

Exhibit A

Code of Conduct and Ethics Revised and Effective November 18, 2004.

I. PURPOSE

This Code of Conduct and Ethics (the “Code of Ethics”) has been adopted by the Chattanooga-Hamilton County Hospital Authority d/b/a Erlanger Health System (“Erlanger”) to provide standards by which Erlanger employees, officers, trustees, medical staff and agents will conduct themselves to protect and promote organization-wide integrity and to enhance Erlanger’s ability to achieve its organizational mission. The Code of Ethics is intended to serve as a guide to assist Erlanger’s employees, officers, trustees, medical staff and agents to make sound decisions in carrying out their day to day responsibilities.

II. RESPONSIBILITIES UNDER THE CODE OF ETHICS

Who must comply with Erlanger’s Code of Ethics?

This Code of Ethics applies to all employees, officers, trustees, medical staff and agents affiliated with Erlanger throughout Erlanger’s diverse operations, including the following locations: The Erlanger Baroness Campus, Erlanger East, Erlanger North, Erlanger Soddy Daisy, Erlanger Bledsoe Hospital, T.C. Thompson Children’s Hospital, the Southside and Dodson Avenue Community Health Centers, ContinuCare Health Services, Inc., Erlanger Pharmacies, Inc., E-Kids Learning Centers and any other facilities or services which shall become a part of Erlanger Health System (the “Affiliates”). Erlanger recognizes the different missions and services that each Affiliate provides and that the Code of Ethics is designed to allow flexibility for each Affiliate in developing policies and procedures to achieve the standards and goals set forth in the Code of Conduct while maintaining each Affiliate’s unique mission and services.

What are the responsibilities of each employee with regard to the Code of Ethics?

Read the standards of conduct and ethics and think about their application to your work. You should have a basic understanding of issues covered by each standard and the supplemental compliance policies that apply to your job function.

Seek assistance from your supervisor, the Chief Compliance Officer, the Chief Legal Officer or other Erlanger resources when you have questions about the application of the standards and other Erlanger policies to your work.

- Understand the numerous options that Erlanger makes available to you for raising conduct or ethical concerns and promptly raise such concerns. You should raise such concerns with your immediate supervisor, Erlanger’s Chief Compliance Officer or its Chief Legal Officer. If you prefer to raise your concerns

anonymously, the Erlanger Integrity Line **1-877-849-8338** is another resource upon which you can rely.

Cooperate in Erlanger investigations concerning potential violations of law, the Code of Ethics, the Erlanger Compliance Program and Erlanger policies and procedures.

What are the responsibilities of Erlanger officers, managers and other supervisors?

Build and maintain a culture of compliance by:

- Personally leading compliance efforts through frequent meetings that require compliance reports and regular monitoring of compliance matters and programs.
- Leading by example, using your own behavior as a model for all employees.
- Encouraging employees to raise conduct and ethical questions and concerns.
- Using employee actions and judgments in promoting and complying with Erlanger's Code of Ethics and other policies as considerations when evaluating and rewarding employees.
- Equipping the Office of Compliance with the resources it needs to be successful.

Prevent compliance problems by:

- Identifying compliance risks and proposing appropriate policies and procedures to address such risks.
- Identifying employees whose activities involve issues covered by Erlanger policies.
- Providing education and counseling to assist employees to understand the Code of Ethics, Erlanger policies and applicable law.

Detect compliance problems by:

- Implementing and maintaining appropriate controls to monitor compliance and mechanisms that foster the effective reporting of potential compliance issues.
- Promoting an environment that permits employees to raise concerns without fear of retaliation.
- Arranging periodic compliance reviews that are conducted with the assistance of the Chief Compliance Officer to assess the effectiveness of Erlanger's compliance measures and to identify methods of improving them.
- Pursuing prompt corrective action to address weaknesses in compliance measures.
- Applying appropriate disciplinary action when necessary.
- Consulting with Erlanger's Chief Compliance Officer so that compliance issues are promptly and effectively addressed.

Respond to compliance problems by:

What are the responsibilities of Erlanger trustees?

- Read the Standards of Conduct and Ethics and think about their application to you.
- Lead by example, using your own behavior as a model for others.
- Make decisions that are in the best interest of Erlanger and which are not affected by conflicts of interest.
- Trustees are required to be knowledgeable about the Erlanger Compliance Program and exercise oversight over it.
- Trustees receive appropriate reports from management concerning the status of the Compliance Program, the resources required to maintain its vitality and Erlanger's response to identified compliance deficiencies.
- Trustees receive and act upon advice from management, including the Chief Executive Officer, the Chief Legal Officer, and the Chief Compliance Officer.
- Trustees assure themselves that the Compliance Program is free from undue restraints and

influences through direct reporting by the Chief Compliance Officer to the Board of Trustees of compliance matters that promote the integrity of the Compliance Program and raising any concerns with the Chief Compliance Officer or the Chief Legal Officer.

