

Code of Conduct

A Message from our CEO

Our Mission is a powerful one - To help every child living with Autism to develop, pursue and achieve their own goals and dreams through high quality ABA therapy and support. It is an honor to be able to work every day to help individuals change their own lives for the better, and in the process, help their families and the community more broadly. I'm very proud to serve alongside you in the service of the Mission.

With this honor, also comes great responsibility to our clients, to each other and to the organization. It is essential for every member of the team to do the right thing, the right way, for the right reasons, every time. We can't put our ability to achieve the mission at risk. The reasons should be clear - to build a great organization that changes the lives of people with Autism and provides meaningful work for our team members. How do you know the right things and the right way?

This Code of Conduct lays out standards and principles that will ensure we are living our Mission and doing things the right way. In addition, knowing regulatory requirements, company policies, payer guidelines and clinical standards of practice are core to knowing and doing the right things. When in doubt, ask. Familiarize yourself with the methods to report issues and ask questions.

We are all in this together and it will take all of us supporting each other to fully realize our Mission. Thank you for joining us on this journey.



SCOTT BARRY, CEO
Centria Healthcare

A Message from our President

Private Duty Nursing & Rehabilitation Services

Since our inception, Centria Healthcare has had one goal in mind, "Helping clients live their best life". That message is rooted in our mission of "delivering the highest quality of care by putting our clients' needs at the center of everything we do with urgency".

Our intention with every new team member is not only to learn our mission, but to live that mission everyday. To help us on that continuum, we have created the following Code of Conduct to provide clear guidance for our team so they will understand what's expected of them in order for us to fulfill our mission for the clients we are fortunate to serve.

I'm proud to be part of a company that is helping people every day and I welcome you to help make us even better.



ERIC LABE, PRESIDENT
PDN & Rehab Services

Glossary

SECTION GUIDE

- **General Business Practices (Pages 1-12)**

A section dedicated to the overall company directives.

- **Quality Service Delivery (Pages 13-22)**

Guidance on how services should be delivered to our clients.

- **Reporting Compliance Concerns (Pages 23-26)**

An effective compliance program requires staff participation.

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Centria's Code of Conduct

Part I: General Business Practices

Centria expects the highest level of ethical behavior by its workforce, which includes employees, students, volunteers, contractors and business associates. Centria depends on the honesty, integrity and responsibility of the entire workforce.

This Code of Conduct outlines and establishes Centria's standards for honest and ethical business conduct and workplace behavior.

Although implementation and enforcement will be directed by Centria's Corporate Compliance Department, every member of Centria's workforce is responsible for compliance with the standards set forth in this Code of Conduct.





Regulatory Compliance

Regulatory compliance reflects an organization's adherence to laws, regulations, guidelines and specifications relevant to its business processes. For Centria, this includes requirements set forth by the Department for Health and Human Services (HHS), the Centers for Medicare and Medicaid Services (CMS), the Department of Labor (DOL), and various state and local laws. Violation of these regulatory requirements can and often result in legal punishment, including potential fines or imprisonment.

All members of our workforce must comply with Centria's policies and procedures and applicable laws and regulations. Staying up to date with legal requirements can be complex, so please contact your immediate supervisor or a member of the Corporate Compliance Department with any inquiries or concerns.

Safe Working Environment

Centria operations must comply with all local, state and federal rules/regulations and Company policies that promote the protection of workplace health and safety. You must be familiar with safe workplace practices and safety regulations related to your job and to your working environment.

It is important for you to report to your supervisor any workplace injury that occurs involving you, a client or a co-worker, as well as any situation presenting a danger of injury so that it can be immediately addressed and corrected.





Billing for services

Centria is committed to billing and reimbursement practices that comply with federal and state laws, regulations, guidelines, and policies. All bills must be timely, accurate and reflect current rates. This refers to all funding sources such as private insurance carriers, Medicaid/Medicare, and other government-funded contracts.

The federal False Claims Act and similar state or local laws impose liability on any person or entity who submits a false or fraudulent claim for payment to the federal or state government. A false claim can result in serious civil and/or criminal penalties against Centria and individual employees, including significant financial penalties and criminal prosecution. Centria's Fraud Prevention policy includes information on False Claims Acts, employee protections under these laws, and Centria's internal procedures for detecting fraud, waste and abuse.

