

### **III. GENERAL POLICIES**

#### **A. Code of Ethics**

A Company's reputation for integrity is its most valuable asset and is directly related to the conduct of its officers and other employees. Therefore, employees must never use their positions with the Company, or any of its clients, for private gain, to advance personal interests or to obtain favors or benefits for themselves, members of their families or any other individuals, corporations or business entities.

The Company adheres to the highest legal and ethical standards applicable in our business. The Company's business is conducted in strict observance of both the letter and spirit of all applicable laws and the integrity of each employee is of utmost importance.

Employees of the Company shall conduct their personal affairs such that their duties and responsibilities to the Company are not jeopardized and/or legal questions do not arise with respect to their association or work with the Company.

While there may be honest differences of opinion concerning ethical behavior in specific situations, the Company expects its employees to discuss any questions or differences about ethical behavior through normal management channels. If necessary, employees should contact the Office Manager for assistance in resolving any such differences that might exist.

Any employee who violates the Code of Ethics will be subject to appropriate disciplinary action based on the severity of the violation. Appropriate action may include termination of employment.

The management staff shall ensure a copy of this Code of Ethics is placed in the hands of every employee.

Nothing in any of our policies should be construed to interfere with the rights of employees engaging in protected, concerted activity pertaining to wages, hours or working conditions under Section 7 of the National Labor Relations Act.

#### **Standards of Expected Conduct**

Excellence can be achieved when every employee exhibits positive work behaviors. These Standards of Expected Conduct shall serve as a guide for all conduct in our day-to-day interests on behalf of the Company. This code applies to all employees. These same behaviors also create a great place to work.

#### Individual Behaviors

- Treat everyone around you in a caring, respectful, and dignified manner.
- Promote and model a positive and enthusiastic work attitude.
- Be friendly and cooperative.
- Use good manners. Be courteous and polite.
- Follow the Company's policies and procedures.
- Ensure compliance with regulations.
- Work scheduled hours.
- Arrive at your work site on time.
- Accurately report hours worked and expenses incurred.

- Accept constructive feedback and change behavior when necessary.
- Work with little supervision, yet seek guidance as needed.
- Give proper notice of anticipated absences.
- Never reveal confidential information. Honor everyone's right to privacy.
- Be honest, reliable, and ethical in all business dealings.
- Use Company property and equipment carefully and for intended business purposes.
- Be honest and straight-forward in your dealings with others.
- Take pride in your work. Show initiative, recognize what needs to be done, pay attention to detail, and always pursue excellence.
- Follow instructions.
- Always keep working at improving your abilities and learning new skills.

#### Behaviors When Interacting With Others

- Behave in a professional manner.
- Keep disagreements away from public areas.
- Keep confidential discussions away from public areas.
- Provide honest feedback on progress and problems.
- Hold one another accountable.
- Build mutual respect and long-term relationships by listening to and communicating openly with others within the workplace and with clients.
- Work as a team member. Be willing to negotiate and compromise to achieve group success.
- Assert personal views in a reasonable manner. Listen to and respect the opinions of others and the differences in others.
- Make decisions based on facts, after considering the possible short- and long-term consequences of the decision. Seek resolutions that benefit everyone involved.
- Share knowledge, ideas and skills with others. Be a role model and mentor to new employees.
- Take time to help others.
- Take time to talk to people face-to-face about difficult issues.
- Express gratitude.
- Compliment people when work is done well.

This policy does not apply to employees engaging in protected, concerted activity pertaining to wages, hours or working conditions under Section 7 of the National Labor Relations Act.

#### **B. Conflict of Interest Policy**

It is the policy of the Company that all staff exercises the utmost good faith in all transactions touching upon their duties to the Company, its resources, and purpose. In their dealings with and on behalf of the Company, their judgments and determinations shall be guided by a rule of honest and fair dealing between themselves and Company.

It is the policy of UCM that any duality of interest, possible conflict of interest, or perception of conflict of interest on the part of any patient or staff person be disclosed to the President. This disclosure should include the nature and degree of the external interest that could potentially conflict with the individual's role as a representative of the Company.

### **C. Giving or Accepting Gifts**

Giving or accepting gifts in a business setting can create a sense of obligation or the appearance of obligation. A gift can be anything of value, including such items as a ticket to a sporting event or play, a non-business meal, a bottle of wine, a free service, a special discount, or an all-expense paid trip to a conference, or conference.

The President must approve all gifts that are accepted and given to patients, the board, subcontractors, vendors or similar business contacts doing business with or seeking to do business with the Company.

### **D. Whistleblower Policy**

A whistleblower as defined by this policy is an employee of the Company who reports an activity that he/she considers to be illegal or dishonest to one or more of the parties specified in this Policy. The whistleblower is not responsible for investigating the activity or for determining fault or corrective measures; appropriate management officials are charged with these responsibilities.

Examples of illegal or dishonest activities are violations of federal, state or local laws; billing for services not performed or for goods not delivered; and other fraudulent financial reporting. If an employee has knowledge of or a concern of illegal or dishonest fraudulent activity, the employee is to contact the COO or Human Resources. The employee must exercise sound judgment to avoid baseless allegations. An employee who intentionally files a false report of wrongdoing will be subject to discipline up to and including termination.

