



CODE OF CONDUCT FOR INDEPENDENT CONTRACTORS

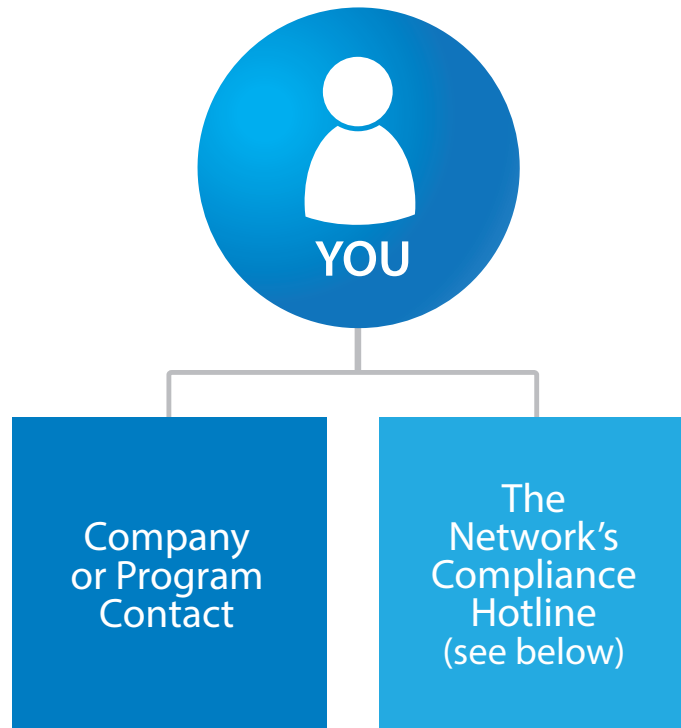


Building Relationships. Enhancing Lives.



Building Relationships. Enhancing Lives.

IF YOU HAVE QUESTIONS OR CONCERNS, YOU CAN GO TO:



For more information on these options, please see page 7

RETALIATION PROHIBITED

The Network will not tolerate any retaliation against anyone who makes a good faith report of a suspected violation of a law, regulation, policy or this Code, or who cooperates in the investigation of such a report. Suspected or alleged retaliation must be reported so that the Company has an opportunity to look into it and address it as appropriate. As with any concerns under this Code, you can report suspected retaliation to your company or program contact, or to the Compliance Hotline.

Compliance Hotline, 800-297-8043 (TTY: 866-294-9572)
or at www.mentornetwork.ethicspoint.com

MESSAGE FROM THE CEO



William McKinney

The MENTOR Network's success as the premier home and community-based provider of specialized healthcare is rooted in the skill and dedication found throughout our company. Together, we have a responsibility to provide high quality services and earn the trust of the people we serve, their families, our partners and the communities in which we operate. We do that by conducting our business honestly and ethically, treating each other with respect, acting with integrity, and adhering to the laws and policies that support our mission and core values.

This Code of Conduct provides you with an easy-to-follow guide to the standards we are all accountable to uphold. Each of us is responsible for our actions, as well as ensuring to the best of our ability that those around us abide by this document and all related policies and procedures. How we conduct ourselves day-to-day is essential to fulfilling the commitment each one of us made to The MENTOR Network's mission and core values when we joined the organization. In order to live up to that commitment, we rely on the guiding principles in this document and the dedication of everyone at The MENTOR Network, from members of the Board to all levels of management and to those providing direct support, to adhere to these principles.

The pages that follow are not intended to answer every question or address every situation that may arise, but they do offer important guidance for the work we do and information on where to go when you have questions or wish to raise a concern. Please read this Code of Conduct carefully, and ask questions, share ideas and provide feedback. At The MENTOR Network, trust, transparency and confidentiality are essential to our work and relationships.

Thank you for all you do to support our mission and enhance the lives of others.

Sincerely,

A handwritten signature in black ink, appearing to read 'William McKinney'. The signature is fluid and stylized, with a long horizontal line extending from the end.

William McKinney

ABOUT US



Founded in 1980, The MENTOR Network is a national network of local health care and human services providers offering an array of quality, community-based services to adults and children with intellectual and developmental disabilities, brain and spinal cord injuries and other catastrophic injuries and illnesses, to youth with emotional, behavioral and medically complex challenges as well as their families; and to elders in need of support.

The mission of The MENTOR Network is to offer adults, children, and their families innovative, quality services and supports that lead to growth and independence, regardless of the physical, intellectual or behavioral challenges they face.

