

NOVA SOUTHEASTERN UNIVERSITY, INC.

Corporate
Compliance
Plan

NOVA SOUTHEASTERN UNIVERSITY, INC.
COMPLIANCE PLAN
INTRODUCTION AND PURPOSE

Nova Southeastern University, Inc. (referred to herein as “NSU”) has long recognized that our academic, health care and mental health clinics involve significant legal and ethical responsibilities. These responsibilities extend not only to the patients and users of our facilities, but also to the many companies and agencies that we work with, our fellow employees, students, and indeed, the public at large. We must demonstrate consistently that we act with absolute integrity in the way we do our work and the way we live our lives.

This Compliance Plan was adopted as a guide for each employee's conduct so that NSU may fulfill its obligations to observe the laws and public policies affecting its business and to deal fairly with NSU patients, physicians and communities in which they operate, students, providers, employees, vendors and third parties. It provides guidance to ensure that our work is done in an ethical and legal manner. This Compliance Plan is an extension of the Compliance Program already in effect at NSU. The Code of Conduct described in this Plan is intended generally to define the scope of conduct the Plan covers. In many cases these standards exceed the standards required by law.

For the Compliance Program to be effective, it must have the cooperation of all employees. It contains resources to help resolve any questions about appropriate conduct in the work place. Please read it thoroughly. Your adherence to its spirit, as well as its specific provisions is absolutely critical to NSU’s future.

The Plan is divided into two sections: The Directives For Key Personnel and Code of Conduct. The “Directives For Key Personnel” provides responsibilities to high-level employees who must implement procedures to ensure that all employees follow the Code of Conduct. The “Code of Conduct” explains to all employees the major areas of law that must be obeyed. Together, these two sections of the Plan provide the foundation for NSU's continued Compliance Program. In addition to this Plan, NSU will periodically distribute memoranda and policy statements describing matters of interest to the University, or proscribing specified activities by all or some of NSU’s students, faculty and employees. To the extent that they prohibit or require certain conduct, these memoranda and policy statements should be considered a part of this Plan.

It is NSU’s desire for the Plan to aid in the identification and correction of any actual or perceived violations of any applicable rules and regulations, the University’s Code of Conduct or any other University policy or procedure. In order to attain this goal, the Plan imposes a duty upon all employees to report to designate individuals any actual or perceived violation of the Code of Conduct, the Compliance Plan or any other University policy or procedure. These designated individuals are the Compliance Officer and the Compliance Liaison whom the University has selected to oversee the Plan and ensure that all potential issues

or violations that employees identify are investigated and addressed. The Director of Compliance is the Compliance Officer and shall oversee the Compliance Liaison. The Compliance Officer and Compliance Liaison will implement, monitor and enforce the University's Corporate Compliance Plan.

It is NSU's expectation that each and every one of our employees should be able to communicate their concerns freely to the Compliance Officer and/or Compliance Liaison. NSU will treat any such report confidentially to the maximum extent consistent with the fair and rigorous enforcement of the Corporate Compliance Plan.

In addition, to further encourage reporting, NSU has set up a compliance hotline (888) 609-6682 to which employees can report issues anonymously. Issues reported through this method must contain enough information for NSU to conduct a thorough investigation of the alleged issues. It is NSU's express policy that no adverse action or retribution will be taken by NSU against any employee due to the good faith reporting of a suspected violation or irregularity.

Failure to observe the provisions of the Compliance Plan can result in serious consequences to the employee, such as dismissal and criminal charges, and to NSU, such as criminal prosecution, substantial monetary fines and, of primary importance, the loss of NSU's reputation for integrity. Thus, in your daily life and work, if you encounter a situation or are considering a course of action which may be technically within the guidelines of the Plan, but you are worried that the contemplated action simply "does not feel right," please discuss the situation with any of the resources listed above. In closing, we trust you as a valuable member of our team. We ask you to assist us and all of our colleagues in this organization in supporting the values and principles which are critical to achieving our mission.