Centria has various oversight systems to ensure that billing accurately reflects only services that were properly provided. Any suspected violations should be referred to the Corporate Compliance Department at Centria.

Marketing Practices

Marketing practices are conducted with truth, fairness, professionalism and responsibility to clients, the community, and the public at large. Centria's marketing materials will comply with applicable laws and regulations of truth in advertising and non-discrimination. Marketing activities will never knowingly mislead or misinform the public or misrepresent Centria.

No workforce member should make false or misleading statements to any client, person or entity doing business with Centria. Negative comments about those who do business or compete with Centria are unprofessional and inappropriate. Workforce members should not disparage the products or services of Centria or its competitors.

In addition, federal and state laws prohibit Centria and its employees from offering anything of value to a person or entity in exchange for or to influence the referral of a person needing services. These laws also prohibit Centria and its employees from accepting anything of value under similar circumstances. This type of arrangement is known as a bribe or a kickback. Federal and state anti-bribery and anti-kickback laws can be highly complex so employees should promptly refer any questions of this nature to Centria's Corporate Compliance or Legal Department.





Company Resources

All workforce members will preserve and protect Centria's assets by making appropriate, prudent and effective use of resources. Company property includes, but is not limited to, iPads, laptops, laptop cases, cell phones, vehicles, office supplies, books and records, software, electronic mail and e-mail systems, intellectual property and proprietary information etc. Company property should be safeguarded and used in accordance with Centria policies and values.

In general, you may not use any Centria property or resources for your own personal use without your supervisor's permission. Any community or charitable use of company resources and/or assets must be approved in advance by your supervisor.

Centria's workforce should also be aware of the potential risk to personal property while serving clients. For this reason, employees should leave personal items of value at home when working with clients.

Information Technology & Security

To ensure compliance with federal law, Centria computer users are expected to maintain good security practices by being familiar with and following the Company's Information Technology and Security policies. You are expected to ensure the confidentiality (privacy) of sensitive data by only disclosing it when there is a "need to know," not accessing sensitive information for the sake of curiosity, keeping portable electronic devices appropriately secured, and locking computer workstations before stepping away from your desk.

To maintain a secure operating environment, it is important that you save all files on Centria servers rather than directly onto computer workstations. Employees should choose complex and hard-to-guess passwords, never share passwords, and never open email attachments from suspicious or unknown sources. Employees should immediately report suspicious or unusual activity to Centria's IT Department. In addition, all members of our workforce must contact the Corporate Compliance Department if there is any information security breach or theft/loss of any electronic data or device, including mobile phones, laptop computers or portable storage device (USB drive).

Employees may not use internal communication channels or access to the internet to post, store, transmit, download or distribute any threatening, reckless, maliciously false, pornographic or obscene materials. This includes anything constituting or encouraging a criminal offense, giving rise to civil liability or otherwise violating any laws. Employees who abuse our communications systems or use them excessively for non-business purposes may lose these privileges and be subject to corrective action, up to and including termination of employment with Centria.

Centria's communications systems, including electronic mail (email), intranet, internet access and voice mail, are the property of Centria. Centria reserves the right to periodically access, monitor and disclose the contents of intranet, email and voice mail messages. Access and disclosure of individual employee messages may only be done with the approval of the IT, Legal or Compliance Departments.

Government Relations and Investigations

Employees have a constitutionally protected right to support political candidates and issues of their choosing. While engaged in such activities, employees must at all times make clear that their views and actions are their own, and not those of Centria. At times, Centria may alert you of public policy issues that may impact our business. The Company may ask for volunteers to make personal contact with government officials or to write letters to present our position on specific issues.

If any member of our workforce receives a subpoena, notice or letter related to a government investigation or request for information involving Centria, the recipient must immediately notify Centria's Corporate Compliance and Legal Departments. Subject to coordination by General Counsel, Centria will disclose information required by government officials, supply payment information, provide information on subcontractors, and grant authorized federal and state authorities immediate access to the facility and its personnel. All employees and contractors who provide items or services in connection with the Medicaid/Medicare program are required to comply with Centria's policies on responding to investigations. Contractors must immediately furnish General Counsel or the authorized government officials with information required in an investigation.

