHS Chief Compliance Officer at (662) 377-4148
- Bruce J. Toppin, NMHS Chief Legal Officer at (662) 377-4229
- Sondra Davis, NMHS Chief Human Resources Officer, or designee at (662) 377-3061
- Your Compliance Liaison
- Your facility administrator
- Your supervisor

To the extent possible, all such calls will be treated confidentially, and may, at the caller’s request, remain anonymous.

NMHS is the parent corporation over North Mississippi Medical Center, Inc., Tishomingo Health Services, Inc., Clay County Medical Corporation, Pontotoc Health Services, Inc., Marion Regional Medical Center, Inc., Webster Health Services, Inc., Monroe Health Services, Inc., North Mississippi Enterprises, Inc., North Mississippi Medical Clinics, Inc., Tupelo Service Finance, Inc., North Mississippi Emergency Services, Inc., North Mississippi Management Services, Inc., North Mississippi Health Link, Inc., Acclaim, Inc., Professional Practice Management, Inc., and North Mississippi Joint Ventures, LLC.,. Although you may not be directly employed by NMHS, references to NMHS throughout this Plan means the NMHS owned and/or affiliated entity that directly employs you.

NMHS provides several resources available to its employees to assist them in the ethical and responsible performance of their duties. There can be no better course of action for you than to apply common sense and sound judgment in the manner in which you conduct yourself. One question to ask yourself is, “If anything I said or did were to appear on the front page of a local or national news outlet, would it embarrass my employer, my fellow employees, my family, or me?” In order to avoid embarrassment,

conduct yourself accordingly, and never hesitate to report any suspected wrongdoing, to ask any questions, or to seek clarification.

When reviewing the Plan, please remain mindful of why we are here:

Mission - Why We Exist:

To continuously improve the health of the people of our region.

Vision - What We Want To Be:

The provider of the best patient and family-centered care and health services in America.

Values:

C ompassion - Show sincere care and kindness for those I serve

A ccountability - Take responsibility for my actions

R espect - Treat everyone with dignity

E xcellence - Achieve excellence through innovation, teamwork, and doing my best

S mile - Always be friendly

We strive to conduct our business in accordance with all applicable federal, state, and local laws, rules, and regulations. These laws, rules, and regulations relating to healthcare within the United States are far-reaching and complex. Compliance does not compromise our responsibility to provide quality health care.

As required by the United States Sentencing Commission, the Plan contains the following seven (7) basic elements:

1. Written standards of conduct;
2. Appointment of a corporate compliance officer;
3. Employee education and training;
4. Process to receive complaints, including complaints regarding supervisors;
5. System to respond to allegations and discipline employees;
6. Audits to monitor compliance; and
7. Investigation and mediation of systemic problems.

Even beyond these essential elements, the Plan is organized around the following critical success factors with an eye toward advancing their visibility and assisting their integration into our everyday practices and processes:

- **People** - Maintain high quality work force
- **Service** - Improve patient and family-centered experience
- **Quality** - Improve prevention and health education services.
Improve health outcomes
- **Financial** - Produce financial resources required to support mission and vision
- **Growth** - Expand access to health services

By following the Plan, you help us fulfill our mission and vision and critical success factors. Thank you for your attention to this very important matter.

Sincerely,

Shane Spees
NMHS President/CEO

A. PEOPLE

1) CORPORATE COMPLIANCE PLAN, CHIEF COMPLIANCE OFFICER, AND CORPORATE COMPLIANCE COMMITTEE

The Plan's goals include demonstrating to employees and to the community at large, NMHS' commitment to honest and responsible conduct; helping to identify and prevent illegal and unethical conduct, helping to improve the quality of care provided to our patients, and encouraging our employees to report potential problems. We accomplish this primarily through education, timely investigation of all reports, and by taking appropriate corrective action.

The NMHS Chief Compliance Officer's tasks include the development and coordination of system-wide compliance plan and the development and implementation of system-wide programs, including education and training in areas of compliance, audits, and investigations. Since it is impossible for the NMHS Chief Compliance Officer to be everywhere, many facilities, subsidiary corporations, and even some large departments may have their own Corporate Compliance Liaison. The Corporate Compliance Liaison, in addition to his/her existing job description, is responsible for acting as a liaison between their respective facilities and the NMHS Chief Compliance Officer to help ensure that education, training, and audits are occurring and, when necessary, assist the NMHS Chief Compliance Officer in any investigation. In order to evaluate our compliance effort, the NMHS Chief Compliance Officer may request that the Systems and Auditing Department (Auditing) and/or external auditors to perform regular and/or periodic compliance audits. These audits may typically focus on billing and coding issues, but may also include an examination of any area with exposure to governmental enforcement actions.

Auditing's role regarding NMHS' corporate compliance is twofold. First, Auditing is, at the request of the NMHS Chief Compliance officer, responsible for responding to reports of problems and/or questions regarding NMHS' compliance with applicable laws and regulations. The response by Auditing includes: (i) an audit per the NMHS Chief Compliance Officer's direction; and (ii) a report to the NMHS Chief Legal Officer, the NMHS Chief Compliance Officer, and the NMHS Compliance Committee including its findings and any recommended corrective action.

