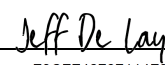


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## Unison Health

### **APPLIES TO:**

All employees, students, volunteers and members of the Board of Directors

### **MISSION:**

Creating hope through superior integrated community healthcare

### **VISION:**

To be a leader in behavioral and integrated care that improves the overall health of the people in our community

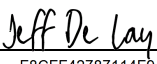
### **VALUES:**

- We are a person centered, family and community focused organization.
- We are an individual first, evidence based, data driven agency.
- We are fiscally responsible and accountable with the highest standards of integrity.
- We are culturally sensitive and competent.
- We achieve our mission and vision through partnership and collaboration.

### **PURPOSE:**

Unison is committed to providing quality care to the clients we serve. Client safety and well-being is paramount in the consideration of all activities. To further this commitment, Unison strives to conduct business in accordance with the highest levels of professional and business ethics and in compliance with applicable federal and state statutes and regulations and all other legal and ethical obligations. These include but are not limited to the Affordable Care Act, the Federal False Claims Act, the AntiKickback Statute, Medicare, Medicaid, Stark Laws, HIPAA, HiTech Act of 2009, PhRMA Code, Whistleblowers Protection Act, Sarbanes-Oxley, the Americans with Disabilities Act and state and federal civil rights laws.

In support of this and our vision, mission and values, Unison has developed a Corporate Compliance Program ("Compliance Program") and a Corporate Compliance Code of Conduct ("Compliance Code of Conduct" or "Code") so that Unison may continue to fulfill its obligations to observe the laws and policies affecting its business and to deal fairly with Unison's clients, employees, and the general public. The Compliance Program has been approved by Unison's Board of Directors and is intended as a guide for conduct. It is designed to educate employees, students, volunteers and Board of Directors members on the components of the Compliance Program, legal and ethical principles and standards, and their

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obligation and responsibility to support the Compliance Program and comply with the Compliance Code of Conduct.

Failure to observe the provisions of this Compliance Program and Compliance Code of Conduct can result in serious consequences to a Unison employee, up to and including termination of employment or criminal charges, as well as to Unison such as criminal prosecution, substantial monetary fines and of primary importance, the loss of the Unison's reputation and/or its ability to provide services.

The Compliance Program and Compliance Code of Conduct may be updated or revised periodically. They are meant to generally define and summarize the scope of conduct in areas covered. They do not replace nor are they a substitute for any other policy, procedure or practice governing conduct at Unison. Should there be a conflict between the Compliance Program or Compliance Code of Conduct and other policies, procedures, standards or documents, then the information contained in the Compliance Program or Compliance Code of Conduct shall control.

## **DEFINITIONS**

"Client" means clients or other recipients of health care or services, psychiatric care or services, or other managerial, administrative, or technical services provided by Unison and its employees;

"Family member" means;

Husband or Wife;

Child;

Natural or adoptive parent;

Natural or adoptive sibling;

Grandparent and grandchild;

Spouse of grandparent and grandchild;

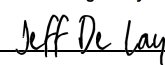
Stepparent, stepchild, stepbrother and stepsister (a step relationship continues even if the marriage on which it is based ends in death or divorce);

Father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law (an in-law relationship continues even if the marriage on which it is based ends in death or divorce); or A member of the individual's household with whom they share a familial relationship.

"Officer", "director", "physician", "employee", "student", or "volunteer" includes any person who fills such a role on behalf of Unison or its departments;

"Physician" means any physician employed by Unison or retained by Unison as an independent contractor;

"Representative" means any officer, Board of Directors member, physician, employee, staff member, student, intern, volunteer, or independent contractor employed, retained, or acting on behalf of or by Unison to provide health care or services, psychiatric care or services, managerial, administrative, or technical services.

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“Unison” means Unison Behavioral Health Group, Inc. dba Unison Health.

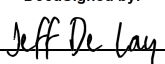
“Vendor” means a health care professional or other health care provider, health care organization (such as a PHO or HMO), supplier, contractor, or other individual or entity who does, or is in a position to do, business with Unison.

### **CORPORATE COMPLIANCE OFFICER**

Unison has designated a Corporate Compliance Officer who is responsible for the development, implementation and administration of Unison’s corporate compliance activities, including enforcement activities. All complaints will be independently investigated by the Corporate Compliance Officer, unless the complaint involves the Corporate Compliance Officer, in which case, the complaint will be referred to the President/Chief Executive Officer, any member of senior leadership, or to the Board of Directors. The Corporate Compliance Officer reports to the President/Chief Executive Officer but may bring matters of concern regarding the President/Chief Executive Officer directly to the Board of Directors as warranted. The Corporate Compliance Officer will provide regular reports to the President/Chief Executive Officer and the Board of Directors regarding compliance activities.