Workforce members are not permitted to alter, remove, or destroy documents or records belonging to Centria or its clients. Failure to comply with these requirements will result in disciplinary actions and could result in significant sanctions for both the individual and Centria.

Conflicts of Interest

Employees are obligated to conduct Centria's business in an honest and ethical manner that includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

A conflict of interest occurs when an employee's personal or private interests interfere in any way with the interests of Centria. A conflict of interest may also exist if the demands of any outside activities distract you from the performance of your job or cause you to use Centria's resources for a non-Centria purpose.

Examples of conflicts of interest include, but are not limited to:

- Personal or family financial interests in an enterprise that has business relations with Centria
- Receiving improper personal benefits as a result of one's position with the company
- Ownership by a workforce member of a significant financial interest in any actual or potential competitor or third party
- Performing services for any actual or potential competitor or third party without approval of Centria management
- Engaging in outside business activities that detract from or interfere with your responsibilities to Centria or our clients
- Serving on a public body or in an organization whose interests may limit or interfere with Centria's business interests
- Using work time or Centria resources in pursuit of personal activities which interfere or compete with Centria's business
- Accepting or providing gifts to/from clients or their family members, as well as selling, buying or lending items to clients or their family members
- Purposefully offering or paying remuneration to induce or influence referrals for services payable by any federal healthcare program

You must remain free of conflicts of interest for the proper performance of your job responsibilities. Employees should not engage in any activities that conflict, or might appear to conflict, with the interests of Centria or its subsidiaries. Employees should notify Centria's Corporate Compliance Department of any information about any actual or apparent conflicts of interest involving employees or others with respect to the Company.

Personal Fund Raising

In the interest of maintaining a proper business environment and preventing interference with work, Centria does not allow its workforce members to distribute literature, sell merchandise, solicit financial contributions, or solicit for any other cause during working time.

Workforce members who are not on working time may not solicit members who are on working time for any cause or distribute literature to them. Centria also prohibits solicitations via Centria's e-mail and other telephonic communication systems.

Workforce members may not distribute printed fundraising materials in working areas. Social solicitation activities are to take place only during non-work times in areas where these activities will not disturb others. Centria does not allow non-workforce solicitation on its property without permission.