Secondly, Auditing is responsible for performing scheduled and random audits to help gauge and monitor NMHS' compliance with applicable laws, rules, and regulations. Such audits may include examining the policies and procedures to determine if they are adequate to deter or detect non-compliant behavior. Auditing reports its findings and any recommended corrective action to the NMHS Chief Compliance Officer.

The NMHS Chief Compliance Officer has a tri-fold reporting relationship with the NMHS Chief Legal Officer, the NMHS Chief Executive Officer, and the NMHS Compliance Committee. In turn, the NMHS Compliance Committee reports to the Board. The NMHS Compliance Committee consists of at least six (6) Board members. In addition, the NMHS Chief Legal Officer, the NMHS Chief Compliance Officer, and the Director of Internal Audit, also participate in the meetings.

2) SPECIALIZED COMPLIANCE GUIDANCE

In addition to the general guidance provided herein, NMHS also seeks to help ensure compliance in specific areas that the government has identified as requiring specialized attention. These areas include the following:

- a) Home health services;
- b) Clinical laboratory services;
- c) Hospice services;
- d) Nursing facility services;
- e) Physician practice services (independent and small group), and;
- f) Ambulance services

Accordingly, the provision of any these services should be properly ordered and/or requested. Thereafter, any such services should be timely and properly performed and documented by qualified and appropriately licensed personnel. By doing so, NMHS helps ensure that its billing process is consistent with the provision of medically necessary services and is in accordance with all applicable laws, rules, and regulations.

3) HOTLINE

NMHS has established, and encourages the use of, the **NMHS Compliance Hotline, (888) 246-2808**. Through the hotline, NMHS employees have an easily accessible avenue to raise concerns and to report possible wrongdoing. Every call, to the extent possible, will be treated confidentially. Calls are not recorded or traced and the caller may remain anonymous if he/she so chooses. The NMHS Chief Compliance Officer will investigate all calls and help ensure that appropriate and necessary follow-up action is taken. NMHS policy prohibits any employee from taking retaliation against a good faith Compliance Hotline caller. Other phone numbers employees may utilize are as follows:

<u>Name and Title</u>	<u>Phone Number</u>
NMHS Chief Compliance Officer	(662) 377-4148
NMHS Chief Legal Officer & Privacy Officer	(662) 377-4229
NMHS Chief Human Resources Officer or designee	(662) 377-3061

4) ENVIRONMENT OF CARE PLAN

To help protect our patients and our employees, NMHS is committed to providing a drug-free (physician prescribed drugs for patients excluded), safe, and healthy work environment. Each employee is responsible for assisting with our efforts to comply with all applicable environmental, health, and safety laws, rules, and regulations. Please observe posted warnings and regulations. Your supervisor should be immediately notified of any accidents or injuries sustained on the job, as well as any other environmental and/or safety concerns or questions you may have. The Materials and Hazardous Waste Plan and the Environment of Care Manual are available on the intranet on the "Safety Management" home page. For additional information, contact the NMHS Safety Manager at 377-4283.

5) BLOOD BORNE PATHOGENS: EXPOSURE CONTROL PLAN

NMHS seeks to comply with all applicable Occupational Safety and Health Administration ("OSHA") standards, rules, and regulations with respect to blood borne pathogens in its efforts to protect its employees, patients, medical staff, and visitors against exposures of blood and other bodily fluids. Employees should carefully follow requirements set forth in the Hospital Exposure Control Plan (such as using universal precautions when working with blood and bodily fluids).

6) HAZARDOUS MATERIAL PLAN

Chemical exposure may cause or contribute to health problems, and some chemicals may also be a safety hazard, having the potential of causing fires and other accidents. The NMHS' Hazardous Material Plan is designed to educate employees about work hazards and to help protect themselves, patients, and visitors. NMHS employees should seek to carefully follow these policies and procedures, use of personal protective equipment, and other work practices described in the Chemical Spill Response Plan to help safeguard against hazardous chemical exposures.

7) HAZARDOUS WASTE PLAN

Hazardous waste, when not handled properly, can pose significant safety and health risks. A spill or release of hazardous waste requires clean up by specially-trained personnel utilizing special equipment. Each NMHS facility should identify and provide for the control of hazardous waste, and prepare and implement appropriate emergency response policies and procedures.

8) WORKPLACE VIOLENCE

NMHS seeks to follow all applicable OSHA standards, rules, and regulations with respect to the prevention of workplace violence. Accordingly, NMHS has a zero tolerance policy against any such violence. These guidelines are set forth in our Security Management Plan. Possession of firearms of any kind on NMHS premises,

except by authorized law enforcement personnel, is strictly prohibited. In the event of violence of any nature, immediately contact NMHS security at your facility. Any act of violence by an employee, including verbal threats is grounds for disciplinary action, up to and including discharge.

