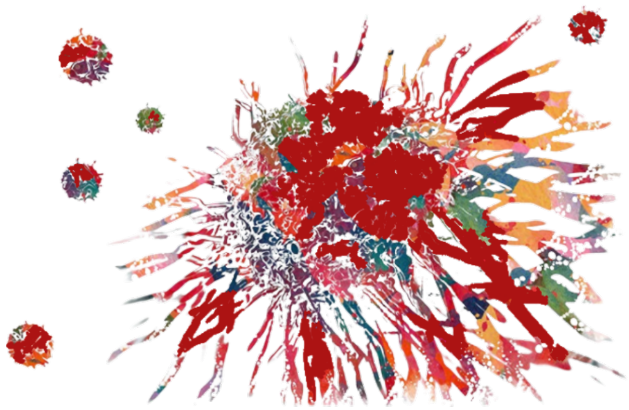
Versant Diagnostics

Code of Conduct



Version 1.0 Effective Date: September 2022

Versant Diagnostics
1785 State Highway 26, Suite 110
Grapevine, TX 76051

Versant Diagnostics
Code of Conduct

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To our Employees and Colleagues:

Versant Diagnostics ("VERSANT DIAGNOSTICS") aims to become the nation's largest independent Physician Services Company focused on Anatomic Pathology. We combine advanced technology with the most skilled and diverse set of pathologists to provide superior, one-stop service to hospitals and independent practices. At Versant Diagnostics, precise, timely and compliant service to our physician partners comes before all else. Because we know every minute and minutiae counts when it comes to the physicians' practice and their patient's health. In providing our services we are committed to establishing and maintaining a workplace environment reflective of our Mission and Vision.

We are committed to the highest quality of healthcare and management services that we provide to our affiliated labs and organizations we serve. We are promoting a safe and diverse work environment, ethical business practices, grounded in compliant operations and mutual respect for our work. We are committed to excellence in care and service at Versant Diagnostics, our affiliates and partners. We are also committed to compliance with all applicable laws, regulations, as well as our own policies and procedures.

A key element of our Compliance Program is the *Versant Diagnostics Code of Conduct ("Code")* that affirms our mission, vision, values and professional standards at Versant Diagnostics and those entities we serve, manage or own. Our Code is our overall compliance guidance document and applies to all Versant Diagnostics employees, the employees of affiliated entities we own or manage as well as our Board.

Our success requires the active participation of every individual associated with our organization. If you know or suspect that a law, regulation, policy or our Code are not being followed, you have an affirmative duty to report this information. Our open door policy encourages you to report or discuss a concern. We have designated a Chief Compliance Officer to lead our Compliance Program activities and established a toll-free *Compliance Hotline*. Reports can be made confidentially and anonymously. We also can assure you that management will not tolerate retaliation for good faith reporting items of concern to anyone in management, Human Resources, the Chief Compliance Officer, or the Hotline.

Our managers, pathologists, and physician leaders join us in pledging our full commitment to upholding the *Code of Conduct* and the Compliance Program. By complying with these standards you will help to maintain a positive, safe and compliant and diverse work environment for you, your coworkers and colleagues. Our compliance efforts are critical to making Versant Diagnostics the type of company we all want to work for and can be proud of.

Sincerely,

James Billington, CEO

INTRODUCTION TO THE CODE OF CONDUCT ("CODE")

We are committed to the goal of serving our clients, affiliates and their providers and patients, and business partners in an ethical, legal and responsible manner, consistent with Versant Diagnostics' mission and values. Our reputation for integrity and excellence requires careful observance all applicable laws and regulations, as well as the highest standards of conduct and personal integrity. The *Code of Conduct*, is the foundation of our Compliance Program and serves as our code of behavior guiding us in our daily activities and business dealings.

The *Code*, as well as all statutes, regulations, guidelines, and our policies and procedures **must be observed by everyone**: employees, pathologists of affiliates, physicians, contractors, volunteers, and members of the board of directors, officers and anyone else engaged in our work environment or acting on behalf of Versant Diagnostics or its managed or owned entities. No one, regardless of position, will be allowed to compromise adherence to the *Code,* statutes, regulations, business standards, policies or procedures. Failure to comply with the *Code,* statutes, regulations, guidance, policies and procedures can result in serious damage to our standing in the community, regulatory action against the organization and individual employees, and employee disciplinary action up to and including immediate termination.

