

## Code of Business Ethics and Conduct



## **Foreword by Dr. Troy Dinkel**

**President & Chief Medical Officer**

TAUC's Code of Business Ethics and Conduct is a guide that provides us all with a clear understanding of what is expected of us as we conduct the Company's business. It's important that every one of us become familiar with and adhere to the policies related to performing our jobs in a safe and ethical manner.

Our business success depends on our ability to retain the trust of our co-workers, patients, investors, and the communities we serve. In order to continue to earn that trust, each of us must act with the highest levels of integrity and compliance. In our day-to-day jobs, that means making the right decisions and taking the right actions, every time. When you see something that doesn't seem to meet the high bar we have set for ourselves, speak up. We welcome and support employees who have questions or seek guidance on any issue or want to report a concern.

I ask that you read this document in its entirety and then make a personal commitment to understand and uphold our Code of Business Ethics and Conduct. No code can address every situation, and we don't try to do so here. There may be times when you have a question or concern about what is proper conduct for you or someone else. These are the times when you need to raise the issue with your Brigade Leader or by contacting our Ethics & Compliance Office at [cjames@tauc.com](mailto:cjames@tauc.com) or anonymously at (844) 753-9421.

Thank you for your dedication to always doing the right thing and continuing to make TAUC a great place to work.

Sincerely,

Dr. Troy Dinkel  
President & Chief Medical Officer  
**TOTAL ACCESS URGENT CARE**

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## Introduction

Welcome to TAUC's Code of Business Ethics and Conduct (Code of Ethics). This Code of Ethics, which has been approved by the TAUC Board of Directors, expresses the principles, policies, and practices every board member, officer, and employee of Total Access Urgent Care Company and its subsidiaries (TAUC or the Company) are required to use when conducting the Company's business. It is not intended as an exhaustive list of the activities or practices that guide the behavior of employees or that could affect the reputation and goodwill of TAUC's business. Your good judgment and sound discretion are essential. All employees are required to be aware of and follow the policies contained within the Employee Handbook.



## Mission & Values

**OUR MISSION:** TO CREATE FAST, FRIENDLY, AND AFFORDABLE HEALTHCARE IN EVERY COMMUNITY.

**Communication:** You proactively listen, respond, and share important information.

**Efficiency:** You achieve maximum productivity with minimum wasted effort and expense.

**Impact:** You perform your position with purpose, pride, and a positive attitude.

**Integrity:** You strive to do the most right thing.

**Judgment:** You make thoughtful decisions and come to sensible conclusions.

**Passion:** You focus on and accomplish what matters most.

**Teamwork:** You are the person you want to work with for the next 12 hours.

If you have a concern or wish to report a violation, you may contact any of the following: your Brigade Leader or manager; TAUC's Director of Human Resources at [cpfeiffer@tauc.com](mailto:cpfeiffer@tauc.com); TAUC's Ethics & Compliance Officer at [cjames@tauc.com](mailto:cjames@tauc.com); or, to report anonymously, call (844) 753-9421 or visit [www.ucgcompliance.com](http://www.ucgcompliance.com).

## Fairness in the Workplace

TAUC is committed to providing a workplace free of discrimination, harassment, and violence. All forms of these behaviors in the workplace are strictly prohibited and will not be tolerated. If you believe you have been subjected to any of these behaviors, you should report the incident promptly.

### Discrimination

TAUC is an equal opportunity employer. TAUC makes hiring decisions based solely on job-related criteria without regard to race, color, age, religion, national origin, medical condition (including pregnancy), disability, genetics, marital status, gender, sexual orientation, gender identity, or veteran status.

### Harassment

TAUC will not tolerate any form of harassment. Harassment can take many forms and includes any behavior that has the purpose or effect of creating an intimidating, hostile, or offensive work environment or interferes with an individual's work performance. Harassing conduct includes but is not limited to: using derogatory nicknames or slurs; negative stereotyping; behaving in a threatening or intimidating way; and verbal or physical conduct that degrades or shows hostility toward an individual. Displaying or circulating written or graphic material that ridicules or shows hostility or aversion to an individual or group is also considered harassment. Forms of sexual harassment include, but are not limited to: verbal harassment, such as unwelcome comments, jokes or slurs of a sexual nature; physical harassment, such as unnecessary or offensive touching or impeding or blocking movement; and visual harassment, such as offensive posters, cards, cartoons, graffiti, drawings or gestures. For more information, see the *TAUC Policy Training Guide - Harassment* on the TAUC drive in the HR folder (Policies & Standards).

### Nepotism

TAUC does not allow nepotism. Nepotism is favoritism shown to a relative, domestic partner or spouse based on the relationship. Relatives, domestic partners, and spouses will not be treated differently from other applicants for employment. In fact, the employment process requires stricter scrutiny whenever an employee might be involved in a workplace decision involving a relative, domestic partner, or spouse. A person may not enter into or stay in a position where that person exercises direct supervisory, appointment, promotional, or grievance authority over a relative, spouse, or domestic partner, or otherwise creates a conflict of interest.

