The MetroHealth System
Third-Party Code of Conduct
Introduction

The MetroHealth System (MHS) complies with applicable laws, rules, regulations, and our System policies and maintains high ethical standards in all our business practices. Our success depends upon the work and support of our third parties. This Third-Party Code of Conduct (the “Third-Party Code”) communicates and describes our expectations for all third parties, including their subcontractors or suppliers, when doing business with MHS.
Our Mission
Leading the way to a healthier you and a healthier community through service, teaching, discovery and teamwork.

Our Vision
MetroHealth will be the most admired public health system in the nation, renowned for our innovation, outcomes, service and financial strength.

Our Values
Service to Others
We strive to meet the needs of our patients first, by serving with compassion and advocating for the well-being of the community, especially those without the ability to pay.

Teamwork
We establish an environment of trust and engagement that focuses on the needs of the organization in order to leverage our collective strengths to do the right thing for our patients and colleagues.

Accountability
We accept responsibility for the decisions we make, the outcomes achieved and our personal behavior.

Respect
We treat everyone equally with dignity, candor, compassion and empathy.

Inclusion and Diversity
We foster a community where our differences are celebrated, and everyone has an opportunity to be part of our success.

Quest for Excellence
We exemplify the highest standards of patient-centered care and continue to improve through discovery and innovation.
Third-Party Role in Enforcing this Code

MHS expects our third parties to comply with the expectations of this Third-Party Code and to maintain a system to monitor compliance. Third parties must take necessary steps to ensure that their employees, subcontractors and suppliers who conduct business with MHS are aware of and will comply with this Third-Party Code. Annually, third parties will acknowledge and attest to their commitment to follow the expectations and guidelines outlined in this Third-Party Code. Third parties who do not adhere to the MHS Third-Party Code will be subject to remedial actions ranging from suspension to termination of the relationship between the third party and MHS.

Notice

MHS reserves the right to revise this Third-Party Code at any time. If an inconsistency arises between this Third-Party Code and the provisions of any written agreement between MHS and the third party, the terms and conditions of the written agreement prevail, except to the extent they are contrary to law.
Responsibility to Report

If you see or suspect a situation that may be a violation of MHS values or policies, this Third-Party Code or the law, you are required to speak up. MHS prohibits retaliation against any person who reports a suspected violation or wrongdoing in good faith.

To report anonymously a compliance concern about suspected misconduct or violations, without fear of retaliation, you may utilize any method below 24 hours a day, 7 days a week:

- Call MetroHealth Ethics Line (MEL) at **216-778-1660**
- Visit WEBPAGE – [www.metrohealth.org/compliance](http://www.metrohealth.org/compliance)
- Text NUMBER: **216-600-1456**

MHS encourages third parties to provide their own reporting hotline or mechanism for their employees to report concerns about suspected misconduct or violations. Third parties should investigate reports and take corrective action if needed. Third parties should also establish a non-retaliation policy to help ensure that employees feel comfortable reporting concerns.

MHS also encourages third parties to become members of ethics and compliance associations or organizations, in addition to following any other industry specific required or recommended code of conduct. Ethics and compliance associations are available to provide educational opportunities, compliance certifications, networking and other resources related to ethics and compliance matters.
Conflicts of Interest

MHS exercises the utmost good faith in all our business transactions. The relationships and financial interests between a third party’s key individual(s), including their immediate family members, and MHS may result in a conflict of interest that must be disclosed and addressed.

Third parties must fully disclose any potential or actual conflict of interest involving MHS and the third party’s key individual(s), including their immediate family members. These disclosures must be formally documented. Any conflict is required to be reported directly to the management of the Supply Chain and Ethics and Compliance departments.

Third parties should not use their positions, or knowledge gained from their positions, in such a way that a conflict of interest might arise between the interest of MHS and their own. They must maintain in confidence all matters of MHS which are confidential or sensitive, including MHS patient or business information.

Compliance with Laws

MHS operates in a highly regulated industry subject to extensive and complex federal and state laws, rules, regulations and standards. Third parties must comply with applicable federal, state and local laws, rules, regulations, contractual agreements and other requirements, including non-discrimination and equal employment opportunity provisions.