If you have any questions about the *Code* or about any of our policies or practices, don't hesitate to ask questions to your immediate supervisor, another manager, Human Resources, or the Chief Compliance Officer. Our managers and the Chief Compliance Officer have been charged with a special obligation to be available and responsive to employees when questions arise about adherence to the *Code*. We also implemented a confidential *Compliance Hotline*, you may contact at **855-252-7606** to voice your concerns. The Compliance Hotline is a toll free number, available 24 hours a day and offers anonymity if you so choose.

The *Code* is designed to provide general guidance, and does not replace our policies and procedures, but assist us as a guidepost in navigating through the complex regulatory and enforcement environment in healthcare. Rather, it serves as a "constitution" for our Compliance Program. If there is no specific policy, the Code becomes the policy. If a policy and a Code conflict, the Code becomes the policy. In seeking additional guidance and direction regarding the *Code*, employees are encouraged to refer to existing compliance policies and procedures. The *Code* is a "living document," which will be updated periodically to respond to changing conditions. Thus, Versant Diagnostics reserves the right to modify or terminate any or all of the standards or principles in the *Code* at any time.

MISSION AND VISION

Mission Statement:

Versant Diagnostics will become the nation's largest independent physician services company focused on anatomic pathology. We combine advanced technology with the most skilled and diverse set of expert sub-specialized pathologists to improve patient outcomes.

Vision Statement:

To be a leader catalyst in improving medical diagnostics through the convergence of the latest technology and leading physicians.

QUALITY OF CARE AND SERVICE

STANDARD OF CONDUCT: ***We are committed to providing quality care and services. Our first responsibility is to our affiliates, clients, and their patients.***

- We will improve client satisfaction and patient safety through engaging with highly skilled and qualified pathologists and clinical personnel in our management of entities providing diagnostic pathology services.
- We will accomplish quality care and service by taking all aspects of patient care and service seriously and with utmost diligence.
- We will employ or engage properly licensed and credentialed health care professionals with the proper experience and expertise to carry out their duties.
- We will require pathologists and clinical personnel to maintain high levels of clinical performance and professional standards for patient quality care and service through completion of continuing medical education requirements and additional training in high-risk areas.
- We will identify individual patient needs and requirements and take all actions reasonably necessary to provide quality care and services.
- We will treat all individuals with whom we interact (including employees, pathologists, other Versant Diagnostics personnel and affiliates personnel, and any other person) with courtesy, respect, and dignity.
- We will make sure diagnostic treatment decisions based upon the clinical needs of the patient and medical necessity.
- We will not discriminate against any patient on the basis of race, color, religion, gender, age, disability, or other areas protected by law.
- We will communicate in an open and honest manner with employees, clients or patients.
- We will maintain the confidentiality, integrity, and security of any patient medical records, personal health information (PHI) or personal identifiable information (PII) in keeping with all laws, regulations, and professional standards.
- We will follow all applicable laws regarding patient rights and protected health information (PHI).

COMPLIANCE WITH LAWS AND REGULATIONS

STANDARD OF CONDUCT: ***We are committed to conduct our business with integrity, ethically and competently and in compliance with all applicable laws and regulations.***

