

# HCA

## Code of Conduct

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Dear HCA Colleague,

We have a comprehensive, values-based Ethics and Compliance Program, which is a vital part of the way we conduct ourselves at HCA. Because the Program rests on our Mission and Values, it has easily become incorporated into our daily activities and supports our tradition of caring – for our patients, our communities, and our colleagues. We strive to deliver healthcare compassionately and to act with absolute integrity in the way we do our work and the way we live our lives.

This Code of Conduct, which reflects our tradition of caring, provides guidance to ensure our work is done in an ethical and legal manner. It emphasizes the shared common values and culture which guide our actions. It also contains resources to help resolve any questions about appropriate conduct in the work place. Please review it thoroughly. Your adherence to its spirit, as well as its specific provisions, is absolutely critical to our future.

If you have questions regarding this Code or encounter any situation which you believe violates provisions of this Code, you should immediately consult your supervisor, another member of management at your facility, your Facility Human Resources Manager, your Facility Ethics and Compliance Officer, the HCA Ethics Line (1-800-455-1996) or the Corporate Ethics and Compliance Officer. You have our personal assurance there will be no retribution for asking questions or raising concerns about the Code or for reporting possible improper conduct.

No Code of Conduct can substitute for each person's own internal sense of fairness, honesty, and integrity. Thus, in your daily life and work, if you encounter a situation or are considering a course of action that does not feel right, please discuss the situation with any of the resources mentioned above.

We have a rich heritage, which is reflected in our Mission and Values Statement and in this Code of Conduct. We are equally committed to assuring our actions consistently reflect our words. In this spirit, we want this organization to be a community of shared values, and we expect all of our colleagues' actions to reflect the high standards set forth in this Code of Conduct. We ask you to assist us and all of our colleagues in this organization in supporting the values and principles that are critical to continuing our tradition of caring.

Sincerely,

Richard M. Bracken  
Chairman and CEO

R. Milton Johnson  
President and CFO

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### **Acknowledgment Card**

*This Code of Conduct is effective March 9, 2011.*

*Note: All references to "HCA" or the "organization" in this Code of Conduct refer to HCA Holdings, Inc. and/or its affiliates, as applicable.*

## **Mission and Values Statement**

Above all else, we are committed to the care and improvement of human life. In recognition of this commitment, we will strive to deliver high quality, cost-effective healthcare in the communities we serve.

In pursuit of our mission, we believe the following value statements are essential and timeless:

- We recognize and affirm the unique and intrinsic worth of each individual.
- We treat all those we serve with compassion and kindness.
- We act with absolute honesty, integrity and fairness in the way we conduct our business and the way we live our lives.
- We trust our colleagues as valuable members of our healthcare team and pledge to treat one another with loyalty, respect, and dignity.

## **Purpose of Our Code of Conduct**

Our Code of Conduct provides guidance to all HCA colleagues and assists us in carrying out our daily activities within appropriate ethical and legal standards. These obligations apply to our relationships with patients, affiliated physicians, third-party payers, subcontractors, independent contractors, vendors, consultants, and one another.

The Code is a critical component of our overall Ethics and Compliance Program. We have developed the Code to ensure we meet our ethical standards and comply with applicable laws and regulations.

The Code is intended to be comprehensive and easily understood. In some instances, the Code deals fully with the subject covered. In many cases, however, the subject requires additional guidance for those directly involved with the particular area to have sufficient direction. To provide additional guidance, we have developed a comprehensive set of compliance policies and procedures which may be accessed on the Ethics and Compliance site of our Intranet, as well as our external web site at [www.hcahealthcare.com](http://www.hcahealthcare.com). Those policies expand upon or supplement many of the principles articulated in this Code of Conduct.

The standards set forth in the Code apply to all HCA facilities and employees operating in the United States. The standards are mandatory and must be followed. A separate Code of Conduct has been developed for our facilities outside the United States.

## **Code of Ethics for Senior Financial Officers and the Chief Executive Officer**

Under the Sarbanes-Oxley Act of 2002 and related Securities and Exchange Commission (SEC) rules, the Company is required to disclose whether it has adopted a written Code of Ethics for its Senior Financial Officers and the Chief Executive Officer (CEO). Any amendments to, or implicit or explicit waiver of, the Code of Ethics for Senior Financial Officers and the CEO must be publicly disclosed as required by SEC and New York Stock Exchange (NYSE) rules. "Senior Financial Officers" include, but are not limited to, facility, Division and Group Chief Financial Officers (CFOs) and controllers, and Corporate officers with financial accounting and reporting responsibilities, including the Executive Vice President and Chief Financial Officer. The Code

must be reasonably designed to deter wrongdoing and to promote: honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; full, fair, accurate, timely and understandable SEC filings and submissions and other public communications by the Company; compliance with applicable governmental laws, rules and regulations; prompt internal reporting of violations of the Code; and accountability for adherence to the Code.

The CEO and all Senior Financial Officers are bound by all provisions of this Code of Conduct and particularly those provisions relating to ethical conduct, conflicts of interest, compliance with law, and internal reporting of violations of the Code. The CEO and all Senior Financial Officers also have responsibility for full, fair, accurate, timely and understandable disclosure in the periodic reports and submissions filed by the Company with the SEC as well as in other public communications made by the Company (“Public Communications”). Accordingly, it is the responsibility of the CEO and each Senior Financial Officer promptly to bring to the attention of the internal working group responsible for the review of the Company’s periodic SEC reports (“Disclosure Committee”) any information of which he or she may become aware that materially affects the disclosures made by the Company in its Public Communications. The CEO and each Senior Financial Officer also shall bring promptly to the attention of the Disclosure Committee any information he or she may have concerning significant deficiencies in the design or operation of internal controls which could adversely affect the company’s ability to record, process, summarize and report financial data; or any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s financial reporting, disclosures or internal controls.

The Corporate Ethics and Compliance Steering Committee shall determine appropriate actions to be taken in the event of violations of the Code by the CEO and the Company’s Senior Financial Officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code. In determining what action is appropriate in a particular case, the Corporate Ethics and Compliance Steering Committee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past. The Corporate Ethics and Compliance Steering Committee must report periodically any actions taken pursuant to this paragraph to the Audit and Compliance Committee of the Board of Directors.

Any waiver of or amendments to the Code of Ethics for Senior Financial Officers and the CEO must be approved by the Audit and Compliance Committee of the Board of Directors and disclosed in accordance with SEC and NYSE rules.

## **Leadership Responsibilities**

While all HCA colleagues are obligated to follow our Code, we expect our leaders to set the

example, to be in every respect a model.

We expect everyone in the organization with supervisory responsibility to exercise that responsibility in a manner that is kind, sensitive, thoughtful, and respectful. We expect each supervisor to create an environment where all team members are encouraged to raise concerns and propose ideas.

We also expect that they will ensure those on their team have sufficient information to comply with laws, regulations, and policies, as well as the resources to resolve ethical dilemmas. They must help to create a culture within HCA which promotes the highest standards of ethics and compliance. This culture must encourage everyone in the organization to share concerns when they arise. We must never sacrifice ethical and compliant behavior in the pursuit of business objectives.

Specific guidance for leaders throughout the organization regarding their responsibilities under our Ethics and Compliance Program is included in a supplement for leaders to this Code. Leaders at all levels of the organization should use that guidance to most effectively incorporate ethics and compliance into all aspects of our organization.

In addition, all leaders should be mindful that HCA supports and utilizes various training mechanisms to ensure that our supervisors have excellent managerial skills. These training tools are coordinated by the Corporate Human Resources Department. The foundational principles in such tools reflect the basic concepts of our Ethics and Compliance Program. The Ethics and Compliance Program, together with our leadership training efforts, encourages what we refer to as “principled leadership.” Such leadership assumes that those in our organization will lead by example, will confront problems directly and candidly, will be inclusive in making decisions as to who should participate in the decision-making process, will try to give the maximum responsibility to those who work with them, and will emphasize effective team-building. In addition to these fundamental approaches to principled leadership, we expect those in our organization to understand and care about their colleagues at work. Though HCA is a large organization, its work is accomplished each day, for the most part, in small team settings. This encourages all leaders to try to ensure that the talents of each member of the organization are utilized to the maximum extent possible and that we give careful attention to the professional development of all of those within HCA.

