Partners HealthCare Code of Conduct

INTRODUCTION
Partners HealthCare System, Inc. and its Affiliated Institutions are committed to conducting their affairs in accordance with the highest ethical and legal standards. In order to maintain these standards, all those associated with Partners will perform their duties with integrity and honesty. These General Principles of Conduct do not attempt to address every specific situation that may arise, but rather establish a basic framework for the performance of Partners’ affairs.

COMPLIANCE WITH LAWS AND REGULATIONS
The affairs of Partners must be conducted in compliance with all applicable law. The Office of General Counsel is available for consultation regarding the applicability or interpretation of particular statutes or regulations. Compliance with the law means not only observing the letter and the spirit of the law, but also conducting the business of Partners so that Partners maintains its position of respect and prestige in the community. Individuals should not make false or misleading statements. Individuals are encouraged to freely express their opinions internally regarding Partners decisions and actions. However, Individuals with administrative responsibilities should avoid external situations and refrain from public conduct in their Partners capacity that might reflect unfavorably upon Partners or upon the Individual.

CORPORATE COMPLIANCE PROGRAMS
In order to assist in complying with laws and regulations, Partners and the Affiliated Corporations may from time to time adopt additional corporate compliance policies or programs. Every Individual is expected to cooperate fully in the implementation of such policies or programs as requested and to comply fully with them.

GIFTS, GRATUITIES AND OUTSIDE REMUNERATION
Partners Individuals may not give, seek, or accept in connection with the Institutions’ business:

- Any type of compensation or commission (other than an employee’s regular compensation from Partners), regardless of the value or amount;
- Any personal monetary gift or gratuity, regardless of the amount; or
• Except as provided in the following paragraphs, any other type of personal gift, gratuity, or remuneration, including meals, entertainment personal favors and preferences, regardless of value.

The only exceptions for gifts of personal value to a Partners Individual are as follows:

• A professional or medical staff member, or other Partners Individuals involved in specific patients’ medical care, may accept nominal, non-monetary gifts from his or her patients provided the value of the gift conforms to entity policy, but in no event to exceed $200.

• Partners Individuals may exchange normal and customary gifts between themselves such as holiday gifts.

These restrictions are not intended to apply to Individuals soliciting gifts, donations or other items of value for a Partners institution or to situations where an individual is determined to be only an incidental beneficiary of a gift or donation to a Partners institution.

Additional policies regarding gifts from pharmaceutical companies, medical device companies, or other vendors or potential vendors of Partners are contained in Section 6 of the Partners Policy for Interactions with Industry and Other Outside Entities. All Partners Individuals must comply with Section 6 as well as all other sections of the Policy for Interactions with Industry and Other Outside Entities.

This section of the Code of Conduct is not intended to preclude a Partners Individual from accepting honoraria, consulting fees or similar payments in connection with personal consulting and other outside activities, as long as those activities are conducted in compliance with Section 4 of the Partners Policy for Interactions with Industry and Other Outside Entities.

**CONFLICTS OF INTEREST AND CONFLICTS OF COMMITMENT**

Partners recognizes that Individuals associated with Partners have varied professional, financial, and personal interests. Partners expects that these interests and commitments will be managed in a manner that does not harm Partners operations or reputation. A conflict of interest may exist in a variety of situations, including whenever an Individual has an opportunity to use his or her position at Partners for personal gain or the gain of a family member or a friend; or when a person or group not associated with Partners might influence the work decisions of an Individual. A conflict of commitment exists when outside consulting or other relationships keep an individual from devoting appropriate amounts of time, energy, creativity or other personal resources to his or her Partners responsibilities. The Partners Policy for Interactions With Industry describes conflicts of interest and commitment in more detail.

**CONFIDENTIALITY**

Individuals are expected to treat confidential information obtained through their employment or service to Partners with the utmost confidentiality. Information learned about a patient’s medical treatment or condition is considered
confidential as a matter of law and should be treated with particular care. Various state and federal laws and regulations further protect certain types of information about a patient (in particular, the Privacy and Security Rules under the Health Insurance Portability and Accountability Act of 1996). It is essential, therefore, that Individuals adhere to all applicable laws regarding the confidential and privileged status of medical records and communications. This information should be shared within Partners only as appropriate to ensure optimum patient care and as provided in established policies regarding matters such as medical records, quality assurance, risk management, utilization review, administration, human studies and research.

The policy of confidentiality further applies to the business operations and decisions of Partners, which an Individual should not discuss outside the scope of his or her employment or service prior to formal public disclosure of a transaction or a business decision or prior to the formal execution of contract documents. This prohibition applies not merely to the disclosure or use of information for an Individual's personal financial gain or advantage, but also to all premature disclosures, which have the potential to prejudice business decisions or negotiations of Partners.

