



Group Health Cooperative  
Board of Trustees  
**POLICY**

Number: 100-207  
Adopted: 3/28/90  
Revised: 6/9/10  
Last Review: 6/9/10

**SUBJECT: Code of Conduct**

**POLICY:** Trustees, consumers involved in Group Health Cooperative governance activities, employees of Group Health Cooperative, and other agents of Group Health Cooperative shall conduct themselves according to the highest standards of fairness, decency, and professional and personal integrity. These persons shall act in good faith, within the scope of their authority, within the law, according to Group Health Cooperative policies and procedures, and in the best interest of Group Health Cooperative.

This policy also applies to Group Health Permanente (GHP) medical and administrative staff when they are performing work on behalf of Group Health Cooperative or representing Group Health Cooperative in any transaction that involves Group Health Cooperative.

The following principles are the foundation for Group Health Cooperative's Code of Conduct:

**Protection of Group Health Cooperative's Assets.** Group Health Cooperative's tangible and intangible assets must be accounted for, safeguarded, and used effectively, efficiently, and economically in a manner consistent with Group Health Cooperative's values, policies, and procedures.

**Protection of Information.** Patient medical information, employee personnel information, and proprietary business information concerning Group Health Cooperative are strictly confidential. The definition, restricted use, and disclosure of such information are governed by law and Group Health Cooperative's policies and procedures. In all cases, only authorized persons within Group Health Cooperative should have access to such information and only on a need-to-know basis.

**Presentation of Information.** All information, regardless of the form, presented or shared concerning Group Health Cooperative shall be organized in a way that does not mislead or misinform the reader or listener.

**Gratuities and Gifts.** A Group Health Cooperative trustee, consumer involved in governance, employee, or agent shall not accept gratuities or gifts of significant value from a supplier, consumer, or anyone in a business relationship with Group Health Cooperative.

**Public Service, Speaking on Public Issues.** Group Health Cooperative encourages its trustees, consumers involved in governance, and employees to be active in public service. However, a trustee, consumer involved in governance, or employee who speaks out on public issues does so as an individual, unless he or she has been designated as a spokesperson for Group Health Cooperative on a particular issue.

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**Outside Employment.** Employees may engage in employment outside Group Health Cooperative so long as such employment does not create a conflict of interest with Group Health Cooperative's business interests, violate Group Health Cooperative policies or procedures, or otherwise have the potential to damage Group Health Cooperative's reputation or image. Group Health Cooperative employees engaged in outside employment shall not perform work with Group Health Cooperative's products or service offerings, shall not perform such outside work during such time as should be devoted to the employee's work for Group Health Cooperative, and shall not use Group Health Cooperative's facilities, equipment, materials, resources, or proprietary information to perform such outside work.

Group Health Cooperative employees may accept public speaking engagements or participate on the boards of public organizations or agencies on behalf of Group Health Cooperative, in appropriate circumstances. The Compensation Committee of the Board of Trustees (or delegee) shall approve chief executive officer (CEO) participation on community boards, the CEO shall approve such community activity by executive vice presidents and vice presidents, and the executive vice president or vice president responsible for the business unit in which the involved employee works shall approve such activity for other employees. Factors to be considered in granting employees permission to participate in such activities include the nature of the benefit to Group Health Cooperative in supporting that community service and the cost to Group Health Cooperative in terms of the resources spent and time away from Group Health Cooperative. Group Health Cooperative employees who receive honoraria or stipends for these activities may be required to relinquish such payments to Group Health Cooperative, as determined by the Board committee, Board member, or executive accountable for approving the underlying activity. In making this determination, the accountable committee or individual may consult with the Office of Compliance & Ethics, as needed.

#### **EXPLANATION:**

As a consumer cooperative, Group Health Cooperative has a strong organizational commitment to the highest standards of ethical behavior in its activities. It has guidelines for avoiding conflicts of interest in its consumer governance and business operations. The Code of Conduct sets out Group Health Cooperative's standards, practices, and expectations for the guidance of employees, trustees, consumers involved in governance, and agents.

#### **RESPONSIBILITIES:**

- I. The Board has primary responsibility for establishing and upholding this Code of Conduct.
- II. Consistent with this Code of Conduct, Group Health Cooperative's executive leadership body has approved a Code of Conduct Operational Policy (F-04-061), which applies to all Group Health Cooperative employees, trustees, Group Health Permanente staff, and persons working on behalf of Group Health Cooperative. The Office of Compliance & Ethics shall serve as a resource to assist trustees, employees, and others in interpreting and complying with this policy.

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- III. Other Group Health Cooperative business units, including but not limited to the Human Resources Division, may develop policies, procedures, and guidelines consistent with this Code of Conduct, to further delineate standards of behavior for Group Health Cooperative employees and agents.

Related Documents:

Board Policy 100-202, Conflict of Interest—Board of Trustees, Cooperative Officers, and Employees  
Operational Policy F-04-061, Code of Conduct

Previous Revisions 12/11/02, 11/14/07, 9/10/08