



URAC Code of Conduct

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I. Introduction

This Code of Conduct (“Code”) describes the commitment of URAC to the highest standards of ethics, fairness, honesty, and integrity. This Code applies to all of URAC’s employees, agents, contractors, vendors, applicants, URAC Councils, Committees and Board of Directors as well as those who perform services, consultations, or conduct business on behalf of URAC. All individuals are expected to be responsible for complying with this Code. You are expected to review, read, understand, and certify that you will comply with this Code. This Code is not a contract and may be altered, amended, or modified by URAC at any time without prior notice to any person or employee. This Code does not replace any existing policies of URAC, and is intended to be read in conjunction with other policies and procedures.

This Code is intended to complement URAC’s Compliance and Ethics Program (“Compliance Program”) to ensure URAC is compliant with all applicable federal, state, and local laws as well as URAC’s policies and procedures.

If you have any questions or concerns, you may bring them directly to URAC’s management. You may always contact URAC’s Office of General Counsel at (202) 962-8815 or URAC’s Compliance and Ethics Hotline at (202) 326-3941.

Each individual is expected to act with honesty, trust, and integrity. When considering an action, ask yourself whether it will: (1) build trust and credibility for URAC; (2) create a working environment in which URAC can succeed over the long term; (3) be consistent with URAC’s policies and procedures; (4) be considered legal; and (5) be viewed positively by your colleagues, superiors, members of the Board, and the community at large?

Everyone is accountable for upholding the Code. Violations of URAC’s Code of Conduct and/or the Compliance and Ethics Program may result in disciplinary action and, if serious enough, termination of employment and/or your contract.

II. URAC Values and Business Ethics

Values: URAC’s values are essential to the continued growth and success of our organization. We expect that each of us model behavior that reflects URAC’s Core Values. Our mission is to improve the quality and effectiveness of health care through innovative leadership, advocacy, standard setting, certification and accreditation, performance measurement, and education. We achieve these through URAC’s Core Values as follows:

- We Value People
- We Serve Others
- We Act with Integrity
- We Elevate and Accelerate Best Practices
- We Measure Excellence

Business Ethics: The success of our business is dependent on the trust and confidence we earn from our employees, customers, applicants, and Board of Directors. We gain credibility by adhering to our commitments, displaying honesty and integrity, and reaching company goals solely through honorable conduct. We must behave with the utmost professionalism, have a sense of ownership, accountability, personal responsibility, commitment to our colleagues, and open and honest communication at all times.

Always behave in a manner that is above reproach. Adhere to the highest ethical standards of conduct, and conduct yourself with honesty and integrity. URAC expects that you will follow the letter and spirit of all applicable laws and regulations as well as URAC's policies and procedures. Do not mislead, and always tell the truth.

Ethical Behavior: As an employee of URAC, your behavior whether in or outside of the workplace may impact URAC. Anyone working on behalf of URAC, are always expected to conduct themselves with the highest standard of ethical behavior including following URAC's Anti-Harassment Policy and actions on social media. Social media includes, but is not limited to, all means of communication or posting information or content of any sort on the Internet, including your own or someone else's web log, or blog, journal or diary, personal web site, social networking or affinity web site, web bulletin board or a chat. Social media activity that contains discriminatory, obscene, malicious or threatening content, is knowingly false, creates a hostile work environment, or similar inappropriate or unlawful conduct will not be tolerated and may result in the severing of a contractual relationship, employees will be subject to discipline, up to and including termination of employment. Ultimately, you are solely responsible for your own actions.

III. Compliance with Laws, Regulations and Ethical Requirements

You are expected to perform your duties on behalf of URAC in compliance with all applicable laws, regulations, and URAC's policies and procedures. URAC conducts its business with integrity and you must do the same in carrying out your responsibilities. In addition, each of us are expected to have an understanding of the policies, procedures, laws, rules, and regulations that apply to us. If we are unsure of whether a contemplated action is permitted by law, regulation, or policy, we should seek advice from the resource expert. We are responsible for preventing violations of law and for speaking up if we see possible violations.

If you detect or suspect fraud, dishonesty, discrimination, harassment, or the possible use of bribes, kickbacks or other unusual payments in connection with the conduct of your duties or any URAC business, it must be immediately reported.

When performing your URAC duties, do not engage in conduct you believe could create the appearance of impropriety, even if you believe that such conduct is not improper. You should not avoid the provisions of the URAC Code of Conduct by asking a relative, a friend, or any other person to do something that the URAC Code prohibits you from doing personally.

If an outside attorney or representative of a government agency contacts you as part of an inquiry or investigation, immediately contact URAC's Office of General Counsel at (202) 962-8815 to make sure that the individual or government agency receives full cooperation. URAC will provide you guidance on how to respond to investigations and inquiries. URAC intends to fully cooperate with government officials who are responsible for administering and enforcing applicable laws and regulations.

