

Code of Professional Business Conduct

Administration and Application of The Code of Professional Business Conduct

NIA expects each employee and professional contractor to abide by the principles and standards identified in this *Code of Professional Business Conduct* and to conduct the business affairs of NIA in a manner consistent with the general statement of principles set forth.

Nothing contained in this *Code of Professional Business Conduct* is intended to nor shall be construed as providing any additional employment or contract rights to employees or other persons.

NIA will make every attempt to communicate changes concurrent with or prior to the implementation of such changes. NIA reserves the right to modify, amend, or alter the *Code of Professional Business Conduct* without notice to any person or employee.

Any employee or professional contractor who, in good faith, reports possible illegal or unethical conduct will be protected from retribution, reprisal, or retaliation of any kind. NIA will make every effort to protect the confidentiality of anyone reporting such information.

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1. Purpose

The National Imaging Associates, Inc. (“NIA” or “Company”) *Code of Professional Business Conduct* has been adopted by the Board of Directors to provide a set of standards by which employees and professional contractors will conduct themselves in order to protect and promote the integrity of NIA’s business practices and to enhance NIA’s ability to achieve its organizational mission.

2. Introduction

NIA is committed to conducting business with competence and integrity and in accordance with all federal, state, and local laws. It is the policy of NIA to prevent the occurrence of unethical or unlawful behavior, to halt any such behavior as soon as reasonably possible after its discovery, to discipline Company personnel who violate Company policies, and to implement any changes in policies and procedures necessary to prevent recurrences of a violation.

This *Code of Professional Business Conduct* contains the ethical and legal guidelines under which all employees and professional contractors are expected to conduct themselves during the course of their business activities. It also provides those with whom we do business and the general public with a formal statement of NIA’s commitment to the standards and rules of ethical business conduct. The *Code of Professional Business Conduct* is the cornerstone of the NIA Corporate Compliance Program.

It is essential that every employee and professional contractor of NIA comply with the policies and procedures contained in this *Code of Professional Business Conduct*, report any potential violations and assist in the investigation of any alleged wrongdoing. Any suspected violation should be reported to the Legal/Compliance Department. Anyone who, in good faith, reports possible illegal or unethical conduct will be protected from retribution, reprisal, or retaliation of any kind. NIA will make every effort to protect the confidentiality of anyone reporting such information.

3. Ethics

NIA is committed to the highest ethical standards and integrity in conducting its business. NIA employees and professional contractors should always conduct themselves in a fair and honest manner in an effort not to discredit themselves or the Company. Employees and professional contractors are required to comply with all federal, state, and local laws, rules and regulations to which NIA’s business activities are subject.

Violations of law could result in criminal prosecution of individuals and/or NIA, and upon conviction, lead to fines or even imprisonment. Advice of the Legal Department should be sought whenever a question arises regarding any law, rule or regulation, or when unusual issues arise involving the government, customers, vendors, consultants, professional contractors, or other employees.

4. Professionalism

The standard of professionalism that NIA is committed to providing its clients is directly related to the degree of professionalism demonstrated by NIA employees and professional contractors. Therefore, all employees and professional contractors should adopt an attitude of prompt service, cooperation, and helpfulness towards coworkers, clients, members, and providers.

It is NIA's policy to emphasize the quality of its services and to avoid negative comments about a competitor or its products or services. If an employee or professional contractor makes statements, either oral or written, concerning a competitor or its products or services, those statements must be fair, factual, and complete.

NIA is committed to ensuring that health plan members receive appropriate quality diagnostic imaging services based on identified clinical needs. In doing so, NIA professionals must guard against over and under-utilization of diagnostic imaging services, self-referral abuse, and ensure the involvement of members, health plan medical directors, and ordering and referring physicians, in medical decision-making for diagnostic imaging procedures. NIA is committed to utilization management decisions based upon appropriateness of care and service provided to health plan members. NIA employees and professional contractors involved in utilization review do not receive financial incentives for denials of coverage or service. Each employee and professional contractor with utilization management duties identified in their position description, is required to sign an affirmative statement regarding incentives. NIA encourages utilization management practitioners and staff to make appropriate utilization decisions and discourages inappropriate denials. The statement is an affirmation that compensation for any employee or professional contractor involved in utilization management decisions is not based upon the quantity or type of denial decisions rendered.

NIA's accreditation by the American Accreditation Healthcare Commission/URAC and National Committee for Quality Assurance (NCQA plus compliance with applicable regulations serve as the foundation for NIA's business practices, professionalism, and commitment to its healthcare partners.

