

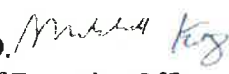


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President and CEO
NYC Health + Hospitals
50 Water Street, 17th Floor
New York, NY 10004

Operating Procedure 50-5¹

CODE OF ETHICS

TO: Distribution E²
All NYC Health + Hospitals Employees
All Non-System Employed Workforce Members

FROM: Mitchell Katz, M.D. 
President and Chief Executive Officer

DATE: April 9, 2024

- I. POLICY:** It is policy of NYC Health + Hospitals (the “System”)³ to establish a standard of conduct governing the relationship between private interests and the proper discharge of the official duties of System Employees and Non-System Employed Workforce Members⁴ for or on behalf of the System.
- II. PURPOSE**
The purpose of the OP is to:
- A. Ensure the application of the requirements of Chapter 68 of the New York City Charter, also known as the Conflicts of Interest Law, to System Employees; and
 - B. Establish a code of ethics and conflicts of interest policy for Non-System Employed Workforce Members who are not subject to the Conflicts of Interest Law.
- III. SCOPE:** This OP covers all processes and operations of the System.
- IV. APPLICABILITY:** This OP shall apply to all individuals listed below:

¹ This Operating Procedure (“OP”) supersedes and replaces the System’s “Code of Ethics” dated [INSERT DATE] in its entirety.

² See Operating Procedure 10-11 for the titles of the individuals covered under Distribution “E”.

³ Throughout this Operating Procedure, the terms “NYC Health + Hospitals” and the “System” are used interchangeably. Both of these terms as used herein shall mean the New York City Health and Hospitals Corporation, a public benefit corporation created pursuant to McKinney’s New York Unconsolidated Laws § 7381 et seq., and includes, without limitation, each NYC Health + Hospitals facility, unit, and entity.

⁴ Unless otherwise indicated, capitalized terms in this OP are defined in § V.

- A. NYC Health + Hospitals Employees (“System Employees”)
- B. Non-System Employed Workforce Members: for purposes of this OP, the term Non-System Employed Workforce Members shall mean any of the following individuals who are not System Employees:
 - (i) Affiliate employees who are contract services providers under Affiliation Agreements⁵;
 - (ii) Compensated members of the System’s medical staff;
 - (iii) Vendor staff who are assigned to the System;
 - (iv) Members of the Gotham Health FQHC, Inc. (“Gotham Health”), Board of Directors;
 - (v) Paid and Unpaid Interns;
 - (vi) Paid and Unpaid Trainees;
 - (vii) Students;
 - (viii) Volunteers; and
 - (ix) Any individual who is not an employee of the System or a member of the NYC Health + Hospitals’ Board of Directors or designated agent thereof, whose conduct, in the performance of work functions and duties on behalf of the System, is under the direct supervision of the System, whether or not they are paid by the System;
 - (x) Members of the System’s Community Advisory Boards; and
 - (xi) Members of Hospital Auxiliaries.

V. **DEFINITIONS**

- A. **Ethics:** is defined as a set of moral principles that guide behaviors. The System is committed to ethical conduct and expects all System Employees and Non-System Employed Workforce Members to conduct themselves in an ethical and legal manner by:
 - (i) Acting fairly and honestly;

⁵ The term “affiliate employees” shall mean all affiliate employees and other affiliate personnel who, pursuant to an affiliation agreement with the System, serve as *Contract Service Providers* and perform on behalf of the System *Contract Services*, as both of these italicized terms are defined under such corresponding affiliation agreement.

- (ii) Following applicable industry practices that are lawful, fair, and non-deceptive in nature;
 - (iii) Adhering to applicable ethical standards of conduct dictated by their respective licensing bodies; and
 - (iv) Acting with integrity in everyday decision-making.
- B. **Interest:** means a direct or indirect pecuniary or material benefit accruing to a Non-System Employed Workforce Member as the result of a contract with the System. For purposes of this OP, a Non-System Employed Workforce Member shall be deemed to have an interest in any contract involving: (i) their spouse, minor children and dependents, except a contract of employment with the corporation which such person serves; (ii) a firm, partnership, or association of which the Non-System Employed Workforce Member is a member or employee; (iii) a corporation of which the Non-System Employed Workforce Member is an officer, director, or employee; or (iv) a corporation any stock of which is owned or controlled directly or indirectly by the Non-System Employed Workforce Member.
- C. **Conflicts of Interest:** For purposes of this OP, conflicts of interest include any business or financial interest, or professional, family or personal relationship that is substantial enough to influence the judgment of a Non-System Employed Workforce Member in connection with the performance of their responsibilities, functions, duties, or obligations to the System.⁶
- D. **Covered Relationship:** Any business, contractual or other financial relationship that a Non-System Employed Workforce Member has with the System.

VI. **RESPONSIBILITIES**

- A. The Office of Corporate Compliance (“OCC”), led by the Chief Corporate Compliance Officer (“CCO”), is responsible for education and training regarding this OP.
- B. The OCC shall conduct investigations with respect to violations of ethical conduct and conflicts of interest involving System Employees and Non-System Employed Workforce Members, and other matters arising under this OP.