### **Our Fundamental Commitment to Stakeholders\***

We affirm the following commitments to HCA stakeholders:

***To our patients:*** We are committed to providing quality care that is sensitive, compassionate, promptly delivered, and cost effective.

***To our HCA colleagues:*** We are committed to a work setting which treats all colleagues with fairness, dignity, and respect, and affords them an opportunity to grow, to develop professionally,

and to work in a team environment in which all ideas are considered.

***To our affiliated physicians:*** We are committed to providing a work environment which has excellent facilities, modern equipment, and outstanding professional support.

***To our third-party payers:*** We are committed to dealing with our third-party payers in a way that demonstrates our commitment to contractual obligations and reflects our shared concern for quality healthcare and bringing efficiency and cost effectiveness to healthcare. We encourage our private third-party payers to adopt their own set of comparable ethical principles to explicitly recognize their obligations to patients as well as the need for fairness in dealing with providers.

***To our regulators:*** We are committed to an environment in which compliance with rules, regulations, and sound business practices is woven into the corporate culture. We accept the responsibility to aggressively self-govern and monitor adherence to the requirements of law and to our Code of Conduct.

***To our joint venture partners:*** We are committed to fully performing our responsibilities to manage our jointly owned facilities in a manner that reflects the mission and values of each of our organizations.

***To the communities we serve:*** We are committed to understanding the particular needs of the communities we serve and providing these communities quality, cost-effective healthcare. We realize as an organization that we have a responsibility to help those in need. We proudly support charitable contributions and events in the communities we serve in an effort to promote good will and further good causes.

***To our suppliers:*** We are committed to fair competition among prospective suppliers and the sense of responsibility required of a good customer. We encourage our suppliers to adopt their own set of comparable ethical principles.

***To our volunteers:*** The concept of voluntary assistance to the needs of patients and their families is an integral part of the fabric of healthcare. We are committed to ensuring that our volunteers feel a sense of meaningfulness from their volunteer work and receive recognition for their volunteer efforts.

***To our shareholders:*** We are committed to the highest standards of professional management, which we are certain can create unique efficiencies and innovative healthcare approaches and thus ensure favorable returns on our shareholders' investments over the long term.

\*The term “stakeholder” refers to those groups of individuals to whom an institution sees itself as having obligations.

## **Patients**

### ***Quality of Care and Patient Safety***

Our mission is to provide high quality, cost-effective healthcare to all of our patients. To that end, we are committed to the delivery of safe, effective, efficient, compassionate and satisfying

patient care. We treat all patients with warmth, respect, and dignity and provide care that is both necessary and appropriate. HCA has a comprehensive program to promote the quality objectives of the organization. In promoting a high quality of care, HCA facilities are focused on the attentiveness and dedication of service to patients; the utilization of evolving technology to ensure quality and patient safety and to create an overall culture that makes patient safety paramount; a comprehensive and effective approach to handling the issues of credentialing and privileging of members of the medical staff; and the creation of effective peer review mechanisms within the medical staff. As a general principle, HCA aspires to a standard of excellence for all caregivers within its facilities, including the entire facility team, which is committed to the delivery of safe, effective, efficient, compassionate and satisfying care and services.

There are increasingly numerous measures that relate in some way to the quality of patient care. These include, for example, the Conditions of Participation of the Centers for Medicare and Medicaid Services (CMS), the standards and surveys of The Joint Commission, the consensus measures of the National Quality Forum, and the principles of the Leapfrog Group for Patient Safety. HCA is attentive to all of these standards and seeks to establish systems that reflect the best practices required or implied by these various standard-setting efforts.

This commitment to quality of care and patient safety is an obligation of every HCA colleague. Accordingly, it is a fundamental principle of being part of HCA that each person dedicates himself or herself to achieving the goals described here. In addition, in any circumstance where an HCA colleague has a question about whether the quality or patient safety commitments set forth herein are being fully met, that individual is obligated to raise this concern through appropriate channels until it is satisfactorily addressed and resolved. Such channels include those established at the facility, and if necessary, beyond the facility, including the HCA Ethics Line. In addition to the facility and HCA channels, HCA colleagues are provided resources and guidance as to how to solicit intervention or review by external quality partners including The Joint Commission, state survey agencies or state quality improvement organizations.

### ***Patient Rights***

We make no distinction in the availability of services; the admission, transfer or discharge of patients; or in the care we provide based on age, gender, disability, race, color, religion, or national origin. We recognize and respect the diverse backgrounds and cultures of our patients and make every effort to equip our caregivers with the knowledge and resources to respect each patient's cultural heritage and needs. We are mindful that the populations in those communities we serve are becoming even more diverse. Accordingly, we are structuring more formal programs to ensure that HCA colleagues are equipped to meet these articulated commitments for multi-cultural competency in patient care. The hospital respects the patient's right to and need for effective communication.

Each patient is provided with a written statement of patient rights and a notice of privacy practices. These statements include the rights of a patient to make decisions regarding medical

care, the right to refuse or accept treatment, the right to informed decision-making, and a patient's rights related to his or her health information maintained by the facility. Such statements conform to all applicable state and federal laws, including but not limited to the Health Insurance Portability and Accountability Act of 1996 (hereinafter referred to as HIPAA).

We seek to involve patients in all aspects of their care, including giving consent for treatment and making healthcare decisions, which may include managing pain effectively, foregoing or withdrawing treatment, and, as appropriate, care at the end of life. The hospital addresses the wishes of the patient relating to end of life decisions. As applicable, each patient or patient representative is provided with a clear explanation of care including, but not limited to, diagnosis, treatment plan, right to refuse or accept care, care decision dilemmas, advance directive options, estimates of treatment costs, organ donation and procurement, and an explanation of the risks, benefits, and alternatives associated with available treatment options. Patients have the right to request transfers to other facilities. In such cases, the patient is given an explanation of the benefits, risks, and alternatives of the transfer.

Patients are provided information regarding their right to make advance directives regarding treatment decisions, financial considerations and the designation of surrogate healthcare decision-makers. Patient advance directives or resuscitative measures are honored within the limits of the law and our organization's mission, philosophy, values, and capabilities.

In the promotion and protection of each patient's rights, each patient and his or her representatives are accorded appropriate confidentiality, privacy, security, advocacy and protective services, opportunity for resolution of complaints, and pastoral care or spiritual care. Patients have the right to an environment that preserves dignity and contributes to positive self-image.

Patients are treated in a manner that preserves their dignity, autonomy, self-esteem, civil rights, and involvement in their own care. HCA facilities maintain processes to support patient rights in a collaborative manner which involves the facility leaders and others. These structures are based on policies and procedures, which make up the framework addressing both patient care and organizational ethics issues. These structures include informing each patient or, when appropriate, the patient's representative of the patient's rights in advance of furnishing or discontinuing care. Patients receive information about the person(s) responsible for their care, treatment and services. Patients and, when appropriate, their families are informed about the outcomes of care, treatment and services that have been provided, including unanticipated outcomes. Patients are also involved as clinically appropriate in resolving dilemmas about care decisions. Facilities maintain processes for prompt resolution of patient grievances which include informing patients of whom to contact regarding grievances and informing patients regarding the grievance resolution. The hospital addresses the resolution of complaints from patients and their families. Patients have the right to refuse care, treatment, and services in accordance with the law and regulations. HCA facilities maintain an ongoing, proactive patient safety effort for the identification of risk to patient safety and the prevention, reporting and reduction of healthcare errors. HCA colleagues receive training about patient rights in order to

clearly understand their role in supporting them.