5. Conflicts of Interest

There are many situations that may be considered a "conflict of interest." Conflicts of interest should be avoided. Employees and professional contractors must avoid any business, financial, or other relationship that might impair, or even appear to impair, independent judgment rendered on behalf of customers or NIA. Actions that may involve, or appear to involve, a conflict of interest must be avoided in business relationships. Guidelines that may represent a conflict of interest are provided below:

5.1 Personal Financial Gain – Employees and professional contractors must not have any financial interest, either internally or externally, that might influence their corporate decisions or actions. Such interests could include a personal or family interest in a business that has a relationship with NIA or an investment in a company that competes directly with NIA.

All employees and professional contractors have an obligation to fully and accurately disclose any and all interest or activities, which are in conflict, or create the appearance of conflict, with their obligations and responsibilities to NIA. Such disclosure should be made to the employee/professional contractor's supervisor, the Human Resources or Legal Department. The disclosure will be reviewed and action will be taken to either remove the conflict or appearance of conflict.

5.2 Outside Activities – Outside employment or activities that have a negative impact on the employee/professional contractor's ability to do his/her job, conflict with his/her obligations to NIA, or reflect negatively back on NIA should be avoided.

Employees and professional contractors may encounter situations where a speaking commitment or appearance at a professional meeting/conference involves receipt of a fee. The circumstances of the appearance will determine whether the

employee/professional contractor should be responsible for the fee or submit it to the Company.

- 5.3 Use of Company Funds and Assets** – NIA assets should be used solely for the benefit of NIA and its clients. Every employee and professional contractor is responsible for ensuring that NIA assets are used only for valid business purposes.

Assets are not limited to money, equipment, and office supplies. They also include client business contacts, member, provider and claims data, business strategies, financial reports, client utilization data, and proprietary software and data systems.

Any employee or professional contractor who has any knowledge of fraudulent activities related to the use of Company assets has the obligation to inform NIA immediately.

- 5.4 Insider Trading** – In general, employees and professional contractors of NIA and their families may invest in securities that are publicly traded without the approval of NIA. In the event that NIA becomes a publicly traded company, it is expected that no employee/professional contractor of NIA or members of their families would buy or sell securities of NIA while in possession of material non-public information obtained through employment by NIA or otherwise.

6. Confidential and Proprietary Information

Employees/professional contractors' work includes access to personal information about NIA's clients, providers and their members. NIA's business also involves financial, marketing, customer pricing, medical management and operations that is the property of NIA and is essential to NIA's success. The unauthorized transmittal of NIA's plans, programs, and policies could cause harm to NIA, its clients, and their members. Any unauthorized disclosure will subject an employee or professional contractor to disciplinary action, up to and including immediate dismissal. Such disclosure may also be a violation of federal, state, or local laws, possibly subjecting an employee/professional contractor and NIA to civil and/or criminal liability. In dealing with NIA's confidential and proprietary information, some guidelines to follow include:

- 6.1 Health Information** – Use of medical records and other information received from NIA's clients and/or their providers or members is permitted for business purposes only. Data confidentiality and integrity shall be safeguarded at all times including instances when health information is transmitted through electronic communications systems. When health information is transmitted via an electronic communications system, NIA's policy on such transmission shall be followed and proper steps taken to protect this information.
- 6.2 "Need-to-Know"** – Any confidential or proprietary information may be discussed with others only on a need-to-know basis.
- 6.3 Confidentiality Agreements** – On occasion, when it becomes necessary to share confidential information outside NIA for legitimate business purposes, employees and professional contractors shall release this information only after obtaining a signed confidentiality agreement covering the terms of its use.
- 6.4 Inadvertent Disclosures** – All employees and professional contractors must be careful not to make inadvertent disclosures of NIA confidential information or client confidential information in either social conversations or in normal business relations with NIA's clients. Under circumstances when an NIA employee/professional contractor comes into the possession of confidential information inadvertently or without a business need to

know, the employee/professional contractor shall safeguard such information and shall not disclose this information within or outside NIA.

- 6.5 Trademark and Copyright Protection** - NIA employees and professional contractors must properly utilize copyright and service mark requirements and graphic standards as imposed by both NIA and its clients. It is also very important that employees and professional contractors disclose to both management and the Legal Department any new works of authorship, technology advances or unique solutions to business problems that the employee/professional contractor develops during employment with or that relate to NIA. This gives NIA the opportunity to protect these new works under applicable patent, trademark, copyright or proprietary information laws and regulations.

NIA is also required to honor the copyrights of other parties. Employees/professional contractors may not copy any copyrighted work, including copyrighted computer software, without the permission of the copyright owner or its authorized agent, as required by law.

- 6.6 Personnel Actions and Decisions** – Salary, benefit, and other personal information relating to employees or professional contractors will be treated as confidential. Personnel files, payroll information, disciplinary matters, and similar information shall be maintained in a manner designed to ensure confidentiality in accordance with applicable laws. Employees and professional contractors should exercise care in order to prevent the disclosure of such information.

