

# Code of Conduct



# A Message from our CEO

As CEO of Centria Healthcare, I am dedicated to delivering the best quality of service possible to our clients and their families. To achieve this goal, we must maintain a high standard of professionalism and ethical behavior from all members of our team.

To ensure that we uphold these values, it is essential for every team member to do the right thing, the right way, for the right reasons every time. This Code of Conduct outlines the expectations we have for all employees, contractors, and partners of Centria Healthcare, and is intended to promote a culture of respect, integrity, and accountability.

I am inviting everyone at Centria to join me on this journey. By doing so, we can create an environment that supports our mission of providing exceptional care and support to those we serve.

Thank you for your commitment to upholding the highest standards of professionalism and ethical conduct.



**DAVID HARBOUR, CEO**  
Centria Healthcare

# Glossary

## SECTION GUIDE

- **General Business Practices (Pages 1-12)**

A section dedicated to the overall company directives.

- **Quality Service Delivery (Pages 13-22)**

Guidance on how services should be delivered to our clients.

- **Reporting Compliance Concerns (Pages 23-26)**

An effective compliance program requires staff participation.

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# Centria's Code of Conduct

## Part I: General Business Practices

Centria expects the highest level of ethical behavior by its workforce, which includes team members, students, volunteers, contractors and business associates. Centria depends on the honesty, integrity and responsibility of the entire workforce.

This Code of Conduct outlines and establishes Centria's standards for honest and ethical business conduct and workplace behavior.

Although implementation and enforcement will be directed by Centria's Compliance Department, every member of Centria's workforce is responsible for compliance with the standards set forth in this Code of Conduct.





# Regulatory Compliance

Regulatory compliance reflects an organization's adherence to laws, regulations, guidelines and specifications relevant to its business processes. For Centria, this includes requirements set forth by the Department for Health and Human Services (HHS), the Centers for Medicare and Medicaid Services (CMS), the Department of Labor (DOL), and various state and local laws. Violation of these regulatory requirements can and often result in legal punishment, including potential fines or imprisonment.

All members of our workforce must comply with Centria's policies and procedures and applicable laws and regulations. Staying up to date with legal requirements can be complex, so please contact your immediate supervisor or a member of the Compliance Department with any inquiries or concerns.

# Safe Working Environment

Centria operations must comply with all local, state and federal rules/regulations and Company policies that promote the protection of workplace health and safety. You must be familiar with safe workplace practices and safety regulations related to your job and to your working environment.

It is important for you to report to your supervisor any workplace injury that occurs involving you, a client or a co-worker, as well as any situation presenting a danger of injury so that it can be immediately addressed and corrected.

Team members should also complete and submit an Incident Report form related to any client injury or significant event that disrupts or adversely affects the course of treatment of a client.





## Billing for services

Centria is committed to billing and reimbursement practices that comply with federal and state laws, regulations, guidelines, and policies. All bills must be timely, accurate and reflect current rates. This refers to all funding sources such as private insurance carriers, Medicaid/Medicare, and other government-funded contracts.

The federal False Claims Act and similar state or local laws impose liability on any person or entity who submits a false or fraudulent claim for payment to the federal or state government. A false claim can result in serious civil and/or criminal penalties against Centria and individual team members, including significant financial penalties and criminal prosecution. Centria's Fraud Prevention policy includes information on False Claims Acts, team member protections under these laws, and Centria's internal procedures for detecting fraud, waste and abuse.

Centria has various oversight systems to ensure that billing accurately reflects only services that were properly provided. Any suspected violations should be referred to the Compliance Department at Centria.

# Marketing Practices

Marketing practices are conducted with truth, fairness, professionalism and responsibility to clients, the community, and the public at large. Centria's marketing materials will comply with applicable laws and regulations of truth in advertising and non-discrimination. Marketing activities will never knowingly mislead or misinform the public or misrepresent Centria.

No workforce member should make false or misleading statements to any client, person or entity doing business with Centria. Negative comments about those who do business or compete with Centria are unprofessional and inappropriate. Workforce members should not disparage the products or services of Centria or its competitors.