The Corporate Compliance Officer is responsible to ensure that:

1. Policies and procedures are developed, implemented, reviewed and updated as necessary, including policies and procedures related to notification and reporting on areas of non-compliance;
2. Quarterly reports are provided the President/Chief Executive Officer and the Board of Directors and at other times as requested, including a summary of compliance activities, any recommendations resulting from monitoring activities and any other information as requested;
3. The Compliance Program is periodically reviewed, revised as needed and approved by Unison’s Board of Directors;
4. All Representatives covered under this program receive education and training regarding the Compliance Program and that the education and training is documented. This includes vendors or contract representatives, who will be provided a copy of this Compliance Program and instructed that they must comply with its terms;
5. Screening mechanisms are in place for employees, students, volunteers, Board of Directors members, independent contractors and vendors to ensure they are not prohibited from providing services under any applicable standards;
6. An annual work plan is developed;
7. Areas of risk are identified, prioritized and audited as needed;
8. Auditing and monitoring programs are implemented in accordance with Unison’s written policies and procedures to prevent, detect and deter compliance problems;

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9. Procedures are developed that encourage the reporting of suspected fraud and other improprieties confidentially and without fear of retaliation, including the use of a confidential reporting hotline; Include the Compliance Hotline phone #
10. Complaints are promptly and thoroughly investigated and acted upon; and
11. Adequate steps are taken to correct identified compliance problems and prevent the recurrence of such problems, including the use of disciplinary action as a corrective measure.

The Corporate Compliance Officer, will work with the Compliance Committee to ensure that adequate staff and funding is in place to support an ongoing compliance program.

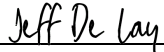
The Corporate Compliance Officer has the authority to design and coordinate internal investigations, including reviewing all documents and other information which are relevant to compliance activities, including but not limited to, client records, billing records, student or volunteer files and agreements with other parties. All employees are required to cooperate in this process.

The Corporate Compliance Officer has the authority to seek the advice of legal counsel on behalf of Unison with respect to any matter pertaining to compliance.

### **CORPORATE COMPLIANCE COMMITTEE**

The Executive Team consisting of the President/Chief Executive Officer, Controller, Chief Human Resources Officer, VP, Clinical Operations, VP, Clinical Development, Chief Information Systems Officer, Director, Business Operations and Director, Public Relations shall serve on the Corporate Compliance Committee and assist in the development, implementation and ongoing administration of the Compliance Program. This includes:

1. Analyzing the organization, regulatory environment and legal requirements with which Unison must comply, and the risk areas specific to Unison;
2. Assessing existing policies and procedures for consistency with the Compliance program and advising the Corporate Compliance Officer on the revision of those or development of additional policies as necessary to ensure day-to-day operational compliance;
3. Working with the Corporate Compliance Officer to develop a Code of Conduct which promotes compliance with Unison's Compliance Program;
4. Recommending and monitoring the development of internal systems and controls to carry out Unison's Code of Conduct and compliance policies and procedures;
5. Determining the appropriate strategy to promote compliance with Unison's Compliance Program and to detect any potential violations;
6. Developing a system to solicit, evaluate, and respond to complaints and problems regarding Unison's practices and procedures;
7. Monitoring internal and external audits and investigations for the purpose of identifying troublesome areas or deficient areas and implementing corrective and preventative action.

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## **COMPLIANCE POLICY AND PROCEDURES**

Compliance policies and procedures, including those referenced in this Compliance Program, are incorporated into the Unison Administrative Manual and are kept current with applicable statutes and regulations. The Administrative Manual contains policies and procedures for each risk area specific to Unison including, but not limited to, billing, medical records, documentation, record access and retention, contracting, representatives screening, training and education, and monitoring.

Compliance policies and procedures are a resource for Unison employees and are designed to enhance their ability to perform their responsibilities in compliance with applicable statutes and regulations. The policies are reviewed by all Unison employees.

To the extent that there is any conflict between the principles, standards, or policies enumerated in the Compliance Program and those principles, standards or policies enumerated in the Administrative Manual, then the principles, standards, or policies enumerated in the Compliance Program shall control.

## **CORPORATE COMPLIANCE AND EMPLOYEE EVALUATION**

The Compliance Program includes information that has been determined to be necessary, reasonable, and appropriate by the Board of Directors to inform Unison Representatives of their obligations under the Compliance Program. Unison employees will be evaluated, in part, based on their contribution to ensuring that Unison meets its commitment to comply with applicable statutes and regulations.