7. Financial Responsibility

NIA maintains a system of internal controls designed to reasonably ensure that all transactions are properly executed and recorded in accordance with the proper authorization. All financial information must reflect actual transactions and conform to generally accepted accounting principles. All NIA employees and professional contractors are required to adhere to these policies.

- 7.1 Fraud and Abuse** – Health care fraud and abuse is a significant problem for the health insurance industry. NIA expects its employees and professional contractors to refrain from conduct that may violate the fraud and abuse laws. There are areas that NIA employees/professional contractors need to be conscious of related to these laws. They include: underutilization of services, failure to provide an adequate health care delivery system, assuring appropriate turn-around time and payment for “clean claims,” adherence to federal and state appeal processes, both internal and external, and denial of medically necessary care. NIA employees and professional contractors should also report any evidence on the part of a provider or client of over utilization, underutilization, upcoding, falsifying charges, unbundling, or reporting costs incorrectly. Each employee and professional contractor is asked to be vigilant in watching for these activities and to immediately report all suspected fraudulent activities by other employees, professional contractors, client health plans, or providers within a health plan. Reporting of such activities will remain strictly confidential and should be made to the Legal/Compliance Department.
- 7.2 Reporting Integrity** – All financial reports, utilization management reports, performance measures, accounting records, research reports, expense accounts, timesheets, and other documents must accurately and clearly represent the relevant facts and the true nature of a transaction. These records serve as the basis for managing NIA’s business and are important in meeting the Company’s obligations to clients, members, providers, regulators, accrediting bodies, and shareholders. Improper or fraudulent accounting,

documentation, or financial reporting is against Company policy and may be in violation of applicable laws.

8. Regulatory Compliance and Accreditation

NIA provides services in many states and is subject to the state regulations that govern its business. In many jurisdictions, NIA holds a license to perform utilization management services and is subject to the specific regulations of that state for the processes involved with this service. For federal healthcare programs, NIA must comply with federal regulations. In addition, medical record and confidentiality laws apply to NIA's activities.

NIA is accredited by American Accreditation Healthcare Commission /URAC and National Committee for Quality Assurance (NCQA), which also have standards that apply to the Company by virtue of the accreditation or certification. Further, NIA follows standards of other private accrediting bodies to the extent NIA has been delegated responsibility by a client for an accredited function.

8.1 Dealing with External Regulators and Accrediting Bodies – In the event of a government audit, inspection, or request for documents, NIA employees and professional contractors are asked to be courteous and businesslike to the government representatives and to contact the General Counsel immediately. The General Counsel will guide employees/professional contractors in responding to such requests and will provide these officials with the information to which they are entitled based upon the focus and scope of the inspection. During a government inspection or inquiry, the employee/professional contractor must never conceal, destroy, or alter any document, lie, or make misleading statements to the government representative. Employees and professional contractors should not do anything that would purposefully cause themselves or a colleague to provide inaccurate information or obstruct, mislead, or delay the communication of information or records relating to a possible violation of law.

NIA will deal with accrediting bodies in a direct, open, and honest manner. Each employee and professional contractor shall provide information to accrediting bodies in accordance with these parameters, and the standards of the particular accrediting body and applicable law.

9. Professional Credentials

NIA licensed professionals, either employees or professional contractors, must hold active unrestricted state licenses for the function they are performing in the Company. They must be eligible to participate as providers for federal healthcare programs. Further, current certifications and other credentials may be required depending upon their positions. NIA requires evidence of current licensure and other credentials from these employees or professional contractors as a condition of employment.

10. Business Information and Information Systems

The information used and obtained by NIA is critical to the Company's ability to conduct business. Therefore, all information systems, whether web site, computers, telephones, fax machines, paper, or voice mail and electronic mail, represent the backbone of NIA's business. These information systems belong to NIA, and should not be used in violation of the law or company policy. Every employee and professional contractor is required to protect and maintain the confidentiality, security, availability, and integrity of these systems and the information that passes through them.

10.1 Maintaining Computer and Network Security – Computers including software, data, and associated functions are essential to the daily functions of NIA. Therefore, employees and professional contractors must protect and maintain the confidentiality of the following:

- Information used to access NIA's systems, including but not limited to, user identification numbers, login accounts, and passwords.
- Computer systems, corporate data and data supplied by clients, providers, and members, application software, audit logs and files used for back-up and recovery purposes.
- All data stored or communicated in NIA's computers are considered proprietary. Employees and professional contractors are required to protect this information in accordance with executed confidentiality agreements and applicable state and federal law.

10.2 Use of Electronic Communication Systems – The applications of voicemail, electronic mail, Internet access, and NIA's facsimile machines provide both a valuable tool in employees/professional contractors' daily work life and an asset to NIA clients. It is important to remember, however, that these systems are considered Company property and are to be used by NIA personnel for business related purposes. Voicemail, facsimiles, and electronic mail messages, as well as other computer-stored data are considered corporate business records. NIA employees and professional contractors are expected to follow all applicable NIA policies governing the use of such electronic communications and the safekeeping and retention of all corporate records and assets.