### Full-Time Requirements, Part-Time Requirements, Schedule Policy

As Total Access Urgent Care (TAUC) provides patient care every day, including holidays, it is important to communicate clear requirements regarding full-time and part-time employees and scheduling. For more information, see *TAUC Policy FT Requirements, PT Requirements, Schedule* on the TAUC drive in the HR folder (Policies & Standards).

If you have a concern or wish to report a violation, you may contact any of the following: your Brigade Leader or manager; TAUC's Director of Human Resources at [cpfeiffer@tauc.com](mailto:cpfeiffer@tauc.com); TAUC's Ethics & Compliance Officer at [cjames@tauc.com](mailto:cjames@tauc.com); or, to report anonymously, call (844) 753-9421 or visit [www.ucgcompliance.com](http://www.ucgcompliance.com).

## Safety and Health

TAUC has a firm commitment to its employees, customers, and the public to provide a safe and healthy place of business. Safety is a core value that is integrated into everything we do. As such, TAUC will conduct operations that meet or exceed compliance with all applicable laws, regulations, and company standards.

As a TAUC employee, you are required to:

- Perform your duties in accordance with all safety and health laws, regulations and TAUC policies.
- Report any work-related accident or injury.

The Company also strives to maintain a drug- and alcohol-free work environment. You may not use or possess alcohol on Company premises. You cannot use, sell, attempt to use or sell, purchase, attempt to purchase, possess or be under the influence of any illegal drug or any legal drug in an illegal manner. Misuse of prescription drugs or over-the-counter medications is also prohibited.

## Corporate Opportunities and Conflicts

TAUC's employees, its managers, and its board members all have an obligation to further the interests of the Company ahead of personal interests. This obligation requires that you notify TAUC of any relevant corporate opportunities and that you make decisions that are in the best interest of TAUC.

### Corporate Opportunities

All employees have a duty to advance TAUC's legitimate interests. Any employee who learns of an opportunity through the use of Company assets or information because of their position at TAUC may take advantage of that opportunity by first contacting the Ethics and Compliance Officer who will assess and review the opportunity with the appropriate members of leadership. Employees may not compete with TAUC through employment at competing urgent care facilities.

### Conflicts of Interest

We make our business decisions based on what is in the best interest of TAUC, not based upon personal considerations, personal relationships, or personal gain. A conflict of interest occurs when your personal interests interfere – or even appear to interfere – with your ability to make objective business decisions. Conflicts of interest are not simple. Their influences are often subtle, and the very appearance of a conflict can have an adverse effect on the Company's reputation, whether the conflict is real or not.

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Without prior written approval from the Ethics and Compliance Officer or the Chairman of the Board, you may not participate in:

- A joint venture, partnership, or other business arrangement with TAUC
- Any TAUC decision to do business with a company in which you, your domestic partner, family member or friends hold an interest.

Employees must immediately disclose conflicts, or potential conflicts of interest to the Ethics and Compliance Officer. A conflict of interest may arise in any number of ways. Examples include:

- Working for an urgent care competitor of TAUC's, regardless of the nature of the work, while still employed by the Company.
- Accepting any personal benefit that could be interpreted as having been given to you because of your position at TAUC, such as accepting a gift from a vendor while negotiating that vendor's contract renewal.
- Using company time, facilities, materials, or other Company assets for outside work that is not related to your job at TAUC.

## Compliance with Laws and Regulations

TAUC is committed to fully complying with the letter and the spirit of all state and federal laws, rules, and regulations applicable to its activities. More broadly, TAUC expects its employees to deal fairly with all customers, suppliers, regulators, and competitors.

## Protection and Proper Use of Company Assets

Company assets are intended for use by Company employees to conduct the Company's business. Company assets include, but are not limited to, information and records about Company business or its employees or customers, diagnostic and other equipment, employee time, and computer and communication devices.

- We each have a duty to protect the Company's assets from misuse, waste, abuse, theft, and loss and to ensure the efficient use of these assets for business purposes.
- When you leave the Company, you must return all Company property in your possession.
- TAUC permits incidental and occasional personal use of computers, copiers, and communication devices, but such use should be rare and minimal.
- Employees must never use Company assets for outside business activities.

If you have a concern or wish to report a violation, you may contact any of the following: your Brigade Leader or manager; TAUC's Director of Human Resources at [cpfeiffer@tauc.com](mailto:cpfeiffer@tauc.com); TAUC's Ethics & Compliance Officer at [cjames@tauc.com](mailto:cjames@tauc.com); or, to report anonymously, call (844) 753-9421 or visit [www.ucgcompliance.com](http://www.ucgcompliance.com).