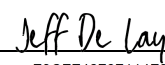
## **TRAINING**

Unison requires all employees to participate in programs of training and continuing education with respect to Unison's Compliance Program. At the implementation of the plan, all employees will be trained within three months of the Board of Directors adopting the Compliance Program. Retraining sessions are conducted annually, or when a significant change is made in the Compliance Program. New employees will receive individual training during the initial week of new hire orientation.

## **COMPLAINTS AND ETHICS HOTLINE**

Unison has established a confidential ethics hotline to be used by Unison Representatives, clients, or any other interested party to report suspected illegal, unethical, or abusive conduct occurring within Unison. The hotline # should be posted online as well as in a physical location at each site.

## **COMPLIANCE CODE OF CONDUCT**

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The Compliance Code of Conduct contains principles articulating Unison's policy and standards which are intended to provide guidance to Unison Representatives. All Unison Representatives are responsible to ensure that their behavior is consistent with this Compliance Code of Conduct.

Unison expects all Unison Representatives to abide by the Compliance Code of Conduct and to conduct the business and affairs of Unison in a manner consistent with the Code. If specific conduct is not addressed by the Compliance Code of Conduct, actions must still be consistent with the principles. Failure to abide by the Code may result in disciplinary action. In Unison's sole discretion, discipline may range from a level one discipline up to and including to termination of employment.

Nothing in the Code is intended to nor shall be construed as providing any employment or contract rights or other binding obligations to Unison, its employees, or any other person or entity. Notwithstanding any of the principles, standards, or policies herein, the employment relationship is terminable at the will of either Unison or the employee, at any time, for any reason or no reason, without advance notice, in the absence of a legally binding written agreement signed by the President/Chief Executive Officer requiring otherwise.

Unison will generally attempt to communicate any changes made to the Code before the change is implemented. However, Unison reserves the right to modify, amend or alter the Code without advance notice to any Unison employee.

### ***PRINCIPLE 1 – LEGAL COMPLIANCE***

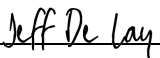
Unison will strive to ensure all Representatives comply with applicable statutes, regulations, and other legal obligations.

The following standards are intended to provide guidance to Unison Representatives to assist them in their obligation to comply with applicable statutes, regulations and other legal obligations. These standards are neither exclusive nor exhaustive. Unison Representatives are required to comply with all applicable statutes and regulations, whether or not specifically addressed in these standards. For additional guidance, please refer to Unison's Administrative Manual. If any Unison Representatives has questions regarding the existence, interpretation, or application of any statute or regulation or legal obligation, the Representative should contact the Corporate Compliance Officer or the President/Chief Executive Officer.

#### ***□ Fraud and Abuse***

Unison Representatives will refrain from conduct, which may violate state or federal fraud and abuse statutes and regulations. In general, these laws prohibit (1) direct, indirect, or disguised payments in exchange for the referral of Clients; (2) the submission of false, fraudulent, or misleading claims to any third-party payer, including claims for services not rendered, duplicate claims, claims which characterize the service differently from the service actually rendered, or claims which do not otherwise comply with applicable health benefit programs or contractual



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requirements; and (3) making false representations to any person or entity in order to gain or retain participation in a health benefit program or to obtain payment for any service.

Unison provides full disclosure to Clients regarding the source of reimbursement for the services provided. Unison produces and provides bills that are itemized and include the dates of service. Unison will ensure that any questions regarding a bill are expeditiously reviewed and resolved without real or perceived harassment to the individual making the inquiry.

☐ *Kickbacks*

Unison Representatives will not offer, give, solicit, or receive payments or gratuities, in cash or in kind, that are intended to induce the referral of Clients to Unison or to any health care provider.

☐ *Self-Referral*

Unison Representatives will refrain from conduct, which may violate state or federal self-referral statutes and regulations. In general, these laws prohibit medical practices and physicians from referring patients to certain health care providers for the delivery of certain health services. Unison Representatives will not refer a client to a provider with whom Unison Representatives or their family members have a financial relationship unless the referral is permissible under state and federal laws.

☐ *Unison Contracts*

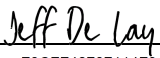
Unison employment contracts, independent contractor agreements (if any), contracts with consultants, contracts with third-party payers, and other business contracts and arrangements will comply with applicable local, state and federal statutes and regulations. All Unison contracts and arrangements will be in writing and will be subject to review and approval as provided in Unison's contract policies and procedures.

Unison contracts and arrangements with or pertaining to a vendor, a client of Unison, third-party payer, or any health care service will comply with applicable local, state, and federal laws. All contracts and arrangements will be in writing and will be subject to review and approval as provided in Unison's contract policies and procedures. Unison Representatives must complete a disclosure statement regarding such dealings.