Our philosophy emphasizes partnerships—with those we serve, their families, our employees, Mentors, payors and the communities in which we work—in an effort to help people shape the direction of their own lives in community-based settings.

OUR VALUES



We do the right thing even when no one is watching. We build credibility by mirroring our words with actions. We earn each other's trust.



We approach our work with humility, recognizing the value each person brings. We listen, and we follow through. We build caring relationships with the individuals we serve and within our teams and communities.



We embrace, celebrate and value diversity. We create a safe and welcoming space for all people. We act as passionate champions for each other and the people we serve.



We learn from our mistakes and strive to be better every day. We proactively share ideas and support each other to grow and develop. We work to expand our reach and improve more people's lives.

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Throughout the Code, the terms “Company” and “The Network” are used to refer to the entire national network of local providers that are affiliated under the umbrella of The MENTOR Network.

ABOUT THIS CODE OF CONDUCT & YOUR RESPONSIBILITIES

The MENTOR Network has chosen to contract with you to provide products or services, either directly to the Company or to the individuals we serve and their families. As part of your contract, The MENTOR Network expects you to follow applicable laws, rules and regulations and this Code of Conduct in performing your responsibilities. It is essential that you take time to read and understand this Code so you can:

- Render contracted services in a manner that is consistent with Company values and principles
- Know and follow ethical business practices
- Understand your responsibilities and contractual obligations to the individuals to whom we provide services
- Know when and how to bring to the Company's attention possible violations of this Code or questions about it
- Acknowledge that you have received and read this Code

In addition to this Code, there may also be other documents you need to refer to and rely on when providing services under your agreement with the Company. For example, there may be a written agreement with the Company, an individual's support plan, regulations or standards related to the work that you do, and expectations that the Company has based on its contractual agreement with you. It is your responsibility to be familiar with all of the standards that govern the services you provide to or under agreement with The MENTOR Network.

To whom does this Code apply?

This Code applies to anyone who provides contractual services to The MENTOR Network and/or the individuals served by The Network and is not an employee of the Company. This includes, for example, vendors, contractors, subcontractors or independent contractors of The MENTOR Network, including host home providers (Mentors), foster parents and consultants.

How do I acknowledge that I read the Code?

As a condition of your agreement with The Network to provide products or services, you are expected to read this Code, acknowledge that you have received and read this Code and agree to abide by its provisions. In addition, to be eligible to continue contracting with the Company, from time to time you may be asked to participate in a compliance awareness refresher.

Where can I find the Code online?

This Code appears on our Company's external website, www.thementornetwork.com, so everyone with an interest in The MENTOR Network has access to our values and principles.

How will I know if changes are made to the Code?

Updates to this document will be circulated in the manner the Company deems to be most timely and effective for the specific circumstances, and a new acknowledgement may be required at that time.

What happens if I violate the Code?

Suspected violations of this Code or any provisions of your agreement with the Company will be reviewed and addressed as appropriate. When a violation of the Code or your agreement has been identified, it may constitute a material breach of your agreement with the Company. This may lead to termination of your contract, recoupment of payments made to you, and/or referral for criminal prosecution or civil action if appropriate.

Where can I ask questions or report concerns?

If you have any questions about this Code, or wish to report a possible violation of the Code, the best place to start is your company or program contact. If for any reason that is not practical or comfortable, please call or go online to the Compliance Hotline, 1-800-297-8043 (TTY: 1-866-294-9572) or www.mentornetwork.ethicspoint.com. The Company does not tolerate retaliation against anyone—affiliated with The Network or not—who makes a good faith report of possible issues under this Code. More information on reporting issues is available on page 7.

COMMITMENT to pursuing the mission of The MENTOR Network in accordance with the Company's values and Code of Conduct

ABIDE BY APPLICABLE LAWS, REGULATIONS AND CONTRACTUAL REQUIREMENTS

It is your responsibility to ensure that you follow the laws and regulations that apply to the services that you provide to or under agreement with The MENTOR Network. In addition, the local program with which you contract may have additional requirements by outside referral agencies, contracting agencies, accrediting bodies, or payors. It is a requirement of your agreement with the Company to be familiar with these requirements and to follow them. You may also be responsible to file accurate and timely reports, documentation, invoices and other documents as required by your agreement.

RECORD KEEPING

From time to time there may be an audit or inquiry by the Company or a payor or licensing agency of your records. It is expected that you will cooperate with any reasonable demand made in connection with an audit or inquiry. The Company reserves the right to discontinue its relationship with any contractor who refuses to provide requested information or provides false information to the Company or any government agency.

