



Vendor Code of Conduct

A Message to our Vendors:

At Baystate Health, “doing the right thing” means more than just following laws, policies, and procedures— it means maintaining the highest standards of ethics and integrity in everything we do. Our high standards are consistent with Baystate Health’s goal of delivering excellent patient care. In keeping these core values, Baystate Health shall make every reasonable effort to contract with Vendors meeting the standards prescribed by this Code of Conduct.

This Baystate Health Vendor Code of Conduct (“Code of Conduct”) applies to all Vendors (i.e., providers of any goods or services) of Baystate Health, Inc. and its affiliates (individually and collectively referred to as “Baystate Health”).

This Code of Conduct is a general statement of the expectations of Baystate Health with respect to its Vendors; it is not in lieu of, but rather is in addition to, any other Vendor obligations to Baystate Health under law, contract, or otherwise.

Vendors are encouraged to provide evidence of their compliance with these standards, and upon request shall cooperate with Baystate Health to demonstrate and confirm compliance with this Code of Conduct.

Commitment to Compliance. Baystate Health expects its Vendors to conduct their business according to the highest ethical standards and to act ethically, legally, fairly, and responsibly at all times. Vendors are expected to comply with all relevant laws, including statutes, codes, and regulations, applicable to their operations, which may include, but are not limited to, the laws summarized in this Code of Conduct. In addition, Baystate Health expects Vendors to implement an internal Vendor compliance program, or related practices or efforts, to promote business compliance initiatives within the Vendor’s organization and to be responsible for compliance with relevant laws concerning the protection of “whistleblowers” within the Vendor’s organization.

Government Contracts. Vendors working directly or indirectly on government contracts (e.g. Medicare, Medicaid, etc.) have a special obligation to know and comply with all the terms of the government contract as well as laws that are applicable to individuals and entities receiving Medicare, Medicaid or other federal funds. Vendors must not employ or subcontract with debarred individuals.

Employment and Labor Practices. Vendors shall comply with relevant laws prohibiting discrimination in the workplace and shall not discriminate in their employment practices on the basis of race, color, religion, national origin or ancestry, sex, pregnancy, sexual orientation, sexual identity, age, disability, or military status. Vendors shall not subject workers to any sexual or other unlawful harassment or hostile work environment, whether physical, verbal, or psychological, in connection with their employment, either on or off the job. Vendors shall comply with all laws pertaining to labor practices such as forced labor, child labor, wage

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payments, freedom of association, and legally mandated family, childbirth, and medical leaves including, if applicable, the rights set forth in the National Labor Relations Act, the Federal Fair Labor Standards Act, the Federal Davis-Bacon Act, the Federal Family and Medical Leave Act, and any state laws defining such labor standards.

Affirmative Action. Each Vendor shall be an equal employment opportunity employer and during the performance of any Agreement, it will comply, if applicable, with Federal Executive Order 11246, as amended; the Rehabilitation Act of 1973, as amended; and Public Law 101-507 for the benefit of socially and economically disadvantaged individuals.

Health and Safety. Vendors shall provide a safe and healthful working environment to prevent accidents and injury to health arising out of or occurring in the course of work or resulting from the operation of Vendor's facilities. During the performance of any agreement, all products, services, use of equipment, working conditions, employee training or licensing requirements, and activities performed by the Vendor or the Vendor's subcontractors shall be in full compliance, if applicable, with the Federal Occupational Safety and Health Act, and all other applicable federal, state, and local laws, rules, regulations, and ordinances, including but not limited to the environmental safety and health requirements set forth in 29 Code of Federal Regulations, 40 CFR, and 49 CFR. If working on Baystate Health's premises, Vendor shall abide by Baystate Health's rules pertaining to safety and security.

Privacy and Security. Federal and state laws require Baystate Health and our Vendors to maintain the privacy and security of Baystate Health patient health information ("PHI"). If your business relationship with Baystate Health will require access to or usage of PHI, you will be required to sign a business associate agreement with us. In addition, you will be responsible for ensuring that all Vendor employees who provide services to Baystate Health are aware of and familiar with the requirements of both the Health Insurance Portability and Accountability Act (HIPAA) Privacy and Security Rules and, where applicable, those state laws that provide more stringent protection of PHI.