Third parties acknowledge that MHS is subject to Ohio laws and rules, including, but not limited to, Ohio’s Public Records Law and the public competitive procurement laws, rules and opinions applicable to Ohio county hospitals governed by the Ohio Revised Code - ORC Chapter 339.

We expect third parties to comply with all applicable MHS policies, procedures and protocols, relating to the performance of its business obligations with MHS. MHS third parties acknowledge that MHS’ Ethics and Compliance department operates and manages the MHS Code of Conduct – This Is Who We Are. Third parties acknowledge that they, and any individual providing services to MHS, must also comply with the MHS Code of Conduct – This Is Who We Are, to the full extent that is applicable.

Bribery and Corruption

As an MHS third party, you share a responsibility to help prevent bribery and corruption. MHS expects you to comply with all applicable anti-bribery and anti-corruption laws, including Ohio Ethics Law. Third parties are strictly prohibited from offering or promising anything of value that exhibits a substantial and improper influence on an MHS workforce member. MHS does not tolerate any act of bribery or corruption, including the involvement of government officials.
Gifts, Entertainment and Business Courtesies

MHS conducts business with honesty and in a manner that is free of undue influences, including accepting elaborate gifts, entertainment and business courtesies from current or prospective third parties. An occasional gift, entertainment or business courtesy is often viewed as a normal part of doing business, but sometimes even good intentions can cross the line or even be illegal. The rules governing gifts, entertainment and business courtesies for MHS can be complicated, especially since MHS is a public hospital and must follow the Ohio Ethics Law.

MHS permits an occasional gift, entertainment or business courtesy of nominal value so long as it:

- Complies with MHS policies, applicable laws, rules and regulations, and with the policies of the current or prospective third party;
- Does not influence or give the appearance of influencing the judgment of an MHS workforce member;
- Does not bring into question MHS’ motives, business integrity, appropriate business practices or reputation;
- Does not involve entertainment offered or sponsored by the third party that is primarily of social value (entertainment does not include business meals or functions directly related to hospital business; said meals or entertainment functions must be unsolicited and proportional to the related business activity);
- Does not include cash or cash equivalents (e.g., gift cards or certificates for specific stores);
- Does not exceed $75 total, per year, from a current or prospective third party and
- Is not provided during the bidding process by a current or prospective third party.
Ineligible Third Parties

MHS does not knowingly contract with, employ or bill for: services provided by an individual or entity that is excluded from or ineligible to participate in state or federal health care programs; are suspended or debarred from federal government contracts; or has not been reinstated in a federal health care program after a period of exclusion, suspension, debarment or ineligibility.

MHS routinely monitors the Ohio Department of Medicaid Provider Exclusion and Suspension List and the Health and Human Services’ Office of Inspector General and General Services Administration’s lists of excluded and ineligible persons. Third parties are required to immediately notify MHS if they or anyone providing services for MHS appears on these lists or is otherwise excluded from providing services to MHS.

Protecting Company Confidential Information

In the course of doing work with MHS, third parties may become aware of or come into possession with certain MHS confidential information, which can also be referred to as enterprise protected information. Third parties must hold all enterprise protected information in confidence and return and/or destroy this information as specified by MHS. Third parties must appropriately safeguard MHS enterprise protected information. If enterprise protected information is to be discussed or exchanged between MHS and a third party, a Confidentiality or Non-Disclosure Agreement must be executed between both parties.
**Business Associates**

MHS respects the privacy of its patients. The Health Insurance Portability and Accountability Act (HIPAA) applies to MHS and its Business Associates (BAs). BAs are third parties that perform functions, activities or services for MHS involving the use or disclosure of Protected Health Information (PHI).

All BAs complete the third party onboarding due diligence process and execute a Business Associate Agreement (BAA). BAs only access and use the minimum necessary PHI to carry out their functions or activities. The use of any patient-related information may not be used for any purpose other than that which is related to the third-party’s contract and scope of service with MHS. BAAs establish the permitted and required uses and disclosures for PHI, as well as require the BA to take active measures to protect PHI.

Third parties must notify MHS immediately if they become aware, or should have been aware, of any alleged unauthorized use and/or disclosure of PHI.

**Photography and Audio Recording**

Third parties may not photograph (including video) or audio record at MHS facilities unless authorized to do so by written agreement by MHS. Examples of photography and audio recording include, but are not limited to, the use of hard hat cameras at construction sites or recording a patient’s voice for commemorative purposes.