In addition, federal and state laws prohibit Centria and its team members from offering anything of value to a person or entity in exchange for or to influence the referral of a person needing services. These laws also prohibit Centria and its team members from accepting anything of value under similar circumstances. This type of arrangement is known as a bribe or a kickback. Federal and state anti-bribery and anti-kickback laws can be highly complex so team members should promptly refer any questions of this nature to Centria's Compliance or Legal Department.







# Company Resources

All workforce members will preserve and protect Centria's assets by making appropriate, prudent and effective use of resources. Company property includes, but is not limited to, iPads, laptops, laptop cases, cell phones, vehicles, office supplies, books and records, software, electronic mail and e-mail systems, intellectual property and proprietary information etc. Company property should be safeguarded and used in accordance with Centria policies and values.

In general, you may not use any Centria property or resources for your own personal use without your supervisor's permission. Any community or charitable use of company resources and/or assets must be approved in advance by your supervisor.

Centria's workforce should also be aware of the potential risk to personal property while serving clients. For this reason, team members should leave personal items of value at home when working with clients.

# Information Technology & Security

To ensure compliance with federal law, Centria computer users are expected to maintain good security practices by being familiar with and following the Company's Information Technology and Security policies. You are expected to ensure the confidentiality (privacy) of sensitive data by only disclosing it when there is a "need to know," not accessing sensitive information for the sake of curiosity, keeping portable electronic devices appropriately secured, and locking computer workstations before stepping away from your desk.

To maintain a secure operating environment, it is important that you save all files on Centria servers rather than directly onto computer workstations. Team members should choose complex and hard-to-guess passwords, never share passwords, and never open email attachments from suspicious or unknown sources. Team members should immediately report suspicious or unusual activity to Centria's IT Department. In addition, all members of our workforce must contact the Compliance Department if there is any information security breach or theft/loss of any electronic data or device, including mobile phones, laptop computers or portable storage device (USB drive).

Team members may not use internal communication channels or access to the internet to post, store, transmit, download or distribute any threatening, reckless, maliciously false, pornographic or obscene materials. This includes anything constituting or encouraging a criminal offense, giving rise to civil liability or otherwise violating any laws. Team members who abuse our communications systems or use them excessively for non-business purposes may lose these privileges and be subject to corrective action, up to and including termination of employment with Centria.

Centria's communications systems, including electronic mail (email), intranet, internet access and voice mail, are the property of Centria. Centria reserves the right to periodically access, monitor and disclose the contents of intranet, email and voice mail messages. Access and disclosure of individual team member messages may only be done with the approval of the IT, Legal or Compliance Departments.

# Government Relations and Investigations

Team members have a constitutionally protected right to support political candidates and issues of their choosing. While engaged in such activities, team members must at all times make clear that their views and actions are their own, and not those of Centria. At times, Centria may alert you of public policy issues that may impact our business. The Company may ask for volunteers to make personal contact with government officials or to write letters to present our position on specific issues.

If any member of our workforce receives a subpoena, notice or letter related to a government investigation or request for information involving Centria, the recipient must immediately notify Centria's Compliance and Legal Departments. Subject to coordination by General Counsel, Centria will disclose information required by government officials, supply payment information, provide information on subcontractors, and grant authorized federal and state authorities immediate access to the facility and its personnel. All team members and contractors who provide items or services in connection with the Medicaid/Medicare program are required to comply with Centria's policies on responding to investigations. Contractors must immediately furnish General Counsel or the authorized government officials with information required in an investigation.

Workforce members are not permitted to alter, remove, or destroy documents or records belonging to Centria or its clients. Failure to comply with these requirements will result in disciplinary actions and could result in significant sanctions for both the individual and Centria.

# Conflicts of Interest

Team members are obligated to conduct Centria's business in an honest and ethical manner that includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

A conflict of interest occurs when an team member's personal or private interests interfere in any way with the interests of Centria. A conflict of interest may also exist if the demands of any outside activities distract you from the performance of your job or cause you to use Centria's resources for a non-Centria purpose.