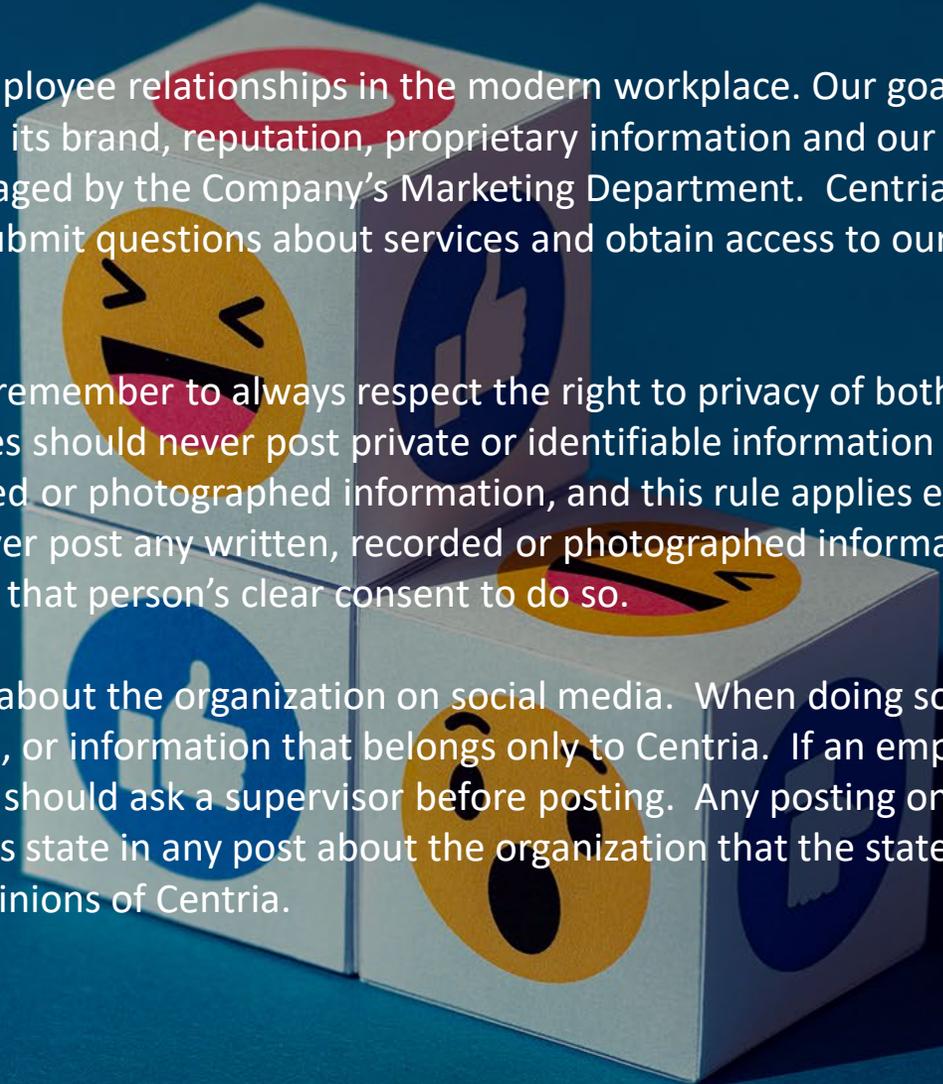


Social Media Use

Centria embraces the value of social media in promoting good employee relationships in the modern workplace. Our goal is to balance employees' self-expression and Centria's need to manage its brand, reputation, proprietary information and our clients' privacy. Centria's corporate social media presence is managed by the Company's Marketing Department. Centria's social media platforms provide convenient avenues for users to submit questions about services and obtain access to our services.

Because of the sensitive nature of our business, employees must remember to always respect the right to privacy of both our clients and employees when using social media. Centria employees should never post private or identifiable information about our clients on any social media site. This includes written, recorded or photographed information, and this rule applies even if the client gives their consent. Additionally, employees should never post any written, recorded or photographed information about another Centria employee on any social media site without that person's clear consent to do so.

Centria also recognizes the right of employees to post comments about the organization on social media. When doing so, employees are not permitted to post any confidential information, or information that belongs only to Centria. If an employee is not sure if a posting about Centria is permissible, the employee should ask a supervisor before posting. Any posting on social media about Centria must be truthful, and employees must always state in any post about the organization that the statements are theirs alone, and do not necessarily represent the views or opinions of Centria.





Human Resources

Centria's Human Resources (HR) department is committed to compliance with all applicable laws and adherence to the highest standards of ethical and professional behavior to positively influence workplace and recruitment practices. Centria's HR policies are designed to facilitate fair and equitable treatment of the workforce, including equal employment opportunities, recognition of the value of diversity, and commitment to a workplace free from harassment and/or discrimination.

Compliance with this Code of Conduct requires adherence to Centria's HR policies. Members of our workforce should routinely review these policies including, but not limited to the following:

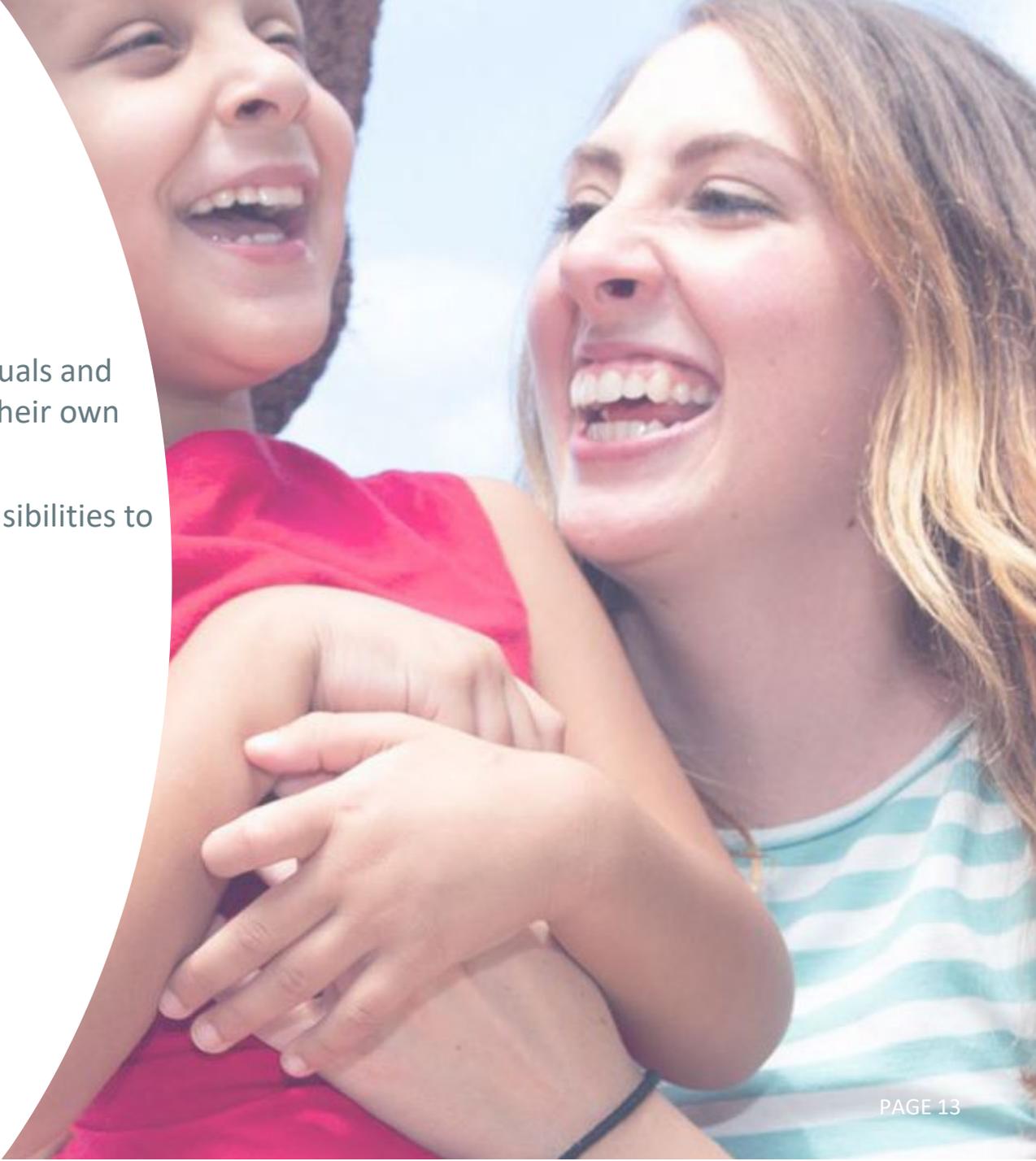
- Alcohol and Drug-Free work environment
- Harassment, Discrimination and Workplace Violence
- Equal Employment Opportunity

Centria's Code of Conduct

Part II: Quality Service Delivery

Centria's business is built to serve and support vulnerable individuals and their families, and to help them to develop, pursue and achieve their own goals and dreams through high quality services.

Every Centria employee must understand their duties and responsibilities to provide high quality care to our clients.



Accrediting Bodies

Accrediting bodies are outside agencies or organizations that are certified or licensed by federal and/or state government to review and certify that an organization conducts business according to certain standards.

Centria is validated by industry accreditation from The Joint Commission (JCAHO) and the Behavior Health Centers of Excellence (BHCOE).

Loss of accreditation can make it difficult for an organization to conduct business. It is important that every Centria employee follow the applicable rules and guidelines to maintain our accreditation from these agencies.



Professional Ethics & Licensure

Centria's employees have the professional responsibility to promote client welfare, health and safety. Centria's employees will accurately and honestly represent Centria in the performance of their responsibilities and in communication with any client, person or other entity. Centria's employees must not engage in any activity or schemes that are intended to defraud anyone of money, property, honest services or to profit personally or assist others in profiting in any way at the expense of Centria or the clients we serve. Additionally, all Centria employees are required to report any and all suspected claims of fraud, waste, or abuse of company or payor resources to Centria's Corporate Compliance department and other appropriate authorities as required.