9) EMPLOYMENT

NMHS employment guidelines and practices are intended to comply with all applicable laws, rules, and regulations. Most employment guidelines are outlined in the NMHS Employee Guideline Booklet and the NMHS Human Resources Manual. Some additional policies are outlined in the NMHS Corrective Action Policy. For additional information, please contact the NMHS Human Resources Department at 377-3062. NMHS will not knowingly employ any individual who is listed by any federal agency as debarred, excluded, or otherwise ineligible for participation in any federally funded health care programs.

10) EMPLOYMENT DISCRIMINATION/HARASSMENT

It is a violation of federal and/or state law, and NMHS policies and procedures, to discriminate in any way and any respect in the treatment of employees and patients regardless of race, creed, national origin, age, religion, gender identity, sexual orientation, disability, or ability to pay. NMHS employees should be free from all forms of sexual harassment, intimidation in the workplace, and from retaliation for good-faith reporting of suspected instances of discrimination and/or harassment. Verbal abuse and physical contact of a sexual nature by any agent, employee, supervisor, manager, or NMHS medical staff member, including sexual advances, requests for sexual favors, or other conduct which tends to create an intimidating, hostile and/or offensive work environment, is prohibited. NMHS also prohibits harassment based upon race, color, religion, gender identity, sexual orientation, ethnicity, national origin, disability, or veteran status. Any suspected instances of such discrimination or harassment should be immediately reported to your applicable NMHS Human Resources representative or the NMHS Compliance Hotline at 888-246-2808.

In the event a supervisor hears of, or observes, inappropriate conduct that could be in violation of this policy, it is the supervisor's responsibility to promptly report this to the applicable NMHS Human Resources representative so that the appropriate investigatory actions can be taken and, where warranted, appropriate corrective action.

11) MEDICAL RECORDS, RECORDS RETENTION, CONFIDENTIALITY, AND COMPUTERS

NMHS is committed to maintaining accurate records. There are several types of records---those that are required by federal and state law for participation in federal

healthcare programs, those necessary to protect the integrity of the hospital's compliance process, and those for business purposes, including billing records and medical records.

- a) **MEDICAL RECORDS:** All medical records should contain sufficient documentation to support the medical necessity of the medical services provided. A medical record must be maintained for every person evaluated or treated at an NMHS facility, either on an inpatient or an outpatient basis. Medical records should be legible, accurate, and timely written or typed either on paper or in electronic form. Such medical records should be timely and properly completed, properly filed, and retained in its original format or in an approved electronic format for a minimum period of at least twenty-eight (28) years. Upon notification to the patient or consent from the patient, x-ray film and other graphic data may be disposed of after four (4) years.

- b) **BUSINESS RECORDS:** As a general rule, all other business records, including billing records, should be maintained in its original format or in an approved electronic format for a minimum of ten (10) years unless specific prior management approval is obtained. Any destruction of original records should not be done without the NMHS Chief Compliance Officer's or the NMHS Chief Legal Officer's approval.

- c) **CONFIDENTIALITY- PATIENT INFORMATION:** NMHS is committed to compliance with all federal and state laws regulating patient privacy, and the security and confidentiality of patient information. **A violation of patient confidentiality may result in disciplinary action of employees (up to and including termination of employment and/or computer access), NMHS medical staff members (up to and including termination of privileges and/or computer access), and or non-employees (up to and including termination of computer access).**

Employees and staff should only discuss with others their involvement in a patient's treatment as is minimally necessary to perform their employment duties, for the treatment of patients, for payment of services, or for healthcare operations. All employees, agents, and NMHS medical staff members are responsible for maintaining and safeguarding the security and privacy of our patients' medical information. Gossip about a patient or their treatment is inappropriate.

An employee or medical staff member should not use their access to review the records of a co-worker, spouse, family member, friend, or other acquaintance unless they are involved in the treatment, payment for services, or healthcare operations regarding such individual(s). Even if authorized to access such patient information, employees and medical staff should only access the information minimally necessary to perform their required duties.

- d) **USE OF NMHS COMPUTERS:** NMHS has an award winning sophisticated computer system. This system also includes intranet and e-mail. The same rules of confidentiality that apply to a paper medical record, apply to the electronic medical record. Guard your password closely. Immediately notify MIS if you think your password has been compromised. Never give your password to someone else, or use someone else's password. Misuse of a password is a violation of your agreement to utilize the system, and can result in disciplinary action, up to and including termination. NMHS performs random and specific audits on employees and staff who access patient records.

- e) **E-MAIL:** E-mail is an important tool for conducting business and effectively carrying out one's job. However, please keep in mind that when using the e-mail system, all information placed in the e-mail system is subject to review by NMHS. NMHS specifically reserves the right to audit any employee's e-mail for any purpose, including but not limited to harassment, offensive behavior, and personal use. Use of the e-mail for personal reasons should be kept to a minimum. A violation of this policy may subject the user to loss of e-mail privileges and/or disciplinary action, up to and including termination.