Examples of conflicts of interest include, but are not limited to:

- Personal or family financial interests in an enterprise that has business relations with Centria
- Receiving improper personal benefits as a result of one's position with the company
- Ownership by a workforce member of a significant financial interest in any actual or potential competitor or third party
- Performing services for any actual or potential competitor or third party without approval of Centria management
- Engaging in outside business activities that detract from or interfere with your responsibilities to Centria or our clients
- Serving on a public body or in an organization whose interests may limit or interfere with Centria's business interests
- Using work time or Centria resources in pursuit of personal activities which interfere or compete with Centria's business
- Accepting or providing gifts to/from clients or their family members, as well as selling, buying or lending items to clients or their family members
- Purposefully offering or paying remuneration to induce or influence referrals for services payable by any federal healthcare program

You must remain free of conflicts of interest for the proper performance of your job responsibilities. Team members should not engage in any activities that conflict, or might appear to conflict, with the interests of Centria or its subsidiaries. Team members should notify Centria's Compliance Department of any information about any actual or apparent conflicts of interest involving team members or others with respect to the Company.

# Personal Fund Raising

In the interest of maintaining a proper business environment and preventing interference with work, Centria does not allow its workforce members to distribute literature, sell merchandise, solicit financial contributions, or solicit for any other cause during working time.

Workforce members who are not on working time may not solicit members who are on working time for any cause or distribute literature to them. Centria also prohibits solicitations via Centria's e-mail and other telephonic communication systems.

Workforce members may not distribute printed fundraising materials in working areas. Social solicitation activities are to take place only during non-work times in areas where these activities will not disturb others. Centria does not allow non-workforce solicitation on its property without permission.