All Centria employees or contractors that carry any type of licensure or other professional certifications must uphold the ethical guidelines outlined by their specific license or certification. In addition, our workforce must always maintain the current status of their licensure or certifications and comply with federal and state requirements for their respective disciplines. Workforce members must immediately notify Centria if their licensure or certification is suspended, terminated, or changed in a way that may prevent that person from rendering appropriate services.



Rights of the Individuals We Serve



Centria provides individualized, quality services to all individuals we serve. Centria is also an advocate for the rights of individuals who receive our services. It is the responsibility of the entire Centria workforce to familiarize themselves with our clients' rights and to ensure that these rights are respected and protected.

Our clients have a right to receive quality treatment from trained clinical professionals and to be treated with dignity and respect. Our clients have a right to have all services explained to them, including the expected outcomes and any potential risks, and a right to participate in the development and periodic review of their service needs. In addition, we must always remain sensitive to our clients' cultural beliefs and practices during the delivery of high-quality clinical services.

Employees should never have any type of personal gain at the expense of a client, even when doing so is the expressed wish of the client or client's family members. Clients or family members may want to "help out" an employee by loaning a car or money to pay bills, or they may offer to "sell" an employee something he/she needs at a price far below fair market value or on "credit" until the employee can afford to pay. Taking advantage of these situations puts the employee's interests above the client's and diverts focus from the client's needs.

Confidentiality and Privacy

Every member of Centria's workforce has the obligation to continuously protect and safeguard all client information, proprietary information, intellectual property and personnel information to prevent unauthorized disclosure.

All information concerning persons served by Centria must be considered confidential and access limited to the client, guardian or legal representative, direct service providers or other persons specifically authorized. All programs and services must ensure that the individual's right to privacy is honored at all times. Without specific informed authorization, any information, whether written, electronic media, video, photographic, audio or other personal information may not be disclosed.

Confidential information about Centria's strategies and operations is also a valuable asset. Examples of confidential information include but are not limited to:

- Strategic plans
- Marketing strategies
- Information pertaining to acquisitions, mergers, or affiliations
- Personnel data maintain by the company
- Pricing and Fee data
- Supplier and contractor data
- Financial performance data
- Proprietary software

Centria's workforce must maintain the confidentiality of client information and other confidential or privileged information in accordance with Centria policies, state and federal statues, Health Insurance Portability and Accountability Act (HIPAA) guidelines and other legal and regulatory standards.