VII. **PROHIBITED ACTS**

- A. Conflicts of Interest Prohibited (except as provided in subsection (iii) below)
 - i. No System Employee shall violate the provisions of Chapter 68 of the NYC Charter. The Conflicts of Interest Law can be found [here](#).

⁶ HCCA Code of Ethics for Health Care Compliance Professionals, Principle II, R2.7

- ii. No Non-System Employed Workforce Member shall have an Interest in any contract with the System when they have the power or duty to:
 - a. Negotiate, prepare, authorize, approve, or review performance under the contract or authorize or approve payment thereunder;
 - b. Audit bills or claims under the contract; or
 - c. Appoint another Non-System Employed Workforce Members who has any of the powers or duties set forth above.
 - iii. Exceptions; The provisions of Section VII(A)(ii) shall not:
 - a. Prohibit a Non-System Employed Workforce Member from acting as attorney, agent, broker, employee, officer, director, or consultant for any membership corporation or other voluntary not-for-profit corporation or association provided that:
 - 1. Such activities by the Non-System Employed Workforce Member are performed at times during which that person is not required to perform services for the System; and
 - 2. The Non-System Employed Workforce Member received no salary or other compensation in connection with such activities; and
 - 3. The proposed activity does not otherwise constitute a Conflict of Interest; or
 - b. Apply to a contract with a corporation in which a Non-System Employed Workforce Member subject to this OP has an Interest by reason of stockholdings, when less than five percent of the outstanding stock of the corporation is owned or controlled directly or indirectly by such person subject to this OP.
- B. No Non-System Employed Workforce Members shall:
- i. Directly or indirectly, solicit any gift, or accept or receive any gift, whether in the form of money, service, loan, travel, entertainment, hospitality, thing, or promise, or in any other form, under circumstances in which it could reasonably be inferred that the gift was intended to influence them, or could reasonably be expected to influence them, in the performance of their official duties for or on behalf of the System, or was intended as a reward for any official action on their part;
 - ii. Disclose confidential information acquired in the course of their official duties for or on behalf of the System, or use such information, to further their personal interests;
 - iii. Receive or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the System whereby their compensation is to be dependent or contingent upon any action by the System with respect to such matter,

- iv. other than authorized research agreements; Enter into a business or financial relationship with another Non-System Employed Workforce Member who is a superior or who is a subordinate of such Non-System Employed Workforce Member in their role with the System that creates a Conflict of Interest related to their work for the System;
- v. Give opinion evidence as a paid expert against the interests of the System in any civil litigation brought by or against the System;
- vi. Engage in any business or transaction, or financial or other private interest, which conflicts with their official duties. This includes pursuing personal and private activities during times when the Non-System Employed Workforce Members is required to perform services for the System;
- vii. Coerce or attempt to coerce, by intimidation, threats or otherwise, any Non-System Employed Workforce Member to engage in political activities; or
- viii. Engage in unprofessional conduct as described in the Principles of Professional Conduct ("POPC") or Operating Procedure 50-1 (Corporate Compliance and Ethics Program).

VIII. RECUSAL

- A. Any Non-Employee Workforce Member who has, will have, or later acquires, an Interest in any actual or proposed contract with the System shall recuse themselves from participation in any matter relating to that contract in their role with the System that would create a Conflict of Interest with their Interest in the entity that has or proposes to have a contract with the System as soon as they have knowledge of such actual or prospective Interest.
- B. Any person subject to this OP who has, will have, or later acquires a position with another entity should recuse themselves from any participation in any matter in their role with the System or with the other entity that would create a Conflict of Interest.
- C. Any person subject to this OP who is or becomes a Board member of another entity should recuse themselves from any participation in any matter in their role with the System or with the other entity that would create a Conflict of Interest.
- D. All recusals must be in writing and sent to the recusing person's supervisor, to the person who is delegated the responsibility to act on behalf of the person being recused, and to all parties involved in the matter that creates the Conflict of Interest.
- E. Recusal shall not be required in the case of an Interest in a contract described in Section VII(A)(iii).

IX. COMPENSATION

- A. No person who is, or has been, subject to this OP shall, while in a Covered Relationship, receive compensation for any services rendered on behalf of any person, firm, corporation, or other entity, in relation to any case, proceeding, or application or other matter with respect to which they were directly concerned during their Covered Relationship with the System, except for payment for clinical or research work that is pursuant to an agreement between the System and an Affiliate.
- B. As used in Section IX(A) **directly concerned** means: (i) personal participation by the person subject to this OP, wherein they had authority to exercise discretion or independent judgment as could affect the transaction of business; or (ii) when the covered individual, without such authority, acquired confidential information while employed to work on a particular matter, provided, however, the establishment or continuation of a doctor/patient relationship that arose while the physician was in a Covered Relationship with the System under this OP shall not be proscribed.

X. NEPOTISM

- A. For the purpose of this OP, the provisions of OP 20-54 "Nepotism" shall apply and be incorporated by reference.

