

Board Policy Manual for Emerson Health System, its Affiliates and Emerson Hospital

Board Policy No. 22

Subject: Board Code of Organizational Behavior and Ethics

**Effective Date: May 2009;
Updated: June 2011; November 2012; December 2017; December 2021**

Purposes and Policy

The attached Code of Organizational Behavior and Ethics has been adopted as a Medical Staff and an Administrative policy. The members of the Governing Board are covered within the scope of this statement. By Board approval, the Administrative Policy Statement is hereby included in the official policies and procedures of the Board of Directors of Emerson Hospital. The Board affirms the ideals and behaviors in this policy and further agrees to implement the following procedures in a situation where a Board member violates this policy.

Procedure

Any action by a Board member in violation of this policy may subject such individual to disciplinary action, including removal from the Board. The Chair of the Board shall be responsible to address violations of the terms of the Code of Organizational Behavior and Ethics and to take action to remedy an initial infraction, unless they deem such infraction to be substantially harmful to the Corporation. Upon the occurrence of a second or subsequent infraction, or of an initial infraction that the Chair deems to be substantially harmful to the Corporation, action will be taken by the Board upon recommendation of the Chair. The Chair may rely on the assistance of the Governance Committee in devising and recommending a course of action. This may include disciplinary action up to and including dismissal if the board member is also an employee. If the person is a member of the board of the Corporation but not an employee of the Corporation, the Covered Person may be removed in accordance with the applicable policy.

Board members will be granted access to Outside Counsel through the Board Chair for any questions they may have with respect to the application of this Policy.

The Code of Organizational Behavior and Ethics is the responsibility of all hospital Governing Board members. The Code and this policy shall be reviewed and the attached form signed by every Governing Board member upon acceptance of their position and annually.

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**Effective Date: May 26, 2009
Renewed: 2011; November 2012;
December 2017**

Exhibit 1: Signature Form for Board Code of Organizational Behavior and Ethics Agreement

**PLEASE RETURN BY JANUARY 15TH TO: OFFICE OF THE PRESIDENT
EMERSON HEALTH SYSTEM, INC.
133 ORNAC
CONCORD, MA 01742**

Failure to complete and return this form is considered a violation of this policy.

The undersigned recognizes the importance attached by the Board to the Code of Organizational Behavior and Ethics. In light of this acknowledgment, the undersigned understands that as a leader they will be expected to be role models by their actions and by their enforcement of the Code of Organizational Behavior and Ethics.

I agree that the Chair of the Board shall be responsible to address violations of the terms of the Code of Organizational Behavior and Ethics and to take action to remedy an initial infraction, unless they deem such infraction to be substantially harmful to the Corporation. I further agree that, upon the occurrence of a second or subsequent infraction, or of an initial infraction that the Chair deems to be substantially harmful to the Corporation, I agree to comply with any action taken by the Board upon recommendation of the Chair, which action may include disciplinary action up to and including my dismissal, subject to the terms of any applicable employment agreement that I have with the Corporation, or, if I am a member of a board of the Corporation but not an employee of the Corporation, that I may be removed in accordance with the applicable By-Laws.

I hereby affirm I have read and agree to abide by and to enforce the principles and procedures associated with the Board Code of Organizational Behavior and Ethics policy.

Covered Person's signature

Date: _____

Print name

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and Ethics Code of Organizational Behavior and Ethics Code of Organizational Behavior
and Ethics Chair **CHAIR Appendix 1: EMERSON HEALTH SYSTEM**
CODE OF ORGANIZATIONAL BEHAVIOR & ETHICS

The Hospital employees, board members, officers, contractors, volunteers, and all members of the medical staff (“Covered Individuals”) have an obligation to act in ways that will merit the trust, confidence and respect of healthcare professionals and the general public. In order to do so, they must exhibit an exemplary system of values, ethics and behavior.

In fulfilling their commitments and obligations to patients or others served, the Hospital’s Covered Individuals function as moral agents. Since every management decision affects the health and well-being of individuals and the communities, all Covered Individuals must evaluate the possible outcomes of their decisions and accept full responsibility for the consequences. In their duties at the Hospital they must safeguard and foster the rights, interests and prerogatives of patients and speak out and take actions necessary to promote such rights and interests as appropriate.

The Code of Organizational Behavior and Ethics (the “Code”) is administered by the Compliance Officer, with oversight by the President/CEO and Board of Directors, and affects all Covered Individuals, patients and their families, the community we serve and those business relationships with care providers, educational institutions, payers and other business entities.

The Compliance Officer and President/CEO shall continuously review, evaluate and enforce the Code and will be responsible for recommending action to the Board on allegations brought forth regarding breaches of the Code.

The standards of conduct summarized below will help foster a positive team environment for everyone at Emerson Hospital and a strong positive culture that optimizes patient care, quality and safety.

