Code of Conduct

Attached is a revised Code of Conduct for Radisphere. This Code of Conduct was prepared to ensure that each Radisphere employee, physician, vendor, and client has a clear understanding of Radisphere's commitment to the highest standards of professionalism, honesty, fairness, and compliance with federal and state laws and regulations in conducting business. All Radisphere employees are expected to read and comply with this document and each of its provisions. Failure to do so may jeopardize Radisphere’s reputation and subject the company to regulatory action and subject individual employees to disciplinary action, up to and including termination of employment.

Radisphere desires to build and maintain a reputation as a company comprised of highly trained and qualified individuals committed to excellence in everything we do as a company. Individual actions by Radisphere employees and physicians directly impact our reputation as an organization. Therefore we each have a personal responsibility to conduct ourselves in a manner that reflects the highest ethical standards and commitment to compliance with all applicable laws and regulations.

Specifically, this Code of Conduct provides general guidelines for all Radisphere employees to follow in the performance of their daily duties. It is intended to serve as a framework for how Radisphere should conduct itself as an entity. The guidelines established in this Code of Conduct are reinforced in greater detail by Radisphere's various operational policies and procedures.

Should you ever find yourself in a situation in which you are unsure how to proceed, or if you have any questions or concerns regarding these guidelines, please do not hesitate to reach out to a manager, supervisor or our Human Resources department. We assure you that there will be no retaliation against employees who raise concerns about the conduct of other employees or supervisors. If you wish to report a concern or suspected violation of law anonymously, Radisphere has established a Compliance Concern Hotline that can be utilized twenty four hours a day. Callers to the hotline shall remain anonymous and the confidentiality of the content of their concern shall be assured to the limit of the law.

The Senior Management team at Radisphere pledges their full commitment to uphold the principles set forth in this Code of Conduct. Together we can excel in our commitment to provide the highest quality of service to our clients and their patients and to conduct our business in accordance with the highest standards of professional courtesy and integrity.

Scott P. Seidelmann
President and CEO
Radisphere is committed to maintaining a culture of integrity and excellence throughout the organization. We have adopted this Code of Conduct (the “Code”) to highlight and summarize many of our core principles, but it is not exhaustive and the organization’s Corporate Compliance Plan includes a comprehensive range of compliance activities that are designed to avoid legal and ethical problems, effectively address compliance allegations, and remedy the effects of noncompliance. Each Radisphere team member is responsible for ensuring that he or she understands and follows the policies, procedures, and portions of the Compliance plan pertinent to his or her role.

**Our Vision**

Radisphere leverages technology and scale in order to deliver a standards-based care delivery model in radiology. Our vision is to serve, to teach and to give back to the field of radiology and ultimately improve outcomes in the overall healthcare market.

**Our Core Values**

*Personal Commitment to Excellence.* We attract those individuals who desire to be the best in their field and who are dedicated to lifelong learning and continual improvement, no matter what their contribution scope may be. We will constantly seek to review our performance and improve the quality and efficiency of our service.

*Referring Physicians are Our Responsibility.* Patients go to Physicians. Physicians come to Radiologists for answers. All efforts are to be made to make the best diagnosis and communicate those results clearly to our Referring Physicians.

*Patients Need the Best Service.* Beyond the Referring Physician and the images lie a patient and a family waiting for answers. Patient safety is our top priority and each step we take in our services must keep in mind that timeliness, accuracy, and completeness of results makes all the difference in the world of healthcare.

*Collegial Collaborations with All.* Every interaction with clients, patients, referring physicians, team members and colleagues should be caring, professional and collegial. Our combined efforts should result in our being collectively better at everything we do.

*Commitment to the Highest Ethical Standards and Corporate Compliance.* We recognize that being a health care provider involves special ethical responsibilities and we are committed to comply with all federal and state laws and regulations. We must at all times conduct the business of the organization with honesty and when making ethical decisions we should proceed as if all of our work activities were taking place in the open or in front our clients.
Introduction

Radisphere is committed to ensuring our core values are reflected in the services we provide and the seven standards of conduct that follow are intended to serve as a guide in meeting these commitments.

Quality of Care

Conduct Standard #1

We shall provide high quality care and related services to patients, physicians, and client organizations in a reliable, appropriate, and cost effective manner.

- We have a duty to deliver our services professionally and competently with the intent of meeting the needs of patients.
- Each of us must protect the dignity and privacy of the patients we serve by ensuring personal health information is secure.
- A responsible physician bases recommendations for patient follow up treatment on medical necessity.
- Services will be provided solely in accordance with the clinical needs of the patient.
- All have a responsibility to affirmatively address any deficiency or error by reporting it to a supervisor who can assess the problem and take appropriate action.
- Every patient has the right to receive appropriate quality care without discrimination due to race, creed, gender, national origin, sexual orientation, disability, age, or source of payment.

Compliance with Laws and Regulations

Conduct Standard #2

Radisphere shall operate in accordance with the highest moral and ethical standards, and in full compliance with all applicable laws, rules and regulations.