☐ *Investment and Financial Relationships*

Unison's investments and financial relationships with any third party will comply with applicable local, state, and federal laws. Unison's investments in or financial relationships with any health care provider or third-party payer will comply with applicable local, state, and federal laws.

All Unison Representatives are required to disclose to Unison his or her investments in or financial relationships with a health care provider or third-party payer. Unison may request information pertaining to any such investment or financial relationship. Unison will evaluate each investment or financial relationship on a case by-case basis and may limit or prohibit the investment or

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financial relationship. Unison may require independent contractors to disclose investments and financial relationships with health care providers and third-party payers as a condition of retaining the individual or entity or in establishing other contract terms and conditions.

☐ *Participation in Governmental Programs*

Unison Representatives will not provide any service to Clients while debarred, excluded, suspended, or otherwise ineligible for participation in any governmental health care program, including without limitation, Medicaid and Medicare. Unison will not do business with any health care provider who is debarred, excluded, suspended, or otherwise ineligible for participation in any governmental health care program.

☐ *Dealings with Governmental Agencies*

Unison has dealings with governmental agencies in the normal course of its business. All such dealings with governmental officials and agencies will be conducted in an honest and ethical manner. Any attempt to influence the decision-making process of governmental officials or agencies by an improper offer of any benefit is absolutely prohibited. Any requests or demands by any governmental representative for any improper benefit should be immediately reported to the Corporate Compliance Officer or the President/Chief Executive Officer.

☐ *Antitrust*

Unison Representatives will comply with local, state, and federal laws concerning antitrust and unfair competition. Examples of conduct prohibited by these laws include: (1) agreements to fix prices, bid rigging, and related activities intended to facilitate these practices; (2) boycotts, certain exclusive dealing and price discrimination agreements; and (3) unfair trade practices including bribery, misappropriation of trade secrets, deception, intimidation and similar unfair practices. Unison Representatives will contact the Corporate Compliance Officer, or the President/Chief Executive Officer if they believe that a proposed activity involves a risk of violating the antitrust laws.

☐ *Choice of Providers and Suppliers*

Unison's choice of medical supplies, equipment, ancillary services, and other goods and services used in its business will be made upon the basis of quality, usefulness, safety, and price.

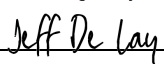
☐ *Licensure*

Unison and its employees will obtain and continuously maintain all permits, certifications, registrations, and licenses required under local, state, and federal laws for the performance of the medical or administrative services he or she performs for Unison.

☐ *Discrimination*

Unison will not unlawfully discriminate against clients, employees, Board of Directors members or any other individual they do business with on the basis of race, national origin, age, color, religion, sex, physical or mental disability, HIV/AIDS related complex status, military status, sexual



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orientation, gender identification, ethnicity or any other classification protected by applicable federal, state or local law.

☐ *Financial Reporting*

All financial reports, accounting records, research reports, expense accounts, time sheets, and other documents will accurately and clearly represent the relevant facts or the true nature of a transaction. Improper or fraudulent accounting, documentation or financial reporting is contrary to the policy of Unison, and may violate applicable local, state, or federal laws or other legal obligations.

☐ *Ohio Department of Mental Health and Addiction Services (OMHAS)*

Unison Representatives will comply with the requirements of the Ohio Department of Mental Health and Addiction Services standards and regulations relating to Community Mental Health and Addiction Service Programs as applicable.

## ***PRINCIPLE 2 – BUSINESS ETHICS***

Unison will strive to maintain high standards of business ethics and integrity. The following standards are designed to provide guidance to Unison Representatives to ensure that Unison's business activities reflect high standards of business ethics and integrity.

☐ *Honest Communication*

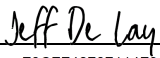
Unison expects candor and honesty from Unison Representatives in the performance of their responsibilities and in communications with others, including Unison attorneys and auditors. Unison Representatives will not make false or misleading statements to any Client, individual, or entity doing business with Unison about Clients, individuals or entities doing business or competing with Unison. Unison Representatives will not misrepresent Unison's services or the services of Unison's competitors.

☐ *Activities*

Unison Representatives will accurately and honestly represent Unison and will not engage in any activity or scheme intended to defraud anyone of money, property or services.

## ***PRINCIPLE 3 - CONFIDENTIALITY***

Unison Representatives are in possession of and have access to a broad variety of confidential, sensitive, and proprietary information. The inappropriate disclosure of such information could be injurious to Clients, Unison, and other persons or entities. The following standards are intended to inform Unison Representatives of their obligation to actively protect and safeguard confidential, sensitive and proprietary information in order to prevent the unauthorized disclosure of information.