If you report a concern to management, your identity will be kept confidential to the fullest extent possible. Every effort will be made to protect individuals who desire to remain anonymous. To effectively conduct an investigation on compliance issues, it may be necessary for the General Counsel or Chief Compliance Officer to disclose the identity of an individual who reports a compliance issue. URAC's policies prevent retaliation to anyone reporting a "good faith" issue. Reporting in "good faith" means individuals will report instances when they believe there has been a violation or when there is

the potential or probability of a violation. It also means that individuals are expected to not report claims that are frivolous or false merely to create problems for a specific individual or retaliate against the individual.

IV. Conduct While Acting on Behalf of URAC

No Disruptive Behavior: URAC expects that all individuals maintain an environment free from disruptive behavior or intimidation. As part of URAC's commitment to providing an environment where all individuals feel safe, it is expected that we all treat each other with respect, courtesy, and dignity as well as conduct ourselves in a professional and collaborative manner. Disruptive behavior includes, but is not limited to: harassment of any kind; intimidation; acts of degradation; threats, attack, verbal abuse, or abuse outside the form of professional conduct, fair play, and civility; disrespectful or inappropriate verbal or written communication; and/or use of profanity or similarly offensive language perceived to intimidate, degrade, or embarrass an individual.

Working Environment Free from Harassment, Illegal Drugs, Alcohol, Tobacco, and Unlawful Discrimination: URAC is committed to providing a healthy working environment where individuals can excel and be productive. Individuals are expected to perform their duties competently, safely, efficiently, and in a method that protects their individual interests as well as URAC's interests. In addition:

- URAC is committed to a drug-free workplace. You must comply with laws that prohibit substance abuses in the workplace. It is a violation of law and URAC policy to use illegal drugs or alcohol in the workplace, and such a violation is subject to disciplinary action and/or termination.
- URAC is an equal opportunity employer: employees will be recruited, hired, promoted, transferred, demoted, or terminated on the basis of their skill, experience, and adherence to this Code and policies and procedures as well as performance without regard to an individual's age, disability, religion, gender, race, gender, sexual orientation, or any other protected criteria.
- Promptly report any discrimination or harassment to Human Resources or Management.
- Sexual harassment includes sexual advances, requests for sexual favors, or any sexually offensive verbal, visual, or physical conduct and is strictly prohibited. See the Employee Handbook about appropriate workplace conduct.
- Employees must comply with all applicable federal and state employment laws, including those related to discrimination based on age, race, gender, religion, sexual orientation, and disability as well as wage and hour laws.
- Conduct yourself with honesty, integrity, and behavior that reflects positively on URAC and URAC's mission.

Conflict of Interest: It is expected that you avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our duties. You should avoid any direct or indirect conflict of interest, or potential or apparent conflict of interest, between yourself and URAC. A conflict of interest exists if a duty or activity outside of work may influence a person to do their job, or any part of it, in a way that is contrary to the best interest of URAC.

In addition, a conflict of interest can occur if an individual takes an action or has interests that make it difficult – or appear to make it difficult – for the individual to perform his or her duties objectively or effectively for URAC or could cause the individual to act other than in the best interests of URAC.

For URAC Board of Directors, Members of URAC Committees and Councils, a conflict may arise, for example, if an individual has a private interest in a transaction or contract to which URAC is or will be a party, if an individual enters into a transaction which involves URAC's assets or if an individual competes with URAC. Conflicts of interest also arise when a director, member of a Committee or Council or a member of his or her immediate family receives improper personal benefits as a result of his or her status as a director or member of a URAC Committee or Council of URAC. If you face a possible conflict of interest situation, including one that is not clearly addressed by this Code, consult with the Chair, CEO and/or the General Counsel and Chief Compliance Officer to determine whether a conflict exists and, if so, the appropriate steps to be taken (e.g., recusal from approving matters brought to the Board of Directors to mitigate the risk arising from the conflict of interest).

Employees and/or agents working on URAC's behalf must disclose a potential conflict of interest any activity or transaction that might give rise to a conflict of interest or even the appearance of a conflict of interest. Individuals should contact URAC's General Counsel and Compliance Officer as soon as the individual may be aware that a potential conflict may exist. If known by the employee or agent, the same information must be disclosed for immediate family members or relatives. Do not engage in activities that may harm URAC, for example:

- Being employed (you or a close family member) by, or act as a consultant to, a competitor, potential competitor, supplier, or contractor, regardless of the nature of the employment or consulting relationship, while you are employed with URAC or acting on URAC's behalf.
- Directly hiring or supervising family members or closely related persons. URAC employees should review internal policies and procedures on hiring.
- Owning or having a substantial interest in a competitor, supplier, vendor, or contractor without URAC's knowledge.
- Using information obtained from URAC's business for financial gain for the employee, agent or their family or friends.
- Serving as a board, committee member or promoting an outside company or organization that does similar work to URAC without URAC's knowledge.
- Do not use your position with URAC to profit personally or to help others profit in any way at URAC's expense.
- Avoid situations that may appear to be a conflict of interest.
- Do not accept gifts, discounts, favors, or services from a customer, potential customer, applicant to URAC, competitor, or supplier unless equally available to all URAC employees.
- Any other activity that may adversely affect URAC, its business, or its reputation.

