

ST. LUKE'S HOLDING COMPANY

Non-Employed Physician Standards of Ethical Business Practice

PURPOSE

St. Luke's Holding Company and its affiliated entities ("St. Luke's"), are proud of the values that drive our success. These values shape an environment and culture that nurtures the highest standards in business ethics and personal integrity. These same ethics and values are displayed in our commitment to excellence in the services we provide. We have reached an exemplary level of corporate citizenship that is a benchmark within health care. It is imperative that as individuals we understand and adhere to these principles and values to protect St. Luke's integrity and welfare.

SCOPE & RESPONSIBILITY

The Physician Standards of Ethical Business Practice and the Physician Certification Statement are designed to address all business activities, relationships and affiliations within St. Luke's. They are in no way intended to interfere with the physician/patient relationship. Physicians are expected to act in the best interest of their patients in providing medical care.

Certification

Each physician directly associated with St. Luke's, whether as a medical director, exclusive contract physician, or otherwise ("Physician") will be given a copy of the Physician Standards of Ethical Business Practice and the Certification Statement upon initiation of his/her association/contract with St. Luke's. Each Physician must sign a Physician Certification Statement (with limited exceptions) upon initiation and renewal of his/her association/contract with St. Luke's. In addition to those requirements, notice shall be submitted by a Physician to the Vice President of Medical Affairs ("VPMA") promptly upon considering or engaging in any activity that is in conflict, or possible conflict, with these standards that has not been previously reported.

Standards

Exactly what constitutes an unethical business practice is both a moral and legal question. St. Luke's recognizes and respects the Physician's right to engage in activities that are private in nature and do not in any way conflict with or reflect poorly on St. Luke's. St. Luke's reserves the right, however, to determine when any activity represents a conflict with St. Luke's interest and to take whatever action is necessary to resolve the situation. All Physicians are required to disclose any activities, associations or interests that may conflict with this policy in an effort to resolve the situation(s) in an effective, timely manner that is in the best interest of St. Luke's.

While it isn't possible to define all the various circumstances and relationships that would be "unethical", the following guidelines should provide a good understanding.

Compliance with Laws and Regulations:

The compliance with all federal, state and local laws is of the utmost importance to St. Luke's continued success. St. Luke's is committed to complying with all applicable laws.

While it is not practical to attempt to list all laws to which St. Luke's is subject, it is obvious that neither St. Luke's nor any Physician should participate in any fraudulent or deceptive activities toward St. Luke's, its patients, insureds, customers, suppliers, contractors, or anyone else with whom St. Luke's has business associations. To that end, St. Luke's has implemented a Corporate Compliance Program, with which all Physicians must comply. Any Physician who becomes aware, directly or indirectly, of any situation violating the Compliance Program, must promptly report the situation to the VPMA or the CO or call the compliance Hotline at 419-897-8462. Detailed requests for information regarding the Corporate Compliance Program may be referred to the Compliance Officer.

Patient Privacy:

We respect our patients' right to privacy. Any Physician who has knowledge of or access to any patient's protected health information must take steps necessary to ensure that information is not released or disclosed in a manner that would violate the patient's rights under the Health Insurance Portability and Accountability Act (HIPAA) or under any other federal or state law.

Improper Influence:

Physicians shall not influence, or seek to influence, any person, firm, customer, or supplier who has, or is likely to have, business dealings with St. Luke's through the exchange or offer to exchange of cash, gifts, services, promises or other remuneration in an attempt to influence their actions related to St. Luke's.

Confidential Information and Trade Secrets:

At no time during or after the Physician's association with St. Luke's may he/she use, disseminate, or disclose to any person, firm, corporation or other business entity, any confidential information or trade secret belonging to St. Luke's. A Physician may use confidential information and trade secrets of St. Luke's only in the furtherance of and to the extent required to perform the his/her duties for St. Luke's. All documents, communications and things containing confidential information or trade secrets belonging to St. Luke's are the property of St. Luke's.

Campaign and Election Guidelines:

St. Luke's policy with respect to the nomination or election of candidates to public office is one of non-partisanship. St. Luke's does not support or take positions as to political parties or as to the nomination or election of individual candidates to political office. St. Luke's funds, properties or services shall not be contributed or used directly or indirectly for the purposes of influencing the nomination or election of individual candidates to political office.

Gifts and Other Benefits:

Physicians shall comply with the American Medical Association's policy, Gifts to Physicians from Industry, as amended. A copy of the American Medical Association's current policy can be found at <http://www.ama-assn.org>.

Honoraria and non-St. Luke's Compensation:

Physicians are expected to disclose to their patients any significant financial interest with the pharmaceutical or biotechnology health industry that might create a conflict of interest, including:

- Advising a pharmaceutical or biotechnology company about emerging technology
- Serving on a scientific advisory Board
- Speaking at a conference in return for payments from pharmaceutical or biotechnology companies (or their affiliates), including payments from medical education companies indirectly supported by industry.