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☐ *Client Information*

Unison Representatives will not disclose any confidential information concerning Clients unless disclosure of such information is permitted under Unison's privacy policies and procedures or is required by law. If questions arise regarding an obligation to maintain the confidentiality of information or the appropriateness of releasing information, Unison Representatives should seek guidance from the designated Privacy Officer.

☐ *Proprietary Information*

Unison's business methods, business strategies, financial information, mailing lists, payment and reimbursement information, information relating to negotiations with physicians, representatives, independent contractors, or third persons, intellectual property, including patents, trademarks, copyrights and software, and all other information concerning the property, business and affairs of Unison are valuable and proprietary information and will be kept confidential. Unison Representatives will not disclose any proprietary information to any unauthorized person unless disclosure is permitted under Unison's confidentiality policies and procedures or required by law. Unison Representatives will exercise care to ensure that proprietary information is carefully maintained and managed to preserve and protect its value. If Unison Representatives have any questions as to whether information is proprietary or regarding the appropriateness of disclosing information to a third person, they should contact the Corporate Compliance Officer.

☐ *Third Party Confidential Information*

Unison Representatives will not disclose to any unauthorized person any information, which Unison is obligated to keep confidential under a written agreement or as otherwise required by law.

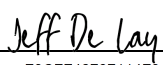
## **PRINCIPLE 4 – CONFLICTS OF INTEREST**

Unison Representatives will not use their positions to profit personally or to assist others in profiting in any way at the expense of Unison. The following standards are intended to provide guidance to Unison Representatives to avoid actual impropriety or the appearance of impropriety, which might arise from the influence of outside activities on business decisions of Unison, or from disclosure, or private use of business affairs or plans of Unison. All Representatives will be required to complete an annual disclosure form.

☐ *Outside Financial Interests and Activities*

Unison Representatives will disclose to Unison any of the following financial interests or activities of themselves or their family members:

Ownership in or employment by any health care provider or third party payer. This does not apply to stock or other investments held in a publicly held corporation, provided the value of the stock or other investments does not exceed 5% of the corporation's stock. Unison may, following a review of the relevant facts, permit ownership interests which exceed this amount

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if the Board of Directors concludes that such ownership interests will not adversely impact Unison's business interest or the judgment of the individual;

Conduct of any business not on behalf of Unison, with any third-party payer, governmental agency, health care provider, or any of their directors, officers, employees or agents; or any person to whom or from whom Unison receives or might receive, directly or indirectly, compensation or Client referrals  
Representation of Unison in any transaction in which he or she or a family member has a substantial personal interest;

Membership on the Board of Directors or serving as Trustees of, or an officer or management position with, any health care provider or third-party payer;

Disclosure or use of proprietary or other confidential, special or inside information of or about Unison, including but not limited to personal profit or advantage of Unison Representatives or their family members;

Competition with Unison by Unison Representatives, directly or indirectly, in the purchase, sale, or ownership of property or property rights or interests, or in any business investment opportunity;

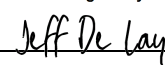
The performance of work or services outside of the normal course of employment with Unison for any Clients of Unison, health care provider, governmental agency or any person to whom or from whom Unison receives or might receive Client referrals.

☐ *Limitations on Unison Representatives' Outside Financial Interests and Activities*

In its sole discretion, Unison may: (a) request Unison Representatives to terminate or decline to accept a position as a director, trustee, officer, manager, employee, contractor, or agent for or on behalf of any health care provider, governmental agency, third-party payer, or any person to whom or from whom Unison receives or might receive compensation or client referrals; (b) require Unison Representatives to obtain prior approval before acquiring a financial interest in or engaging in any outside activity for or on behalf of any such persons; (c) impose conditions on Unison Representatives financial interests in or outside activities for or on behalf of any such persons; (d) prohibit Unison Representatives from acquiring a financial interest in or engaging in any outside activity for or on behalf of any such persons; or (e) terminate or modify an agreement with an independent contractor if the contractor acquires a financial interest in or engages in any outside activity for or on behalf of any such persons.

☐ *Honoraria*

Unison Representatives are encouraged to participate as faculty and speakers at educational programs and functions. Representatives must submit supporting documentation, satisfactory to Unison in its discretion, before accepting any honorarium in cash or in kind to demonstrate that it

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is in compliance with guidelines set forth in this Compliance Program and the Administrative Manual.

### ***PRINCIPLE 5 – BUSINESS AND CLIENT RELATIONSHIPS***

Unison Representatives will transact business and provide medical services for Clients without offering, giving, soliciting, or accepting gifts, favors, entertainment or other gratuities. Unison Representatives will not offer, solicit, or accept gifts, gratuities, or other improper inducements in exchange for, or as a condition of, influence or assistance in a business transaction or providing medical services.