- f) **INTERNET:** The internet is an additional tool that can be used to assist employees and medical staff in performing their jobs. However, use of the internet should be for business purposes only, and any personal use should be kept to a minimum. Use of the internet to locate, view, print, or download pornographic, sexually offensive, racially offensive, or other materials that NMHS would deem offensive is strictly prohibited. Doing so may result in loss of internet privileges and/or disciplinary action, up to and including termination. NMHS specifically reserves the right to audit any employee's internet usage for any purpose, including, but not limited to harassment, offensive behavior, and any personal use.

- g) **SOCIAL MEDIA AND ELECTRONIC DEVICES: Use of any electronic device, including but not limited to, cellular phone, smart phone, iPhone, laptop computers, electronic tablets, USB drives, and/or any other sort of mobile electronic device for personal reasons at work is strongly discouraged and may be prohibited at the discretion of individual managers on an individual or group basis.**

12) CONFLICT OF INTEREST

Conflicts of interest exist when the loyalty of an NMHS employee is divided between responsibilities to NMHS and responsibilities to an outside interest. NMHS and most of its subsidiaries are federally tax-exempt organizations. However, in exchange for tax exemption, NMHS must provide community benefits, not personal benefits. Therefore, NMHS has a policy for dealing with Conflict of Interest that may arise for officers, members of the Board, and those individuals who have significant influence in the organization. Conflicts of Interest apply to all employees, agents, Medical Staff, officers and directors of NMHS organizations. If a business relationship feels and looks like a conflict of interest, it probably is and should be disclosed and resolved. Conflicts of Interest are often not black and white decisions, but an ethical rule of conduct to be followed. A good rule to follow is to avoid any business relationship in which you or a member of your family materially benefits. In other words, employees, agents, Medical Staff, officers, or Board should avoid engaging in any activity, practice, or act which conflicts with the interests of NMHS and the patients it serves. NMHS employees, agents, Medical Staff, officers, or Board should also avoid situations that would create even the appearance of a conflict of interest.

Each NMHS employee is expected to conduct NMHS business to his or her best ability, and for the benefit of and in the best interest of NMHS. No employee should become involved in any manner with NMHS competitors, contractors, customers, or suppliers if such involvement might result in improper personal gain, or even the appearance of improper personal gain.

NMHS employees are expected to devote their entire working time to the performance of their NMHS duties. Outside business or consulting activities are not prohibited except to the extent that any of those would divert time, resources, interest, and talents away from such duties. NMHS employees are encouraged to engage in charitable activities with social, civic, and religious groups during their personal time.

13) GOVERNMENT INVESTIGATIONS

It is NMHS' policy to cooperate fully, to the extent allowed by applicable federal, state, and local laws, rules, and regulations, with any reasonable governmental demand made in a government investigation. In doing so, however, it is essential that the legal rights of NMHS and of its personnel involved be protected. If any employee receives an inquiry, a subpoena, or other legal document regarding NMHS business, whether at home or in the workplace, from any governmental agency, NMHS requests that the employee notify the NMHS Chief Legal Officer or the NMHS Chief Compliance Officer immediately. If an individual is contacted at home by a government agency concerning NMHS business, the individual may ask the agent to come back later.

NMHS employees should understand that they are under no obligation to voluntarily submit to an interview with any government investigators. Whether or not the employee decides to submit to an interview is the employee's own choice. If an employee decides to submit to an interview, the employee has the right to request that the interview take place during normal business hours on NMHS' premises, and that either NMHS legal counsel and/or employee's personal lawyer be present.

Employees may not give or show to investigators any NMHS documents without the express permission of NMHS, or a valid subpoena or valid search warrant. No law enforcement agent is allowed to conduct a search of any home or business without a valid search warrant signed by a judge. Therefore, anyone claiming to be an agent with a warrant should be asked to show proper identification and provide a copy of the search warrant. NMHS employees should ask for a business card from the lead agents. Employees should treat the agent's presence as an emergency.

It is a crime to obstruct an agent in the lawful exercise of his/her duties, including execution of a search warrant. However, asking questions and demanding a copy of the warrant are not obstruction. Remain calm, polite, and observant. In other words, observe the course of the search, but do not interfere with it. Do not destroy evidence. Nothing is worse in a governmental investigation than destruction of evidence. Any hint of destruction of evidence leads the government to take quicker and more serious steps. If any government agent appears for an interview or with a subpoena or search warrant, immediately contact the NMHS Chief Legal Officer or the NMHS Chief Compliance Officer. Employees should watch the agents and take notes as to the type of evidence seized, request an inventory, and make every effort to assure that the inventory is specific enough to be useful.

14) PERSONAL ELECTRONIC DEVICES

Personal electronic devices includes, but is not limited to, such items as cellular telephones (with and without imbedded cameras), pagers, iPod's, audio recorders, or video recorders, etc. Employee's use of such devices is governed by NMHS policies and procedures. In no event are any individuals, employees, or non-employees, permitted to use any such device to download, transmit, capture

or remove any NMHS data including, but not limited to, business or patient information without prior express approval.