Should a written agreement between the third party and MHS not exist, third parties must contact the MHS Privacy Officer before initiating any photography or audio recording at MHS.
Workplace Health and Safety

MHS understands the importance of providing a healthy and safe workplace for our colleagues, patients, their families, loved ones and others who visit our facilities. Our commitment to health and safety is everyone’s responsibility, including our third-party relationships.

To meet that commitment, third parties must acknowledge and abide by workplace health and safety guidelines outlined in the MHS Code of Conduct – This Is Who We Are and the Clinical Vendor Visitation Handbook. While conducting business at MHS, third parties should watch for and report safety hazards to the appropriate department. These may include, but are not limited to, infection control, medical waste, hazardous chemicals, slip and fall hazards, damaged or unmaintained equipment, electrical hazards, fire, safety or unauthorized weapons on MHS premises. MHS prohibits the possession of firearms, other weapons or explosive devices or dangerous material on MHS premises, except as authorized and permitted by law.
Harassment and Professional Conduct

MHS commits to maintain a work and patient care environment that is free of harassment or inappropriate conduct based on race, color, religion, gender, sexual orientation, gender identity or expression, citizenship, national origin, ancestry, disability, age, genetic information, pregnancy, veteran/military status or any other characteristic protected by law or MHS policy. Third parties are expected to use good judgment. They are further expected to express ideas and opinions in a respectful manner, and not engage in conduct that reasonably can be perceived as discriminatory, intimidating, degrading or bullying.

MHS strictly prohibits any type of inappropriate or unprofessional conduct, whether verbal, physical, sexual or in writing, whether it is conducted by or directed against a MHS workforce member, patient, visitor or other third party. Any such concerns must be reported immediately to MHS. This includes conduct in email, text or other electronic messages, on the internet or social media and off-duty conduct that may negatively impact the workplace.

Drug-free Workplace

MHS strives to provide the safest environment possible to its patients, employees, visitors and third parties by avoiding workplace risk associated with substance use. MHS expects its third parties to report to work each day free from the influence of drugs, including alcohol. MHS strictly prohibits the unlawful manufacturing, distributing, dispensing, possessing, using or selling of drugs on property owned or controlled by MHS, while on duty or while conducting MHS business.

MHS may conduct searches of third parties, including their personal effects and vehicles, on MHS owned or controlled premises, to determine compliance with this Third-Party Code and for other lawful reasons. Searches may be conducted with or without prior notice and with or without the individual being present.
**Workplace Violence**

MHS does not tolerate the use of threats, intimidation or violence. These actions undermine everything we stand for as an ethical organization. MHS strictly prohibits violence or threatening, disruptive or harassing behavior, whether it is conducted by or directed against an MHS workforce member, patient, visitor or other third party. This includes conduct in email, text or other electronic messages, on the internet or social media and off-duty conduct that may negatively impact the workplace. Any such concerns must be reported immediately to MHS.

** Forced Labor and Human Rights **

MHS supports and complies with applicable laws regarding human rights and forced labor, human trafficking or child labor. MHS insists that our third parties also uphold these laws. MHS will not do business with third parties that engage in forced labor, human trafficking or child labor of any kind.

**Equal Employment Opportunity and Non-discrimination**

We are committed to equal employment opportunity and prohibit discrimination based on characteristics protected by law or MHS policy. MHS is an equal opportunity employer, committed to maintaining non-discriminatory policies, practices and treatment in all facets of employment. MHS supports diversity and inclusion in all its activities and applies principles of diversity, equity, inclusion and non-discrimination to its relationships with third parties, workforce members, patients and the community. MHS requires that all third parties with which it does business are committed to these same principles.
Inclusion and Diversity

We work best when we work together as a team, when we treat each other with respect and when we value the unique contributions of others. We always do our part to help create a positive work environment where everyone can contribute and fully utilize their talents.

Our unsurpassed outreach and dedication to the community we serve is the core of our mission. Supplier diversity is embraced at MHS, not as a response to outside regulatory agencies or mandatory requirements, but as an effort to strengthen ties with our communities. We conduct our business relationships with all third parties with honesty, fairness, mutual respect and without discrimination. As a public hospital system which has diverse patient, workforce and community stakeholders, MHS has a compelling interest in providing equal contracting opportunities to a diverse range of businesses and persons. Accordingly, MHS actively encourages and solicits the participation of diverse third parties in its various contracting opportunities. MHS requires that all third parties with which we do business are committed to these same principles.