We strive to provide health education, health promotion, and illness-prevention programs as part of our efforts to improve the quality of life of our patients and our communities.

### ***Patient Information***

We collect information about the patient's medical condition, history, medication, and family illnesses in order to provide quality care. We realize the sensitive nature of this information and are committed to maintaining its confidentiality. Consistent with HIPAA, we do not use, disclose or discuss patient-specific information, including patient financial information, with others unless it is necessary to serve the patient or required by law.

HCA colleagues must never use or disclose confidential information that violates the privacy rights of our patients. In accordance with our privacy and security policies and procedures, which reflect HIPAA requirements, no HCA colleague, affiliated physician, or other healthcare partner has a right to any patient information other than that necessary to perform his or her job.

Subject only to emergency exceptions, patients can expect their privacy will be protected and patient-specific information will be released only to persons authorized by law or by the patient's written authorization.

### ***Emergency Treatment***

We follow the Emergency Medical Treatment and Active Labor Act ("EMTALA") in providing an emergency medical screening examination and necessary stabilization to all patients, regardless of ability to pay. Provided we have the capacity and capability, anyone with an emergency medical condition is treated. In an emergency situation or if the patient is in labor, we will not delay the medical screening and necessary stabilizing treatment in order to seek financial and demographic information. We do not admit, discharge, or transfer patients with emergency medical conditions simply based on their ability or inability to pay or any other discriminatory factor.

Patients with emergency medical conditions are only transferred to another facility at the patient's request or if the patient's medical needs cannot be met at the HCA facility (*e.g.*, we do not have the capacity or capability) and appropriate care is knowingly available at another facility. Patients are only transferred in strict compliance with state and federal EMTALA regulatory and statutory requirements.

## **Physicians**

Health care facilities like those owned and operated by HCA reflect a collaboration between those who are part of HCA and those who have been credentialed and privileged to practice in HCA facilities. As in any collaboration, each party has important roles and responsibilities. HCA is committed to providing a work environment for physicians and other privileged practitioners who practice in our facilities that is excellent in all respects. We know that historically members of our medical staffs have interacted with those who work in our hospitals in a respectful and supportive way. We appreciate this and know that we can expect it to

continue. We encourage members of our Medical Staffs to be familiar with this Code of Conduct. There are many portions of this Code of Conduct that pertain to ethical or legal obligations of physicians in hospitals, and this document is likely to be a helpful summary of those obligations for our medical staff members.

### ***Interactions with Physicians***

Federal and state laws and regulations govern the relationship between hospitals and physicians who may refer patients to the facilities. The applicable federal laws include the Anti-Kickback Law and the Stark Law. It is important that those colleagues who interact with physicians, particularly regarding making payments to physicians for services rendered, providing space or services to physicians, recruiting physicians to the community, and arranging for physicians to serve in leadership positions in facilities, are aware of the requirements of the laws, regulations, and policies that address relationships between facilities and physicians.

If relationships with physicians are properly structured, but not diligently administered, failure to administer the arrangements as agreed may result in violations of the law. Any arrangement with a physician must be structured to ensure compliance with legal requirements, our policies and procedures and with any operational guidance that has been issued. Most arrangements must be in writing and approved by the Legal Department. Failure to meet all requirements of these laws and regulations can result in serious consequences for a facility.

Keeping in mind that it is essential to be familiar with the laws, regulations, and policies that govern our interactions with physicians, two overarching principles govern our interactions with physicians:

*We do not pay for referrals.* We accept patient referrals and admissions based solely on the patient's medical needs and our ability to render the needed services. We do not pay or offer to pay anyone -- colleagues, physicians, or other persons or entities -- for referral of patients.

*We do not accept payments for referrals we make.* No HCA colleague or any other person acting on behalf of the organization is permitted to solicit or receive anything of value, directly or indirectly, in exchange for the referral of patients. Similarly, when making patient referrals to another healthcare provider, we do not take into account the volume or value of referrals that the provider has made (or may make) to us.

### ***Extending Business Courtesies and Tokens of Appreciation to Potential Referral Sources***

Any entertainment, gift or token of appreciation involving physicians or other persons who are in a position to refer patients to our healthcare facilities must be undertaken in accordance with corporate policies, which have been developed consistent with federal laws, regulations, and rules regarding these practices. HCA colleagues must consult Company policies prior to extending any business courtesy or token of appreciation to a potential referral source.

## **Legal and Regulatory Compliance**

HCA provides varied healthcare services in many states. These services are provided pursuant to appropriate federal, state, and local laws and regulations, and the conditions of participation for Federal healthcare programs. Such laws, regulations, and conditions of participation may include, but are not limited to, subjects such as certificates of need, licenses, permits, accreditation, access to treatment, consent to treatment, medical record-keeping, access to medical records and confidentiality, patients' rights, clinical research, end-of-life care decision-making, medical staff membership and clinical privileges, corporate practice of medicine restrictions, and Medicare and Medicaid program requirements. The organization is subject to numerous other laws in addition to these healthcare laws, regulations, and the conditions of participation.

We have developed policies and procedures to address many legal, accreditation, certification and regulatory requirements. However, it is impractical to develop policies and procedures that encompass the full body of applicable law, standards, conditions and regulation. Obviously, those laws, standards, conditions and regulations not covered in organization policies and procedures must be followed. There is a range of expertise within the organization, including operations counsel and numerous functional experts (*i.e.*, Responsible Executives), who should be consulted for advice concerning human resources, legal, regulatory, standards and the conditions of participation requirements.

Anyone aware of violations or suspected violations of laws, regulations, standards and the conditions of participation, or Company policies and procedures must report them immediately to a supervisor or member of management, the Facility Human Resources Manager, the Facility Ethics and Compliance Officer (ECO), the Division ECO, the Ethics Line, or the Corporate Ethics and Compliance Officer.

## **Accreditation and Surveys**

In preparation for, during and after surveys, HCA colleagues must deal with all accrediting and external agency survey bodies in a direct, open and honest manner. No action should ever be taken in relationships with accrediting or external agency survey bodies that would mislead the accrediting or external agency survey teams, either directly or indirectly.

The scope of matters related to accreditation or external agency survey is extremely significant and broader than the scope of this Code of Conduct. The purpose of our Code of Conduct is to provide general guidance on subjects of wide interest within the organization. Accrediting bodies and external agency survey entities may address issues of both wide and somewhat more focused interest.

From time-to-time, government agencies and other entities conduct surveys in our facilities. We respond with openness and accurate information. In preparation for or during a survey or inspection, HCA colleagues must never conceal, destroy, or alter any documents; lie; or make misleading statements to the agency representative. Colleagues also must never attempt to cause another colleague to fail to provide accurate information or obstruct, mislead, or delay the communication of information or records relating to a possible violation of law.

## **Business and Financial Information**

### ***Accuracy, Retention, and Disposal of Documents and Records***

Each HCA colleague is responsible for the integrity and accuracy of our organization's documents and records, not only to comply with regulatory and legal requirements but also to ensure records are available to support our business practices and actions. No one may alter or falsify information on any record or document. Records must never be destroyed in an effort to deny governmental authorities that which may be relevant to a government investigation.

Medical and business documents and records are retained in accordance with the law and our record retention policy, which includes comprehensive retention schedules. Medical and business documents include paper documents such as letters and memos, computer-based information such as e-mail or computer files on disk or tape, and any other medium that contains information about the organization or its business activities. It is important to retain and destroy records only according to our policy. HCA colleagues must not tamper with records. No one may remove or destroy records prior to the specified date without first obtaining permission as outlined in the Company records management policy. Finally, under no circumstances may an HCA colleague use patient, colleague or any other individual's or entity's information to personally benefit (*e.g.*, perpetrate identity theft).

### ***Coding and Billing for Services***

We have implemented policies, procedures and systems to facilitate accurate billing to government payers, commercial insurance payers, and patients. These policies, procedures, and systems conform to pertinent federal and state laws and regulations. We prohibit any colleague or agent of HCA from knowingly presenting or causing to be presented claims for payment or approval which are false, fictitious, or fraudulent.