- All employees and radiologists are to conform to all applicable laws, rules and regulations, and must maintain a high level of honesty, integrity, and fairness in business and personal conduct. Any activity that could reasonably be expected to reflect adversely upon the integrity of Radisphere must be avoided.
- Employees, radiologists and others covered by this Code shall promptly report to appropriate levels of management when they have reason to believe a violation of law, regulation, company policy or code has occurred.
- Contracts must be reviewed and approved by Radisphere legal counsel before being signed by an authorized Radisphere representative to ensure all contracts conform to all laws and regulations.
• Radisphere shall bill clients and/or third-party payers in compliance with federal and state laws and regulations.
• All employees, client practices, and business associates are expected to be familiar with all applicable laws, rules and regulations governing their area of work.
• No Radisphere employee or physician shall offer, pay, solicit, or receive any payment to or from an individual or entity to induce, or in return for, the referral of patients or business. Payment includes anything of value, in cash or otherwise. Radisphere legal counsel must approve, in advance, any transaction that may implicate this subsection.
• All business data, records, and reports will be prepared in a timely, accurate and truthful manner, in accordance with internal policies and applicable laws, rules and regulations. All accounting books and records shall be prepared pursuant to the established accounting and internal control policies.
• Employees, radiologists and business associates are expected to comply with state and federal antitrust laws in carrying out the company business.
• Radisphere will compete in the market place on the merit of our services. Marketing to patients, clients and the community will be truthful and accurate.
• Employees and radiologists who attend or belong to a professional trade association where it is possible to discuss company activities must clear such activities with the Chief Compliance Officer to insure compliance with antitrust laws and avoidance of legal pitfalls associated with professional trade association programs.
• Employees and radiologists should avoid discussing externally pricing policies, analyses, payer lists, costs, profits or profit margins, market shares or markets, distribution and supply practices, market survey and studies or any other competitive or proprietary confidential information.
• Radisphere is committed to cooperate fully with government investigations regarding potential violations of antitrust, health care and/or other laws and regulations.

**Human Resources Considerations**

**Conduct Standard #3**

We shall reasonably protect, support and develop the human resources of the company to the fullest extent of their potential in a fair and equitable manner. Radisphere seeks to be a responsible employer by providing opportunities for professional satisfaction, pride of work, and career growth.

• Proper respect and consideration will be shown among all employees and radiologists of the company. Discriminatory treatment, sexual harassment, or unlawful harassment of any type will not be tolerated.
Equal employment opportunities will be extended to all individuals regardless of race, color, religion, sex, national origin, age, disability, sexual orientation, or any other unlawful selection/evaluation criteria.

Any employee or radiologist reporting to work, or discovered at work, in a condition which suggests that he or she is under the influence of narcotics, illegal drugs, prescription drugs used improperly, or alcohol will not be permitted to report to or remain on the job. Management, with consultation with human resources, will take further action if necessary.

Employees and radiologists have a fundamental responsibility to show appropriate respect and consideration for one another, regardless of position or relationship.

Supervisors have a responsibility to create a work environment in which concerns can be raised and openly discussed. Radisphere shall encourage input through regular meetings with managers and supervisors and other communication vehicles. In addition, employment concerns shall be acknowledged and responded to in a reasonable length of time.

Radisphere recognizes that a well trained staff is critical to achieving its mission. Therefore, Radisphere shall provide reasonable training to assist in developing professional skills.

Radisphere values employees and radiologist’s contributions and shall appropriately recognize outstanding achievements.

Health & Safety

Conduct Standard #4

We shall develop and follow corporate practices to protect the health and safety of patients, employees and radiologists, and create a professional work environment for patients, employees, radiologists and business associates.

All are obligated to perform their work in a manner so that no reasonably avoidable harm is caused to self, patients, affiliates or others.

Each supervisor is charged with the responsibility to ensure that all receive proper training in healthy and safe work practices, and to develop programs to eliminate or minimize, to the extent reasonably feasible, any hazards to the health and safety of employees, radiologists, and patients in accordance with applicable laws and regulations.

Radisphere operates a drug free workplace and will not tolerate the manufacture, dispensation, possession, distribution, use, or being under the influence of illegal drugs or alcohol in the workplace.

All are required to report any practice or condition that may violate any health or safety law, rule, regulation of standard to the appropriate supervisor.
• All are expected to consider the needs of patients first and foremost, and to take any actions reasonably necessary to facilitate the protection of patient health, safety and comfort.

Conflicts of Interest

Conduct Standard #5

We shall refrain from and avoid conflicts of interest, or the appearance of conflicts, between private interests of any employee and his or her official responsibilities and duties performed on behalf of Radisphere.

• Employees and radiologists must refrain from engaging in any action, activity or transaction that would create an actual or potential conflict of interest with Radisphere, our clients or patients. Conflicts of interest exist where actions or activities result in an improper personal gain or advantage to an affiliate, improper influence on business judgment, or the performance of company business activities, or give rise to divided loyalty or service.