15) FRATERNIZATION

Employees should not allow a close relationship to disrupt the workplace, interfere with job functions, or interfere with patient care. While NMHS has no desire to intrude into the personal lives of its employees, the avoidance of conflicts of interest, favoritism, bias, disruptive behavior, and/or indecent behavior is essential to the proper functioning of our business. If such a situation occurs, it will be reviewed on a case by case basis to determine whether a change in employment status or corrective action is warranted. While all employees should avoid these conflicts of interest, bias, and/or behaviors, supervisory level employees are expected to avoid even the appearance of impropriety.

For the purposes of this guideline, the term “close relationships” means spouse, persons dating one another, persons residing together, persons engaged in physical relationships, and domestic partnerships. Please also review NMHS’ policies regarding harassment/sexual harassment and employment of relative’s guidelines.

16) EMPLOYMENT OF RELATIVES

No employees of NMHS should be employed to work under the general or direct supervision of a relative.

Relatives may be hired when there is no manager or subordinate relationship provided the person possesses the usual qualifications for employment. It is most desirable that relatives not be hired in the same department or in the same cost center. When relatives do work in the same department and one is promoted, both may maintain their positions if not under the direct or indirect supervision of each other and neither occupies a position with influence over the other’s employment, promotion, salary, and other related management or personnel considerations.

For the purposes of this guideline, the term “relative” means spouse, mother or father, son or daughter, brothers and sisters, including steps, father-in-law and mother-in-law, son-in-law and daughter-in-law, sister-in-law, brother-in-law, aunts and uncles, nieces, nephews, and first cousins or other persons living in the same household.

B. SERVICE

1) CONSENT AND NON-DISCRIMINATION

Patients have the right to be informed about medical treatment and to consent to those treatment decisions. Except in emergencies, no medical procedure should be performed without the patient’s consent. At all times, patients should be treated with dignity and

respect. NMHS facilities should keep patient records strictly confidential as required by law. **The provision of medical treatment and care is not based upon, or effected by, an individual's** race, creed, sex, national origin, age, religion, gender identity, sexual orientation, disability, veteran status, or ability to pay.

2) **ADMISSIONS**

NMHS facilities will admit and treat patients who need or who may benefit from treatment by NMHS medical staff members. Only a physician can make the determination of whether to admit an individual to an NMHS facility. A patient's medical treatment received in an NMHS facility should be based on clinical need, not revenue or expenses.

3) **TREATMENT OF PATIENTS WITH EMERGENCY CONDITIONS**

It is NMHS' policy that all NMHS hospitals should comply with the Emergency Medical Treatment and Active Labor Act (EMTALA) for patients who come to an NMHS emergency department seeking an examination or treatment (regardless of whether or not such individuals are eligible for insurance benefits or their ability to pay) for a medical condition. As required by EMTALA, we will provide a medical screening exam by qualified medical personnel to all such individuals to determine if the individual has an emergency medical condition. If it is determined that the individual has an emergency medical condition, NMHS hospitals and Medical Staff will provide the individual with such further medical examination and treatment as required to stabilize the medical condition, within the capacity and capability of the hospital, and its medical staff; or arrange for the transfer of the individual to another facility. Neither NMHS nor any member of its medical staff should delay the provision of a medical screening exam in order to inquire about the individual's method of payment or insurance status.

C. QUALITY

1) **QUALITY CARE**

The primary goal of NMHS corporations is to provide quality, cost effective healthcare services that respond to individual, family and community needs in a safe, healing environment. NMHS is committed to providing quality care to its patients and to the delivery of health care services in a responsible, reliable and appropriate manner. NMHS is also committed to the goal of quality patient care and is sensitive to patient needs. NMHS corporations will seek out and employ only healthcare professionals with proper experience and expertise in meeting our patients' needs. NMHS will not knowingly employ any individual who is listed by any federal agency as disbarred, excluded, or otherwise ineligible for participation in any federally funded health care programs. NMHS does not waive insurance co-payments or deductibles or otherwise provide financial benefits to patients in return for admissions except for legally approved

contractual arrangements in which co-pays and deductibles are waived as part of a managed care agreement. Under certain circumstances, an NMHS hospital may provide appropriate financial accommodations (such as allowing monthly payments over time) to patients based purely on the financial need of the individual patient or may provide uncompensated care to patients because of financial need and inability to pay. NMHS employees who wish to report a safety or quality-of-care concerns or questions may do so to their supervisor. If the employee feels the issue was not dealt with satisfactorily, the employee may report the issue to The Joint Commission. The Joint Commission may be contacted by phone at 1-800-994-6610 or by email at patientsafetyreport@jointcommission.org. NMHS will not take any retaliatory or disciplinary actions against employees, physicians, or other individuals making a good faith report hereunder.