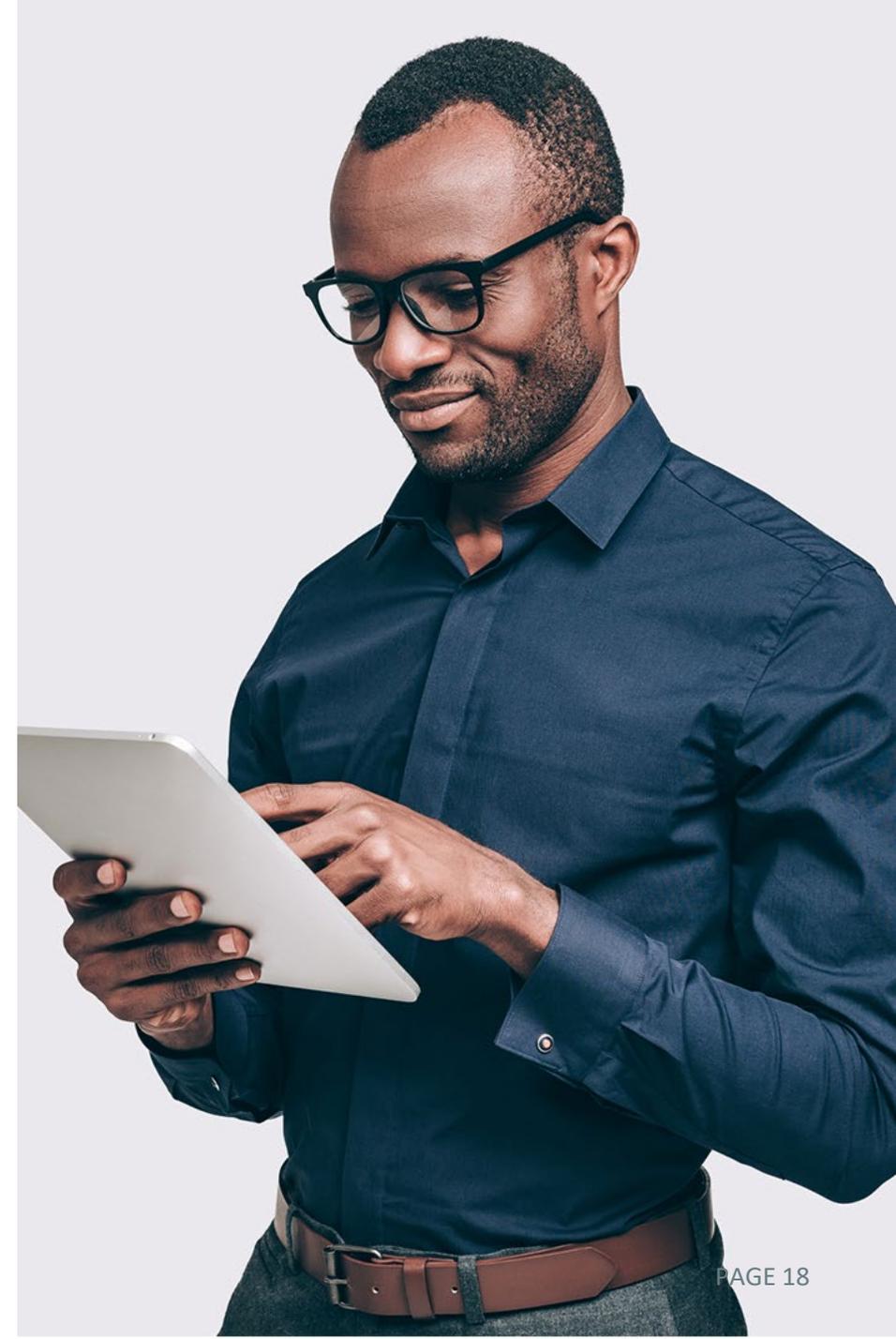
Service Documentation

Each employee of Centria is responsible for the timely and accurate reporting of time worked and documenting services that were provided.

Centria and its employees are prohibited from submitting service notes that do not meet federal, state, local or private funding source requirements for payment of a claim. This includes the submission of any service claim that:

- was not performed or was not performed as described on the claim form;
- was performed but was not medically or otherwise necessary;
- contains information you know to be false.

All service notes must be signed by the service provider, and many notes also require the signature of the client/legal guardian or someone authorized by them. Employees must be aware that a service note becomes a billing document that must be completed fully and accurately. Any falsification of hours, information or signatures on a service note is a serious violation of company policy and will result in corrective action, up to and including termination of your employment with Centria.





Professional Boundaries

Centria expects its workforce to set appropriate personal and professional boundaries with clients, clients' family members, and other personnel at the organization for the protection of both our workforce and our clients.

Employees are required to maintain physical boundaries by respecting personal space. You must treat all clients with equal respect and avoid having "favorites" or treating a person as "special" in relation to other people we serve.

Examples of professional boundaries with our clients include, but are not limited to:

- No communications that are unrelated to the services provided by Centria
- No sharing of personal information beyond what is necessary to provide services
- No interaction during non-work hours including any form of social media
- No dating and/or sexual relationships with our clients, their family members, or others residing in their home.

Staff are encouraged to notify their supervisor of any known preexisting relationships with Centria clients (such as relatives, friends and significant others) and to restrict access to any associated client medical records. Transparency of this nature complies with Centria's Code of Conduct and promotes appropriate professional boundaries.

Gifts and Gratuities

Centria policy prohibits the acceptance of gratuities, in the form of gifts or money, from our clients, clients' family members/guardians, or Company vendors. Gifts and/or money should be returned with an explanation that Company policy does not permit acceptance.

When given as a sign of appreciation, a non-monetary gift from a client that has nominal cash value may be acceptable under certain circumstances. Before accepting gifts of this nature, employees should discuss the situation and circumstances with their supervisor or the Corporate Compliance Department.