Significant financial interest:

A significant financial interest is one or more of the following scenarios of a physician or immediate family member or an entity controlled by any of them:

- Honoraria and consulting compensation over \$5,000 per year, whether monetary or otherwise
- Equity – including stock and stock options of any amount
- Royalties – Research-related royalties or the written contractual right to future royalties (other than book publishing)
- Fiduciary service – appointment as an officer, director, partner or governing Board member.

Conflict Of Interest:

Physicians are expected to avoid conflicts of interest and/or the appearance of conflicts of interest, which may arise from their activities related to business decisions of St. Luke's. All conflicts of interest must be disclosed on the Physician Certification Statement and, if not previously disclosed, reported immediately to the VPMA.

While it is not possible to describe, or anticipate, all the circumstances and situations that might involve or appear to involve a conflict of interest, the following examples are given by way of illustration. The conduct of immediate family members shall be considered conduct by the Physician.

1. Personal business or personal purchases using St. Luke's discounts with any supplier or purchasing agency.
2. Being a competitor of St. Luke's or a director, trustee, manager, officer, consultant or employee of a competitor or other organization whose interest may conflict with the interests of St. Luke's, or permitting his or her name to be used in any fashion that would tend to indicate a business connection with such organization. For the purposes of this section, services routinely provided in an office setting would not be considered as competition with St. Luke's.

A Physician must notify the VPMA prior to serving as a member of the governing Board of any organization whose interest may conflict with the interests of St. Luke's. A Physician must disclose all Board member activities on the Physician Certification Statement.

3. In the event an associated Physician is involved with a St. Luke's business decision that would or could violate the intent of these standards, the Physician must disclose the existence and nature of his or her potential conflict and all material facts to the Board members or corporate officers considering the proposed transaction or arrangement. The interested Physician may make a presentation with respect to the proposed transaction or arrangement, but after such presentation, he/she shall leave the

meeting during the discussion of, and the authorization of, the transaction or arrangement that results in the conflict of interest. The St. Luke's Board members or corporate officers considering the proposed transaction or arrangement may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest or not deemed necessary in the instance, the Board/committee/council/corporate officer shall determine whether the transaction or arrangement is in St. Luke's best interest and for its own benefit and whether the transaction is fair and reasonable shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination. Except for the presentation described above, the interested Physician must abstain from, and should leave the meeting during, any discussion or decision regarding the proposed transaction or arrangement.

Since it is not possible to list all situations or relationships, which may create conflicts of interest, physicians are to promptly disclose to the VPMA any circumstances that may constitute violation of these guidelines and/or seek guidance from him/her in order to determine if a conflict exists.

Compensation Matters:

Physicians who receive compensation, directly or indirectly, whether as employees or independent contractors, are precluded from membership on any committee/council whose jurisdiction includes compensation matters. A voting member of any St. Luke's committee/council whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, is precluded from voting on matters pertaining to that committee/council member's compensation. No physician is prohibited from providing information to any committee/council regarding physician compensation. In addition, the foregoing shall not preclude a physician from serving on a committee/council that discusses, reviews or otherwise considers the development or creation of physician compensation models. Rather, the exclusion only applies to those committees/councils that actually set the fees or compensation for physicians.

American Medical Association Opinion 8.061 - Gifts to Physicians from Industry

[The previous Opinion 8.061, also entitled "Gifts to Physicians From Industry," issued June 1992, updated June 1996 and June 1998, was replaced by the current Opinion 8.061, "Gifts to Physician From Industry" issued June 2014.]

Relationships among physicians and professional medical organizations and pharmaceutical, biotechnology, and medical device companies help drive innovation in patient care and contribute to the economic well-being of the community to the ultimate benefit of patients and the public. However, an increasingly urgent challenge for both medicine and industry is to devise ways to preserve strong, productive collaborations at the same time that they take clear effective action to prevent relationships that damage public trust and tarnish the reputation of both parties.

Gifts to physicians from industry create conditions that carry the risk of subtly biasing—or being perceived to bias—professional judgment in the care of patients.

To preserve the trust that is fundamental to the patient-physician relationship and public confidence in the profession, physicians should:

(a) Decline cash gifts in any amount from an entity that has a direct interest in physicians' treatment recommendations.

(b) Decline any gifts for which reciprocity is expected or implied.

(c) Accept an in-kind gift for the physician's practice only when the gift:

(i) will directly benefit patients, including patient education; and

(ii) is of minimal value.

(d) Academic institutions and residency and fellowship programs may accept special funding on behalf of trainees to support medical students', residents', and fellows' participation in professional meetings, including educational meetings, provided:

(i) the program identifies recipients based on independent institutional criteria; and

(ii) funds are distributed to recipients without specific attribution to sponsors.