Standards of Conduct:

- Putting the patient at the center of everything we do and uphold the values of Emerson Hospital: Compassion, Empathy, Inclusion, Integrity, Respect, Pride, Dignity, Innovation, Teamwork, and Excellence.
- Deliver patient care with professional competence, intellectual honesty, and high ethical standards.
- Treat both internal and external members of the community with respect and dignity and without discrimination.
- Respect and protect privacy and confidentiality of all individuals subject to relevant Emerson policies.
- Act honestly and responsibly avoiding actual or perceived conflicts of interest.
- Promote a safe, secure, and healthy work environment for everyone.

RESPONSIBILITIES TO THE PROFESSION OF HEALTHCARE:

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- Uphold the values, ethics and mission of the healthcare profession
- Conduct all personal and professional activities with honesty, integrity, respect, fairness and good faith in a manner that will reflect well upon the profession.
- Comply with all Federal and Commonwealth of Massachusetts laws and regulations.
- Prepare and submit accurate claims consistent with the requirements of state and Federal health care program requirements.
- Report to the Compliance Officer or other appropriate personnel suspected violations of any state or Federal health care program requirements or any of the Hospital's compliance policies.
- Maintain competence and proficiency in the healthcare profession by implementing a personal program of assessment and continuing professional education.
- Avoid the exploitation of professional relationships for personal gain.
- Respect professional confidences.
- Refrain from participating in any endorsement or publicity that demeans the credibility and dignity of the healthcare profession.
- Ensure and protect the integrity of clinical decision-making regarding tests, treatments, and other interventions, regardless of how the Hospital compensates or shares financial risk with its leaders, managers, clinical staff, and licensed independent practitioners.

RESPONSIBILITIES TO PATIENTS OR OTHERS SERVED, TO THE ORGANIZATION AND TO FELLOW COLLEAGUES:

A. Commitments to Patients or Others Served

- Ensure the existence of a process to evaluate the quality of care or service rendered.
- Avoid exploitation of relationships for personal advantage.
- Avoid practicing or facilitating discrimination and institute safeguards to prevent discrimination.
- Ensure the existence of a process that will advise patients or others served of the rights, opportunities, responsibilities and risks regarding available healthcare services.
- Provide a process that ensures the autonomy and self-determination of patients or others served.

- Ensure the existence of procedures that will safeguard the confidentiality and privacy of patients or others served.

In fulfilling the above expectations, patients will be assured the following:

- That the integrity of decisions is based on identified care, treatment and service needs of all patients and that applicable policies, procedures and information about the relationship between the use of care, treatment and services and financial incentives are available to all patients, staff, Licensed Independent Practitioners (LIPs), and contracted providers, when requested.
- When care, treatment, and services are subject to internal or external review that results in the denial of care, treatment, services, or payment, the Hospital makes decisions regarding the provision of ongoing care, treatment, services or discharge based on the assessed needs of the patient.
- Patient rights, under state and federal law and supported by Hospital policy shall be respected, enforced and assured. (*See, Patient Rights Policy*)
- When the treatment required by any patient is beyond the scope of care provided by the Hospital, that patient will be transferred after stabilization, to a more appropriate facility. The Hospital will follow the guidelines set forth by the Omnibus Reconciliation Act (OBRA).

B. Commitments to the Organization

- Provide competent and compassionate care with respect for human dignity.
- Respect the customs and practices of patients or others served, consistent with the organization's philosophy.
- Maintain standards of conduct that reflect honesty, integrity, respect, fairness and good faith.
- Provide healthcare services consistent with available resources and ensure the existence of resource allocation process that considers ethical ramifications.
- Conduct both competitive and cooperative activities in ways that improve community healthcare services.
- Lead the organization in the use and improvement of standards of management and sound business practices.
- Be truthful in all forms of professional, organizational and community communication and avoid information that is false, misleading, and deceptive or information that would create unreasonable expectations.

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- Assume responsibility and be accountable for individual judgments and actions. Respect the confidentiality of patients within the constraints of the law.

C. Responsibilities to Fellow Colleagues

- Create a working environment conducive for underscoring employee ethical conduct and behavior.
- Ensure that individuals may freely express ethical and regulatory concerns without reprisal and provide mechanisms for discussing and addressing such concerns.
- Intimidating, disruptive behaviors will not be tolerated. Emerson Hospital has a “no tolerance policy” to those behaviors. Such behavior will be brought to the attention of the department where the unwarranted behavior was exhibited and brought to hospital leadership for further action.
- Ensure a working environment that is free from harassment, sexual and other, coercion of any kind, especially to perform illegal or unethical acts; and discrimination on the basis of race, creed, color, sex or sexual orientation, ethnic origin, age or disability.
- Provide a working environment that is conducive to proper utilization of employees' skills and abilities.
- Pay attention to the employee's work environment and job safety.
- Establish and follow appropriate grievance and appeals mechanisms.