The Company reserves the right to monitor any actions and review any files stored or transmitted on its computer and communications assets for compliance with laws and Company policy. Even personal messages on the Company's e-mail and voice mail systems are Company property. Use these assets only in accordance with the Company's policies and standards.

## HIPAA/Medical Records Policy

The Health Insurance Portability and Accountability Act (HIPAA) was enacted by Congress in 1996 in response to a need for national standards for protecting the privacy of an individual's health information. TAUC must also abide by all rules written by the Department of Health and Human Services, which are published by the [Federal Register](#).

### Document and Record Retention

Accurate and relevant document retention is both ethically sound and good for business. TAUC protects and maintains the records needed for complying with legal and regulatory requirements, and for the operating and financial needs of our business. At TAUC, we do not delete data from any of our records systems. Under no circumstances may you destroy Company records or decide to maintain such records outside the Company's premises or designated off-site storage systems.

If you learn of a subpoena, pending litigation, or government investigation, you must immediately notify TAUC's Ethics and Compliance Officer. In these circumstances, you must preserve all relevant records until told otherwise, which will include voicemails, text messages, and written records.

## Confidential Information & Trade Secrets

Much of the information you receive in the course of your work is confidential. You must protect and prevent the disclosure of confidential information TAUC entrusts to you, and only disclose it when authorized or legally mandated. Confidential information includes all proprietary or non-public information that might be useful to others or harmful to the Company or its customers, if disclosed. Examples can include business concepts, trade secrets, lists of leads or prospects, business and product plans, information about TAUC's business methods, computer programs, customer, and employee information and more. You may not use any confidential information for your own benefit or the benefit of persons inside or outside TAUC. Your obligation to protect from disclosure any confidential business information acquired during your service with TAUC continues even after you leave the Company. You must not disclose any confidential TAUC information to a new employer or others after you leave the Company. You also may not disclose your previous employers' confidential information to TAUC board members, officers, or employees. You must also protect confidential information provided by any customer, supplier, or would-be supplier, including prices, terms, and names of other sources of supply.

If you have a concern or wish to report a violation, you may contact any of the following: your Brigade Leader or manager; TAUC's Director of Human Resources at [cpfeiffer@tauc.com](mailto:cpfeiffer@tauc.com); TAUC's Ethics & Compliance Officer at [cjames@tauc.com](mailto:cjames@tauc.com); or, to report anonymously, call (844) 753-9421 or visit [www.ucgcompliance.com](http://www.ucgcompliance.com).



## Reporting Concerns or Violations

This Code of Ethics and the business policies, principles and practices outlined in it are critical to the success of TAUC. No TAUC board member, officer, employee, customer, or shareholder should tolerate violations of these standards.

Employees are required to report any violation, including situations or matters that may be considered unethical, unsafe, or a conflict of interest.

You are encouraged to report any suspected violations to your manager as your management may know how best to address the specific situation. If you are uncomfortable with that process, or believe your previous concerns have not been addressed, please utilize the other resources at the bottom of every page in this document.

### Intimidation

Intimidation of any employee who is considering reporting a suspected violation of the Code of Ethics will not be tolerated. Additionally, intimidation of any employee for participating in an investigation will not be tolerated. If you are a subject of such intimidation, please contact the Ethics & Compliance Officer.

### Retaliation

Retaliation, in any form, against an employee for reporting a concern or suspected violation of the Code of Ethics or for participating in an investigation will not be tolerated. If you believe you are being retaliated against, contact the Ethics & Compliance Officer.

### Investigations

TAUC will promptly investigate all credible concerns and violations. It is imperative that employees not conduct their own investigations. TAUC has designated individuals to conduct internal investigations. Investigations may involve complex issues and acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company. Employees being investigated and those participating in an investigation are required to be truthful and cooperate fully with any investigation and keep all information related to the investigation confidential both during and after the investigation.

### Discipline

The Company intends to use every reasonable effort to prevent conduct not in compliance with this Code of Ethics and halt any such conduct that may occur as soon as reasonably possible after its discovery. Company personnel who violate this Code of Ethics may be subject to disciplinary action, up to and including termination.

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## **Additional Information or Questions**

This Code of Ethics, the Employee Handbook, and TAUC's corporate policies are available in the HR folder (Policies & Standards) on the TAUC drive. These resources cannot provide definitive answers to all questions in every circumstance. You should seek guidance (using the resources listed at the bottom of every page of this document) whenever you have questions or are unsure whether your actions or planned actions are in accordance with this Code of Ethics.

If you have a concern or wish to report a violation, you may contact any of the following: your Brigade Leader or manager; TAUC's Director of Human Resources at [cpfeiffer@tauc.com](mailto:cpfeiffer@tauc.com); TAUC's Ethics & Compliance Officer at [cjames@tauc.com](mailto:cjames@tauc.com); or, to report anonymously, call (844) 753-9421 or visit [www.ucgcompliance.com](http://www.ucgcompliance.com).