XI. IMPROPER USE OF CORPORATE FUNDS & ASSETS

- A. The funds and assets of the System shall not directly or indirectly be used for illegal or improper payments of any kind.
- B. The funds and assets of the System shall not be used directly or indirectly for payments, gifts, gratuities of any kind, whether legal or illegal, which indirectly or directly inure improperly to the personal benefit of any agent or employee of any entity with which the System does business, except for standard gratuities for services, associated with approved travel or other business expense, such as local transportation, meals, hotel housekeeping, etc.
- C. The funds and assets of the System shall not be used directly or indirectly for political contributions whether legal or illegal. The term **political contributions** is used in its broadest sense and includes but is not limited to local, state, or national fundraising dinners, banquets, raffles, or any funds or gifts (including the free use or discounted use of property or services) that could be routed directly or indirectly to a political candidate, party, committee, or organization. This subsection is not intended to limit or otherwise restrict lawful personal political activity of Non-System Employed Workforce Members.
- D. No System Employee or Non-System Employed Workforce Member shall willfully cause the System to enter into any agreement with dealers, vendors, distributors,

agents, or consultants: (i) that is not in compliance with the statutes of the State of New York and applicable local laws that may be involved, or (ii) that provide a commission rate or fee that is not reasonable and commensurate with the functions or services to be rendered.

- E. No Non-System Employed Workforce Member shall willfully make false or artificial entries in the books, records, or accounts of the System, nor, on behalf of the System, make or approve payments with the intention or understanding that any part of the payments may be used for any purpose other than described in documents supporting the payment.

XII. SANCTIONS

- A. Any contract willfully entered into by or with the System in which there is an Interest prohibited by this OP shall be voidable at the option of the President, or where appropriate, the Board of Directors of the System.
- B. **Mandatory Compliance:** Any Non-System Employed Workforce Member who fails to adhere to this OP in any manner may be subject to disciplinary action up to and including termination of contract, and/or affiliation with NYC Health + Hospitals.
- C. **Disciplinary Action:** Non-System Employed Workforce Members shall be subject to corrective, remedial and/or disciplinary action up to and including termination of contract or affiliation with the System for engaging in Prohibited Acts and/or violating a provision of this OP. Corrective, remedial and/or disciplinary action, based upon the circumstances of each case, shall be recommended by the OCC (as applicable) consistent with the provisions of this OP and applicable laws.

XIII. GENERAL PROVISIONS

- A. No provisions under this OP shall be construed to prevent the referral of any matter for professional sanction, criminal or civil action. The provisions of this OP are intended as guidelines of standards of conduct of persons subject to this OP, and insofar as the provisions of this OP are inconsistent with any law (general, special or local) or applicable rules or regulations, the provisions of any such law, rule or regulation shall be controlling.

XIV. MANDATORY REPORTING:

- A. **Mandatory Reporting:** All Non-System Employed Workforce Members who know that another person has violated this OP or any applicable laws or regulations

has an affirmative duty to report the matter promptly to the OCC. All reported matters will be reviewed, and if appropriate, investigated.

- B. **Reporting Procedure:** All reports required to be made pursuant to Subdivision "A" of this Section, shall be made to the OCC by phone, e-mail, facsimile or mail, as follows:

**NYC Health + Hospitals
Office of Corporate Compliance
Attn.: Chief Corporate Compliance Officer
50 Water Street, Suite 528
New York, NY 10004
Telephone: (646) 458-5632
Facsimile: (646) 458-5624
E-mail: COMPLIANCE@nychhc.org**

Confidential Compliance Helpline: 1-866-HELP-HHC (1-866-435-7442)

XV. WHISTLEBLOWER PROTECTION:

- A. **Retaliation Prohibited:** NYC Health + Hospitals strictly prohibit retaliation, as defined in Subdivision "B" of this Section, or intimidation in any form, against any individual ("Reporter" or "Whistleblower") who makes a report, complaint or inquiry in good faith concerning a violation of this OP, as well as any individual who participates in or cooperates with an investigation of any violation of this OP.
- B. **Retaliation Defined:** Retaliation means the discharge, suspension, demotion, engagement of threatening or coercive conduct, penalization, discrimination or other adverse employment, contractual, business-related or patient care-related action imposed against any individual or entity as a consequence of any individual making a good faith report of any violation of this OP or the laws and regulations stated herein.⁷

XVI. QUESTIONS: ANY QUESTIONS REGARDING: The application or interpretation of this OP may be addressed to the CCO by phone, e-mail, facsimile, confidential compliance helpline or mail as provided above in Subdivision "B" of § XV.

XVII. ONGOING REVIEW OF POLICY: The CCO shall be responsible for the periodic review and, where necessary, the amendment, updating, and supplementation of this OP to ensure that the purposes and procedures outlined herein remain consistent with applicable law and best practices. Such periodic review shall:

⁷ See Labor Law §§ 740 (1)(e), 741(1)(f).

- A. Take place at a frequency prescribed by applicable law but in no event less than on a biannual basis; and
- B. Be documented by the CCO.

XVIII. **EFFECTIVE DATE:** This OP shall take effect upon its posting to the System's Intranet, and shall remain in effect until explicitly modified or suspended in writing by the President. Copies of this OP shall be made available to all System Employees and Non-System Employed Workforce Members.