• Any company information obtained by an employee or radiologist which has not been released to the general public shall not be disclosed, and shall not be used for personal gain or other improper use, including buying or selling any stock which may be affected by such confidential information.

• Radisphere policy prohibits the giving of gifts or “perks” to employees, radiologists, business associates or other referral sources unless these gifts are;
  o Non-cash
  o Of token or de minimis value
  o Given uniformly without regard to the volume or value of business referred
  o Not offered for the purpose of inducing or compensation for the referral of patients or business.

• Unless authorized by Radisphere’s Conflict of Interest policy and approved by the CCO, as applicable, no employee may work for a company that is in competition with or provides services or supplies to Radisphere.

• Employees and radiologists have a duty and responsibility to report any actual or perceived conflicts of interest. It is essential that all such matters be brought to the attention of those who can properly assess the conflict and determine how to proceed.

• Employees and radiologists are expected, as long as they have a relationship with Radisphere, to conduct business to the best of their ability for the benefit and interests of Radisphere.
Protection of Proprietary Business and Patient Interests

Conduct Standard #6

We will protect confidential patient information from improper disclosure. We will also protect the assets and confidential information of the company against loss, theft, destruction, misappropriation and misuse.

- Employees and radiologists possessing or having access to patient, client, employee, or proprietary business information are responsible to ensure such information, whatever its form, is protected against improper access or use by unauthorized individuals.
- All are required to report client and patient information accurately, honestly, completely, and properly, in accordance with applicable policies and procedures established by the company.
- Disposal of surplus, junked or obsolete property will be in accordance with company policy. Unauthorized disposal of property is considered a misuse of assets.
- No employee or radiologist may use or reveal, outside of the context of his or her official duties, any confidential or proprietary information, or disclose or use, directly or indirectly, confidential information obtained as an employee or physician of Radisphere for personal gain.
- Assets of the company assigned or made available to employees and radiologists, including equipment, supplies, and records and marketing lists, may be used only for authorized company business. All company assets in the custody of any employee or radiologist must be maintained and cared for properly, and surrendered to the company in an acceptable condition upon termination of employment or contract.
- Patient, client, or provider lists must not be shared with any individual or entity outside of the company without proper safeguards.
- Employees and radiologists must safeguard confidential information regarding patients including information related to the course of treatment, medical history, or current health status, and other information contained in patient records.
- Employees and radiologists must safeguard confidential information regarding current and former employees including information relating to salary, performance appraisal, medical history, current health status, finances, and other information contained in personnel files.
- Patient records are only to be released in accordance with company release of information policies and procedures. We shall deny a request when proper authorization is not present.
- Radisphere is committed to developing and maintaining a system of internal controls to adequately protect company assets against waste, fraud and abuse.
• Employees and radiologists shall safeguard computer systems and only allow authorized individuals to have access to computer systems, information and software.

**Billing, Coding and Records Integrity.**

**Conduct Standard #7**

We shall maintain timely and accurate patient records and bill only for services actually rendered as documented in patients medical records.

• Radiologists will accurately document all diagnoses and findings in a timely and accurate manner.
• The company will bill only for services actually rendered and which are fully documented in the patient’s medical records.
• We will bill for services using only billing codes that accurately describe services rendered.
• Radisphere is committed to accurate and truthful billing to patients and/or third party payers, and will not misrepresent charges to, or on behalf of, a patient.
• Company shall ensure that all payments and other transactions are properly authorized by management and properly documented in records, including computer databases.
• Company shall alert the payer, correct any billing errors, and refund any money received but not due as soon as inaccuracies are discovered in submitted bills.
• We will take steps to ensure communications between the clinical staff and the billing/coding staff facilitates accuracy in billing.
• We shall only bill for services based upon documented medical necessity, and must assign the services to the appropriate categories.
• Radisphere will respond to all questions and complaints related to a patient’s bill in a direct and honest manner.

**Asking Questions, Raising Challenges and Reporting Ethical Violations**

All Radisphere Representatives have an obligation to help us maintain our high standards by reporting an actual or potential violation of law, regulation or Radisphere policy. Any employee who has a concern or is concerned that any other employee has violated (or plans to violate) any law or organization policy has a duty to contact a supervisor, the human resources department or the Chief Compliance Officer. Confidential reports may be phoned to the compliance concern hotline at 855-359-4422 or sent to complianceconcerns@radisphregroup.com.

Anyone who has suggestions for improvements to Radisphere’s Compliance Plan is encouraged to contact their manager, supervisor, the Compliance Director or the Chief Compliance Officer.
Consequences for Ethical or Compliance Violations

Violations of the requirements of the U.S. federal health care programs can be prosecuted by both the Office of the Inspector General and the Department of Justice. Radisphere and its team members may be liable for violations for any of these laws and convictions of these types often result in exclusion from continued or future participation in the federal health care programs, meaning the organization’s services would not be reimbursed by Medicare, Medicaid or other federal health care programs. Any employee that fails to adhere to these laws, the Code of Conduct, or other organization policies and procedures will be disciplined accordingly, up to and including termination of employment.