10.3 Retention of Records – Health information and business documents are retained in accordance with state and federal law. Health information and business records include paper documents, computer-based information such as e-mail, voice mail, or computer files on disk or tape, or any other medium that contains information regarding NIA or its business activities. All NIA employees and professional contractors are responsible for the integrity and accuracy of the business records maintained by NIA. The destruction or disposal of NIA's records and files is not discretionary. Legal and regulatory practices require NIA to retain records for defined periods of time. No NIA employee or professional contractor should alter or falsify information on any record or document. It is important to retain and destroy records appropriately. If an employee/professional contractor is uncertain about the proper retention period for a document or data and/or restrictions for destroying said document or data, he/she should consult with their immediate supervisor or contact the Legal Department.

10.4 Corporate Communications – NIA's goal in all corporate communications is to communicate the truth to all of NIA's publics. The term "publics" includes the general public, government agencies, clients, providers, vendors, employees and the media. NIA can be subject to serious criminal and civil penalties for any false, fraudulent or misleading statements to any of its "publics."

All corporate communications should be prepared both accurately and carefully. In general, requests for information should be directed to the appropriate department for preparation and response. Requests for general Company information should be directed to those employees directly responsible for ongoing communications with the group(s) making the request. Any inquiry that relates directly to a pending or threatening legal matter or regulatory issue should be referred to the Legal Department for response.

11. Work Environment

NIA is committed to providing a safe and healthy workplace for all employees, professional contractors, and visitors. It is NIA's policy to operate its business in a manner that respects the environment and conserves natural resources. Every employee and professional contractor has a responsibility to abide by applicable laws and regulations as they relate to the environment, and to work cooperatively with the appropriate authorities to remedy any environmental contamination for which NIA is responsible.

It is the policy of NIA to recruit, hire, train, promote, assign, transfer, layoff, recall and terminate employees and professional contractors based upon their own ability, achievement, experience and conduct, without regard to race, color, religion, sex, age, marital status, sexual orientation, ethnic origin or disability or any other classification prohibited by law. NIA is also committed to providing reasonable accommodations for any disabled employee/professional contractor and applicant.

These commitments can only be met if all employees/professional contractors treat each other with courtesy and fairness and have respect for the dignity of others.

11.1 Harassment - It is the policy of NIA to provide employment opportunities and a work environment free of harassment. The Company will not tolerate harassment of its employees/professional contractors. Any form of harassment related to an employee/professional contractor's race, color, sex, religion, national origin, age, marital status, sexual orientation, or physical or mental handicap is a serious violation of Company policy and will be treated as a disciplinary matter. Harassment includes verbal, physical, and visual harassment, solicitation of sexual favors, unwelcome sexual advances; and creating or maintaining an intimidating or hostile work environment.

11.2 Substance Abuse – NIA does not tolerate the use of illegal drugs or the abuse of illegal drugs or alcohol by its employees/professional contractors. Any employee wishing confidential assistance with a personal alcohol or drug problem is encouraged to contact NIA's Employee Assistance Program (EAP).

12. Business Courtesies

NIA is aware that in the context of everyday business, any employee or professional contractor may be placed in a situation where they will either be offered a business courtesy by a potential or current client or may wish to extend a similar courtesy to a potential or current client. As with most business practices, there are guidelines that direct these practices.

12.1 Receiving Courtesies

In the event that a potential or current client offers an NIA employee or professional contractor a courtesy, the courtesy must not include expenses paid for any travel costs or overnight lodging. The cost associated with such an event must be reasonable and usually should not exceed \$100.00 per person.

Gifts offered by a vendor, with whom NIA has a business relationship, should not exceed \$50.00 in value. Perishable or consumable gifts given to a department or group are not subject to any such limitation.

No NIA employee or professional contractor should ever accept cash or cash equivalents, such as gift certificates from an outside business entity. No gift of any sort should ever be solicited by any NIA employee/professional contractor.

12.2 Extending Courtesies

In an attempt to develop a business relationship, any NIA employee may be faced with an opportunity to extend an invitation to a social event. During such events, business must be discussed and the host must be present. The cost associated with the event should be reasonable and should fall within the \$100.00 per person guideline.

To avoid the appearance of impropriety when giving gifts or offering services to a potential client, these gifts and services should never be used to influence the relationship.

Federal and state governments have strict rules and laws regarding gifts, meals and other business courtesies for their employees. NIA employees should be cautious in providing any gifts, entertainment, meals or anything else to a government employee, except for minor refreshments in connection with business discussions.

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Reviewed and Approved By:

Sr. VP, Chief Legal & Compliance Officer