



ACC HEALTH

CODE OF ETHICS
&
BUSINESS CONDUCT

2013



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STATEMENT OF PURPOSE

This ACC Health Code of Ethics and Business Conduct has been adopted by the ACC Health Board of Directors. ACC Health is committed to promoting and maintaining a culture in the workplace dedicated to the highest business, legal, and ethical standards.

Our Code of Ethics and Business Conduct requires us to conduct our business consistent with our values and in accordance with applicable laws. It requires that we exercise the highest degree of honesty and integrity in our dealings with others. It also requires that each of us at ACC Health exercise good judgment in our dealings, while being sensitive to the way others may view us and interpret our actions.

This Code contains guidelines to help each of us understand our responsibilities and make the right choices. It also serves to stimulate awareness of ethical issues that might confront us in our business activities. The directors, officers, employees and agents of ACC Health must familiarize themselves with this Code and adhere to its principles and procedures.

This Code is not a summary of all laws and regulations applicable to ACC Health, its directors, officers, employees and agents. This Code does not describe every instance where ethical and legal challenges may arise. Accordingly, we are all required to familiarize ourselves with the laws, rules, and regulations that govern our actions in conducting the business of ACC Health.

We are all responsible for ACC Health's reputation. Adherence to this Code is integral to how we do business and is the only acceptable way to achieve our objectives. Unethical behavior will never be tolerated, as it can adversely impact ACC Health's reputation and erode the confidence of our customers and suppliers. Any violations of this Code can lead to disciplinary action including termination from employment. This is dependent on the severity of the violation. We encourage everyone to ask questions and report any violations or potential violations of this Code.

We are proud of our employees and the important role ACC Health plays in our industry. Thank you for doing your part to encourage and preserve the ethical work environment.

Ginny Berger
CEO
ACC Health



ACC HEALTH

CODE OF ETHICS & BUSINESS CONDUCT

Build Trust and Credibility

The success of our business is dependent on the trust and confidence we earn from our employees, customers and vendors. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching company goals solely through honorable conduct.

ACC Health works to establish trust and credibility in all business interactions. We are committed to providing high quality products and conducting our worldwide operations consistent with the highest business, legal and ethical standards. We strive to build a strong ethical work environment that will lead to long-term success.

Respect for Fellow Employees

People are the cornerstone of our business. ACC Health is committed to maintaining a work environment of mutual respect. Such an environment brings out the full potential in each of us and contributes directly to our continued success. We believe in the capabilities of our staff and feel that our strong sense of business ethics is a critical component to our continued success.

ACC Health is an equal employment/affirmative action employer and is committed to providing a workplace free of discrimination of all types or from abusive, offensive or harassing behavior. Any employee who feels harassed or discriminated against should report the incident to management immediately.

Establish a Culture of Open and Honest Communication

ACC Health maintains an “open door policy”. Employees are welcome to express any ideas or concerns directly to management, particularly with respect to ethics. ACC Health management is committed to facilitating an open and supportive environment where employees feel comfortable raising such questions. It is our belief that the Company benefits tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

ACC will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the Company will take appropriate action. We will not tolerate retaliation against employees who raise genuine ethics concerns in good faith.

Provide a Safe Working Environment

ACC Health is committed to providing a drug-free, safe and healthy work environment for all employees. We take reasonable precautions to prevent accidents which would: a) cause personal harm, injury or illness; b) affect productivity; c) interrupt operations; or d) cause damage to equipment, materials or property. Maintaining a safe work environment requires the continuous cooperation of all employees. Employees should observe posted warnings and regulations throughout the office. The Company strongly encourages employees to communicate with fellow employees and management regarding safety issues.

Ethical Behavior of Management

Management has the added responsibility of demonstrating, through its actions, the importance of this Code. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions are what matters.

To make our Code work, managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. ACC Health will not tolerate any acts of retaliation in connection with ethics questions or concerns raised by employees. At ACC Health, we want the ethics dialogue to become a natural part of daily work.

Uphold the Law

We will conduct our business in accordance with all applicable laws and regulations. The laws and regulations related to government contracting are far-reaching and complex, thus placing responsibilities on ACC Health beyond those faced by companies without government customers.

ACC Health's commitment to integrity begins with complying with all laws and regulations, especially those applicable to Government Contracts (i.e., FAR or DFARS). Each of us must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles.

If you are unsure of whether a contemplated action is permitted by law or ACC Health policy, you should seek the advice from our designated Compliance Coordinator. We are all responsible for preventing violations of law and for speaking up if we see possible violations. In the event a possible violation calls for further attention, it is ACC Health's commitment to fully cooperate with any Government agencies responsible for either investigation or corrective actions.