2) RISK MANAGEMENT

NMHS' Risk Manager, in conjunction with other risk managers throughout our system, is committed to reducing hazards and risks for all NMHS employees, patients, and visitors. If a visitor or patient accident, injury or incident occurs, please submit a Good Catch report which can be completed through the Good Catch Intranet Website and notify your immediate supervisor. In addition, you may contact the NMHS Risk Manager at (662) 377-3139 or your facility's Risk Manager. If an employee accident, injury or incident occurs, please complete an Employee Occurrence Report (EOR) form located in your department and contact Employee Health at (662) 377-4126 or the appropriate individual at your facility.

3) SAFE MEDICAL DEVICE ACT

The Safe Medical Device Act ("SMDA") is a federal law that requires the reporting of incidents involving a patient or employee injury involving a medical device. MDR stands for Medical Device Report. A reportable incident is one that reasonably suggests that the medical device contributed to the death, serious injury, or serious illness of a patient or employee. For all reportable incidences, a Good Catch should be filled out. A serious injury or illness is one that is life threatening or necessitates emergent medical and/or surgical intervention. If you have any questions regarding whether or not a reportable situation exists, please contact NMHS Risk Manager at (662) 377-3139 or your facility's Risk Manager.

D. FINANCIAL

1) PRIVATE BENEFIT

Congress has passed the Intermediate Sanctions law which states the Internal Revenue Service ("IRS") will impose an excise tax on "excess benefit transactions." An excess benefit transaction is when a person receives more than fair market value from NMHS

or pays NMHS less than fair market value for products or services. If it is determined that a person with substantial influence in NMHS received, arranged, or influenced a transaction above or below fair market value, then that person may be subject to a twenty-five percent (25%) penalty tax. The tax is applied to the differential between the actual amount of the transaction and its fair market value. In addition, an excise tax of 10% of the excess may be imposed on any management personnel who knowingly approved the transaction. For more information on the excess benefit tax or private inurement, please contact the NMHS Chief Legal Officer. To report a transaction that may be a violation of private inurement regulations, call the NMHS Corporate Compliance Hotline, the NMHS Chief Compliance Officer, or the NMHS Chief Legal Officer.

2) POLITICAL CONTRIBUTIONS AND COMMUNICATIONS

Although employees are encouraged to participate freely and actively in the political process, each employee should ensure that his or her own political activities are lawful and separate from those of NMHS. NMHS will not contribute anything of value to any political party or candidate for public office. No employee should make or reimburse another person for making any contribution, expenditure or payment directly or indirectly from NMHS funds for the use or benefit of, or in support of, or opposition to, any political party or candidate for public office. Furthermore, no NMHS employee should engage in activities that may create the public perception that NMHS is endorsing a particular political party and/or candidate for public office.

In an effort to live by the spirit of §501(c)(3) regulations and to avoid perceived conflicts of interest in the political arena, it is the recommendation of NMHS that members of NMHS system leadership, including corporate officers, CCO, SLA's, and community hospital administrators, limit their contributions to \$200 per candidate in any political campaign. In addition, members of the NMHS system leadership should not communicate their support of any particular candidate so as to create the appearance that the organization supports that candidate.

3) MANAGEMENT CONTROLS

In carrying out the responsibilities for administering internal accounting controls, managers must assure that:

- (a) Business transactions of all kinds are executed only by employees authorized to do so. The only individuals authorized to sign binding contracts on behalf of NMHS are the corporate officers or individuals specifically authorized by such officers or Board, up to the authorized limits.
- (b) Access to assets of all kinds (cash, inventory, supplies) is permitted only with the authorization by appropriate management.

- (c) Business transactions are reported as necessary to permit preparation of accurate financial and other records, and to clearly reflect the responsibility for assets.
- (d) Records identifying the responsibility for assets are compared with actual assets at reasonable intervals. Appropriate action should be taken if there are discrepancies.
- (e) Managers should ensure that company records accurately and fairly represent all business transactions.

4) **FRAUD AND ABUSE**

Part of the need for the Plan is a result of the increasing number of investigations and huge monetary settlements in recent years involving fraud by health care providers. These investigations make aggressive compliance efforts critical for health care entities operating today. Of primary concern for health care providers are the Anti-Kickback Statute, the Stark Law, the False Claims Act, and the Civil Money Penalty statute.

5) **FEDERAL ANTI-KICKBACK STATUTE**

The federal Anti-Kickback Statute (42 U.S.C. § 1320a-7b(b)) states as follows: The knowing and willful solicitation, offer or payment of any remuneration (cash or in kind) in return for referring an individual for any item or service at which payment may be made in whole or in part under The Medicare Program. This statute prohibits: 1) the solicitation or receiving of money for referrals of Medicare or Medicaid patients, or for referrals for services or items which are paid for, in whole or in part, by Medicare or Medicaid; 2) the solicitation or receiving of money in return for purchasing, leasing, ordering, or arranging for, or recommending purchasing, leasing, or ordering, any good, facility, service or item for which payment may be made, in whole or in part, by Medicare or Medicaid; 3) offering or paying money for referrals of Medicare or Medicaid patients or for referrals for services or items which are paid for, in whole or in part, by Medicare or Medicaid; and 4) offering or paying money in return for purchasing, leasing, ordering, or arranging for or recommending purchasing, leasing, or ordering any good, facility, service or item for which payment may be made, in whole or in part, by Medicare or Medicaid.