Maintain Arms-Length Dealings With Suppliers, URAC Applicants, and Competitors: Do not use your URAC position for personal gain. If you have an interest in a company or a relative that potentially may do business with URAC, do not do any business with the company or deal with the relative on URAC's behalf until you receive written permission from URAC.

Gifts, Gratuities, and Business Courtesies: URAC is committed to competing solely on a merit of our products, programs and services. We should avoid any actions that create a perception that favorable treatment of outside entities by URAC was sought, received, or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment, or other benefits from persons or companies with whom URAC does or may do business. We will neither give nor accept business courtesies that constitute, or could reasonable be perceived as constituting, unfair business inducements that would violate law, regulation, policies of URAC or

customers, or would cause embarrassment or reflect negatively on URAC's reputation. General common sense rules regarding gifts and entertainment include:

- Do not accept gifts or favors of any kind from any person or entity that does (or seeks to do) business with URAC.
- You may, with approval from management, accept a business meal — for example, a lunch or dinner for the purpose of discussing business. The meal should not be lavish nor excessive and you should not accept it if it will impact your decision-making or influence how you do your job.
- Employees who receive fruit baskets and flowers cannot accept them personally and must share them with the entire team.
- Employees with questions as to what they may accept should consult their manager.

Outside Employment and Activities: Employees must not engage in activities during scheduled working hours that are not related to URAC's business. Employees, contractors, and agents may not use URAC's supplies, equipment, or information for any activities not related to URAC's business. Non-executive employees may work at another job outside of URAC as long as the outside work does not impact their job performance at URAC nor create a conflict of interest. If outside work creates a conflict of interest, they must receive written approval from URAC.

URAC may not deal with, employ, or contract with any individual or organization that has been excluded from participation in federal programs. See the Office of General Counsel if you have any questions or need further guidance.

V. Books and Records

We create, retain, and dispose of our company records as part of our normal course of business in compliance with all URAC policies and procedures as well as all regulatory and legal requirements. All corporate records must be true, accurate, and complete, and company data must be promptly and accurately entered in our books in accordance with generally accepted and applicable accounting principles. We must not improperly influence, manipulate, or mislead any unauthorized audit nor interfere with any auditor engaged to perform an internal independent audit of URAC books, records, processes, or internal controls.

VI. Confidential Information and Health Insurance Portability and Accountability Act of 1996 (HIPAA)

Confidential Information: Integral to URAC's business success is our protection of confidential URAC information as well as nonpublic information entrusted to us by URAC, customers, and other business partners. Confidential and proprietary information includes such things as pricing, financial data, customer names/addresses, or nonpublic information about other companies — including current or potential suppliers and vendors. We will not disclose confidential and nonpublic information without a valid business purpose and proper authorization.

HIPAA: HIPAA is a federal law that also has implementing regulations about the privacy and security of patient information. URAC should not receive any confidential patient information from our Applicants. However, exceptions do occur when URAC employees or agents are on-site and/or during the process of conducting appeals and reviews and may see or receive protected health information (PHI). PHI includes all individually identifiable health information such as medical records, patient bills, and electronic records that identify patients. HIPAA privacy rules govern how Business Associates and

Covered Entities use and disclose patient information for treatment, payment, health care operations, and for other activities required by law. HIPAA security rules govern how entities must safeguard patients' electronic health information. All individuals doing business on behalf of URAC must follow HIPAA and URAC's policies and procedures on health care information.

Any complaint received about potential HIPAA privacy violations must be reported to URAC's Privacy Officer regardless of the perceived validity of the complaint. All individuals dealing on behalf of URAC must adhere to the HIPAA Privacy and Security Rules at all times. If you have any questions on how to use, disclose, or how much access to use in patient information in conducting your job with URAC Applicants, contact management or the URAC Privacy Officer at (202) 962-8807.