In support of accurate billing, medical records must provide reliable documentation of the services we render. It is important that all individuals who contribute to medical records provide accurate information and do not destroy any information considered part of the official medical record.

Accurate and timely documentation also depends on the diligence and attention of physicians who treat patients in our facilities. We expect those physicians to provide us with complete and accurate information in a timely manner.

Any subcontractors engaged to perform billing or coding services are expected to have the necessary skills, quality control processes, systems, and appropriate procedures to ensure all billings for government and commercial insurance programs are accurate and complete. HCA expects such entities to have their own ethics and compliance programs and code of conduct. In addition, third-party billing entities, contractors, and preferred vendors under contract consideration must be approved consistent with the corporate policy on this subject.

For technical coding questions in a hospital or ambulatory surgery center contact the 3M Coding

Helpline at 1-800-435-7776. For billing and other coding questions in a hospital, freestanding imaging/radiation oncology center, or physician's practice, contact the Regs Helpline by e-mail at Regs Helpline.

### ***Confidential Information***

The term "confidential information" refers to proprietary information about our organization's strategies and operations as well as patient information and third party information. Improper use or disclosure of confidential information could violate legal and ethical obligations. HCA colleagues may use confidential information only to perform their job responsibilities and shall not share such information with others unless the individuals and/or entities have a legitimate need to know the information in order to perform their specific job duties or carry out a contractual business relationship, provided disclosure is not prohibited by law or regulation. Confidential information, also referred to as "sensitive information," covers virtually anything related to HCA's operations that is not publicly known, such as personnel data maintained by the organization; patient lists and clinical information, including individually identifiable patient information; patient financial information, including credit card data and social security numbers; passwords; pricing and cost data; information pertaining to acquisitions, divestitures, affiliations and mergers; financial data; details regarding federal, state, and local tax examinations of the organization or its joint venture partners; proprietary information from a research sponsor or the data generated from the research; strategic plans; marketing strategies and techniques; supplier and subcontractor information; and proprietary computer software. In order to maintain the confidentiality and integrity of patient and confidential information, colleagues must protect such information in accordance with information security policies and standards when it is e-mailed outside the Company or otherwise sent through the Internet; stored on portable devices such as laptops and portable digital assistants (PDAs); or transferred to removable media such as CD or USB drive. These policies and standards require, among other things, that the individual and/or entity be validated and the information be encrypted.

Use of due care and due diligence is required to maintain the confidentiality, availability and integrity of information assets the Company owns or of which it is the custodian. Because so much of our clinical and business information is generated and contained within our computer systems, it is essential that each HCA colleague protect our computer systems and the information contained in them by not sharing passwords and by reviewing and adhering to our information security policies and standards.

Any HCA colleague who knows or suspects confidential information to have been compromised must report the potential security breach to the Facility ECO, Facility Privacy Officer (FPO), or Facility Information Security Official (FISO).

If an individual's employment or contractual relationship with HCA ends for any reason, the individual is still bound to maintain the confidentiality of information viewed, received or used during the employment or contractual business relationship with HCA. This provision does not restrict the right of a colleague to disclose, if he or she wishes, information about his or her own compensation, benefits, or terms and conditions of employment. Copies of confidential

information in an employee's or contractor's possession shall be left with HCA at the end of the employment or contractual relationship.

### ***Cost Reports***

We are required by federal and state laws and regulations to submit certain reports of our operating costs and statistics. We comply with federal and state laws, regulations, and guidelines relating to all cost reports. These laws, regulations, and guidelines define what costs are allowable and outline the appropriate methodologies to claim reimbursement for the cost of services provided to program beneficiaries.

Several HCA policies address cost report compliance and articulate our commitment to: maintain and distribute a Reimbursement Manual to Reimbursement Department personnel that includes corporate and departmental policies and procedures; provide effective and timely education and training programs for Reimbursement Department personnel regarding federal and state laws, regulations and guidelines, and corporate policies; maintain a standardized workpaper package to provide consistency in the preparation, organization, presentation, and review of cost reports; apply a uniform cost report review process; identify and exclude non-allowable costs; adhere to documentation standards; and use transmittal letters to report protested items and make other appropriate disclosures. Also, we submit our cost report process to internal audits and maintain a peer review process.

All issues related to the preparation, submission and settlement of cost reports must be performed by or coordinated with our Reimbursement Department.

### ***Electronic Media and Security Requirements***

All communications systems, including but not limited to computers, electronic mail, Intranet, Internet access, telephones, and voice mail, are the property of the organization and are to be used primarily for business purposes in accordance with electronic communications policies and standards. Limited reasonable personal use of HCA communications systems is permitted; however, users should assume these communications are not private. Users of computer and telephonic systems should presume no expectation of privacy in anything they create, store, send, or receive on the computer and telephonic systems, and the Company reserves the right to monitor and/or access communications usage and content consistent with Company policies and procedures.

Colleagues may not use internal communication channels or access to the Internet at work to view, post, store, transmit, download, or distribute any threatening materials; knowingly, recklessly, or maliciously false materials; obscene materials; or anything constituting or encouraging a criminal offense, giving rise to civil liability, or otherwise violating any laws. Also, these channels of communication may not be used to send chain letters, personal broadcast messages, or copyrighted documents that are not authorized for reproduction.

Colleagues who abuse our communications systems or use them excessively for non-business purposes may lose these privileges and be subject to disciplinary action.

Colleagues shall comply with HCA's information security policies and standards governing the use of information systems. Only assigned user IDs and "SecureID" cards shall be used. Individuals may only use officially assigned User IDs and passwords and are not permitted to share or disclose any password that is used to access HCA systems or information. Portable devices and removable media, such as laptop computers, PDAs, USB drives, CDs and external hard drives, must be physically secured at all times. Colleagues shall never use tools or techniques to break or exploit HCA information security measures or those used by other companies or individuals.

### ***Financial Reporting and Records***

We have established and maintain a high standard of accuracy and completeness in documenting, maintaining, and reporting financial information. This information serves as a basis for managing our business and is important in meeting our obligations to patients, colleagues, shareholders, suppliers, and others. It is also necessary for compliance with tax and financial reporting requirements.

All financial information must reflect actual transactions and conform to generally-accepted accounting principles. All funds or assets must be properly recorded in the books and records of the Company. HCA maintains a system of internal controls to provide reasonable assurances that all transactions are executed in accordance with management's authorization and are recorded in a proper manner so as to maintain accountability of the organization's assets.

We diligently seek to comply with all applicable auditing, accounting and financial disclosure laws, including but not limited to the Securities Exchange Act of 1934 and the Sarbanes-Oxley Act of 2002 and certain requirements imposed by the New York Stock Exchange. Senior financial officers receive training and guidance regarding auditing, accounting and financial disclosure relevant to their job responsibilities. They are also provided the opportunity to discuss issues of concern with the Board of Directors' Audit and Compliance Committee. Anyone having concerns regarding questionable accounting or auditing matters should report such matters to the Board of Directors' Audit and Compliance Committee by calling the HCA Ethics Line (1-800-455-1996).

### ***Intellectual Property Rights and Obligations***

Any work of authorship, invention, or other creation ("Development") created by a colleague during the scope of the colleague's employment with HCA shall be considered the property of HCA, including any patent, trademark, copyright, trade secret or other intellectual property right in the Development. Whether something is developed during the scope of a colleague's employment depends on a number of factors, including:

the nature of the colleague's work,

whether the Development is related to HCA's business,

- whether the colleague was directed to produce the Development as part of the colleague's work,
- whether the colleague utilized HCA intellectual property or resources at least in part to
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- make the Development, and
- whether the colleague created the Development while being paid by HCA.

If any Development created is copyrightable or patentable, then it will be considered a “Work for Hire” under the United States Copyright Act, with HCA being considered to be the author and owner of such work.