A person engaged in any such prohibited conduct may be fined up to Twenty-five Thousand Dollars (\$25,000) or imprisonment for not more than five (5) years, or both. For further information on the Anti-Kickback Statute, or if you have any further questions on the Anti-Kickback Statute, please contact the NMHS Chief Legal Officer or Chief Compliance Officer.

6) **STARK SELF-REFERRAL STATUTE**

In 1989, Congress enacted the Ethics in Patient Referral Act known as STARK (42 U.S.C. § 1395nn). STARK I and II generally prohibit physicians from referring Medicare patients to clinical laboratories, inpatient and outpatient hospital services, radiology services, durable medical equipment, physical therapy, home health services, and outpatient drugs (“designated health services”) if the referring physician (or a member of the physicians’ immediate family) has a financial relationship (i.e., employment, medical directorship, lease agreement, recruitment agreement) or other compensation arrangement with the designated health service (i.e., hospital, nursing home, clinic). Exceptions to this rule include certain arrangements including: bona fide employment agreements, group practice exceptions, and the office ancillary services. If you have questions on STARK, or whether or not a referral would be in violation of STARK, please contact the Chief Legal Officer or Chief Compliance Officer.

7) **FALSE CLAIMS ACT**

The False Claims Act (FCA) has existed since the Civil War. An FCA violation occurs when a person presents, or causes to be presented, a bill for payment to the federal government that the person knew or should know is false or fraudulent. This generally involves improper coding and billing for services that were not rendered, or for services rendered at a lower level than were billed. If you need additional information on the FCA or if you have any questions or believe a violation of the FCA has occurred, please contact the Chief Legal Officer or the Chief Compliance Officer.

Additionally, the FCA authorizes “qui tam” actions to be brought by private individuals having direct knowledge of any such suspected violation. Such individuals are referred to as “qui tam relators”, and are more commonly referred to as “whistleblowers”. As required by the FCA, NMHS extends any and all protections afforded to such whistleblowers. Consequently, NMHS will take no discriminatory, retaliatory and/or disciplinary action, against any such whistleblower for any good faith actions taken in accordance with the FCA.

Any individual who believes that NMHS has violated the FCA, such individual should report the suspected violation to the NMHS Compliance Hotline at (888) 246-2808, the NMHS Chief Compliance Officer at (662) 377-4148 or the NMHS Chief Legal Officer at (662) 377-4229. Lastly, if the individual feels the suspected violation was not handled properly, they may pursue the filing of a qui tam action and/or contact the Department of Health and Human Services, Office of Inspector General by phone at 1-800-447-8477 or at the following address:

**Office of Inspector General
Department of Health and Human Services
Attn: HOTLINE
330 Independence Ave., SW
Washington, DC 20201**

8) CIVIL MONETARY PENALTIES

The Medicare and Medicaid Patient Program Protection Act authorizes civil monetary penalties for improperly filed claims (false claims for services rendered, e.g., improper documentation, coding, or level of service provided) for a medical item or service that a person or entity knew or should have known would result in a greater payment than they would otherwise be entitled. Penalties can also be imposed for submitting a claim for a medical item that a person or entity knew or should have known was false or fraudulent. Lastly, penalty can also be imposed when a person or entity provides incentives for reducing or limiting services.

9) BILLING

Improper billing can result in a violation of the False Claims Act. NMHS seeks to bill patients and/or third party payors (including government payors) accurately, and in compliance with applicable federal and state laws, rules, and regulations. NMHS is committed to accurate and truthful billing to patients and/or third party payors, and should not knowingly misrepresent charges to, or on behalf of, patient and/or third party payor. NMHS should comply with all billing requirements for government sponsored programs and other payors. All NMHS employees should exercise care in any written or oral statement made to any government agency or payor. NMHS will not tolerate false statements by NMHS employees to a government agency or other payor. Deliberate misstatements to government agencies or payors may expose the employee involved to criminal penalties, and disciplinary action including, but not limited to, termination.

There should be proper and timely documentation of all physician and other professional services prior to billing to help ensure that only accurate and properly documented services are billed. The documentation is the responsibility of the provider, not the billing department or coding department. Claims are coded based upon the documentation. Claims should be submitted only when appropriate documentation supports the claim. The diagnosis and procedures reported in the reimbursement claim should be based on the patient's medical record and the documentation of medically necessary treatment contained therein.

If you have any questions or wish to report any actual or potential improper billing, please contact the NMHS Chief Compliance Officer or the NMHS Chief Legal Officer.