Because of the nature of our business in general and as a government contractor specifically, some legal requirements warrant specific mention here:

~ Competition

We are dedicated to ethical, fair and open competition. We will sell ACC Health products and services based on their merit, superior quality, functionality and competitive rates. We will provide independent rates and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for ACC Health or the sales of its products or services, nor will we engage or assist in unlawful boycotts of particular customers.

~ Adherence to Antitrust Laws

Antitrust is a blanket term for laws that protect the free enterprise system and promote open and fair competition. These laws deal with agreements and practices *in restraint of trade* such as price fixing and boycotting suppliers or customers. They also bar: pricing intended to run a competitor out of business; disparaging, misrepresenting, or harassing a competitor; stealing trade secrets; bribery; and kickbacks.

The worst antitrust offenses are price-fixing and bid-rigging.

Price-fixing occurs when two or more sellers agree that they will increase prices a certain amount, or that they won't sell below a certain price.

Bid-rigging most commonly occurs when two or more firms agree not to bid against each other to supply products or services to local, state or federal government agencies, or when they agree on the amount of their individual bids.

Participants in price-fixing and bid-rigging agreements generally mislead and defraud customers by continuing to hold themselves out as competitors despite their agreement not to compete.

Antitrust laws are aggressively enforced. Violations may result in severe penalties such as suspensions of business and significant fines against the company. There may also be sanctions against individual employees, including substantial fines and imprisonment. These laws also apply to international business transactions related to imports and exports.

****Any employee who has questions or concerns regarding any business interactions should consult with management or the Compliance Coordinator, prior to any activity in question.**

~ Carefully Bid, Negotiate and Perform Contracts

We must comply with the laws and regulations that pertain to the acquisition of goods and services by our customers. ACC Health will compete fairly and ethically for all business opportunities. If an employee has reason to believe that the release or receipt of non-public information is improper, they should immediately inform management and or the Compliance Coordinator.

Employees involved in proposals, bid preparations, or contract negotiations, must be certain that all statements, communications, and representations to prospective customers are accurate and truthful. Once awarded, all contracts must be performed in compliance with specifications, requirements and clauses.

~ Proprietary Information

It is important that we respect the property rights of others. We will not acquire or seek to acquire improper means of a competitor's trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

~ Consultants, Agents and Representatives of ACC Health

Consultants, Agents, or representatives of ACC Health must certify their willingness to comply with our policies and this code of conduct. Here are a few examples of actions by third parties that could result in a violation of law on our part: Paying bribes or kickbacks, obtaining proprietary data of our competitors without proper authorization, gaining inside information.



~ International Business

It is important that ACC Health employees, consultants, and/or agents representing ACC Health in connection with International business abide by the laws of the U.S. as well as the countries where ACC Health business is conducted. Furthermore, strict compliance with this Code of Ethics is required worldwide.

ACC Health employees, consultants and agents conducting international business must do their part to ensure strict compliance with all laws and regulations applicable to international sales. They should be sure to familiarize themselves with the various requirements not limited to the following:

FOREIGN CORRUPT PRACTICES ACT (FCPA):

An act that makes it unlawful for ACC Health and/or any of its agents to corruptly offer, pay, give, promise to pay or give, or authorize the payment or gift of money or anything of value, to any foreign government official for the purpose of influencing an act or decision or securing an improper advantage in order to help ACC Health obtain or attempt to retain business.

Violations of the FCPA by ACC Health and/or its agents could expose ACC Health and its employees to criminal and/or civil liability punishable by imprisonment and/or substantial fines and penalties. Violations could also result in ACC Health being suspended or debarred from government contracting.

Accordingly, all of us at ACC Health are responsible for furthering our commitment to compliance with the FCPA. We all have the duty to seek assistance if we are unsure about the requirements of FCPA.

INTERNATIONAL TRAFFIC & ARMS REGULATION (ITAR):

Regulations controlling the export and import of military applied goods designated as *defense articles*. Defense articles subject to ITAR are listed on the U.S. Munitions List contained in the ITAR. ITAR also prescribes requirements for export licenses. Employees involved in international sales must familiarize themselves with the ITAR, and be mindful of when prior approval, licensing, and reporting requirements are necessary.

EXPORT ADMINISTRATION REGULATIONS (EAR):

Regulations controlling the export and reexport of items (including body armor). Items requiring export licenses appear on the Commerce Control List (CCL) contained in the EAR. Items listed on the CCL are subject to U.S. export control whether they are exported from the U.S. or are re-exported from one non-U.S. country to another. See www.bis.doc.gov for more info.