Environmental Protection. Vendors shall comply with relevant law concerning environmental compliance, including statutes, codes, and regulations, applicable to their operations. Such compliance includes: obtaining and maintaining appropriate environmental permits; proper handling and disposal of hazardous materials; monitoring, controlling, and treating discharges generated from operations; and conducting operations in a manner that conserves resources.

Gifts. Baystate Health prohibits Vendors from giving money, tips, cash substitutes, or other remuneration to Baystate Health employees. Vendors may obtain a copy of the current Baystate Health policies relating to business gifts and gratuities from the Baystate Health Compliance office at 413-794- 5840. In addition, Baystate Health expects all Vendor representatives in the pharmaceutical, medical supply and device industries to adhere to the codes of conduct on interactions with healthcare professionals as published by the Pharmaceutical Manufacturers Association of America (PhRMA) and Advanced Medical Technology Association (AdvaMed), as applicable.

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False Claims Act. Baystate Health is committed to preventing fraud, waste and abuse. As part of that commitment it is important that Vendors we conduct business with understand the State (Mass. Gen. Laws ch. 12 §§ 5A – 5) and Federal False Claims Act (31 USC 3729-3733) and how to report any suspected fraud, waste or abuse. Both the Commonwealth of Massachusetts and Federal Government make it a crime for any person or organization to knowingly make a false record or file a false claim with the government for payment. “Knowing” can include deliberate or reckless ignorance of facts that make the claim false. Examples of possible false claims include:

- presenting to the federal government a false or fraudulent claim for payment or approval;
- making or using a false record or statement in order to have a false or fraudulent claim paid or approved by the government;
- conspiring to defraud the government by getting a false or fraudulent claim allowed or paid;
- knowingly making or using a false record or statement to conceal, avoid, or decrease an obligation to pay or transmit money or property to the government.

A person or entity found liable under the State or Federal False Claims Act is subject to a civil money penalty of between \$5,500 and \$11,000 plus three times the amount of damages that the government sustained because of the illegal act. Massachusetts laws may also impose consequential damages that the Commonwealth may incur due to a violation including attorneys’ fees, expert fees, costs of investigation and any cost related to a review or investigation undertaken by the attorney general, or by the state auditor or the inspector general in cooperation with the attorney general.

The False Claims Act protects anyone who files a false claim lawsuit in good faith. If you are aware of or have suspicion of a false claim for payment being made at Baystate Health it is our expectation that you will report that suspicion immediately to the Compliance Department at 413-794-5840 or through the hotline at 877-874-RIGHT (7444).

Conflicts of Interest. Vendors shall avoid the appearance of, or actual, conflict of interest. Vendors and their employees or representatives shall not deal directly with any Baystate Health employee who holds, or whose spouse, domestic partner, or other family member holds, a significant financial interest in the Vendor’s organization. We also expect our Vendors to bring any actual, potential, or perceived conflicts of interest to the attention of a Baystate Health high-level representative, other than the person who has the relationship with the Vendor.

Reporting Potential Misconduct. If Vendor or any Vendor employee has knowledge of any actual or potential violation of the terms and conditions of the Vendor agreement, this Code of Conduct, or applicable laws and regulations that apply to the work being done for Baystate Health, Vendor has an obligation to report the violation to Baystate Health Compliance at 1-877-874-RIGHT (7444), or the Baystate Alertline at <https://baystatehealth.alertline.com>. Baystate Health will not retaliate against those who, in good faith, report suspected wrongdoing. Likewise, Baystate Health expects Vendors not to retaliate against their employees, who in good faith, report potential wrongdoing.



On site Vendors. In addition to the above, any on site Vendor shall abide by the Baystate Health Corporate Compliance Code of Conduct as found on-line in the Corporate Compliance section of BaystateHealth.com.

This Code of Conduct is subject to revision in Baystate Health's continuing effort to improve its sourcing and procurement practices. Please review this Code of Conduct carefully and become familiar with the principles that guide the conduct of you and your organization as a Baystate Health Vendor. If you have any questions, or comments, contact the Baystate Health Compliance Office at 413-794-7955.