- We will conduct our business while following all applicable laws, regulations and policies and refrain from any illegal, dishonest, or unethical conduct.
- We will promptly report to a member of management, the Compliance Office, or the Compliance Hotline whenever there is a concern or a possible violation of the Code, law, regulation, or policy has occurred.
- We will not tolerate any retaliation or other negative action against anyone who reports a concern or suspected violation in good faith.
- We will expect all employees, regardless of position, to be familiar with applicable laws, regulations, and policies governing their areas of responsibilities.
- We will not provide money or anything of value in order to influence the referral of business payable by a government program.
- We will not provide or accept kickbacks, bribes, product bonuses, special rebates, discounts or anything of value in order to influence the referral of patients of services.
- We will abide by False Claims Act, Anti-kickback and Stark Laws and ensure that our employees and managed or owned affiliates are trained in these laws.
- We will ensure that all records, reports, statements, communications, and representations are accurate, complete, and truthful and comply with applicable laws and regulations.
- We will ensure to provide compliance monitoring of claims for payments billed by our managed or owned affiliates are supported by proper documentation that the services contracted for were in fact provided.
- We will maintain a high level of integrity in business conduct and avoid any conduct that could reasonably be expected to reflect adversely upon our integrity.
- We will not pursue business opportunities that require unethical or illegal activity.
- We will ensure that all financial reports or other information is filed timely, accurately, and in conformance with the applicable laws and regulations.
- We will maintain all business data, records, and reports completely, accurately, and truthfully. All accounting books and records shall be maintained according to

generally accepted accounting principles (GAAP), established accounting policies, and internal control procedures.

- We will compete in the healthcare industry solely on the merits and excellence of our services.

- We will ensure that marketing information, both oral and written, provided to affiliates, partners, physicians, patients and others is clear, correct and non-deceptive.

- We will not engage or contract with HHS OIG excluded individuals or entities (OIG LEIE list) or anyone deemed ineligible to participate in any federal healthcare program.

- We will report any violations or suspected violations of law, regulations, or policy, including this *Code*.

HUMAN RESOURCES AND WORK ENVIRONMENT

STANDARD OF CONDUCT: ***We are committed to creating a workplace where employees and colleagues are treated with dignity, respect and fairness.***

- We shall recognize that our employees are our most valuable assets.
- We shall provide a work environment for all employees and colleagues free from harassment and intimidation.
- We shall not tolerate verbal or physical harassment (including sexual harassment).
- We shall make all employment and promotion decisions without regard to race, color, religion, sex, age, disability, national origin, family status, or military veteran status.
- We shall review and evaluate each employee's performance periodically in an objective, consistent, and uniform manner.
- We shall continually strive to build confidence and professionalism in every employee and colleague.
- We shall work to maintain open lines of communication so that the views of each employee and colleague may be considered and their opinions given proper respect.
- We shall show respect and consideration for one another, regardless of status or position.
- We shall apply the *Code* and personnel policies equally to all employees regardless of position in the workplace.
- We shall provide reasonable training opportunities to assist employees to build and maintain professional skills.
- We shall keep information confidential regarding current and former employees, including information related to salary, performance, medical history, current health status, finances, and other information contained in personnel files.
- We shall maintain a workplace that protects the health and safety of our employees and colleagues and promote health and safety at our affiliates we manage or own.
- We shall provide training on the *Code* to all employees and affiliates.

- We shall ensure that no one will be required to subordinate his or her reasonable and lawful professional standards, judgment, or objectivity to those of any other individual.

- We shall not permit any action of retaliation or reprisal to be taken against an employee who reports a violation of law, regulation, organization policy, or the *Code*.

- We shall not tolerate verbal or physical intimidation or threats of violence towards any employee.

- We shall conform to the standards of our professions and exercise judgment and objectivity in the performance of our duties.

- We shall respect every employee's right to confidentiality of certain employment records, including certain health information, as well as the privacy of personal activities outside of business hours.

- We shall familiarize ourselves and comply with the contents of *Code of Conduct*, applicable Employee Handbook(s), as well as with the policies and procedures applicable to our employment and responsibilities at Versant Diagnostics.

BILLING, CODING AND RECORDS INTEGRITY

STANDARD OF CONDUCT: ***We are committed to the highest quality of healthcare coding and billing, and administrative management services and promoting sound ethical business practices.***

- We will support maintenance of timely and accurate patient records and coding and billing only for services actually rendered as documented and supported in the patient's medical records.

- We will not knowingly submit or have a managed affiliate submit for payment or reimbursement a claim we know to be false, fraudulent or fictitious..