AVOIDING CONFLICTS OF INTEREST

Every ACC Health employee occupies a position of trust. We must be particularly sensitive to any situation, on or off the job, that might erode that trust or cause others to doubt our fairness or to question the good faith of our acts or decisions.

We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of ACC Health may conflict with our own personal or family interests because the course of action that is best for us personally may not also be the best course of action for the Company.

We owe a duty to ACC Health to advance its legitimate interests when the opportunity to do so arises. We must never use Company property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with ACC Health.

Determining whether a conflict of interest exists is not always an easy task. Employees with a conflict of interest question should seek advice from management. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek review from management.

SITUATIONS WHERE A CONFLICT OF INTEREST MAY ARISE:

- Employment by a competitor or potential competitor, regardless of the nature of the employment, while employed by ACC Health.
- Acceptance of gifts, payment or services from those seeking to do business with ACC Health.
- Acting as a consultant to an ACC Health customer.
- Having a personal interest or potential for gain in any company transaction.
- Placement of business with a company owned by an ACC Health employee or his/her family.
- Ownership of, or substantial interest in, a company that is a competitor.
- Hiring of Government employees

~ Business Courtesies

ACC Health is committed to competing solely on the merit of our products and services. We should avoid any actions that create a perception that favorable treatment of outside entities by ACC Health was sought, received or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom ACC Health does or may do business. We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation or policies of ACC Health or customers, or would cause embarrassment or reflect negatively on the Company's reputation. Accounting for business courtesies must be done in accordance with approved company procedures. Additional guidelines are outlined below.



~ Recruitment and Employment of Current and Former Government Employees

Complex rules govern the recruitment and employment of U.S. Government employees, including military officers, in private industry. These actions are subject to federal conflict of interest laws and regulations and may limit ACC Health's ability to recruit and hire certain of these individuals. Furthermore, these complex rules may limit the activities they will be able to perform for ACC Health, if hired. Prior clearance to even discuss possible employment with, make offers to, or hire (as an employee or consultant) any current or former Government employees (military or civilian) must be obtained from Human Resources.

When in doubt, seek the advice of your supervisor, or consult the Compliance Coordinator.

GIFTS TO FEDERAL EMPLOYEES

The nature of our business requires that we be especially attentive to the strict standards that government agencies have established for their employees. As a general rule, ACC Health Employees are prohibited from giving anything of value to any actual or potential government customer or representative, except as follows:

- ACC Health advertising or promotional items of little intrinsic value (generally \$20.00 or less), for instance, such items as a coffee mug or calendar with the company logo;
- Refreshments such as soft drinks, coffee and donuts on an occasional basis in connection with business activities; or
- Business-related meals and local transportation with a total value of \$20.00 or less per occasion, provided such items do not in aggregate exceed \$50.00 in a calendar year. While it is the responsibility of the government employee to track and monitor these limits, no ACC Health employee shall knowingly provide meals and/or transportation exceeding these amounts.



GIFTS TO COMMERCIAL/ NON-GOVERNMENT CUSTOMERS

Other than to our government customers, for whom special rules apply, we may provide nonmonetary gifts (i.e., company logo apparel or similar promotional items) to our customers. Further, management may approve other courtesies, including meals, refreshments or entertainment of reasonable value, provided that:

- The practice does not violate any law or regulation or the standards of conduct of the recipient's organization.
- The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish.
- The business courtesy is properly reflected on the books and records of ACC Health.

~ Accepting Business Courtesies

Most business courtesies offered to us in the course of our employment are offered because of our positions at ACC Health. We should not feel any entitlement to accept and keep a business courtesy. Although we may not use our position at ACC Health to obtain business courtesies, and we must never ask for them, we may accept unsolicited business courtesies that promote successful working relationships and goodwill with the firms with which the Company maintains or may cultivate a business relationship.

Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the company's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy that would create an impression that offering courtesies is the way to obtain ACC Health business.

~ Meals, Refreshments and Entertainment

We may accept occasional meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment, provided that:

- The meals are not inappropriately lavish or excessive.
- The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity.
- The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier/vendor whose contract is expiring in the near future.
- The employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his/her manager or co-worker or having the courtesies publicly known.

~ Gifts

Employees may accept unsolicited gifts, other than money, that conform to the reasonable ethical practices of the marketplace, including:

- Flowers, fruit baskets and other modest presents that commemorate a special occasion.
- Gifts of nominal value, such as calendars, pens, mugs, caps and t-shirts (or other novelty, advertising or promotional items).



Generally, employees may not accept compensation, honoraria or money of any amount from entities with whom ACC Health does or may do business. Tangible gifts (including tickets to a sporting or entertainment event) that have a market value greater than \$100 may not be accepted unless approval is obtained from management.