Sustainability and Corporate Social Responsibility Practices

As a recognized leader in the health care industry, MHS is committed to ensuring the delivery of high-quality services in a sustainable and socially responsible manner. MHS expects third parties to be able to demonstrate their due diligence in proactively addressing environmental, social and ethical risks, including but not limited to those related to climate change. Public reporting on environmental sustainability and corporate social responsibility performance is encouraged and can be requested by MHS.
Doing Business with MHS

Third parties must conduct all negotiations with MHS solely with representatives of the MHS Supply Chain and Legal departments and negotiate in an ethical manner. The MHS Supply Chain department awards agreements for MHS’ procurement of products and services. Only authorized signatories may sign agreements that bind MHS. For product and services agreements, the expected MHS signatory will be the Vice President of Supply Chain or their designee. Agreements that are not executed by an authorized MHS signatory may adversely impact your ability to receive payment for products or services provided to MHS.

MHS generally requires that third parties agree to use standard MHS agreement documents. It is expected that vendors and suppliers will carry reasonable business insurance based upon the products or services offered.

Should a third party have access to MHS protected health information (PHI) or any other sensitive MHS data type, such as payment card industry (PCI), personally identifiable information (PII) or other hospital confidential data, the third party must complete the third-party risk assessment during the contracting process between MHS and the third party.

Third-Party Registration and Identification

MHS is committed to delivering the best in patient care. We recognize that our valued third parties are an essential part of our delivering on this commitment. The MHS third-party registration and identification system, Vendormate, streamlines third party onboarding and the collection and management of key information regarding regulatory and compliance risks. In addition, Vendormate provides guidance on MHS policies and procedures that third parties must follow when conducting business with MHS.

All third parties that do not have an MHS badge must have an appointment with an MHS contact before visiting an MHS location. All third parties who do not have an MHS badge must sign in at the Vendormate kiosks located in the main lobby area of MHS locations and print a vendor pass identification label. Refer to the Clinical Vendor Visitation Handbook for additional guidance on appropriate registration and identification procedures.
Visitation and Clinical Area Interaction

To help ensure safe patient care, the proper identification of third parties is critical. MHS has uniform guidelines for permitting third parties and their representatives access to operating rooms and other clinical and associated areas, including but not limited to, catheterization labs, hallways, physician offices, etc. Uniform guidelines require vendor representatives to wear disposable scrubs, administered by Repscubs, which can be obtained through a vending machine in close proximity to the Vendormate registration desk. It is mandatory that vendor representatives immediately purchase these scrubs after receiving their identification badge from Vendormate. These guidelines are described in the Clinical Vendor Visitation Handbook and must be followed by all third parties visiting any MHS facility.

Financial Integrity/Accurate Recordkeeping

MHS presents all our business records and reports in an honest and transparent view. Having complete and timely records inspires trust in our colleagues, patients and business partners and demonstrates integrity to all our stakeholders. Accurate and accessible information is essential to MHS so that we can make informed business and clinical decisions.

Both MHS and third parties must keep complete and accurate records of all matters related to the third-party’s business with MHS. MHS and third parties should:

- Never falsify or alter any business document, employment or medical record;
- Remain alert for and immediately report possible false entries, misleading or inappropriate statements or omissions from our records;
- Record all transactions properly, clearly, completely and accurately;
- Never delay or accelerate reporting of financial information; and
- Report suspected improprieties in accounting, billing and coding, patient records, timekeeping, financial reporting or other recordkeeping matters.
Right to Audit
MHS reserves the right to verify compliance with the MHS Third-Party Code and all applicable MHS policies, procedures and requirements. MHS shall have access to and the right to examine and copy any books, documents, papers and records of a third-party involving transactions related to business with MHS. This is further outlined in the terms and conditions of each binding agreement with a third party. If non-compliance is observed, the third party will take corrective actions.