When creating Developments for HCA, colleagues shall respect the intellectual property rights of others. Any works or inventions created by colleagues prior to employment by HCA shall be disclosed to HCA upon commencement of employment, and management and Legal Department approval shall be obtained prior to any use of these works or inventions in a Development for HCA.

By signing the acknowledgment card at the end of this Code of Conduct, a colleague specifically agrees to be bound by these provisions of the Code of Conduct. As such, the acknowledgment card serves as an assignment by the named colleague to HCA of all right, title, and interest in all Developments created by the colleague within the scope of his or her employment, as well as an appointment of the Secretary for HCA as the colleague’s attorney-in-fact to execute documents on his or her behalf for the foregoing purposes. Colleagues shall assist HCA in obtaining and enforcing intellectual property rights in their Developments, while employed by HCA and after termination of employment.

## **Workplace Conduct and Employment Practices**

### ***Conflict of Interest***

A conflict of interest may occur if an HCA colleague’s outside activities, personal financial interests, or other private interests interfere or appear to interfere with his or her ability to make objective decisions in the course of the colleague’s job responsibilities. A conflict of interest may arise when an HCA colleague takes actions or has interests that make it difficult to perform his or her HCA work objectively and effectively. Conflicts of interest also arise when an HCA colleague or a member of his or her family receives improper benefits as a result of his or her position in HCA. Loans to, or guarantees of obligations of, such persons are of special concern. HCA colleagues are obligated to ensure they remain free of conflicts of interest in the performance of their responsibilities at HCA. If colleagues have any question about whether an outside activity or private interest might constitute a conflict of interest, they must obtain the written approval of their supervisor and ECO before pursuing the activity or obtaining or retaining the interest. Clinical decisions will be made without regard to compensation or financial risk to HCA leaders, managers, clinical staff, or licensed, independent practitioners.

No waiver of this conflict of interest provision may be granted to an Executive Officer (*i.e.*, an officer subject to Section 16 of the Securities Exchange Act of 1934) or director unless approved in advance by the Audit and Compliance Committee of the Board of Directors.

### ***Controlled Substances***

Some of our colleagues routinely have access to prescription drugs, controlled substances, and other medical supplies. Many of these substances are governed and monitored by specific

regulatory organizations and must be administered by physician order only. Prescription and controlled medications and supplies must be handled properly and only by authorized individuals to minimize risks to us and to patients. If one becomes aware of inadequate security of drugs or controlled substances or the diversion of drugs from the organization, the incident must be reported immediately.

### ***Copyrights***

HCA colleagues may only copy and/or use copyrighted materials pursuant to the organization's policy on such matters.

### ***Corporate Opportunities***

HCA colleagues are prohibited from taking for themselves personally opportunities that are discovered through the use of HCA property, information or position for personal gain and competing with HCA. HCA colleagues owe a duty to HCA to advance its interests when the opportunity so arises.

### ***Diversity and Equal Employment Opportunity***

HCA actively promotes diversity in its workforce at all levels of the organization. We are committed to providing an inclusive work environment where everyone is treated with fairness, dignity, and respect. We will make ourselves accountable to one another for the manner in which we treat one another and for the manner in which people around us are treated. We are committed to recruit and retain a diverse staff reflective of the patients and communities we serve. We regard laws, regulations and policies relating to diversity as a minimum standard. We strive to create and maintain a setting in which we celebrate cultural and other differences and consider them strengths of the organization.

HCA is an equal opportunity workforce and no one shall discriminate against any individual with regard to race, color, religion, sex, national origin, age, disability, sexual orientation, or veteran status with respect to any offer, or term or condition, of employment. We make reasonable accommodations to the known physical and mental limitations of qualified individuals with disabilities.

### ***Harassment and Workplace Violence***

Each HCA colleague has the right to work in an environment free of harassment and disruptive behavior. We do not tolerate harassment by anyone based on the diverse characteristics or cultural backgrounds of those who work with us. Degrading or humiliating jokes, slurs, intimidation, or other harassing conduct is not acceptable in our workplace.

Sexual harassment is prohibited. This prohibition includes unwelcome sexual advances or requests for sexual favors in conjunction with employment decisions. Moreover, verbal or physical conduct of a sexual nature that interferes with an individual's work performance or creates an intimidating, hostile, or offensive work environment has no place at HCA.

Harassment also includes incidents of workplace violence. Workplace violence includes robbery

and other commercial crimes, stalking, violence directed at the employer, terrorism, and hate crimes committed by current or former colleagues. Colleagues who observe or experience any form of harassment or violence should report the incident to their supervisor, the Human Resources Department, a member of management, the Facility ECO, or the Ethics Line.

### ***Health and Safety***

All HCA facilities comply with all government regulations and rules, HCA policies, and required facility practices that promote the protection of workplace health and safety. Our policies have been developed to protect our colleagues from potential workplace hazards. Colleagues must become familiar with and understand how these policies apply to their specific job responsibilities and seek advice from their supervisor or the Safety Officer whenever they have a question or concern. It is important that each colleague immediately advise his or her supervisor or the Safety Officer of any serious workplace injury or any situation presenting a danger of injury so timely corrective action may be taken to resolve the issue.

### ***Hiring of Former and Current Government and Fiscal Intermediary/Medicare Administrative Contractor Employees***

The recruitment and employment of former or current U.S. government employees may be impacted by regulations concerning conflicts of interest. Hiring employees directly from a fiscal intermediary or Medicare Administrative Contractor requires certain regulatory notifications. Colleagues should consult with the Corporate Human Resources Department or the Legal Department regarding such recruitment and hiring.

### ***Ineligible Persons***

We do not contract with, employ, or bill for services rendered by an individual or entity that is excluded or ineligible to participate in Federal healthcare programs; suspended or debarred from Federal government contracts and has not been reinstated in a Federal healthcare program after a period of exclusion, suspension, debarment, or ineligibility. We routinely search the Department of Health and Human Services' Office of Inspector General and General Services Administration's lists of such excluded and ineligible persons. A number of Company policies address the procedures for timely and thorough review of such lists and appropriate enforcement actions.

Colleagues, vendors, and privileged practitioners at one or more HCA facilities are required to report to us if they become excluded, debarred, or ineligible to participate in Federal healthcare programs.

### ***Insider Information and Securities Trading***

In the course of colleagues' employment with HCA, they may become aware of non-public information about HCA material to an investor's decision to buy or sell the organization's securities. Non-public, material information may include, among other things, plans for mergers, marketing strategy, financial results, or other business dealings. Colleagues may not discuss this

type of information with anyone outside of the organization. Within the organization, colleagues should discuss this information on a strictly "need to know" basis only with other colleagues who require this information to perform their jobs.

Securities laws and HCA policy prohibit individuals from trading in the marketable securities of an organization that is publicly held or traded or influencing others to trade in such securities on the basis of non-public, material information. These restrictions are meant to ensure the general public has complete and timely information on which to base investment decisions.

If an HCA colleague obtains access to non-public, material information about the organization, or any other company while performing his or her job, the colleague may not use that information to buy, sell, transfer, gift or effect other transactions of publicly registered and traded securities of HCA or that other company. Even if he or she does not buy, sell, transfer, gift or effect other transactions of such securities based on what he or she knows, discussing the information with others, such as family members, friends, vendors, suppliers, and other outside acquaintances, is prohibited until the information is considered to be public. Information is considered to be public on the second trading day after the date of a general release of the information to the media. In addition, HCA directors, officers and certain other designated HCA Colleagues are subject to more detailed corporate securities trading policies, including certain pre-clearance procedures and blackout periods.

#### ***License and Certification Renewals***

Colleagues, individuals retained as independent contractors, and privileged practitioners in positions which require professional licenses, certifications, or other credentials are responsible for maintaining the current status of their credentials and shall comply at all times with federal and state requirements applicable to their respective disciplines. To assure compliance, HCA may require evidence of the individual having a current license or credential status.