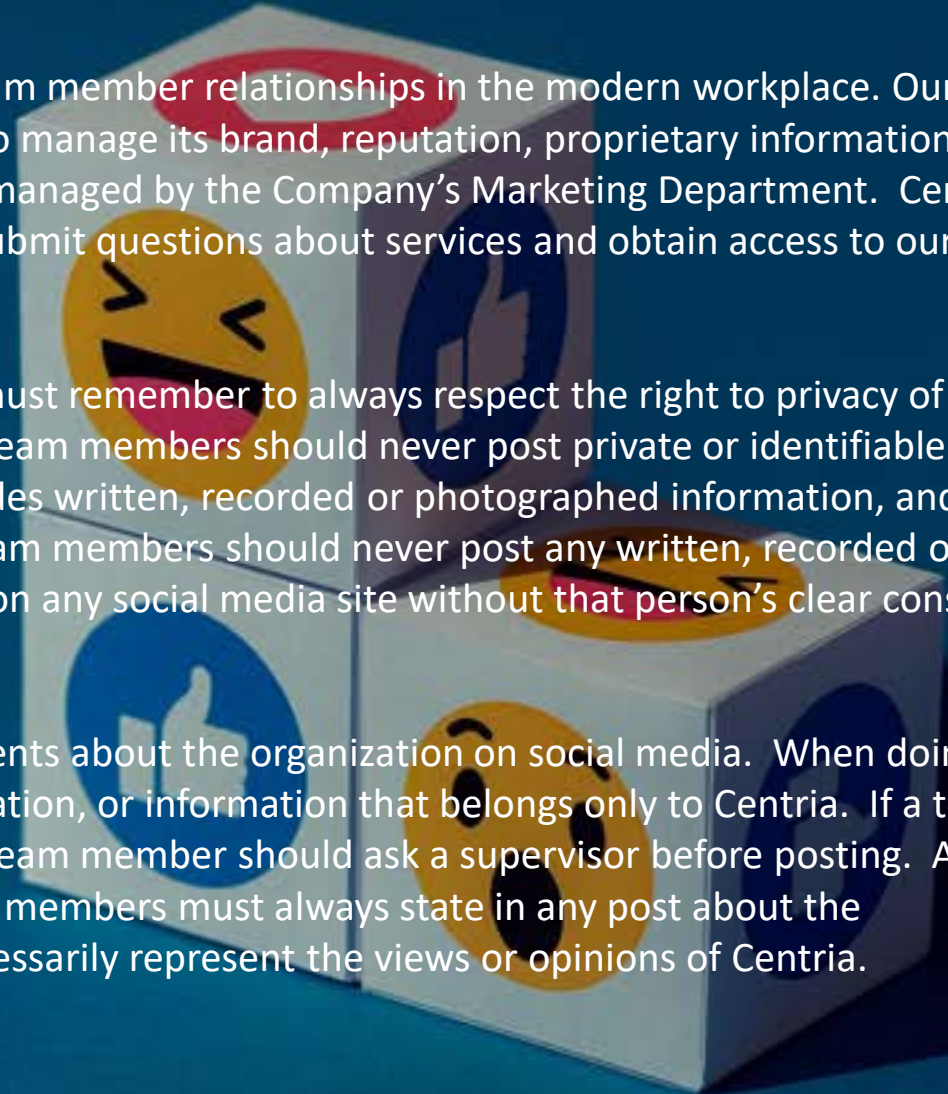


# Social Media Use

Centria embraces the value of social media in promoting good team member relationships in the modern workplace. Our goal is to balance team members' self-expression and Centria's need to manage its brand, reputation, proprietary information and our clients' privacy. Centria's corporate social media presence is managed by the Company's Marketing Department. Centria's social media platforms provide convenient avenues for users to submit questions about services and obtain access to our services.

Because of the sensitive nature of our business, team members must remember to always respect the right to privacy of both our clients and team members when using social media. Centria team members should never post private or identifiable information about our clients on any social media site. This includes written, recorded or photographed information, and this rule applies even if the client gives their consent. Additionally, team members should never post any written, recorded or photographed information about another Centria team member on any social media site without that person's clear consent to do so.

Centria also recognizes the right of team members to post comments about the organization on social media. When doing so, team members are not permitted to post any confidential information, or information that belongs only to Centria. If a team member is not sure if a posting about Centria is permissible, the team member should ask a supervisor before posting. Any posting on social media about Centria must be truthful, and team members must always state in any post about the organization that the statements are theirs alone, and do not necessarily represent the views or opinions of Centria.





# Human Resources

Centria's Human Resources (HR) department is committed to compliance with all applicable laws and adherence to the highest standards of ethical and professional behavior to positively influence workplace and recruitment practices. Centria's HR policies are designed to facilitate fair and equitable treatment of the workforce, including equal employment opportunities, recognition of the value of diversity, and commitment to a workplace free from harassment and/or discrimination.

Compliance with this Code of Conduct requires adherence to Centria's HR policies. Members of our workforce should routinely review these policies including, but not limited to the following:

- Alcohol and Drug-Free work environment
- Harassment, Discrimination and Workplace Violence
- Equal Employment Opportunity

Please reference the **Team Member Handbook** for further information on these and other policies regarding team member expectations throughout your employment journey with us.

# Centria's Code of Conduct

## Part II: Quality Service Delivery

Centria's business is built to serve and support vulnerable individuals and their families, and to help them to develop, pursue and achieve their own goals and dreams through high quality services.

Every Centria team member must understand their duties and responsibilities to provide high quality care to our clients.





# Accrediting Bodies

Accrediting bodies are outside agencies or organizations that are certified or licensed by federal and/or state government to review and certify that an organization conducts business according to certain standards.

Centria is validated by industry accreditation from The Joint Commission and the Behavior Health Centers of Excellence (BHCOE).

Loss of accreditation can make it difficult for an organization to conduct business. It is important that every Centria team member follow the applicable rules and guidelines to maintain our accreditation from these agencies.



# Professional Ethics & Licensure

Centria's team members have the professional responsibility to promote client welfare, health and safety. Centria's team members will accurately and honestly represent Centria in the performance of their responsibilities and in communication with any client, person or other entity. Centria's team members must not engage in any activity or schemes that are intended to defraud anyone of money, property, honest services or to profit personally or assist others in profiting in any way at the expense of Centria or the clients we serve. Additionally, all Centria team members are required to report any and all suspected claims of fraud, waste, or abuse of company or payor resources to Centria's Compliance department and other appropriate authorities as required.

All Centria team members or contractors that carry any type of licensure or other professional certifications must uphold the ethical guidelines outlined by their specific license or certification. In addition, our workforce must always maintain the current status of their licensure or certifications and comply with federal and state requirements for their respective disciplines. Workforce members must immediately notify Centria if their licensure or certification is suspended, terminated, or changed in a way that may prevent that person from rendering appropriate services.



# Rights of the Individuals We Serve



Centria provides individualized, quality services to all individuals we serve. Centria is also an advocate for the rights of individuals who receive our services. It is the responsibility of the entire Centria workforce to familiarize themselves with our clients' rights and to ensure that these rights are respected and protected.