- We will commit to compliance practices that implement coding to the highest degree of specificity, and assign procedure codes (CPT/HCPCS) and diagnosis codes that most accurately describe the treatment that was rendered. Upcoding, fragmentation, duplicate billing, and unbundling are unlawful and strictly prohibited.

- We will periodically review coding practices and policies of affiliates we monitor or manage for compliance, including software edits, to ensure they are consistent with all applicable Federal, state and private payor healthcare program requirements.

- We will periodically conduct compliance reviews of bills, reimbursements, and medical records to ensure compliance with applicable billing, coding and documentation requirements.

- We will regularly review our records for credit balances and promptly refund any overpayments.

- We will retain medical documentation and billing records in a manner consistent with applicable laws and regulations, including HIPAA standards as they apply to us.

- We will ensure to alert the payor, correct any errors in billing, and refund any money received but not due, as inaccuracies are found.

- We understand that providers need to report and refund any identified overpayments made by Federal health care programs within 60 days.

- We understand that providers may not routinely waive insurance co-payments or deductibles.

- We will not alter or prematurely destroy any document in response to, or in anticipation of, a request for those documents by any government agency or court.

- We will respond to all questions and complaints related to a patient's bill or client's inquiry in a direct and honest manner.

PROTECTION AND USE OF INFORMATION, PROPERTY AND ASSETS

STANDARD OF CONDUCT: ***We are committed to protecting the organization's property and information against loss, theft, destruction or misuse.***

- We will correctly use and care for all property and equipment entrusted to us.
- We will protect confidential and proprietary organizational information and not use or reveal such information except in the proper performance of duties.
- We will maintain and inventory supplies and fixed assets and keep them secure.
- We will not permit making unauthorized copies of computer software or applications or using unauthorized personal software on computer equipment.
- We will not communicate or transfer any information or documents to any unauthorized persons.
- We will honor and protect patients' protected health information (PHI) that we are exposed to through our business operations by using administrative, technical and physical safeguards and report any breaches in a timely and compliant manner.
- We will not use of technology to compose, transmit, access, or receive or post on/use with social media any data or images that contains content that could be considered discriminatory, offensive, obscene, threatening, harassing, intimidating, or disruptive to any employee or other person or entity.
- We will not use personal emails for Versant Diagnostics business, unless authorized, and not transmit PHI in an unsecure manner or using personal email.
- We will safeguard the use and disclosure of protected and proprietary information.
- We will be personally responsible and accountable for the proper expenditure of funds and for the proper use of property.
- We will follow established internal control procedures in handling and recording all funds and property.
- We will disclose business information only as required in the performance of our job or as expressly authorized by a responsible manager.
- We will never use or share "inside information" which is not otherwise available to the general public for any manner of direct or indirect personal gain or other improper use.

- We will pursue ethical and compliant use of technology and confidential data in our endeavors, including the ethical usage of Artificial Intelligence (AI).

- We will report any observed misuse of property to management.

HEALTH AND SAFETY IN THE WORKPLACE

STANDARD OF CONDUCT: ***We are strongly committed to providing a healthy, safe and secure work environment.***

- We will comply with all safety and health requirements whether established by Versant Diagnostics; federal, state, or local laws; or our accrediting organizations.
- We will comply with all applicable environmental laws.
- We will take all reasonable precautions and follow all safety rules and regulations to maintain a safe environment for our clients, customers, patients, employees, all personnel, vendors, colleagues, and visitors.
- We will follow all laws and regulations regarding the disposal of medical waste and hazardous material, as it applies to us.
- We will promptly report any accidents involving injury to an employee or visitor.
- We will promptly report all spills or accidents involving hazardous materials.
- We will provide training in healthy and safe work practices to reduce hazards to health and safety.
- We will ensure regular inspection of the work area for health and safety risks, eliminate or report risks, be familiar with health and safety procedures, and train employees in health and safety precautions.
- We will not permit the manufacture, sale, possession, distribution, or use of illegal drugs or alcohol at work.
- We will not report to work while under the influence of illegal drugs or alcohol.
- We will comply with our work and safety rules to protect the well-being of our employees and business.
- We support human rights and corporate social responsibility in our business dealings and do not allow utilization of child labor in workforce operations or coerced or abusive labor practices in our business dealings.
- We will exercise good judgment with regard to the environmental aspects of the use of buildings, property, laboratory processes, and medical products.
- We will report any practice or condition that may violate any rule, regulation, or safety standard.