HCA does not allow any colleague, independent contractor or privileged practitioner to work without valid, current licenses or credentials. Each colleague must have evidence of current and valid licensure, certification, registration, accreditation or credential as required by their position description. Each facility must have appropriate processes and procedures to assure documentation of compliance with each position description requirement.

#### ***Personal Use of HCA Resources***

It is the responsibility of each HCA colleague to preserve our organization's assets including time, materials, supplies, equipment, and information. Organization assets are to be maintained for business-related purposes. As a general rule, the personal use of any HCA asset without prior supervisory approval is prohibited. The occasional use of items, such as copying facilities or telephones, where the cost to HCA is insignificant, is permissible. Any community or charitable use of organization resources must be approved in advance by one's supervisor. Any use of organization resources for personal financial gain unrelated to the organization's business is prohibited.

### ***Relationships Among HCA Colleagues***

In the normal day-to-day functions of an organization like HCA, there are issues that arise which relate to how people in the organization deal with one another. It is impossible to foresee all of these, and many do not require explicit treatment in a document like this. A few routinely arise, however. One involves gift giving among colleagues for certain occasions. While we wish to avoid any strict rules, no one should ever feel compelled to give a gift to anyone, and any gifts offered or received should be appropriate to the circumstances. A lavish gift to anyone in a supervisory role would clearly violate organization policy. Another situation, which routinely arises, is a fund-raising or similar effort undertaken by individual colleagues, in which no one should ever be compelled to participate. Similarly, when the Company or a facility determines to support charitable organizations such as the United Way, no colleague should be compelled to contribute to the charitable organization, nor should there be any workplace consequences of such non-participation.

### ***Relationships with Subcontractors and Suppliers***

HCA is the majority owner and managing general partner of HealthTrust Purchasing Group (HPG). On behalf of its member entities, including HCA, HPG negotiates contracts with supply and service vendors. HPG has a Code of Conduct and Business Relationship Statement that outline its commitment to ethical and compliant behavior and its expectations of the same by its contractors. Copies of the Code and Statement are available on HPG's website at: [www.healthtrustpg.com](http://www.healthtrustpg.com). HPG participates in the Healthcare Group Purchasing Industry Initiative as a founding member. This is an umbrella group of the largest healthcare group purchasing organizations in the country intended to promote the highest standards of business conduct in these activities.

Those seeking to be suppliers of HCA should understand that virtually all of the system-wide procurement effort is executed, in effect, by the HealthTrust Purchasing Group. As in any large organization, once central procurement decisions have been made, it is anticipated that local facilities will utilize the negotiated contracts. Organizations that compete unsuccessfully through HPG for national agreements with HCA, or, for whatever reason, elect not to compete in such processes, should not be disappointed by efforts of those in the HCA supply chain to maintain compliance with negotiated national agreements. We encourage those with new technologies or product innovations to be certain that HPG fully understands their capabilities.

We must manage our consulting, subcontractor, and supplier relationships in a fair and reasonable manner, free from conflicts of interest and consistent with all applicable laws and good business practices. We promote competitive procurement to the maximum extent practicable. Our selection of consultants, subcontractors, suppliers, and vendors will be made on the basis of objective criteria including quality, technical excellence, price, delivery, adherence to schedules, service, and maintenance of adequate sources of supply. Our purchasing decisions will be made on the supplier's ability to meet our needs, and not on personal relationships and friendships. We employ the highest ethical standards in business practices in source selection, negotiation, determination of contract awards, and the administration of all purchasing activities.

We comply with contractual obligations not to disclose vendor confidential information unless permitted under the contract or otherwise authorized by the vendor. (The subject of Business Courtesies, which might be offered by or to subcontractors or suppliers, is discussed on pages 21 to 23 of this Code.)

### ***Research, Investigations, and Clinical Trials***

We follow the highest ethical standards in full compliance with federal and state laws and regulations in any research, investigations, and/or clinical trials conducted by our physicians and professional staff. We do not tolerate research misconduct, which includes activities such as making up or changing results, copying results from other studies without performing the clinical investigation or research, failing to identify and deal appropriately with investigator or institutional conflicts of interest, and proceeding without Institutional Review Board (IRB) approval. Our hospitals' first priority is always to protect the patients and human subjects and respect their rights during research, investigations, and clinical trials.

Physicians conducting clinical trials of investigational products and services are expected to fully inform all subjects of their rights and responsibilities of participating in the clinical trial. All potential subjects asked to participate in a clinical trial are given a full explanation of alternative services that might prove beneficial to them. They are also fully informed of potential discomforts and are given a full explanation of the risks, expected benefits, and alternatives. The subjects are fully informed of the procedures to be followed, especially those that are experimental in nature. Refusal of a potential subject to participate in a research study or the voluntary withdrawal of his or her participation in an existing study will not compromise his or her access to services or other benefits to which he or she is otherwise entitled. A subject's voluntary informed consent to participate in a clinical trial is documented and retained pursuant to Company and hospital policies.

Any HCA facility or colleague applying for or performing research of any type must follow all applicable research guidelines and privacy policies and maintain the highest standards of ethics and accuracy in any written or oral communications regarding the research project. As in all accounting and financial record-keeping, our policy is to submit only true, accurate, and complete costs related to research grants. Any HCA facility or colleague engaging in human subject research must do so in conjunction with IRB approval and consistent with Company policies regarding human subject research and IRBs.

### ***Substance Abuse and Mental Acuity***

To protect the interests of our colleagues and patients, we are committed to an alcohol and drug-free work environment. All colleagues must report for work free of the influence of alcohol and illegal drugs. Reporting to work under the influence of any illegal drug or alcohol; having an illegal drug in a colleague's system; or using, possessing, or selling illegal drugs while on HCA work time or property may result in immediate termination. We may use drug testing as a means of enforcing this policy.

It is also recognized individuals may be taking prescription or over-the-counter drugs, which

could impair judgment or other skills required in job performance. Colleagues with questions about the effect of such medication on their performance or who observe an individual who appears to be impaired in the performance of his or her job must immediately consult with their supervisor.

## **Competitive Activities and Marketing Practices**

We operate in a highly competitive environment. Our competitive activities must conform to the high standards of integrity and fairness reflected in this Code of Conduct. The Company requires compliance with antitrust and other laws governing competitive activities, and with the Company's written policies governing interactions with competitors, customers and suppliers.

### ***Antitrust and Unfair Competition***

The Company has strict restrictions on communications with competitors, which are set forth in Company policy. Generally, colleagues are not to discuss with competitors non-public "competitively sensitive topics" as defined in the policy. Because the antitrust laws are so complex and their application can depend upon the conditions in local markets, it is not practical to adopt written policies to govern all situations. Colleagues should consult with their supervisors or the Legal Department for guidance concerning competitive activities, laws and policies relating to their areas of responsibility.

### ***Marketing and Advertising***

Consistent with laws and regulations that may govern such activities, we may use marketing and advertising activities to educate the public, provide information to the community, increase awareness of our services, and to recruit colleagues. We strive to present only truthful, fully informative, and non-deceptive information in these materials and announcements.

While it is permissible to compare and contrast our services and prices, it is against Company policy to intentionally disparage other persons or businesses based on information that is untrue, or not known to be true, or to intentionally interfere with another business's contractual and business relationships through wrongful means. This does not prevent fair, non-deceptive competition for business from those who may also have business relationships with a competitor.

### ***Foreign Corrupt Practices Act***

The United States Foreign Corrupt Practices Act (FCPA) requires us to exercise care in our dealings with foreign government officials, employees, or representatives; and members of their families. The FCPA prohibits providing anything of value to any of these individuals for the purpose of obtaining or retaining business. Under the FCPA, HCA is responsible for the actions of its agents and representatives. Before offering anything of value to foreign government officials, employees or representatives or a member of their family, an HCA colleague must obtain advice from the Corporate Ethics and Compliance Department or the Legal Department.