REFERRALS

The Company expects that you will not accept, offer or participate in any fraud, kickbacks, bribes or other arrangements designed to induce referrals or business.

LEGAL INQUIRIES

If you receive an inquiry, subpoena or other legal document regarding services you provide to the Company or the individuals it serves, please immediately notify your company or program contact, so that we can ensure that appropriate confidentiality and other considerations are met.

CREDENTIALS, LICENSING AND INSURANCE

If your agreement with The Network requires that you have a particular credential or license, it is up to you to maintain that credential and/or license, and you must inform your company or program contact immediately if your credential or license becomes encumbered or restricted or is not renewed or maintained. When a required credential or license is renewed, you should provide a copy to your company or program contact.

Contractors are responsible for ensuring that any employees assigned to perform services under the contract with The Network are in compliance with applicable federal and state employment and immigration laws and licensing requirements, and obtain and maintain all appropriate insurances (e.g., liability, workers' compensation) for their workforces.

BACKGROUND CHECKS

Prior to delegating your work to an affiliate or entering into an agreement with any subcontractor, the Company reserves the right to conduct a background check to ensure that the individual performing the contracted-for services has the appropriate credentials. We also confirm that the individual is not precluded from providing services to The Network as a result of, for example, a disqualifying criminal record or exclusion from participation in federal health care programs.

In order to meet our funding, contractual and licensing obligations, the Company cannot contract with individuals who are excluded from participating in federal health care programs. A list of excluded individuals is maintained by the Office of the Inspector General of the United States Department of Health and Human Services ("OIG"), and is publicly available at <http://exclusions.oig.hhs.gov/>. The Network periodically checks the names of contractors against the OIG's exclusion list, and other exclusion lists that states may require from time to time, to ensure that no current independent contractor is excluded. If an individual or organization is confirmed to be on an exclusion list, we will have no choice but to terminate our contractual relationship immediately.

MAINTAIN FINANCIAL INTEGRITY

Every independent contractor is expected to conduct business on behalf of The Network with integrity, honesty and high moral standards. This includes truthfulness in billing, accounting, and financial reporting practices.

The Company expects that you will document and bill accurately for services that are actually provided, and to comply with all laws and regulations related to documentation and billing practices.

At times a payor or government agency may request to audit or review records in the ordinary course of business or in response to a reported concern. The Company expects that you will cooperate if any such audit or review requires your documentation or other records.

The False Claims Act is a federal law that permits the government to recover funds paid for services in the event that the Company or its representative submitted a false claim for reimbursement. You should know that any person who files, causes another person to file or otherwise cooperates with the preparation of a false claim for payment to any government program may be charged with a criminal offense under the False Claims Act. Thus, if you become aware that part or all of any invoice may have been misstated you must immediately notify your company or program contact.

MAINTAIN CONFIDENTIALITY

You are likely to be provided with confidential, private and/or health information about The Network and/or the individuals served by The Network. (In this Code we are collectively referring to all of this as “Confidential Information.”) There are many laws and regulations, including state laws and the federal Health Insurance Portability and Accountability Act of 1996 (HIPAA), that protect the privacy of this information. It is your responsibility to understand and follow these requirements and report any improper disclosure to your company or program contact immediately.

As with any issue under this Code or your agreement with the Company, you should talk to your company or program contact if you have any questions or concerns about the disclosure of Confidential Information. The following are some of the requirements you must follow regarding confidentiality in your relationship with The Network:

- You must not disclose or use Confidential Information for any purpose other than to provide services to or under agreement with The Network. This means that you should not share Confidential Information you receive about The Network with anyone outside the Company.
- Information regarding individuals receiving services from The MENTOR Network is confidential and may be shared only in accordance with appropriate and specific authorization.
- You should take care not to discuss Confidential Information about the individuals we serve in public or in areas where others can overhear.
- You should not speak on behalf of The MENTOR Network in any public forum (including Internet blogs and chat forums) or to any media outlet. This does not limit your ability to speak publicly using only your name on issues related to yourself and the work you do.
- Any written Confidential Information should be maintained appropriately and not visible to anyone without a right (i.e. appropriate and specific release) to know the information.
- You should not post on the Internet (including any social networking site) any names or photographs/videos of individuals to whom you provide services on our behalf without specific written authorization from the individual or his/her guardian. If an individual to whom The Network provides services lives with you, you may post photos of that individual along with your photographs of family and friends, but only if you have an appropriate written authorization to do so, and you must not disclose information about how the individual came to be in your care.
- You should not email Confidential Information to anyone unless it is encrypted. Where you must send unencrypted information electronically, you should not use any names of individuals served by you or the Company (you may want to use initials, for example).
- You should password-protect any electronic documents containing Confidential Information that you store on or access from your computer.