Trustees maintain the confidentiality of all compliance-related information provided to them, subject to the requirements of applicable law.

What are the responsibilities of medical staff?

Read the standards of conduct and ethics and think about their application to your work. You should have a basic understanding of issues covered by each standard and the supplemental compliance policies that apply to the services you furnish to Erlanger and our patients.

Actively participate in compliance activities as requested by Erlanger administration.

Assist Erlanger in identifying possible compliance issues and in developing possible solutions to address those issues.

- Understand the various options that Erlanger makes available for raising conduct or ethical concerns and promptly raise such concerns. You should raise such concerns with Erlanger's Chief Compliance Officer or its Chief Legal Officer. If you prefer to raise your concerns anonymously, the Erlanger Integrity Line **1-877-849-8338** is another resource upon which you can rely.

Cooperate in Erlanger investigations concerning potential violations of law, the Code of Ethics, the Erlanger Compliance Program and Erlanger policies and procedures.

What are the responsibilities of agents?

Read the standards of conduct and ethics and think about their application to the services you furnish to Erlanger. You should have a basic understanding of issues covered by each standard and the supplemental compliance policies that apply to the services you furnish to Erlanger.

Actively participate in compliance activities, such as education and training, as requested by Erlanger.

Understand the various options that Erlanger makes available for raising conduct or ethical concerns and promptly raise such concerns. You should raise such concerns with Erlanger's Chief Compliance Officer or its Chief Legal Officer. If you prefer to raise your concerns anonymously, the Erlanger Integrity Line **1-877-849-8338** is another resource upon which you can rely.

Cooperate in Erlanger investigations concerning potential violations of law, the Code of Ethics, the Erlanger Compliance Program and Erlanger policies and procedures.

How May the Code of Ethics Be Revised? This Code of Ethics may be amended, modified or waived only with the approval of the Chief Executive Officer and the Board of Trustees.

How Frequently will the Compliance Program Be Reviewed? The Compliance Program (including the code of Ethics) will be reviewed annually by the Executive Compliance Committee to foster its effectiveness and at such times when changes to it are necessitated by changes in laws and regulations applicable to Erlanger. Suggested changes to the Compliance Program will be presented to the Board of Trustees.

III. STANDARDS OF CONDUCT AND ETHICS

1. Patient Relationships: We are committed to providing a high quality of healthcare and services to our patients, their families, visitors and the community. We treat all patients with respect and dignity and provide care that is necessary and appropriate.

Principles:

- * We will recognize the right of our patients to receive quality services provided by competent individuals in an efficient, cost effective and safe manner.
- We will continually monitor the clinical quality of the services we provide and will endeavor to improve the quality of the services provided.
- * We will support every patient's right to be free from all types of abuse, and will not tolerate patient abuse in any form.
- * We will apply our admission, treatment, transfer and discharge policies to all patients based upon identified patient needs and such policies will be consistent with all legal requirements applicable to Erlanger.
- * We will listen to our patients, families and visitors to understand any concerns or complaints and will involve patients in the decision-making process about their care.
- * We will provide treatment and medical services without discrimination based on race, age, religion, national origin, sex, sexual orientation or disability.
- * We will remain sensitive to our position as a regional leader in tertiary and specialty care and research, and to our consequent obligation as a health care leader to all segments of our community.
- We will implement policies and procedures to complete emergency assessments as required for all who request our emergency services.
- We will fully and fairly evaluate requests to transfer patients to our care from our colleagues and providers in outlying areas, and will accept such transfers as clinically appropriate.
- * We will maintain licensure and credentialing standards to further the provision of clinical services by properly trained and experienced practitioners.
- * We will perform background checks of potential employees and consultants to verify credentials and to assess whether such individuals and entities have ever been excluded from participation in any of the federal health care programs, including the Medicare and Medicaid programs.
- * We will respect the privacy of our patients, and we will treat all patient information with confidentiality, in accordance with all applicable laws, regulations and professional standards.

2. General Legal and Regulatory Compliance: Erlanger will continuously and vigorously promote full compliance with applicable law.

Principles

- * We will continuously study our legal obligations and create policies and procedures that facilitate compliance by our employees, officers, trustees, medical staff and agents with such legal obligations.
- * We will recognize the critical role of research in improving the health status of our community, and we are committed to conducting all research activities in compliance with the highest ethical, moral, and legal standards.

* We will engage in open and fair competition and marketing practices, based on the needs of our community and consistent with the furtherance of our mission.

* We will treat our employees with respect, and will engage in human relations practices that promote the personal and professional advancement of each employee.