D. Responsibilities to the Patients; Organizational Conduct

- The Hospital is committed to being truthful, accurate, and complete in all forms of communication, professional and organizational, and in marketing related material.
- The Hospital provides health care services consistent with available resources through sound ethical and business practices.
- The Hospital supports the rights of patients to question, examine and receive an explanation of billing practices regardless of payment source.
- The Hospital is committed to a working environment which is free from harassment, coercion, discrimination, unethical behavior, or illegal acts.

- The Hospital is sensitive to patient, family, staff and employees' religious, moral, and cultural values by making reasonable accommodations when requested.
- The Hospital has guidelines for ensuring that the health care professionals with which we are affiliated have appropriate credentials and/or accreditation and participate in organized programs to assess and ensure continuous quality improvement.
- The Hospital provides for fair and equitable compensation, benefits and appropriate utilization of skills and abilities.
- Any individual who has reasonable grounds to believe that an individual has violated this Code has an obligation to communicate this to the appropriate individual, group or the Corporate Compliance Officer as appropriate at 978 287-3427.

RESPONSIBILITIES TO THE COMMUNITY:

- Work to identify and meet the healthcare needs of the community.
- Work to ensure that all people have reasonable access to high quality and affordable healthcare services.
- Take a leadership role in improving public health in the community through communicating and working with other health care, education and patient care services.
- Participate in public dialogue on healthcare policy issues and advocate solutions that will improve health status and promote quality healthcare.
- Consider the short term and long-term impact of management decisions on the community.
- Provide prospective consumers with adequate and accurate information, enabling them to make enlightened judgments and decisions regarding services.

CONFLICTS OF INTERESTS:

A conflict of interest may exist when an individual is:

- In a position to benefit directly or indirectly by using authority or inside information, or allows a friend, relative or associate to benefit from such authority or information; therefore, on an annual basis the Board of Directors, Senior Management, and other individuals at the discretion of the Compliance Officer, are required to review a list of organization/business relationships and disclose significant business relationships.

- Using authority or information to make a decision to intentionally affect the organization in an adverse manner.

All Covered Individuals shall:

- Conduct all personal and professional relationships in such a way that all those affected are assured that decisions are made in the best interests of the organization and the individuals served by it.
- Disclose to the appropriate authority any direct or indirect financial or personal interests that might pose potential conflicts of interest.
- Accept no gifts or benefits offered with the intent or potential of influencing a decision.
- Inform board members and other involved parties of potential conflicts of interest related to appointment or elections to boards of the Hospital.
- Initiate mechanisms and policies and procedures to assist with the resolution of patient & family complaints, conflicts involving individuals or groups associated with the Hospital and ethical dilemmas among patients, their families and/or employees.

DUTY TO REPORT VIOLATIONS:

Reporting Obligation. Covered Individuals are required to promptly report all known or suspected violations of this Code, or any policies, standard procedures, or laws, including those relating to state and Federal health care program requirements.

Reporting Procedure. Any Covered Individual who has reasonable grounds to believe that an individual has violated this Code has an obligation to communicate this to the appropriate individual (e.g. a supervisor), group or the Corporate Compliance Officer, as appropriate, at 978 287-3427. Supervisors and managers are responsible for communicating reports of suspected violations to the Compliance Officer in a timely manner.

Confidentiality. To allay fear of retribution, Covered Individuals are permitted to make anonymous reports of violations of this Code. At the request of a Covered Individual reporting a violation and to the extent possible and permitted by law, the Hospital will take reasonable precautions to maintain the confidentiality of the person making the report and the person about whom the report is made. Anyone who violates an individual's right to confidentiality or

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anonymity in connection with a reported incident will be subjected to disciplinary action up to and including dismissal.

Non-Retaliation Policy. In order to encourage Covered Individuals to report violations, our organization has adopted the following policy. No Covered Individual will be punished or retaliated against for reporting a matter or violation in good faith. The Hospital reserves the right to investigate individuals who report violations of the law or our organization's policies and standard procedures when there is a valid reason, such as suspicion of an individual's motives or questions about credibility.

Consequences for Failure to Report. Covered Individuals who fail to report violations of this Code, or of applicable laws or regulations or policies and standard procedures may be subject to disciplinary action up to and including termination of employment or services.

I hereby acknowledge that I have read and understand the information set forth in the Emerson Hospital Code of Organizational Behavior and Ethics. I certify that I will comply with these standards in my daily work activities and that I have a responsibility to report any suspected violations of the Code. I also understand that adhering to these standards is a condition of my employment or business relationship with Emerson Hospital and that if I have any questions about the Code I should ask my manager and/or call the Compliance Officer.

PRINT NAME: _____

SIGNATURE: _____

DATE: _____