## **Environmental Compliance**

It is our policy to comply with all environmental laws and regulations as they relate to our organization's operations. We act to preserve our natural resources to the full extent reasonably possible. We comply with all environmental laws and operate each of our facilities with the necessary permits, approvals, and controls. We diligently employ the proper procedures to provide a good environment of care and to prevent pollution.

In helping HCA comply with these laws and regulations, all HCA colleagues must understand how job duties may impact the environment, adhere to all requirements for the proper handling of hazardous materials, and immediately alert supervisors to any situation regarding the discharge of a hazardous substance, improper disposal of hazardous and medical waste, or any situation which may be potentially damaging to the environment.

## **Business Courtesies**

### ***General***

This part of the Code of Conduct should not be considered in any way as an encouragement to make, solicit, or receive any type of entertainment or gift. For clarity purposes, please note that these limitations govern activities with those outside of HCA. This section does not pertain to actions between HCA and its colleagues or actions among HCA colleagues themselves. (See “Relationships Among HCA Colleagues” on page 18.)

### ***Receiving Business Courtesies***

We recognize there will be times when a current or potential business associate, including a potential referral source, may extend an invitation to attend a social event in order to further develop a business relationship. An HCA colleague may accept such invitations, provided: (1) the cost associated with such an event is reasonable and appropriate, which, as a general rule, means the cost will not exceed \$150.00 per person; (2) no expense is incurred for any travel costs (other than in a vehicle owned privately or by the host entity) or overnight lodging; and (3) such events are infrequent. The limitations of this section do not apply to business meetings at which food (including meals) may be provided. Prior to accepting invitations to training and educational opportunities that include travel and overnight accommodations at reduced or no cost to a colleague or HCA, consult our policies and seek appropriate approvals.

HCA colleagues may accept gifts with a total value of \$75.00 or less in any one year from any individual or organization who has a business relationship with HCA. For purposes of this paragraph, physicians practicing in HCA facilities are considered to have such a relationship. Perishable or consumable gifts given to a department or group are not subject to any specific limitation. HCA colleagues may accept gift certificates, but may never accept cash or financial instruments (*e.g.*, checks, stocks). Finally, under no circumstances may an HCA colleague solicit a gift.

This section does not limit HCA facilities from accepting gifts, provided they are used and accounted for appropriately.

### ***Extending Business Courtesies to Non-referral Sources***

No portion of this section, "Extending Business Courtesies to Non-referral Sources," applies to any individual who makes, or is in a position to make, referrals to an HCA facility. Such business courtesies are addressed in the *Extending Business Courtesies to Potential Referral Sources* section of this Code and Company policies.

Meals and Entertainment. There may be times when a colleague wishes to extend to a current or potential business associate (other than someone who may be in a position to make a patient referral) an invitation to attend a social event (*e.g.*, reception, meal, sporting event, or theatrical event) to further or develop a business relationship. The purpose of the entertainment must never be to induce any favorable business action. During these events, topics of a business nature must be discussed and the host must be present. These events must not include expenses paid for any travel costs (other than in a vehicle owned privately or by the host entity) or overnight lodging. The cost associated with such an event must be reasonable and appropriate. As a general rule, this means the cost will not exceed \$150.00 per person. Moreover, such business entertainment with respect to any particular individual must be infrequent, which, as a general rule, means not more than three times per year. Consult Company policy for events that are expected to exceed \$150 or were not expected to but inadvertently do exceed \$150. That policy requires establishing the business necessity and appropriateness of the proposed entertainment. The organization will under no circumstances sanction any business entertainment that might be considered lavish or in questionable taste. Departures from the \$150.00 guideline are highly discouraged.

Sponsoring Business Events. Also, HCA facilities may routinely sponsor events with a legitimate business purpose (*e.g.*, hospital board meetings or retreats). Provided that such events are for business purposes, reasonable and appropriate meals and entertainment may be offered. In addition, transportation and lodging can be paid for. However, all elements of such events, including these courtesy elements, must be consistent with the corporate policy on such events.

Gifts. It is critical to avoid the appearance of impropriety when giving gifts to individuals who do business or are seeking to do business with HCA. We will never use gifts or other incentives to improperly influence relationships or business outcomes. In order to avoid embarrassment, an effort should be made to ensure that any gift we extend meets the business conduct standards of the recipient's organization. Gifts to business associates who are not government employees must not exceed \$75.00 per year per recipient. Any gifts to Medicare or Medicaid beneficiaries must not exceed \$10.00 per item nor total more than \$50.00 per year per recipient. An HCA colleague or facility may give gift certificates, but may never give cash or financial instruments (*e.g.*, checks, stocks). The corporate policy on business courtesies permits occasional exceptions to the \$75 limit to recognize the efforts of those who have spent meaningful amounts of volunteer time on behalf of HCA.

U.S. Federal and state governments have strict rules and laws regarding gifts, meals, and other business courtesies for their employees. HCA does not provide any gifts, entertainment, meals, or anything else of value to any employee of the Executive Branch of the Federal government or its fiscal intermediaries, except for minor refreshments in connection with business discussions

or promotional items with the HCA or facility logo valued at no more than \$10.00. With regard to gifts, meals, and other business courtesies involving any other category of government official or employee, colleagues must determine the particular rules applying to any such person and carefully follow them.

## **Government Relations and Political Activities**

The organization and its representatives comply with all federal, state, and local laws governing participation in government relations and political activities. As a general policy, HCA funds or resources are not contributed directly to individual political campaigns, political parties, or other organizations which intend to use the funds primarily for political campaign objectives. Those who seek exceptions to this general rule may only do so after obtaining the appropriate approvals required in relevant policies. Organization resources include financial and non-financial donations such as using work time and telephones to solicit for a political cause or candidate or the loaning of HCA property for use in the political campaign. The conduct of any political action committee is to be consistent with relevant laws and regulations. In addition, political action committees associated with the organization select candidates to support based on the overall ability of the candidate to render meaningful public service. The organization does not select candidates to support as a reflection of expected support of the candidate on any specific issue.

The organization engages in public policy debate only in a limited number of instances where it has special expertise that can inform the public policy formulation process. When the organization is directly impacted by public policy decisions, it may provide relevant, factual information about the impact of such decisions on the private sector. In articulating positions, the organization only takes positions that it believes can be shown to be in the larger public interest. The organization encourages trade associations with which it is associated to do the same.

It is important to separate personal and corporate political activities in order to comply with the appropriate rules and regulations relating to lobbying or attempting to influence government officials. No use of corporate resources, including e-mail, is appropriate for personally engaging in political activity. A colleague may, of course, participate in the political process on his or her own time and at his or her own expense. While doing so, it is important HCA colleagues not give the impression they are speaking on behalf of or representing HCA in these activities. Colleagues cannot seek to be reimbursed by HCA for any personal contributions for such purposes.

At times, HCA may ask colleagues to make personal contact with government officials or to write letters to present our position on specific issues. In addition, it is a part of the role of some HCA management to interface on a regular basis with government officials. If a colleague is making these communications on behalf of the organization, he or she must be certain to be familiar with any regulatory constraints and observe them. Guidance is always available from the Corporate Government Relations and Legal Departments as necessary.

## **The Company's Ethics and Compliance Program**

### ***Program Structure***

The Ethics and Compliance Program is intended to demonstrate in the clearest possible terms the absolute commitment of the organization to the highest standards of ethics and compliance. The elements of the program include setting standards (the Code and Policies and Procedures), communicating the standards, providing a mechanism for reporting potential exceptions, monitoring and auditing, and maintaining an organizational structure that supports the furtherance of the program. Each of these elements is detailed below.

These elements are supported at all levels of the organization. Providing direction, guidance and oversight are the Audit and Compliance Committee of the Board of Directors; the Corporate Ethics and Compliance Steering Committee consisting of senior management; and the Corporate Ethics and Compliance Policy Committee consisting of senior management and representative facility CEOs.