Our clients have a right to receive quality treatment from trained clinical professionals and to be treated with dignity and respect. Our clients have a right to have all services explained to them, including the expected outcomes and any potential risks, and a right to participate in the development and periodic review of their service needs. In addition, we must always remain sensitive to our clients' cultural beliefs and practices during the delivery of high-quality clinical services.

Team members should never have any type of personal gain at the expense of a client, even when doing so is the expressed wish of the client or client's family members. Clients or family members may want to "help out" a team member by loaning a car or money to pay bills, or they may offer to "sell" a team member something he/she needs at a price far below fair market value or on "credit" until the team member can afford to pay. Taking advantage of these situations puts the team member's interests above the client's and diverts focus from the client's needs.

# Confidentiality and Privacy

Every member of Centria's workforce has the obligation to continuously protect and safeguard all client information, proprietary information, intellectual property and personnel information to prevent unauthorized disclosure.

All information concerning persons served by Centria must be considered confidential and access limited to the client, guardian or legal representative, direct service providers or other persons specifically authorized. All programs and services must ensure that the individual's right to privacy is honored at all times. Without specific informed authorization, any information, whether written, electronic media, video, photographic, audio or other personal information may not be disclosed.

Confidential information about Centria's strategies and operations is also a valuable asset. Examples of confidential information include but are not limited to:

- Strategic plans
- Marketing strategies
- Information pertaining to acquisitions, mergers, or affiliations
- Personnel data maintain by the company
- Pricing and Fee data
- Supplier and contractor data
- Financial performance data
- Proprietary software

Centria's workforce must maintain the confidentiality of client information and other confidential or privileged information in accordance with Centria policies, state and federal statues, Health Insurance Portability and Accountability Act (HIPAA) guidelines and other legal and regulatory standards.

# Service Documentation

Each team member of Centria is responsible for the timely and accurate reporting of time worked and documenting services that were provided.

Centria and its team members are prohibited from submitting service notes that do not meet federal, state, local or private funding source requirements for payment of a claim. This includes the submission of any service claim that:

- Was not performed or was not performed as described on the claim form;
- Was performed but was not medically or otherwise necessary;
- Contains information you know to be false.

All service notes must be signed by the service provider, and many notes also require the signature of the client/legal guardian or someone authorized by them. Team members must be aware that a service note becomes a billing document that must be completed fully and accurately. Any falsification of hours, information or signatures on a service note is a serious violation of company policy and will result in corrective action, up to and including termination of your employment with Centria.





# Professional Boundaries

Centria expects its workforce to set appropriate personal and professional boundaries with clients, clients' family members, and other personnel at the organization for the protection of both our workforce and our clients.

Team members are required to maintain physical boundaries by respecting personal space. You must treat all clients with equal respect and avoid having "favorites" or treating a person as "special" in relation to other people we serve.

Examples of professional boundaries with our clients include, but are not limited to:

- No communications that are unrelated to the services provided by Centria
- No sharing of personal information beyond what is necessary to provide services
- No interaction during non-work hours including any form of social media
- No dating and/or sexual relationships with our clients, their family members, or others residing in their home.

Staff are encouraged to notify their supervisor of any known preexisting relationships with Centria clients (such as relatives, friends and significant others) and to restrict access to any associated client medical records. Transparency of this nature complies with Centria's Code of Conduct and promotes appropriate professional boundaries.

# Gifts and Gratuities

Centria policy prohibits the acceptance of gratuities, in the form of gifts or money, from our clients, clients' family members/guardians, or Company vendors. Gifts and/or money should be returned with an explanation that Company policy does not permit acceptance.

When given as a sign of appreciation, a non-monetary gift from a client that has nominal cash value may be acceptable under certain circumstances. Before accepting gifts of this nature, team members should discuss the situation and circumstances with their supervisor or the Compliance Department.



# Background & Exclusion Screening

Background checks may include social security, motor vehicle, government sanctions/exclusions and criminal history for each new team member, intern or volunteer as consistent with Centria's policy. Retention or contracting of independent contractors, vendors, temporary staff and/or other business associates must also be screened in accordance with Centria's background screening and interview policies and procedures.