COMPLIANCE PLAN

I. DIRECTIVES FOR KEY PERSONNEL

The effectiveness of the Compliance Program depends largely on the leadership efforts of key personnel at NSU. While all Nova Southeastern University colleagues are obligated to follow our Plan, we expect our leaders to set the example, to be in every respect a model. They must ensure that those on their team have sufficient information to comply with the laws, regulations, and policies; as well as the resources to resolve ethical dilemmas. They must help to create a culture within NSU which promotes the highest standards of ethics and compliance. This culture must encourage everyone in the organization to raise concerns when they arise. We must never sacrifice ethical and compliant behavior in the pursuit of business objectives. This section of the Plan contains directives for the following key personnel and Committees:

Audit Committee of the Board

Corporate Integrity Committee

Compliance Officer

Associate Vice President of Human Resources

Assistant to the President for Academic Affairs

These key personnel are charged with specific duties that collectively will ensure NSU accomplishes the following goals:

- NSU will maintain compliance standards and procedures reasonably designed to reduce the risk of criminal conduct and other violations of the Code of Conduct;
- NSU will allow only specific, high-level personnel to be assigned ultimate responsibility for overseeing the Compliance Program;
- NSU will not delegate substantial discretionary authority to any individual whom it knows, or through the exercise of due diligence should have known, had a propensity to engage in illegal activities;
- NSU will take reasonable steps to communicate effectively and achieve its compliance with its standards and procedures for all students, employees, faculty and other agents;
- NSU will utilize monitoring and auditing systems that are reasonably designed to detect unethical or wrongful behavior or criminal conduct by employees and agents. NSU will also utilize and monitor its

publicized reporting system whereby employees, students, faculty and other agents can report illegal conduct by others within the organization without fear of retribution; and

- NSU will cooperate to the fullest extent reasonable and practical with appropriate federal, state, and local authorities investigating a potential violation of law. It is a violation of NSU’s policy for any student, employee, or faculty member to conceal an offense or to alter or destroy evidence.

A. Duties of the Audit Committee of the Board of Trustees

The Audit Committee of the Board of Trustees shall receive reports on a biannual basis from the Compliance Officer concerning the Compliance Program. The Audit Committee shall have the ultimate responsibility for overseeing the compliance efforts of the Corporate Integrity Committee and for assuring that the Compliance Program receives sufficient funding to support its continuous monitoring, internal auditing, and remedial efforts.

B. Duties of the Corporate Integrity Committee

The Corporate Integrity Committee shall include the following individuals: the Executive Vice President for Administration; Assistant to the President for Academic Affairs; Executive Vice Chancellor for Professional Affairs & Provost; Vice Chancellor & Deputy Provost; Dean of the College of Osteopathic Medicine; Dean of the Center for Psychological Studies; Dean of the College of Dental Medicine; Dean of the College of Optometry; Program Dean of the Programs in Communication Sciences and Disorders; Dean of the College of Pharmacy; Dean of the College of Allied Health; Associate Vice President for Human Resources; Chief Executive Officer of Health Care Systems; Associate Medical Director of Health Care Systems; Director of Clinical Operations, Health Care Systems; the CORF Administrator; and Compliance Committee Counsel. Any committee member who is unable to personally attend any committee meeting shall designate an executive or high level management representative to attend in his or her stead. The Committee shall meet as necessary, but at least monthly, to address all compliance initiatives ongoing at NSU. The Compliance Officer shall present updates to the Committee of all compliance investigations. The Compliance Office shall present biannual reports of the Corporate Integrity Committee’s initiatives to the Audit Committee of the Board of Directors.

C. Duties of the Compliance Officer

The Compliance Officer for NSU shall coordinate and monitor all compliance efforts on a daily basis. To accomplish this duty, the Compliance Officer must know and fully understand all aspects of the Plan. The Compliance Officer shall ensure that all delegations of responsibility under the Plan are made to persons reasonably believed to be morally fit, honest, and capable of making necessary judgments. The Compliance Officer shall consult with Legal Counsel, to obtain interpretations of any requirements under the Plan which are unclear. The Compliance Officer shall bring to the attention of Legal Counsel all changes in circumstances, which could reasonably suggest that the Plan should be modified. The

Compliance Officer shall promptly complete all duties expressly assigned to him or her by the Plan.