The following standards are intended to guide Unison Representatives in determining the appropriateness of their activities or behaviors within the context of Unison business and Client relationships. These standards will be construed broadly to avoid even the appearance of improper activity. If there is any doubt or concern about whether specific conduct or activities are ethical or otherwise appropriate, Unison representatives should contact the Corporate Compliance Officer or the President/Chief Executive Officer.

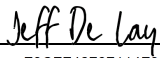
#### ***□ Gifts and Gratuities***

Gifts to and from Clients. Unison Representatives will not solicit or receive from, or give to, a Client or Client's family member monetary gifts or other gratuities. If a Client wishes to present a monetary gift to Unison Representatives, the Client should be referred to the office of the President/Chief Executive Officer.

Gifts Influencing Decision-Making. Unison Representatives will not accept gifts, favors, services, entertainment or other things of value to ensure that decision-making or actions affecting Unison will not be influenced. Unison Representatives will not offer or give compensation, services or other things of value to ensure that there is no expectation of influencing the judgment or decisionmaking process of any Client, health care provider, government official or agency, third-party payer, or vendor.

Gifts From or to Health Care Providers. Unison Representatives will not offer or give money, gratuities or gifts to or from health care providers. Unison Representatives will not solicit money, gifts or gratuities from health care providers.

Workshops, seminars and training sessions. Attendance at local workshops, seminars and training sessions sponsored by health care providers or vendors is permitted in accordance with agency guidelines. Attendance at health care provider or vendor expense, at out-of-town seminars, workshops or training sessions is permitted only with the prior approval of the Corporate Compliance Officer in accordance with guidelines set forth in Compliance Policy and Procedures.

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☐ *Contracts*

Unison Representatives will conduct all business transactions with health care providers and vendors at arm's length both in fact and in appearance and in compliance with Unison's contract policies and procedures and applicable laws. Unison Representatives will disclose personal relationships and business activities with health care providers or vendors, which may be construed by an impartial observer as influencing Unison Representatives' performance or duties.

☐ *Business Inducements*

Unison Representatives will not seek to gain any advantage through the improper use of payments, business or professional courtesies or other inducements. Offering, giving, soliciting or receiving any form of bribe or other improper payment is prohibited. Appropriate commissions, rebates, discounts and allowances are customary and acceptable business inducements provided that they are approved in advance by the Corporate Compliance Officer and are not illegal or unethical payments.

☐ *Marketing Practices*

Unison will market its professional services to Clients, health care providers, and third-party payers on the basis of quality and cost-effectiveness in accordance with Unison's approved marketing policies and procedures. Unison Representatives will not offer or give anything of value to induce a potential client or referral source to use Unison services.

### ***PRINCIPLE 6 – DOCUMENTATION AND BILLING***

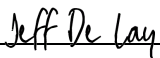
Unison will strive to ensure that medical services are fully documented and that all claims, bills and other submissions for reimbursement to clients and third-party payers for services rendered by Unison or by any Unison Representative or independent contractor comply with applicable local, state, and federal laws and third-party payer requirements.

☐ *Documentation, Billing and Collection Procedures*

Unison Representatives will comply with all documentation, billing and collection procedures. The policies and procedures cover such matters as supervision, diagnostic testing, teaching arrangements, evaluation and management documentation, client co-payments and deductibles, billing for physician, nurse practitioners and other health professional services, medical necessity, and overpayments. Health care providers and billing and management representatives are responsible for knowing the legal and third-party payer requirements applicable to the services they bill for and/or provide.

☐ *Record Integrity*

Unison Representatives will not destroy or alter Client or business records, except strictly in accordance with the written record retention policy of Unison, and will retain all Client and business records for such periods of time as Unison directs. Unison Representatives will not copy or remove such records from Unison's offices except as provided in Unison policy.

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☐ *Monitoring*

Unison will monitor documentation, bills and claims in a manner, which will enable Unison to promptly identify deficiencies in documentation or in the claim development and submission process which may result in inaccurate claims. Unison will monitor documentation, bills, and claims in accordance with the schedule set forth in Unison policy, and will conduct monitoring activities in accordance with Unison policies, procedures or protocols. Unison will devote such resources as are reasonably necessary to ensure that monitoring activities are adequately staffed by individuals with appropriate knowledge and experience to conduct the activities. Unison will ensure that monitoring tools and protocols are periodically updated to reflect changes in applicable laws and third-party payer manuals and other directives.