CONFLICTS OF INTEREST

STANDARD OF CONDUCT: ***We are committed to acting in good faith in all aspects of our work and avoiding conflicts of interest or the appearance of conflicts between our private interests and our work duties.***

- We will perform our duties on behalf of Versant Diagnostics and its affiliates without having our loyalty divided or compromised.
- We shall refrain from and avoid conflicts or the appearance of impropriety between our private interests and our responsibilities in performance of our duties
- We will maintain unbiased relationships with actual and potential vendors and contractors.
- We will not offer, accept, or provide gifts or favors, such as meals, transportation, or entertainment that might be interpreted as a conflict of interest.
- We will not accept a gift and never accept cash or cash equivalents as gifts from vendors, patients, clients, or customers.
- We will exercise good faith and fair dealing in all transactions that involve our responsibilities to the organization.
- We will not misuse our positions as employees for personal gain.
- We will not accept outside employment that conflicts with our positions without making it known to a member of the Board of Directors.
- We will not hire or have a business relationship with a relative without making it known in advance to a Board member.
- We will avoid situations that would create an actual or even an appearance of a conflict of interest.
- We will avoid any situations, actions, or activities as employees that may involve the obtaining of an improper personal gain or advantage, or an adverse effect upon the interest of Versant Diagnostics and its affiliates.
- We will act solely in the best interest of Versant Diagnostics whenever we are acting as an agent of Versant Diagnostics in our dealings with suppliers, patients, clients, customers, or government agencies.
- We will not become involved, directly or indirectly, in outside commercial interests that could improperly influence our actions.

- We will not extend or maintain credit, arrange for the extension of credit, or renew an extension of credit in the form of a personal loan to or for any director or executive officer.

- We will not invest in any organization that is a potential competitor, supplier, or customer of Versant Diagnostics without prior written approval by executive management.

- We will not engage in any outside employment that interferes with our ability to adequately perform our duties.

- We will not place any business with any firm in which there is a family relationship that may constitute a conflict of interest.

- We will not have, directly or indirectly, an interest in any business that does or seeks to do business with Versant Diagnostics, or seeks to compete with Versant Diagnostics.

- We will report the possible existence of a conflict of interest for ourselves or any other person.

- We will devote the entire working time to the performance of our duties.

- We will not take personally for ourselves opportunities that are discovered through the use of corporate property, information, or position, or use corporate property, information, or position for personal gain.

FOUR-STEP COMMUNICATION AND REPORTING PROCESS

If you have a question or concern about an activity being unethical, illegal, or wrong, use the following 4-step process to answer questions and report concerns. Throughout this process your identity will be kept confidential as much as possible and within the limit of the law.

1. Talk to your supervisor who would likely be most familiar with the laws, regulations, and polices that relate to your work.

2. If you are not comfortable contacting your team leader or supervisor, or if you don't receive an adequate response from them, talk to another member of the management team or Human Resources.

3. If you have followed either #1 or #2 and still have questions, contact our Chief Compliance Officer (CCO) at Versant Diagnostics at (214-432-4003). The CCO will maintain your confidence and work to resolve any issues in a fair and unbiased manner.

4. If for any reason you feel you cannot follow the above steps, or don't want to give your name, i.e., report anonymously, contact the ***Compliance Hotline*** at **1-855-252-7606 or report via web form**. The Chief Compliance Officer will address all reports made to the Versant Diagnostics *Compliance Hotline*.

COMPLIANCE HOTLINE

We recognize that there are times when questions or problems cannot be addressed through the normal communication and reporting process. When this happens, you should use the *Compliance Hotline*. We have hired an outside professional hotline service center company to take Hotline calls and web postings, so callers who do not wish to give their names can remain anonymous. The confidential ***Compliance Hotline*** may be reached at **1-855-252-7606.**

Calls to the *Compliance Hotline* will not be traced or recorded. You will remain anonymous unless you choose to identify yourself. If you do give your name, your identity will be protected to the extent allowed by law. No disciplinary action or retaliation will be taken against you for reporting to the Hotline in good faith.