C.1. Employee Training and Education

The Compliance Officer in consultation with the Corporate Integrity Committee shall coordinate the development and implementation of a comprehensive education and training program, which will effectively communicate the requirements of the Plan to all employees. Compliance Officer shall distribute copies of the Code of Conduct to all employees and shall require all employees to sign the Acknowledgment of Understanding (See Exhibit A). The Acknowledgment of Understanding shall indicate that the employees have read the Code of conduct and understands that violations of it may lead to disciplinary actions. The Acknowledgment forms shall be maintained in the Human Resource Department in the employees personnel file. A copy of each acknowledgment form shall also be maintained by the compliance officer.

C.2. Reports of Potential Violations and/or Irregularities of the Compliance Plan

NSU expects employees, students and patients to report potential violations and/or irregularities of the compliance plan within the NSU in writing or by telephone. NSU utilizes its Compliance Hotline to receive oral reports from employees, students or patients about potential violations and/or irregularities of the compliance plan. Compliance Hotline complaints are reduced to writing, by trained operators on forms approved by the Corporate Integrity Committee. These operators are trained by the Compliance Officer as to the appropriate procedures. The Compliance Hotline operators do not make any promises to the reporting party regarding his or her liability or regarding what steps NSU may take in response to the report of violations and/or irregularities of the compliance plan . The operators inform each caller who provides his or her name that NSU will maintain the caller's confidentiality to the extent permitted by law.

The Compliance Officer shall receive copies of all written Compliance Hotline reports within 24 hours of the report. The Compliance Officer shall also receive reports from exit interviews when suspected violations of the Plan are reported. The Compliance Officer shall review each report and notify the President and Legal Counsel immediately of any allegations of criminal wrongdoing. The Compliance Officer and Legal Counsel shall, at a minimum, determine whether the alleged wrongdoing is a violation of a law, a violation of the Plan, or otherwise places NSU at risk of economic injury or injury to its reputation. The Compliance Officer and Legal Counsel shall then take action, in conjunction with the President, commensurate with the gravity of the allegation to determine if the allegation is valid and what corrective action should be imposed. The Compliance Officer shall oversee all investigations and corrective actions taken. The Compliance Officer shall provide status reports regarding the Compliance Program to the President, to the Corporate Integrity Committee during its meetings and to the Audit Committee of the Board of Trustees on a biannual basis.

C.3. Employee Disciplinary Procedures

The Compliance Officer shall monitor the disciplinary measures utilized by the Office of Human

Resources to ensure adherence to the requirements of the Plan. In the event the Compliance Officer determines that the discipline imposed was not appropriate, the Compliance Officer shall recommend additional action to the President and inform the Corporation Integrity Committee.

C.4. Reporting To Authorities

The Compliance Officer shall evaluate all allegations of wrongdoing to determine if the allegation appears to be well-founded. If it appears after an internal investigation that an allegation appears well-founded and merits reporting to appropriate governmental authorities, the Compliance Officer shall consult in advance with Legal Counsel regarding the potential need for reporting the alleged violations. The Compliance Officer and Legal Counsel shall thereafter develop a plan for potentially reporting the alleged violations to the appropriate government agency.

C.5. Monitoring and Auditing

The Compliance Officer oversees the activities of internal auditors with regard to random audits and monitoring. In conjunction with the Compliance Hotline, which was established to allow for any employee, student or faculty member to report allegations of alleged wrongdoing within the NSU without fear of retribution, the Compliance Officer will also develop ongoing unannounced auditing protocols for organizational compliance with policies, procedures and the Code of Conduct to evaluate compliance and to reduce the prospect of wrongdoing.

C.6. Emergency Changes To The Plan

The Compliance Officer, in consultation with Legal Counsel and approval of the President, shall be authorized without prior consent of the Board of Trustees to make emergency changes to the Plan and to expend such funds as is necessary to ensure the requirements of the Plan are implemented properly.

Any change made pursuant to this section which does not result in an emergency meeting of the Board shall be reported to the Board at its next regularly scheduled meeting.

C.7. Employment of Subcontractors, Agents & Consultants

The Compliance Officer shall implement policies to ensure that NSU enters into commission or fee arrangements only with firms or persons serving as bona fide subcontractors, agents, students or faculty and consultants (hereinafter referred to as “agents”). Such arrangements may not be entered into with any firm in which a government official or employee is known to have an interest unless such arrangement is permitted by applicable law. All commission and fee arrangements shall be covered by a written contract.