Background & Exclusion Screening

Background checks may include social security, motor vehicle, government sanctions/exclusions and criminal history for each new employee, intern or volunteer as consistent with Centria's policy. Retention or contracting of independent contractors, vendors, temporary staff and/or other business associates must also be screened in accordance with Centria's background screening and interview policies and procedures.

Centria will not knowingly hire, retain, employ or contract with any individual or entity that has been excluded from participation in any state- and/or federally-funded program. Centria also will not knowingly conduct business or continue to conduct business with any individual or entity, whether independent contractor, subcontractor, supplier or vendor, who has been excluded from participation in any state- and/or federally-funded program.

You must advise your immediate supervisor, local management team or the Corporate Compliance Department if you become ineligible to participate in state and/or federally-funded programs. Verification of licenses, certifications, and scholastic information must be made through the appropriate licensing or certifying agency. Failure to obtain proper verification may result in the filing of a false claim if the employee or contractor providing the service was later found not to be properly credentialed.





Client Abuse, Neglect or Exploitation

Centria does not tolerate abuse, neglect or exploitation of the individuals we serve. If you are aware of any abuse, neglect or exploitation of a Centria client, your obligation is to report it immediately to your supervisor and to the authorities as outlined in state law.

There are guidelines and time frames for reporting such incidents in each state, and it is very critical for you to follow the guidelines for your work location. If you are unsure of your mandatory reporting requirements, you may contact the Compliance or Legal Department for assistance.

Centria's Code of Conduct

Part III: Reporting Compliance Concerns

Centria's Board of Directors has determined that the Corporate Compliance Department is the appropriate entity to evaluate, investigate and recommend appropriate actions to be taken by the Company in the event of violations of Centria's Code of Conduct. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Conduct.

Individual employment actions resulting from violations of Centria's Code of Conduct will be the responsibility of operational supervisors and/or Centria's Human Resources Department.





Identifying a Compliance Issue

When identifying a potential compliance issue, you should ask yourself the following questions:

- Is the action legal?
- Is the action ethical?
- Is the action supported by Centria’s Code of Conduct?
- Is the action supported by Company policy?
- Is it the “right thing” to do?

If your answer to any of these questions is “No” then you must report the issue to Centria’s Corporate Compliance Department.

Do you have a Compliance Concern?

A compliance issue exists when there is a violation of the law, regulations or Centria's Code of Conduct.

It is the responsibility of every Centria employee to report any potential compliance violation or misconduct that they believe to be illegal or unethical.

An employee who makes a compliance report in good faith will be protected from retaliation or retribution from any member of Centria's workforce.

How to Report

Send a confidential email to:
CorporateCompliance@centriahealthcare.com



The Corporate Compliance email address is available for making a report. This is the quickest and easiest way to share your concern with the Corporate Compliance Department.

Call the confidential hotline at:
[1-866-842-7126](tel:1-866-842-7126)



Centria also maintains a Compliance hotline that employees can call any time of the day, seven days a week. The hotline is operated by an outside vendor, and it is a good option for those who would like to remain anonymous.

When making a report by email or the hotline, please provide a detailed description of your concern. This would include the location and any important dates, times and names of those who are involved in the issue.



Prohibition Against Retaliation

Employees have a responsibility to report concerns about actual or potential wrong-doing either witnessed or suspected. Both direct and anonymous reporting mechanisms are available to all Centria employees to assist in meeting this responsibility.

Centria's non-retaliation policy protects employees, who in good faith, report known or suspected instances of inappropriate business conduct or activities that violate local, state or federal regulations or the Company's Code of Conduct. Management, supervisors, or other employees are not permitted to engage in retaliation, retribution or any form of harassment or discrimination directed towards an employee who reports a good faith compliance concern. Any member of Centria's workforce who experiences retaliation as a result of their reporting responsibilities should immediately report the matter to the Corporate Compliance Department.

Compliance reporting processes are NOT intended to replace your local supervisor or existing channels for reporting workplace incidents, conflicts with co-workers or employment-related concerns. These matters should be reported to your supervisor, operational management or Centria's Human Resources Department in accordance with Company policies and procedures.

Any person who purposely reports false information or attempts to settle personal grievances by making false reports or repeating reckless gossip will be subject to corrective action.



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