Inappropriate disclosure of Confidential Information could lead to termination of your contract with The Network, as well as possible legal action. If there is an unauthorized disclosure of Confidential Information, you should immediately inform your company or program contact.

ACCOUNTABILITY to deliver on our commitments as individuals

PROVIDE QUALITY SERVICES

The MENTOR Network is committed to providing quality services and expects contractors providing services under agreement with the Company to meet our expectation that every individual we serve, regardless of age, complexity of condition, service type, or setting in which the services are provided, can expect:

- Services that reflect the individual's preferences, goals and unique needs and that maximize opportunities for success
- Comprehensive mental and physical health and dental care necessary to maintain optimal health
- Assistance in coordinating services and establishing collaborations to optimize the ability to prosper in the community
- Safety and security in home and community
- Support to exercise rights, make informed choices, and to accept personal responsibility
- Support in developing and maintaining family connections and friendships, and assistance in accessing community resources and participating in civic affairs
- Meaningful work, productive activity or appropriate educational opportunities
- To be treated with respect and dignity at all times

MAINTAIN A SAFE AND HEALTHY ENVIRONMENT

The Network expects its contractors to provide a safe and healthy environment for the individuals we serve. If you provide services in your home, it is your responsibility to report to your company or program contact the identity of every individual who lives or spends considerable time in your home. That responsibility includes providing updated information should a new individual begin living in or visiting your home.

DRUGS AND ALCOHOL

It is expected that there will be no unlawful use of drugs or alcohol in any location where services are provided to The Network or the individuals we serve. While the presence of alcohol, prescription drugs and over-the-counter medications may be permissible in a service setting, all alcohol/drug storage and use must be lawful, and must comply with applicable licensing requirements and the service plans of all individuals living in the home.

SECURITY OF MEDICATIONS

It is your responsibility to have and follow appropriate practices for the safe dispensing of medications for yourself, members of your family, and individuals in your care. You should refer to and be familiar with any program standards for information regarding the handling and dispensing of medication. In addition, you should be familiar with procedures for the safe disposal of hazardous materials such as needles.

IF YOU HAVE QUESTIONS OR CONCERNS

If you have any questions about this Code or any concerns related to conduct of The Network's employees or other third parties please bring this to the attention of your company or program contact. If you prefer, you can call The Network's Compliance Hotline at any time, 1-800-297-8043 (TTY: 1-866-294-9572) or www.mentornetwork.ethicspoint.com.

The Compliance Hotline is available 24 hours a day, seven days a week, and translation services into several languages are available. You can access the hotline by calling 1-800-297-8043 (TTY: 1-866-294-9572) or online at www.mentornetwork.ethicspoint.com. You can choose to provide your name or remain anonymous. A third-party company will take a report of your call and send that report confidentially to The Network's Compliance Officer. The Network will not attempt to determine where calls or online submissions come from.

The Hotline provides callers with a report key and personal password to allow The Network to have two-way communication with callers. Callers to the Hotline have to call back using the personal password to hear the question or information posted by The Network and/or provide additional information.

All Hotline calls are looked into to the extent possible. The Compliance office will keep the information about each call as confidential as possible, sharing the report of the call only with those who have a need to know in order to look into, address and resolve the issue reported.

RETALIATION PROHIBITED

The Network will not tolerate any retaliation against anyone who makes a good faith report of a suspected violation of a law, regulation, policy or this Code, or who cooperates in the investigation of such a report. Suspected or alleged retaliation must be reported so that the Company has an opportunity to look into it and address it as appropriate. As with any concerns under this Code, you can report suspected retaliation to your company or program contact, or to the Compliance Hotline, 1-800-297-8043 (TTY: 1-866-294-9572) or www.mentornetwork.ethicspoint.com.

RESPECT for the worth and dignity of every individual

DISCRIMINATION PROHIBITED

The Network provides services that are non-discriminatory to individuals regardless of race, ethnicity, national origin, age, gender, sexual orientation, religion, disability, medical condition, socioeconomic status, or any other status that may be protected under applicable law. Any incident or situation that you believe involves possible discrimination should be brought to the immediate attention of your company or program contact.