**PRINCIPLE 7 – UNISON REPRESENTATIVES AND  
HEALTH CARE PROVIDER SCREENING**

Unison's policy is to make reasonable inquiry into the background of Unison Representatives and independent contractors who render medical services or whose job functions or activities may materially impact the claim development and submission process, Unison's relationship with third-party payers, or referral patterns between Unison and health care providers.

☐ *Unison Representatives*

Representatives will be screened to determine whether they have been (a) convicted of a criminal offense that excludes them from employment; (b) listed by a federal or state agency as excluded, suspended or otherwise ineligible for federal or state health program participation; or (c) otherwise sanctioned by a court or governmental agency under the Medicare, Medicaid, or other state or federal health care program.

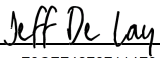
☐ *Health Care Providers*

Unison will not knowingly contract with a health care provider who has been (a) convicted of a felony or any criminal offense related to healthcare (unless such provider has implemented a compliance program as part of an agreement with the federal government); (b) listed by a federal or state agency as excluded, suspended, or otherwise ineligible for federal or state program participation; or (c) otherwise sanctioned by a court or governmental agency under the Medicare, Medicaid, or other federal or state health care program.

**PRINCIPLE 8 – PROFESSIONAL CODE OF ETHICS**

Unison will provide competent, therapeutic service with compassion and respect for human dignity.



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☐ *Environment*

Unison seeks to provide an environment that is safe for employees, Clients and guests. Staff are expected to report any safety concerns noted to their supervisor or another manager immediately. Maintenance should be contacted immediately to correct the concern.

☐ *Client Services*

Unison will inform all Clients of their rights upon admission to Unison and provide a written statement of such to them. This shall include information regarding their right to file a grievance and the process for doing so.

Unison seeks to ensure that all admissions are appropriate to the level of care required by the individual.

Unison seeks to ensure the integrity of all clinical decisions, with the intention that they are based on the needs of the Client. When resources are not available or are limited at Unison, concerted efforts will be made to facilitate a referral to another appropriate treatment provider. Employees are expected to notify their supervisors of concerns immediately.

Unison continuously seeks to improve its services, ensuring high quality individualized Client care that is appropriate to the needs of the specific individual being served.

☐ *Professional Responsibility*

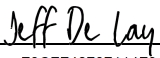
All licensed professionals employed by Unison are expected to follow the Code of Ethics of their respective disciplines.

Unison will ensure staff is competent to provide the services for which they were employed and that they are privileged to do so. To ensure competency is maintained, all employees are required to participate in continuing education to maintain and improve their competency. This includes education required by Unison as well as their professional boards or certifying agencies.

All employees are expected to demonstrate respect for and treat Clients, co-workers and all guests with dignity at all times.

All employees are expected to maintain professional boundaries with clients served. Examples of this would include but are not limited to borrowing money from or loaning money to a Client, maintaining both a professional and personal relationship (dual relationship) with a Client, engaging a Client to perform personal work for them.

All employees are required to notify the Director, Quality Improvement of any relatives, close friends or neighbors who receive services at the Unison to avoid conflict of interest situations.

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All employees are expected to refrain from violations of ethical conduct standards and may be subject to immediate suspension or termination of employment for gross violations of ethical conduct standards. Examples of this include but are not limited to willful violations of Client's rights, engaging in trafficking in persons, commercial sex acts or coercion, sexual harassment or sexual intimacy with a Client/former Client, physical abuse of a client, inappropriate or exploitive behavior toward a Client, or intoxication while at work or a work function. See also Disciplinary Action –Administrative Policy 411.

All employees are required to notify Human Resources immediately upon learning that they are at risk of being disciplined by their licensing board or that their license has been revoked or that they are voluntarily surrendering their license. All employees are required to notify Human Resources within 14 days, if while employed they are formally charged with or pleaded guilty to a disqualifying offense as listed in applicable laws and regulations. If they are convicted or if they plead guilty, this may result in their immediate discharge from employment.

## **INVESTIGATION AND RESPONSE**

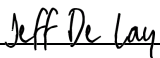
Unison will promptly and thoroughly investigate reports by Unison Representatives, or others that Unison Representatives or an independent contractor is engaging in activity which may be contrary to applicable laws, that such an individual may be submitting bills or claims in a manner which does not meet the Medicare, Medicaid, or other third-party payer requirements, or that the individual is not complying with Unison's Compliance Program and Compliance Code of Conduct or compliance policies and procedures. Unison will respond promptly and thoroughly to problems or concerns brought to Unison's attention, including in the course of auditing or monitoring activities.