VII. Antitrust and Trade Regulations

Marketplace Competition Is Important: The purpose of antitrust and trade laws is to promote competition, maintain fair trade practices, and prevent collusion in the marketplace. Avoid activities that may appear to regulators to control pricing, reduce or eliminate competition, divide a market, or excludes competitors in the same industry. When conducting business on behalf of URAC, you must strictly comply with all antitrust laws. The intent of these laws is to promote the independence of the free market, and they are based on the belief that businesses and individuals should act independently in order to serve everyone's economic best interest. The laws are interpreted by the government. Do not enter into any agreement, conversation, or understanding (whether verbal or in writing) that unlawfully reduces or eliminates competition or that sets prices or divides markets with a competitor. If you have any questions about these laws, contact URAC's Office of General Counsel.

VIII. URAC Is a Not-For-Profit/Tax-Exempt Organization

URAC's resources should only be used to further the purpose of URAC and in a manner that furthers the public good rather than any private or personal interests of any individual(s). Do not engage in any activity, such as political activity, that threatens URAC's tax-exempt status. If you are unsure how tax-exempt requirements would apply, contact your manager or URAC's Office of General Counsel. Example of activities that you may not engage in are:

- No one may use URAC's resources, equipment, and email to engage in personal political activities.
- Employees, agents, and contractors working on URAC's behalf may not use their URAC worktime to provide support to any political party or candidate or for personal lobbying or other personal political activities.

IX. Compliance with Intellectual Property Laws

URAC's computers are to be used only for URAC business. You may not use URAC's computers, Internet access, or other software or equipment to download music, software, movies, or anything else that might violate copyright or trademark laws. URAC copyright materials, URAC's trademarks, patents, and/or other "intellectual property" shall only be used for URAC business purposes. If you have any questions or need further guidance, please contact URAC's Office of General Counsel.

X. Government Contracting

Any information submitted to a government entity on behalf of URAC must be accurate, complete, and truthful. All individuals conducting business with the government on behalf of URAC, must obey all laws

and regulations concerning the bidding, pricing, negotiation, and performance of government contracts or grants. All individuals must strictly obey the terms contained in any government contract, including price terms. Individuals must strictly follow all government procurement processes, including in offers, bids, and selection processes.

Do not receive, offer, or give any form of bribe, kickback, payoff, or other improper payment in connection with any government contract or grant. If you suspect any improper processes or have questions in connection with a government contract, promptly report it to management or contact URAC's Office of General Counsel.

False Claims Act: It is a violation of federal and state law to knowingly submit, or cause to be submitted, false or fraudulent claims, make or use false or misleading records, or make false or misleading statements to the government. Any omission of facts about a government program or contract may also be a violation of law or regulation. Anyone who suspects of such a violation and ignores the truth or falsity of information, or who acts in reckless disregard of the truth or falsity of such information, may be violating federal and state laws and regulations. Federal and state laws are intended to prevent fraud, waste, and abuse in government programs.

Protections for Employees Who Report Waste: Federal and state laws, including whistleblower rights and protections, exist for individuals who report what they believe is a violation of the state or federal law. Employees and contractors are protected from discrimination, retaliation, or retribution if they report a potential violation to the government. URAC's policies prohibit any sort of retaliation, retribution, or discrimination against anyone who reports a potential violation.

XI. Anti-Retaliation

No one may retaliate against any individual or entity who, based on a reasonable, good faith belief: (i) reports a concern about potential illegal or unethical conduct, or a violation of applicable law, this Code, or policy or (ii) assists or otherwise participates in the investigation or resolution of such a report.

XI. Conclusion

This Code is to guide you on how URAC expects you to conduct yourself on the job, while working at URAC, or on behalf of URAC. Your job is to do the right thing for yourself and for URAC. Always ask yourself: (1) Have I deviated from normal procedure?, and (2) Is what I am doing consistent with the Code of Conduct, URAC policies and procedures, and URAC's guiding principles? Be aware of any potential conflict of interest as you conduct your work and know to inquire with URAC's Office of General Counsel and the Compliance Officer for questions or concerns. If you have concerns, raise them immediately — no matter how trivial they may be. Bring your concerns to the attention of management, Compliance Officer, Privacy Officer, or URAC's General Counsel. If you are ever feeling pressured to act inappropriately, bring the matter up immediately to the Chief Executive Officer, Dr. Shawn Griffin (sgriffin@urac.org) at URAC or URAC's General Counsel, Houeida Saad (hsaad@urac.org).

**ACKNOWLEDGMENT OF RECEIPT
CODE OF CONDUCT**

This is to acknowledge that I have received and read or had an opportunity to read a copy of the Code of Conduct. I understand that it contains important information on the personnel policies of URAC and obligations as an employee.

I have familiarized myself or had the opportunity to familiarize myself with the material in the Code of Conduct and I understand that I am responsible for knowing and adhering to the information presented within this document.

Please sign and submit this page to Human Resources:

Signature:	Date
Print Name:	

Return this page to Human Resources