In the course of their employment or service, Individuals may acquire proprietary information, including business strategies, pricing information, financial data, research protocols and intellectual property. Individuals should treat such information with the utmost care and must maintain its confidentiality, including after the conclusion of their employment or service. Partners acknowledges that certain Individuals may have similar obligations arising from prior employment by or service to other institutions, or from concurrent service on boards of or as consultants to other organizations in a manner that conforms with this Code of Conduct.

PUBLIC COMMENTARY

From time to time, representatives of the media may request that an Individual comment on a matter involving or of interest to Partners HealthCare System or its Affiliated Institutions.

Any Individual who receives such a request that pertains to the clinical care, research, expertise, achievements, business or work of a specific Partners Affiliated Institution or its employees, staff or patients should contact the relevant public affairs office before responding. The public affairs office and the involved Individual(s) will work together to determine the appropriate way to respond. Requests that raise issues of public policy or that pertain generally to the affairs of Partners HealthCare System, Inc. or Partners Community Healthcare, Inc. should be directed to and coordinated with the Partners Director of Communications. In these situations, depending on the specific issue, the Director of Communications will discuss the request with the appropriate Partners official and determine the best way to respond to the request. If the request should be handled by the President/CEO of an Affiliated Institution or another Individual at an Affiliated Institution, the Director of Communications will work with the relevant public affairs office to coordinate handling the request.

If the request comes from a government agency or official, the President/CEO of
Partners or his or her designee must specifically authorize and approve any response to such a request and determine the most appropriate respondent.

Individuals who anticipate being in circumstances likely to involve spontaneous interactions with the media relating to their clinical, research, administrative, or other Partners activities or expertise should contact the appropriate public affairs office ahead of time to get advice and guidance on how best to deal with the media in those circumstances.

**POLITICAL ACTIVITIES AND CONTRIBUTIONS**

Partners may attempt to influence federal and state legislation that affects its operations. In particular, Partners may ask Individuals to appear on its behalf before federal, state or municipal legislative bodies or may confer with legislators on matters of interest to Partners. However, Partners as an organization does not participate or intervene in any way in political campaigns and does not contribute to political parties, groups or candidates.

From time to time, Partners will communicate to Individuals information and opinions on issues of public concern that may affect Partners. Individuals may, on an entirely personal and voluntary basis, contribute time, money or personal resources to a political or other activity. Partners does not intend to limit such involvement so long as it is lawful, is conducted on the Individual's own time, and does not detract from or interfere with the Individual's obligations to Partners.

**DUTIES OF DIRECTORS, TRUSTEES, OFFICERS AND EXECUTIVES**

While all Individuals must adhere to the provisions of this Code, directors, trustees, officers and executives are especially entrusted with the welfare of Partners. In fulfilling their fiduciary responsibilities to Partners, directors, trustees, officers and executives must discharge their duties in good faith and with the diligence, care and skill of a prudent person. In particular, directors and trustees, and officers and executives as appropriate, should attend scheduled meetings of boards and committees and should be familiar with, make appropriate inquiries regarding, and devote their considered judgment to, the matters discussed and voted on at such meetings. Directors and trustees have a fiduciary responsibility to be informed and involved regarding the finances of Partners, including matters related to the compensation of the institution's officers and executives.

As a general rule Partners does not compensate directors or trustees for any services they may provide individually to Partners. Exceptions may be made by the Partners Professional and Institutional Conduct Committee. In addition, from time to time Partners may, subject to the requirements of the Partners Policy for Interactions With Industry, enter into a Transaction with an Outside Entity with which a director or trustee is associated.
Definitions

For purposes of this Policy, the following definitions apply:

A. "Affiliated Institution": The Brigham and Women’s/Faulkner Hospitals, Inc., and all affiliates; The Massachusetts General Hospital, and all affiliates; The North Shore Medical Center, Inc., and all affiliates; Newton-Wellesley Hospital, and all affiliates; Partners Community HealthCare, Inc. ("PCHI"); Partners Continuing Care, Inc., and all affiliates; Partners Harvard Medical International, Inc.; Partners International Medical Services, Inc.; Neighborhood Health Plan, Inc., and other institutions and entities designated in the future as Affiliated Institutions.

B. "Individual": any trustee, director, officer, executive, full- or part-time medical/professional staff member or employee of an Affiliated Institution (other than PCHI); any member of a Partners committee; any consultants, independent contractors, students, trainees, sponsored staff, researcher, collaborator, or other individuals acting in a Partners capacity; the following people affiliated with PCHI: (1) PCHI Trustees, officers, executives, and members of PCHI committees with board-delegated powers; (2) physicians and non-physicians employed by PCHI; (3) physicians who have an appointment to the professional staff of a hospital owned or controlled by Partners; and (4) other physicians and non-physicians who in the judgment of the Chief Executive Officer of PCHI, have significant PCHI-related management responsibilities.

C. "Outside Entity": any corporation, association, trust, partnership, firm, venture, or other entity other than Partners.

D. "Partners": Partners HealthCare System, Inc. and/or one or more of the Affiliated Institutions.

E. "Transaction": any contract, agreement, transaction or act of Partners.