RESOLVE CONFLICTS

We strive to have open communication and address problems in a mutually respectful way, taking into account individual situations.

PROMOTE A DIVERSE AND RESPECTFUL WORK ENVIRONMENT

When you are working under agreement with The Network, you are expected to be sensitive to the concerns, values and preferences of others, and behave in a manner that supports and promotes a diverse and respectful environment.

***ETHICS** in everything we do*

AVOID AND DISCLOSE POTENTIAL CONFLICTS OF INTEREST

You should avoid any actions that may involve, or may appear to involve, a conflict of interest with the products or services you provide to or under agreement with the Company. You should disclose to your company or program contact any situation where a conflict of interest may arise involving you or your immediate family.

A conflict of interest may arise when you or someone you associate with in your independent business:

- Allow private interests, whether personal, financial or of any other sort, to conflict or appear to conflict with your professional responsibilities. You must not, for example, have a financial, romantic, sexual or other inappropriate personal relationship with an individual served by the Company.
- Are a party to any other arrangement or circumstances, including family or other personal relationships, which might appear to or actually influence your behavior. For example, if you are providing services in a private clinical practice to an individual that you also provide services to under your agreement with the Company, this could present a conflict.
- Solicit or offer to provide services yourself or through your family member to an individual you provide services to under your agreement with the Company. For example, you should not refer someone you provide services to under your agreement with the Company for services with yourself or a family member outside of the Company.

Host Home providers must avoid conflicts of interest with the individuals they provide services to. Conflicts can arise, for example, if you:

- Become a client's guardian
- Serve as the client's representative payee
- Serve as Health Care Proxy or power of attorney
- Are named beneficiary of the individual's life insurance policy
- Accept large gifts from an individual you provide services to

Potential conflicts can usually be resolved by using good judgment. You are encouraged to seek clarification of, and discuss questions about, potential conflicts by talking to your company or program contact or by contacting the Compliance Hotline.

RELATIONSHIPS WITH GOVERNMENT REPRESENTATIVES

The Network expects that you will not provide gifts or payments of any kind to any government representative or government employee while in the course of providing products or services under agreement with The Network.

LEASING REAL ESTATE AND PURCHASING PRODUCTS AND SERVICES

In order to avoid even the appearance of a conflict of interest in our business transactions, it is The Network's policy to prohibit certain business transactions between the Company and any Independent Contractor or family member of an Independent Contractor. These "Related Party Transactions" include business transactions such as leases of real estate or procurement of goods and services by the Company. It is not, however, a Related Party Transaction to have a contractor provide additional products or services that are reasonably related to the product or services originally contracted for. For more information, and a form which can be used to seek permission for a so-called "Related Party Transaction," please ask your company contact for a copy of the Related Party Transactions & Conflicts of Interest policy.

DECISION TEST

The following questions provide a good guideline for those in doubt about a specific course of conduct:

1. Will my actions be ethical in every respect?
2. Will my actions fully comply with the law and my agreement with The Network?
3. Will my actions be questioned by my peers, family or the general public?
4. How would I feel if my actions were reported in the newspaper?
5. How would I feel if someone else acted in the same way?
6. Will my actions appear to be proper?
7. Will my actions be seen as fair?

GIFTS AND GRATUITIES

It is The Network's position that neither we nor anyone with whom we do business gives, solicits or receives gifts or gratuities which are or appear to be in exchange for personal or professional advantage or gain. Reasonable small tokens from or to a third party may be acceptable, provided that they do not place you or the other party under any obligation, are not frequent, and would not be misconstrued by a reasonable person as a bribe.

As a contractor, you should know that employees of The Network are only allowed to accept gifts of less than \$75 in value from you before obtaining permission from a senior level leader in the organization. Moreover, during a time when you or your company is being considered for renewal or change to your agreement to provide services to The Network, any gift to an employee of The Network would be considered inappropriate.

Business gratuities, where you invite an employee of The Network to join you at a non-work-related event, are acceptable so long as they are infrequent and otherwise don't place our employee under any obligation to you or your company.



WE CARE: COMMITMENT, ACCOUNTABILITY, RESPECT, ETHICS

These represent the four building blocks of our Compliance Program at The MENTOR Network.

Commitment to pursuing the mission of The MENTOR Network in accordance with the Company's values and Code of Conduct

Accountability to deliver on our commitments as individuals

Respect for the worth and dignity of every individual

Ethics in everything we do