* We will recognize that our employees work in a variety of situations and with a variety of materials, some of which may pose a risk of injury. We are committed to providing a safe work environment, and will implement and monitor policies and procedures for workplace safety that are designed to comply with federal and state safety laws, regulations, and workplace safety directives.

* We will recognize that the provision of health care may in some instances produce hazardous waste products or other risks involving environmental impact. We are committed to compliance with applicable environmental laws and regulations, and will follow proper procedures with respect to handling and disposing of hazardous and biohazardous waste.

* We will expect our employees, officers, trustees, medical staff and agents to understand the basic legal obligations that pertain to their individual job functions or services they furnish to Erlanger and our patients, and will

require that they strive to make certain that their decisions and actions are conducted in conformity with such laws, regulations, policies and procedures.

* We will support educational and other training sessions to teach Erlanger employees, officers, trustees, and as warranted medical staff and agents, about the impact of the law on their duties and to promote compliance with our collective legal obligations.

* We will support and maintain multiple resources for employees, officers, trustees, medical staff and agents to voice any questions about the proper interpretation of a particular law, regulation, policy or procedure.

3. *Avoidance of Conflicts of Interest: Employees, Officers, Trustees, Medical Staff and Agents maintain a duty of loyalty to Erlanger and, as a result, must avoid any activities which may involve (or may appear to involve) a conflict of interest or that may influence or appear to influence the employee, officer, trustee, medical staff member or agent's ability to render objective decisions in the course of his or her job responsibilities, or other services he or she furnishes to Erlanger.*

Principles.

* We will maintain policies and procedures that make clear scenarios in which an individual's private interests may inappropriately interfere with Erlanger's interests and will provide support through which employees, officers, trustees, medical staff and agents may pose questions about whether a particular outside activity or relationship could be construed as a conflict of interest.

* We will articulate expectations of the conduct that must be demonstrated by employees, officers, trustees, medical staff and agents in the performance of services for Erlanger, and will require that such individuals remain free of conflicts of interest in the performance of their responsibilities and services to Erlanger.

* We will require employees, officers, trustees, medical staff and agents to inform Erlanger of personal business ventures and other scenarios that could be perceived as conflicts of interest and will provide for policies and procedures for doing so.

* We will not permit employees, officers, trustees, medical staff or agents to use any proprietary or non-public information acquired as a result of a relationship with Erlanger for personal gain or for the benefit of another business opportunity.

* We will render decisions about the purchase of outside services and goods based

on the supplier's ability to best satisfy Erlanger's needs and not based on personal relationships.

4. *Relationship with Payers: Erlanger will consistently strive to satisfy the conditions of payment required by the payers with which Erlanger transacts business.*

* We will promote compliance with laws governing the submission and review of bills for our services and will deal with billing inquiries in an honest and forthright manner.

* We will implement reasonable measures to prevent the submission or filing of inaccurate, false or fraudulent claim to payers.

* We will utilize systematic methods for analyzing the payments we receive and will reconcile inaccurate payments in a timely manner after discovery and review.

* When warranted, we will investigate inaccurate billings and payments to determine whether changes to current protocol or other remedial steps are necessary.

* We will implement documentation systems sufficient to create and maintain complete and accurate documentation of services provided.

* We will review cost reports to be filed with the federal health care programs to determine whether such reports accurately and completely reflect the operations and services provided to beneficiaries and to confirm that such reports are completed in accordance with applicable federal and state regulations and Erlanger policies and procedures.

* We will as necessary rely on internal and external sources to help improve Erlanger's billing and coding protocol and to identify potential areas of noncompliance.

* We will compensate billing and coding staff and consultants for services rendered, and will not compensate such persons in any way related to collections or maximization of revenues.

5. *Relationship with Physicians and Other Providers: Erlanger will monitor its business dealings to structure relationships in ways that satisfy the needs of the community.*

* We will maintain relationships with physicians and other referral sources based only on the needs of our community and consistent with the furtherance of our mission.

* We will treat referral sources fairly and consistently, and will not provide remuneration that could be considered payment for referrals, including:

+ free or below-market rents;

+ administrative or staff services at no- or below-cost;

+ grants in excess of amounts for *bona fide* research or other services rendered;

+ interest-free loans; or

+ gifts, "perks" or other payments intended to induce referrals.

* We will implement policies, procedures and other protocol which require fair market value determinations for services rendered by referral sources and for services rendered by Erlanger.

* We will implement procedures to require all agreements with referral sources to be reduced to writing and reviewed and approved as appropriate under law and Erlanger policy.

* We will train the appropriate personnel on the primary laws and regulations governing the referral of patients and other legal restrictions on the manner in which Erlanger transacts business, including the penalties that may result for violations of such laws.