Employees with questions about accepting business courtesies should talk to management or the Compliance Coordinator.

IMPORTANCE OF KEEPING ACCURATE AND COMPLETE RECORDS

~ Recordkeeping

We create, retain and dispose of our company records as part of our normal course of business in compliance with all ACC Health policies and guidelines, as well as all regulatory and legal requirements.

We must maintain accurate and complete company records. Transactions between ACC Health and any outside individuals/organizations must be promptly and accurately entered in our books in accordance with generally accepted accounting practices and if applicable, rules relating to the allowability and allocability of costs for Government contracts.

We must not improperly influence, manipulate or mislead any authorized audit, nor interfere with any auditor engaged to perform an internal independent audit of ACC Health, records, processes or internal controls.

Employees who enter orders must do so in a complete, accurate and timely manner. Employees entering orders made by our Government customers must be particularly careful to ensure that orders are recorded accurately, order forms are complete, and that invoices to customers are for charges actually incurred. Management is responsible for regularly reviewing transaction records to for any omissions, errors or inconsistencies.

~ Accountability

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about company policy. If we are concerned whether the standards are being met or are aware of violations of the Code, we must report to the Compliance Coordinator any impropriety or violation, whether committed by ACC Health, a vendor or Government employee.

ACC Health takes seriously the standards set forth in this Code, and will discipline any employees whose conduct violates applicable laws, regulations, or the basic tenets of business integrity and honesty set forth in this Code of Business Ethics and Conduct.

LOYALTY

~ Confidential and Proprietary Information

Integral to ACC Health business success is our protection of confidential company information, as well as nonpublic information entrusted to us by employees, customers and other business partners. Confidential and proprietary information includes such things as pricing and financial data, customer names/addresses or nonpublic information about other companies, including current or potential supplier and vendors. We will not disclose confidential and nonpublic information without a valid business purpose and proper authorization.



~ Use of Company Resources

Company resources, including time, material, equipment and information, are provided for company business use. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace.

Employees and representatives of ACC Health are trusted to behave responsibly and use good judgment to conserve company resources.

Generally, we will not use company equipment such as computers, copiers and fax machines in the conduct of an outside business or in support of any religious, political or other outside daily activity, except for company-requested support to nonprofit organizations. We will not solicit contributions nor distribute non-work related materials during work hours.

In order to protect the interests of the ACC Health network and our fellow employees, the Company reserves the right to monitor or review all data and information contained on an employee's company-issued computer or electronic device, or the use of the Internet. We will not tolerate the use of company resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate.

POSSIBLE ETHICAL WARNING SIGNS: (When you hear...)

"It's OK, everyone does it."	"No one will ever know."
"This is TOO easy."	"OK, maybe just this once..."
"It sounds too good to be true."	"We can hide it."
"It doesn't matter how it gets done as long as it is done."	"We didn't have this conversation."

REPORTING ETHICAL CONCERNS

Employees with questions about interpretation or clarification of the Code of Ethics and Business Conduct, OR to report an ethical concern, employees should consult the Compliance Coordinator or submit their question to the ACC Health Ethics Helpline.

Employees should also direct any questions or concerns about possible conflicts of interest, gifts, or every day business transactions to either the Compliance Coordinator or the Ethics Helpline.

INFORMATION AND RESOURCES

- **Compliance Coordinator:**
 - Celeste Travelstead /celeste.travelstead@acchealthcare.com/ 505-323-1300 ext807
- **Anonymous Ethics Helpline Line: ACCethics hotline@acchealthcare.com**
 - From the home page: click on the “**Ethics Hotline**” link at on the left side of the page.
 - This will automatically open an email with our ethics hotline in the address menu.
 - Here, you can submit any questions or concerns anonymously.

****All questions and concerns about this Code of Ethics and Business Conduct, and or reporting possible improper conduct, will be treated with dignity and respect. Communication will be kept confidential to the greatest extent possible. All concerns will be taken seriously. If the situation is not resolved immediately, the individual will be informed of the outcome if he/she chooses to identify him/herself. Please remember that there is no penalty for reporting unethical behavior. We encourage all ACC Health employees or agents thereof to act in good faith and to come forward with any questions or concerns. ACC Health will not tolerate retribution against any individual who raises concerns.**

RECEIPT AND ACKNOWLEDGEMENT

I acknowledge that I have received my personal copy of the ACC Health Code of Ethics and Business Conduct booklet. I understand that as an ACC Health employee, I am responsible for knowing and adhering to the principles and standards of the Code.

Signature _____

Print Name _____

Date _____