### ***□ Unison Representatives Participation and Reporting***

It is the responsibility of all Unison Representatives to report to Unison his or her good faith belief of any violation of the Compliance Program and Code of Conduct, a compliance policy or procedure, or an applicable law or other legal obligation. Unison, at the request of the Unison Representatives reporting the violation, will provide such anonymity to the reporting person as is possible under the circumstances in the judgment of Unison, consistent with its obligations to investigate Representatives' concerns and take necessary corrective action. **Unison Representatives will not harass or retaliate against anyone for good faith reporting of a suspected violation or for assisting in or cooperating with an investigation. Any such suspected actions will be promptly investigated and dealt with.**

### ***□ Purpose of Investigations***

The purpose of an investigation will be to: (a) identify those situations in which the Compliance Program and Code of Conduct, compliance policies and procedures, or applicable law or other legal obligation may not have been followed; (b) identify individuals who may have knowingly or inadvertently engaged in non-compliant activity; (c) facilitate the correction of any non-compliant practices; (d) implement those procedures necessary to ensure future compliance; (e) protect

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Unison in the event of civil or criminal enforcement actions; and (f) preserve and protect Unison's assets.

The Corporate Compliance Officer or the President/Chief Executive Officer will investigate all reports. The Corporate Compliance Officer or the President/Chief Executive Officer will notify the Board Chair of investigations of a significant nature upon discovery of the situation. The Compliance Committee, Board of Directors and legal counsel may be engaged to assist or direct the investigation of the alleged problem or incident as needed. Outside advisors with knowledge of the applicable requirements or standards that relate to the specific problem in question may be used.

#### ☐ *Investigations*

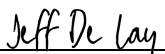
An investigation will be conducted upon receipt of a report or other information, including a monitoring result, which suggests conduct in violation of the Compliance Program and Code of Conduct, compliance policies or procedures, or applicable laws or other legal obligations. All investigations will be conducted independently of those involved in the complaint. Investigations will include but are not limited to interviews with key individuals, review of documents such as billing, client records, review of monitoring activities, review of applicable policies and procedures and review of applicable laws and regulations. Investigations will be completed within 10 working days unless circumstances make the timeline unreasonable or impracticable. A written record will be maintained. Facts will be presented and recommendations will be submitted in writing at the conclusion of the investigation.

#### ☐ *Resolution*

If Unison finds what appears to be criminal or other improper activity on the part of any Unison Representatives or Unison uncovers inappropriate practices or procedures during monitoring activities, Unison will undertake reasonable and appropriate steps to resolve the problem. Such steps may include, but are not be limited to, stopping all billing related to the problem until such time as the offending practices are corrected, initiating an appropriate corrective action plan, taking disciplinary action against the individual or individuals whose conduct violates the compliance program or applicable laws, notification of government agencies, and repayment of improper payments.

### **DISCIPLINE AND EVALUATION**

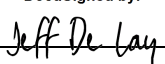
It is Unison's policy to discipline any Unison Representative who willfully or negligently fails to comply with the Compliance Program and Code of Conduct, compliance policies and procedures or applicable laws. Notwithstanding any of the principles or policies adopted as part of the Compliance Program and Compliance Code of Conduct, any employment relationship is terminable at the will of either Unison or the employee, at any time, for any reason or no reason, without advance notice.

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□ *Unison Representatives Discipline*

Unison Representatives may be subject to discipline for failing to comply with this policy, including, but not limited to:

- Failing to perform any obligation required of Unison Representatives relating to the Compliance Program or applicable laws;
- Failing to report suspected violations of the Compliance Program or applicable laws to Unison;
- Failing to implement and/or follow policies and procedures reasonably necessary to ensure compliance with the Compliance Program or applicable laws; or

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Knowingly filing a false complaint or furnishing false information to the Corporate Compliance Officer. These examples are not exhaustive or exclusive. The decision as to what action or inactions constitute a failure to comply with the Compliance Program or applicable law is the sole prerogative of Unison.

☐ *Disciplinary Actions*

The President/Chief Executive Officer or designee will take appropriate action to correct any Unison Representatives' noncompliance. Discipline may include, but is not limited to, exclusion from participation in third-party payer programs, mandated training relative to compliance issues, restriction of practice privileges within Unison, and termination of employment or the independent contractor agreement. In situations involving the President/Chief Executive Officer or a member of the Board of Directors, the Executive Committee of the Board of Directors will take appropriate action.

The decision as to what disciplinary action is appropriate is the sole prerogative of Unison.

## **DEVELOPMENT AND EVALUATION**

The Corporate Compliance Committee will review this Compliance Program and Compliance Code of Conduct on an annual basis. Any revisions will be submitted to the Board of Directors for review and approval.

Addendum I – List of Identified Compliance Policies

Addendum II – Disclosure Form