10) GIFTS TO PHYSICIANS

Non-monetary compensation from NMHS in the form of items or services (not including cash or cash equivalents) that does not exceed an aggregate of \$416 per year is not considered to be remuneration under STARK only if **all** of the following conditions are satisfied: (i) The compensation is not determined in any manner that takes into account the volume or value of referrals or other business generated by the referring physician. (ii) The compensation may not be solicited by the physician or the physician's practice (including employees and staff members). (iii) The compensation arrangement does not violate the Anti-Kickback Statute or any Federal or State law or regulation governing billing or claims submission. Also, compensation in the form of items or services (not including cash or cash equivalents) from an NMHS facility to a medical staff member staff when the item or service is used on an NMHS facility campus, may be acceptable only under certain conditions. Before providing or offering any such item or service, employees should first contact the NMHS Chief Compliance Officer of the NMHS Chief Legal Officer.

11) GIFTS FROM VENDORS AND PHYSICIANS

Employees may not accept monetary gifts (cash) from vendors or physicians. Employees may accept non-monetary gifts from vendors or physicians so long as such non-monetary gift is of minimal value (One Hundred Dollars (\$100.00) or less per year) and is voluntarily offered by the vendor or physician. Perishable or consumable gifts given to departments are not subject to any specific limitation. Under no circumstances should employees solicit any gifts, monetary or non-monetary, from any vendor or physician.

12) SOLICITATION AND/OR ACCEPTANCE OF GIFTS FROM PATIENTS

NMHS employees may not solicit or accept any gift or gratuity from any patient, or anyone acting on the patient's behalf. Non-monetary gifts such as baked goods, flowers, candy, and fruit are permitted so long as the value of such non-monetary gifts is less than fifty dollars (\$50.00).

13) GIFTS AND GRATUITIES TO PATIENTS

NMHS employees should not offer or give gifts or gratuities to patients, or anyone acting on the patient's behalf, if such gift and/or gratuity exceeds Ten Dollars (\$10.00). Any such gift or gratuity in excess of this amount may be a violation of the Civil Monetary Penalty statute in that it may be viewed as remuneration that may influence the patient's selection of their healthcare provider. NMHS employees are encouraged to contact the

NMHS Chief Compliance Officer or the NMHS Chief Legal Officer if they have any questions.

14) CHARITY CARE POLICY

NMHS will provide medically necessary services to patients who reside in the hospital service area, and whose household income levels are below 100% of the NMHS Poverty Guidelines, free of charge or at a reduced charge. For more information contact 1-888-615-0595 or www.nmhs.net.

E. GROWTH

1) BUSINESS DEVELOPMENT

NMHS will forego any business which can only be obtained by improper and illegal means. NMHS will not knowingly make any unethical or illegal payments to anyone to induce the use of our services. An NMHS employee should never make a payment which, if it were publicly disclosed, would embarrass the employee or NMHS. To even avoid the appearance of impropriety, NMHS will not knowingly provide any payment or reimbursement for expenses incurred by any governmental or public representative or employee, except where allowed or required by law.

The decision to admit or treat individuals is a separate and independent clinical decision made by physicians. Admission or treatment is not based upon the patient's ability to pay, or upon revenue or expenses.

2) PHYSICIAN AGREEMENT AND PREREQUISITES

Every NMHS agreement, or other contemplated transactions or relationships, with a physician must be submitted in advance to the NMHS Chief Legal Officer for review and approval. All agreements with physicians must be in writing and signed by both parties, must specify the services to be provided by the physician and must be for a term of at least one (1) year. The total compensation must be set in advance and be consistent with the fair market value for such services. Additionally, such compensation may not be determined in a manner that reflects referrals otherwise generated by the parties. No employee is allowed to offer or grant any benefit to a potential or actual referring physician on the condition that such physician agrees to refer any patient to an NMHS facility.

3) ANTITRUST LAWS

Vigorous competition is an essential element of our free enterprise system. The basic objective of antitrust laws is to protect and preserve competition from unreasonable

restraints. It is the policy of NMHS to comply fully with antitrust laws. This policy applies to all NMHS personnel, all NMHS subsidiaries, especially employees holding management and marketing positions. Due to the complexities of anti-trust laws, all NMHS employees should contact the NMHS Chief Legal Officer whenever any question arises as to the possible application of anti-trust laws. While concerned with all anti-trust laws, there are two (2) particular areas of concern.

- (a) **Unlawful Per Se Agreements.** Violations in this category include agreements or understandings: to fix, stabilize, or control prices, including resale prices; to allocate products, markets, or territories; to boycott certain customers or suppliers; or to agree not to engage in the supply of the limit or sale of any product or service line. In no event should any NMHS employee engage in any discussions, agreements, or understandings with any competitor with respect to any matter that would artificially set prices.
- (b) **Agreements subject to Rule of Reason Analysis.** Under the “Rule of Reason,” a court determines whether in light of the particular facts or circumstances, a certain transaction or practice, agreements are the result or by-product of an “unreasonable” restraint of trade.