The Chief Ethics and Compliance Officer for the organization and the Ethics and Compliance Department are responsible for the day-to-day direction and implementation of the Ethics and Compliance Program. This includes developing resources (including policies and procedures, training programs, and communication tools) for and providing support (including operating the Ethics Line, conducting program assessment, and providing advice) to Facility ECOs and others.

Responsible Executives are individuals in the Corporate Office who have expertise in various areas of compliance risk and who are called upon in their areas of expertise to lead policy and training development efforts, conduct monitoring and auditing as appropriate, and provide advice.

Playing a key role in ensuring the successful implementation of our Ethics and Compliance Program, Facility ECOs are responsible for distributing standards, ensuring training is conducted, conducting monitoring and responding to audits, investigating and resolving Ethics Line cases, and otherwise administering the Ethics and Compliance Program in their facilities. Hospital ECOs are also expected to establish and maintain a Facility Ethics and Compliance Committee (FECC) to assist them in these efforts. All Divisions and Markets have appointed Division or Market ECOs, who assist in directing and assessing the Ethics and Compliance Program for their Divisions or Markets.

Another important resource who may be able to address issues arising out of this Code of Conduct is the Human Resources Manager. Human Resources Managers are highly knowledgeable about many of the compliance risk areas described in this Code of Conduct that pertain to employment and the workplace and are responsible for ensuring compliance with various employment laws. If a concern relates to specific details of an individual's work situation, rather than larger issues of organizational ethics and compliance, the Human Resources Manager is the most appropriate person to contact. In that we promote the concept of management autonomy at local facilities, every effort should be made to resolve workplace conduct and employment practice issues through the individual's supervisor and the Human Resources Manager at the local facility. Experience has shown that this is an effective and

productive way to deal promptly with these matters. Division Human Resources Managers also assist in investigating and resolving Ethics Line cases and workplace conduct and employment practices issues. HCA routinely reviews the operation of this problem solving procedure and may periodically modify the details of the approach in order to maximize its effectiveness. In circumstances where you seek to utilize the problem solving procedure, we encourage you to inquire about the specifics of how the procedure operates. Your local human resources department or representative can provide this information.

All of these individuals or groups are prepared to support HCA colleagues in meeting the standards set forth in this Code. Membership lists for each of the Corporate entities and the Facility ECOs can be found at the Ethics and Compliance site on the organization's Intranet.

### ***Setting Standards***

With respect to our Ethics and Compliance Program, we set standards through this Code of Conduct, ethics and compliance policies and procedures and, occasionally, through other guidance mechanisms, such as Compliance Alerts and advisory memoranda. It is the responsibility of each individual to be aware of those policies and procedures that pertain to his or her work and to follow those policies and procedures.

### ***Training and Communication***

Comprehensive training and education has been developed to ensure that colleagues throughout the organization are aware of the standards that apply to them. Code of Conduct training is conducted at the time an individual joins the organization and annually for all colleagues. Compliance training in areas of compliance risk (e.g., billing, coding, cost reports) is required of certain individuals. Company policies outline the training requirements.

All ethics and compliance training is required to be recorded in the Company's learning management system, the HealthStream Learning Center (HLC). Through the HLC, system administrators and ECOs track colleagues' compliance with their training requirements and report such information as necessary.

Many resources regarding our program are available to all HCA colleagues on our Intranet and to the general public on the Internet. We encourage all colleagues to frequently visit both sites.

### ***Resources for Guidance and Reporting Concerns***

To obtain guidance on an ethics or compliance issue or to report a concern, individuals may choose from several options. We encourage the resolution of issues, including human resources-related issues (e.g., payroll, fair treatment and disciplinary issues), at a local level. Colleagues should use the human resources-related problem solving procedure at their facility to resolve such issues. It is an expected good practice, when one is comfortable with it and think it appropriate under the circumstances, to raise concerns first with one's supervisor. If this is uncomfortable or inappropriate, the individual may discuss the situation with the Facility Human Resources Manager, the Facility ECO, or another member of management at the facility or in the organization. Individuals are always free to contact the Ethics Line at 1-800-455-1996.

HCA makes every effort to maintain, within the limits of the law, the confidentiality of the identity of any individual who reports concerns or possible misconduct. There is no retribution or discipline for anyone who reports a concern in good faith. Any colleague who deliberately makes a false accusation with the purpose of harming or retaliating against another colleague is subject to discipline.

***Personal Obligation to Report***

We are committed to ethical and legal conduct that is compliant with all relevant laws and regulations and to correcting wrongdoing wherever it may occur in the organization. Each colleague has an individual responsibility for reporting any activity by any colleague, physician, subcontractor, or vendor that appears to violate applicable laws, rules, regulations, accreditation standards, standards of medical practice, Federal healthcare conditions of participation, or this Code. If a matter that poses serious compliance risk to the organization or that involves a serious issue of medical necessity, clinical outcomes or patient safety is reported locally, and if the reporting individual doubts that the issue has been given sufficient or appropriate attention, the individual should report the matter to higher levels of management or the Ethics Line until satisfied that the full importance of the matter has been recognized. If a matter that poses concern regarding the safety or quality of care provided to a patient in the hospital is identified and was reported locally but thought to be unresolved, an additional avenue for reporting is available through notification to The Joint Commission. There will be no retaliatory disciplinary action taken against an employee who reports concerns to The Joint Commission.

### ***Internal Investigations of Reports***

We are committed to investigating all reported concerns promptly and confidentially to the extent possible. The Chief Ethics and Compliance Officer coordinates any findings from corporate-led investigations and immediately recommends corrective action or changes that need to be made. We expect all colleagues to cooperate with investigation efforts.

### ***Corrective Action***

Where an internal investigation substantiates a reported violation, it is the policy of the organization to initiate corrective action, including, as appropriate, making prompt restitution of any overpayment amounts, notifying the appropriate governmental agency, instituting whatever disciplinary action is necessary, and implementing systemic changes to prevent a similar violation from recurring in the future.

### ***Discipline***

All violators of the Code will be subject to disciplinary action. The precise discipline utilized will depend on the nature, severity, and frequency of the violation and may result in any or all of the following disciplinary actions:

- *Oral warning;*
- *Written warning;*
- *Written reprimand;*
- *Suspension;*
- *Termination; and/or*
- *Restitution.*

### ***Measuring Program Effectiveness***

We are committed to assessing the effectiveness of our Ethics and Compliance Program through various efforts. Much of this effort is provided by the Internal Audit Department, which routinely conducts internal audits of issues that have regulatory or compliance implications. Responsible Executives routinely undertake monitoring efforts in support of policies and compliance in general. Facilities conduct self-monitoring, and the Ethics and Compliance Department conducts reviews of facility ethics and compliance programs designed to assess facility implementation of the Code, policies and procedures, Ethics Line and related investigations, and monitoring efforts. These compliance process reviews permit the Ethics and Compliance Department to identify and share best practices.

Most of these methods of assessment result in reports of findings by the reviewers and corrective action plans by the facilities that are reviewed. Through these reviews, we are continuously assessing the effectiveness of the Program and finding ways to improve it.

### ***Acknowledgment Process***

HCA requires all colleagues to complete an acknowledgment confirming they have reviewed the Code, understand it represents mandatory policies of HCA and agree to abide by it. New colleagues are required to complete this acknowledgment as a condition of employment. Each HCA

colleague is also required to participate in annual Code of Conduct training, and records of such training must be retained by each facility.

Adherence to and support of HCA's Code of Conduct and participation in related activities and training is considered in decisions regarding hiring, promotion, and compensation for all candidates and colleagues. New colleagues must receive Code of Conduct training within 30 days of employment.

## Acknowledgment Card

I certify that I have reviewed the HCA Code of Conduct and understand it represents mandatory policies of the organization. I agree to abide by the Code.

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Signature

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Printed Name  
(as listed in personnel records)

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Department

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Facility

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Universal ID (*e.g.*, 3-4 UID) or Social Security Number

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Date