Whistleblower protections are provided in two important areas -- confidentiality and against retaliation. Insofar as possible, the confidentiality of the whistleblower will be maintained. However, identity may have to be disclosed to conduct a thorough investigation, to comply with the law and to provide accused individuals their legal rights of defense. The Company will not retaliate against a whistleblower. This includes, but is not limited to, protection from retaliation in the form of an adverse employment action such as termination, compensation decreases, or poor work assignments and threats of physical harm. Any whistleblower who believes he/she is being retaliated against must contact Human Resources immediately. The right of a whistleblower for protection against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated.

All reports of illegal and dishonest activities will be promptly submitted to the Human Resources who is responsible for investigating and coordinating corrective action. Employees with any questions regarding this policy should contact Human Resources.

### **E. Work Product Ownership**

Each of our employees generates work product during their employment with the Company. This work product is work for hire and is therefore proprietary to our Company or the patient. Although the employee generates such work product, the employee does not acquire any rights in or to this property.

By continuing employment with us, each employee waives any and all right, claim or interest to such work product, including without limitation documents, designs, structures, reports, and other materials generated by each employee during their employment. Each employee acknowledges, by signing the Company's Intellectual Property document, that such property shall remain the exclusive property of the Company at all

times, including upon the termination of employment.

## **F. Confidentiality**

Our patients and constituents entrust UCM with important information relating to their business. Information about UCM, its employees, patients, and vendors are to be kept confidential and divulged only to individuals within UCM with both a need to receive and authorization to receive the information.

If in doubt as to whether information should be divulged, err in favor of not divulging information and discuss the situation with the UCM. In safeguarding the information received, UCM earns the respect and further trust of our patients and constituents. All records and files, hard copies and electronic, maintained by UCM or at patients sites are confidential and remain the property of the Company. Records and files are not to be disclosed to any outside party without the express permission of the UCM. Confidential information includes, but is not limited to: financial records, business records, marketing, and strategic plans; personnel and payroll records regarding current and former employees, and any account information on patients, vendors, and constituents; inventions, programs, trade secrets, formulas, techniques, and processes; and any other documents or information regarding UCM's operations, procedures, or practices. Confidential information may not be held on personal computers or removed from all Company premises without express authorization.

Confidential information obtained during or through employment with UCM may not be used by any employee for the purpose of furthering current or future outside employment or activities or for obtaining personal gain or profit. UCM reserves the right to avail itself of all legal or equitable remedies to prevent impermissible use of confidential information.

Any violation of confidentiality seriously injures our reputation and effectiveness. Therefore, employees may not discuss Company business with anyone who does not work for us, and may not discuss business transactions with anyone who does not have a direct association with the transaction. Even casual remarks can be misinterpreted and repeated, so develop the personal discipline necessary to maintain confidentiality.

If you hear, see, or become aware of anyone else breaking this trust, consider what they might do with information they get from you. If you are questioned by someone outside the Company or your department and you are concerned about the appropriateness of giving them certain information, remember that you are not required to answer, and that we do not wish you to do so. Instead, refer the request to Human Resources.

No one is permitted to remove or make copies of any Company records, reports, or documents without prior management approval. Because of its seriousness, disclosure of confidential information could lead to dismissal.

## **G. Community Relations**

UCM attempts to earn the understanding, goodwill, and respect of the communities in which it operates. One of the ways we do this is by encouraging employee participation in community activities. Sound community relations help to establish and foster a bond of interest between UCM and its neighbors through which all parties benefit.

## **H. Conduct and Employment Outside of Work**

In general, UCM does not seek to interfere with employees' off-duty activities. However, the Company will not tolerate off-duty conduct that impacts negatively on the Company, either in terms of an employee's individual work performance or the business interests of the Company, including its reputation.

UCM prohibits outside employment (including self-employment) that is in conflict with UCM including working for a patient without authorization. Outside employment may not impact the employee's work performance or schedule, and/or affects the business interests of the Company.

### **I. Non-Solicitation of Employees**

During employment and upon termination of employment, whether involuntary or voluntary, all employees are subject to and agree not to directly or indirectly solicit for employment or otherwise encourage the departure of any employee working for Company.

Soliciting or distribution of literature by non-employees on Company property is prohibited at all times. Employee solicitations for gifts (employee resignations, retirements, weddings, births, etc.) are authorized during meal periods. Questions regarding a permissible solicitation should be directed to Human Resources.

Under no circumstances should an employee of Company be solicited for any purpose.

### **J. Protecting Company Information**

Employees may have access to confidential information about the Company, including but not limited to information about patients, friends or other staff.

Proprietary information, including technical knowledge, know-how, and the experience developed in the course of the business activities of the Company is an asset that must be protected. Much of the information developed in research, programs, marketing, sales and finance is original in nature and essential to our continued success. All employees have an obligation to protect this information and not disclose it to outsiders.

Such confidential information includes, but is not limited to, the following examples:

- Company processes;
- Computer identification codes and passwords;
- Patient information;
- Financial information;
- Marketing strategies;
- Pending programs and proposals;
- Research and development strategies.

Intellectual property and proprietary information are valued assets. Patents, trademarks, trade names, copyrights, trade secrets, and other technical and business information including data, designs and processes, comprise intellectual property.

Such information must remain confidential and may not be released, removed from the Company's premises, copied, transmitted or in any other way used for any purpose by employees outside the scope of their

employment.

Protecting our Company's information is the responsibility of every employee and we all share a common interest in making sure it is not improperly or accidentally disclosed. Do not discuss the Company's confidential business with anyone who does not work for us. In addition, only authorized employees are permitted to access Company files and records. Any violation of this policy may result in immediate termination.

Questions concerning patient confidentiality may be addressed with the COO.