Centria will not knowingly hire, retain, employ or contract with any individual or entity that has been excluded from participation in any state- and/or federally-funded program. Centria also will not knowingly conduct business or continue to conduct business with any individual or entity, whether independent contractor, subcontractor, supplier or vendor, who has been excluded from participation in any state- and/or federally-funded program.

You must advise your immediate supervisor, local management team or the Compliance Department if you become ineligible to participate in state and/or federally-funded programs. Verification of licenses, certifications, and scholastic information must be made through the appropriate licensing or certifying agency. Failure to obtain proper verification may result in the filing of a false claim if the team member or contractor providing the service was later found not to be properly credentialed.







# Client Abuse, Neglect or Exploitation

Centria does not tolerate abuse, neglect or exploitation of the individuals we serve. If you are aware of any abuse, neglect or exploitation of a Centria client, your obligation is to report it immediately to your supervisor and to the authorities as outlined in state law.

If any abuse, neglect or exploitation of a Centria client involves potential misconduct on the part of a Centria team member, you must report this to Centria's Compliance Department. The Compliance Department will cooperate with authorities to ensure the concern is investigated in a timely manner with client safety as our priority.

There are guidelines and time frames for reporting such incidents in each state, and it is very critical for you to follow the guidelines for your work location. If you are unsure of your mandatory reporting requirements, you may contact the Compliance or Legal Department for assistance.

# Centria's Code of Conduct

## Part III: Reporting Compliance Concerns

Centria's Board of Directors has determined that the Compliance Department is the appropriate entity to evaluate, investigate and recommend appropriate actions to be taken by the Company in the event of violations of Centria's Code of Conduct. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Conduct.

The implementation of individual employment actions resulting from violations of Centria's Code of Conduct will be the responsibility of operational supervisors and/or Centria's Human Resources Department.





# Identifying a Compliance Issue

To identify a potential compliance issue, you should ask yourself the following questions:

- Is the action legal?
- Is the action ethical?
- Is the action supported by Centria's Code of Conduct?
- Is the action supported by Company policy?
- Is it the "right thing" to do?

If your answer to any of these questions is "No" then you must report the issue to Centria's Compliance Department.

# Do you have a Compliance Concern?

A compliance issue exists when there is a violation of the law, regulations or Centria's Code of Conduct.

It is the responsibility of every Centria team member to report any potential compliance violation or misconduct that they believe to be illegal or unethical.

A team member who makes a compliance report in good faith will be protected from retaliation or retribution from any member of Centria's workforce.

## How to Report

Send a confidential email to:  
[CorporateCompliance@centriahealthcare.com](mailto:CorporateCompliance@centriahealthcare.com)



The Compliance email address is available for making a report. This is the quickest and easiest way to share your concern with the Compliance Department.

Call the confidential hotline at:  
1-866-842-7126



Centria also maintains a Compliance hotline that team members can call any time of the day, seven days a week. The hotline is operated by an outside vendor, and it is a good option for those who would like to remain anonymous.

When making a report by email or the hotline, please provide a detailed description of your concern. This would include the location and any important dates, times and names of those who are involved in the issue.



# Prohibition Against Retaliation

Team members have a responsibility to report concerns about actual or potential wrong-doing either witnessed or suspected. Both direct and anonymous reporting mechanisms are available to all Centria team members to assist in meeting this responsibility.

Centria's non-retaliation policy protects team members, who in good faith, report known or suspected instances of inappropriate business conduct or activities that violate local, state or federal regulations or the Company's Code of Conduct. Management, supervisors, or other team members are not permitted to engage in retaliation, retribution or any form of harassment or discrimination directed towards a team member who reports a good faith compliance concern. Any member of Centria's workforce who experiences retaliation as a result of their reporting responsibilities should immediately report the matter to the Compliance Department.

Compliance reporting processes are NOT intended to replace your local supervisor or existing channels for reporting workplace incidents, conflicts with co-workers or employment-related concerns. These matters should be reported to your supervisor, operational management or Centria's Human Resources Department in accordance with Company policies and procedures.

Any person who purposely reports false information or attempts to settle personal grievances by making false reports or repeating reckless gossip will be subject to corrective action.



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