Emergency Preparedness
A natural disaster, emergency or pandemic is an event that may disrupt patient care and treatment within the hospital or the surrounding community. Third parties of MHS must understand the basic needs of MHS in the event of a natural disaster, emergency or pandemic, and they must provide a plan to ensure the continued supply of their company’s goods and/or services.
Closing Remarks

The strength of MetroHealth’s reputation is based not only on our own conduct, but also on the actions of those with whom we do business. We aspire to work with third parties who share our values and reflect our same high ethical standards. Thank you for embracing a commitment to comply with the expectations outlined in this Third-Party Code of Conduct.
## Key Definitions

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<tr>
<th>Term</th>
<th>Description</th>
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<tr>
<td>Business partner</td>
<td>Typically, a company or organization (e.g., a group purchasing organization) with whom MHS does a significant amount of business and is integral to MHS operations.</td>
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<tr>
<td>Drug</td>
<td>Any substance that has the potential to significantly alter an individual’s performance or judgement or create an unsafe environment. This includes: prescription drugs, including the use of prescription drugs that have not been legally prescribed, are not being used pursuant to medical directions and prescription drugs obtained from others; illegal drugs, including any drug or substance covered by the federal Controlled Substances Act (U.S. Code title 21); legal or over-the-counter substances, including those used in a manner inconsistent with over-the-counter directions and alcohol in any form, including powder.</td>
</tr>
<tr>
<td>Enterprise protected information</td>
<td>Data that includes electronic Patient Health Information (ePHI), Personally Identifiable Information (PII), Payment Card Information (PCI), financial, clinical research, intellectual property and other confidential or sensitive data; including, but not limited to, data or information related directly or indirectly to MHS patient lists, information systems, financials, strategic planning, managed care plans, marketing strategies, legal and compliance matters and any other such confidential or proprietary information obtained and/or accessed during or after the course of conducting business with MHS.</td>
</tr>
<tr>
<td>Key individual(s)</td>
<td>Key individual(s) include (as applicable): owners, board members, senior leaders, clinicians and anyone involved in decision-making for the potential transaction.</td>
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<tr>
<td>MetroHealth (MHS) workforce members</td>
<td>Employees, providers, volunteers, trainees and other persons whose conduct, in the performance of work for MHS, is under the direct control of such entity, whether or not they are paid by MHS.</td>
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<tr>
<td>Supplier</td>
<td>A general term to refer to providers of products or goods.</td>
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<tr>
<td>Third party</td>
<td>A general term to refer to business partners, suppliers and vendors.</td>
</tr>
<tr>
<td>Vendor</td>
<td>A general term to refer to providers of services.</td>
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## Additional Resources

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<th>Department</th>
<th>Description</th>
<th>Contact Email</th>
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<tr>
<td><strong>Ethics and Compliance</strong></td>
<td>Concerns, questions or reports about suspected violations of the Code, law or our policies.</td>
<td><a href="mailto:compliance@metrohealth.org">compliance@metrohealth.org</a></td>
</tr>
<tr>
<td><strong>Government Relations</strong></td>
<td>Questions or concerns about political activity or any state, federal or local legislation that affects MetroHealth.</td>
<td><a href="mailto:govrelations@metrohealth.org">govrelations@metrohealth.org</a></td>
</tr>
<tr>
<td><strong>Human Resources Department</strong></td>
<td>Concerns, questions or reports about HR issues.</td>
<td><a href="mailto:HRBPServices@metrohealth.org">HRBPServices@metrohealth.org</a></td>
</tr>
<tr>
<td><strong>Legal Department</strong></td>
<td>Concerns or questions about suspected violations of the law, interpretations of law or for communications under the attorney-client privilege.</td>
<td><a href="mailto:legal@metrohealth.org">legal@metrohealth.org</a></td>
</tr>
<tr>
<td><strong>MetroHealth Ethics Line</strong></td>
<td>Concerns, questions or reports about suspected violations of the Code, law or policies.</td>
<td>You can call MEL 24 hours a day, 7 days a week at 216-778-1660. You can also file a complaint or submit an inquiry electronically by going to <a href="http://www.metrohealth.org/compliance">www.metrohealth.org/compliance</a>.</td>
</tr>
<tr>
<td><strong>Supply Chain</strong></td>
<td>Questions or concerns about sourcing, purchasing, vendor relations and Vendormate.</td>
<td><a href="mailto:Purchasing@metrohealth.org">Purchasing@metrohealth.org</a></td>
</tr>
</tbody>
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