You may also post a complaint on the hotline service center's website at **WWW.HOTLINE-SERVICES.COM**. All calls and contacts made to the Hotline service will be reviewed by the Chief Compliance Officer and will be responded to fairly. All complaints or reports will be carefully investigated before any action is taken. The rights of all staff, including anyone who is the subject of a *Compliance Hotline* call or report, will be respected and protected. Actions taken will not be made public.

NON-RETALIATION POLICY

If you see something don't hesitate to say something!

Employees have an affirmative duty to report compliance violations. No disciplinary action or retaliation will be taken against you when you report a perceived issue, problem, concern, or violation to management, the Chief Compliance Officer, or the *Compliance Hotline* "in good faith".

The "in good faith" requirement means an employee actually believes or perceives to be true the information reported. We value and respect the dignity of the individual; therefore, you have the right to be treated fairly and with respect while the organization must make sure that you are treated that way.

COMPLIANCE RESPONSIBILTIES/DUTY TO REPORT

RESPONSIBILITY OF ALL EMPLOYEES

All employees and others covered by this *Code of Conduct* are expected to follow all laws, regulations, and policies. Anyone who knows about a violation ***must*** report this information. If you do not report a violation, you may be subject to disciplinary action even if you were not directly involved. Reporting does not protect you from disciplinary action regarding your own performance or conduct, but telling the truth about your own actions will be taken into consideration.

RESPONSIBILITY OF MANAGERS

Members of management must demonstrate and promote a commitment to ethical and legal behavior that is consistent with our values.

You have the obligation to ensure that employees under your supervision:

a. Know about and follow all laws, regulations, and policies related to their duties;
b. Know the procedure for reporting suspected or actual violations; and
c. Encourage others to ask questions and to report actual or suspected violations.
d. Lead by example.

If an employee approaches you with a question regarding compliance with a law, regulation, or policy, you are responsible for:

a. Taking steps to ensure the employee does not fear or experience retaliation;
b. Maintaining the employee's confidentiality;
c. Collecting accurate information regarding the employee's report;
d. Pursuing the right process so that reports of violations or suspected violations can be further investigated; and
e. Informing the employee that you have followed through on the employee's report.

RESPONSIBILITY OF BOARD OF DIRECTORS

- Lead by example.
- Set the mission and goals for the Versant Diagnostics Compliance Program and exercise oversight of the Compliance Program.

CERTIFICATION AND ACKNOWLEDGEMENT

I have received and I read the *Versant Diagnostics Code of Conduct.* I understand that the *Code* applies to my employment or services as corporate official and that following all laws, regulations, policies and the *Code of Conduct* is a condition of my employment. I will seek advice from my supervisor, another manager, Human Resources, the Chief Compliance Officer, or I will contact the *Compliance Hotline* with any compliance questions or issues.

The *Code* does not create or constitute, and may not be construed as, an express or implied contract of employment or any other type of contract. Our organization is an employer-at-will and their employees are employees-at-will. This understanding between our organization and its physicians/employees means that any applications or documents signed by you in no way signify a contract of employment. Employment with Versant Diagnostics is entered into voluntarily, and both I and Versant Diagnostics are free to end the employment relationship at any time, for any reason, with or without cause or advance notice.

My signature reflects that I have received the *Code of Conduct.* I realize that it is my responsibility to read and comply with the procedures and policies set forth in the *Code*.

Employees:

Employee Signature

Employee Name

Date

Other (Volunteer, Contractor, Vendor, Governing Board Members, etc.):

My signature reflects that I have received the *Code of Conduct*. I realize that it is my responsibility to read and comply with the procedures and policies set forth in the *Code,* as applicable to me.

Signature

Name

Organization Name

Date

Please sign and forward the copy of this certification to your Chief Compliance Officer. A signed copy will be provided to you and the original will be kept in your personnel file.