6. *Respect for Our Culture: We recognize that a diverse workforce enriches the life experience of all employees and our community, and will promote diversity consistent with the Erlanger Diversity Plan.*

* We will provide equal employment opportunities to employees and applicants for employment without regard to race, color, religion, sex, national origin, age, veteran status, or disability, in accordance with applicable law.

* We will implement policies and procedures that promote compliance with laws governing nondiscrimination in personnel actions, including recruiting, hiring, evaluation, transfer, workforce reduction, termination, compensation, counseling, discipline, and promotion of employees.

* We will promote diversity with respect to individuals with disabilities, and will make reasonable accommodations to any individual as required by law.

* We will recognize the right of our employees to a workplace free of violence and harassment, and will not tolerate any form of harassment or violence toward our employees.

* We will implement policies and procedures that promote appropriate conduct in the workplace and prohibit unwanted or hostile interaction, including degrading or humiliating jokes, physical or verbal intimidation, slurs, or other harassing conduct.

* We will not tolerate any form of sexual harassment, either overt, such as request for sexual favors in return for promotions, or less obvious forms of harassment, such as sexual comments.

* We will maintain policies and procedures prohibiting workplace violence, including robbery, stalking, assault, terrorism, hate crimes, or violence directed at supervisors.

7. *Information and Information Systems. We recognize that the provision of health care services generates business, financial, and patient-related information that requires special protection. We will establish systems that ensure such information is used appropriately and safeguarded zealously.*

* We are committed to the security and accuracy of documents and records in our possession, and will develop systems, policies and procedures sufficient to safeguard the integrity of our documents and records, including systems, policies and procedures to:

- Establish retention periods and protocols for business, financial, and patient records in the Erlanger system.
- Prevent the altering, removal, or destruction of records or documents except according to our records retention policy and applicable ethical and legal standards.
- Promote the accurate, thorough, detailed, and complete documentation of all business, financial, and patient transactions.
- Control and monitor access to Erlanger communications systems, electronic mail, Internet access, and voicemail to ensure that such systems are accessed appropriately and used in accordance with Erlanger's policies and procedures.
- Protect the privacy and security of patient medical, billing, and claims information by implementing sufficient physical, systemic, and

administrative measures to prevent unauthorized access to or use of patient information, and to track disclosures of such information as required by law.

- Provide access to their medical, billing, and claims information for our patients and their legal representatives as required by law.
- Safeguard the personal and human resources information of our employees, including salary, benefits, medical, and other information retained within the human resources system.

IV. VIOLATIONS OF THE CODE OF ETHICS

Erlanger is committed to providing all employees, officers, trustees, medical staff and agents with a means of raising questions and concerns, and reporting any conduct that the employee, officer, trustee, medical staff member or agent suspects is in violation of this Code of Ethics. Employees, officers, trustees, medical staff and agents are expected and required to communicate any suspected violations of the Code of Ethics to, as applicable, a direct supervisor, the Chief Compliance Officer or the Chief Legal Officer. If you prefer, you can anonymously call the Erlanger Integrity Line which is available 24 hours a day, 7 days a week: **1-877-849-8338**. The Chief Compliance Officer will maintain primary responsibility for investigating reports received on this hotline.

The following list, while not exhaustive, describes the type of concerns and questions that you should raise with your supervisor, the Chief Compliance Officer, the Chief Legal Officer or through the Erlanger Integrity Line:

- (i) the possible submission of false, inaccurate, or questionable claims to Medicare, TennCare or any other payer;
- (ii) the provision or acceptance of payments, discounts or gifts in exchange for referrals of patients;
- (iii) the utilization of improper physician recruitment techniques under applicable law;
- (iv) allegations of discrimination;
- (v) potential breaches of confidentiality or privacy; and
- (vi) situations that could raise conflicts of interest concerns.

Personal Commitment and Certification

I acknowledge and certify that I have received and read the Erlanger Code of Conduct and Ethics and I understand my obligations to comply with the Code.

I agree to comply with the Erlanger Code of Conduct and Ethics.

Employees and Officers: I understand that compliance with this Code is a condition of my continued employment. I further understand that violation of the Code of Conduct and Ethics may result in disciplinary action up to and including termination.

Initials: _____

Trustees: I understand that compliance with this Code is essential to my service on the Board of Trustees of the Chattanooga-Hamilton County Hospital Authority.

Initials: _____

Medical Staff: I understand that compliance with this Code is a condition to my ability to practice my profession at Erlanger. I further understand that violation of the Code of Conduct and Ethics may result in disciplinary action as provided in the Bylaws of the Medical Staff.

Initials: _____

Agents: I understand that compliance with this Code is a condition of my continued ability to furnish services to Erlanger. I further understand that violation of the Code of Conduct and Ethics may result in a termination by Erlanger of any relationship with Erlanger.

Initials: _____

Please sign here: _____ Date: _____

Please print your name: _____ Dept. _____