After reviewing the Code, please signify that you have read and understood it by signing the **Acknowledgment of Understanding** and returning it to the Human Resource Department.

C.8 Records Retention Policy

The Compliance Officer shall implement a records retention policy to ensure adequate records will be developed to document NSU's compliance with all relevant laws. The policy implemented must provide that all records will be retained for at least the minimum period as stated in applicable state or federal laws.

C.9 Public Relations and Confidentiality

Compliance Officer will establish a procedure for release of information to the media by the Public Relations Department regarding the issue of patient confidentiality.

D. Duties of Legal Counsel

D.1. Ensuring Compliance With Judicial Requirements

Legal Counsel shall maintain a record of every document served on NSU with regard to compliance issues or which otherwise requires the assistance or cooperation of NSU. Legal Counsel will review all summons, subpoenas, and other documents served on NSU to determine appropriate action. Legal Counsel shall be given primary oversight duties to ensure the complete and prompt compliance with the court document in question or the filing of necessary pleadings to answer, suppress, quash, modify, or otherwise protect NSU.

D.2. Records Retention Policy

Legal Counsel shall ensure that the Records Retention policy protects the privacy and security of all records including those which are maintained on magnetic tape or other electronic data processing storage media. Legal Counsel shall consult with the Compliance Officer to ensure that the Records Retention policy preserves reports of wrongdoing posing a significant risk of substantial civil and/or criminal liability for NSU. Records maintained on magnetic tape or other electronic data processing storage media will be covered by this policy.

Legal Counsel shall implement a uniform records destruction policy for business reasons to avoid any implication that NSU deliberately destroyed records in anticipation of a specific problem. The destruction policy shall have a mechanism that will halt and prevent the destruction of any appropriate record immediately upon receipt of service of legal process for which those records might be relevant.

D.4. Employment of Subcontractors, Agents and Consultants

Legal Counsel shall ensure that every consultant's contract contains a clear description of the services to be rendered and a representation that nothing will be done to improperly influence the actions of government officials. Commissions or fees paid to an agent, subcontractor or consultant must be

reasonable as to amount and consistent with the normal practice of the industry for the products involved and for services rendered. Legal Counsel shall ensure that consultants are also required by contract to comply with this Plan, applicable law and the government contracting standards of conduct applicable to NSU employees. Every consultant's contract shall provide for revocation of the contract and repayment of all funds paid under the contract in the event the consultant violates either applicable law or the standards and policies set forth in this Plan.

D.5. Reporting to Authorities

As part of Legal Counsel's periodic reports to the Board of Trustees, he shall include a summary of all reports of employee wrongdoing posing a significant risk of substantial civil or criminal liability for NSU. Legal Counsel shall consult with the Compliance Officer when it is determine that suspected violations of law must be reported to the government. Legal Counsel and the Compliance Officer shall develop a plan for reporting the suspected violations to the appropriate government agency.

E. Duties of the Associate Vice President of Human Resources

The Associate Vice President of Human Resources or his designee shall assist, whenever requested, the Compliance Officer with his/her respective duties under the Compliance Program. The Associate Vice President of Human Resources or his designee shall implement a procedure for ensuring that all complaints of wrongdoing presenting potential violations of the Plan are brought immediately to the attention of the Compliance Officer. Distribution of such information to operational staff shall not occur without the Compliance Officer's approval.

E.1. Screening and Hiring Process

The Office of Human Resources shall be responsible for utilizing effective screening and hiring procedures to ensure that NSU employs individuals who will abide by the standards of their obligations under the Compliance Program. The screening procedure shall be completed for all applicants who have been given conditional offers of employment as soon as is reasonably practical. The requirements of the screening and hiring process may not be waived for any employee except by the Compliance Officer in consultation with Legal Counsel and the Associate Vice President of Human Resources or his designee. The Associate Vice President of Human Resources or his designee shall educate the Compliance Officer about screening and hiring procedures and shall consult with the Compliance Officer prior to modifying the process.

No employee shall be authorized to act for NSU without first completing the employee screening, hiring and training process, unless written authorization is given by the Compliance Officer after consulting Legal Counsel and the Associate Vice President of Human Resources or his designee. The Associate Vice President of Human Resources or his designee may develop guidelines whereby temporary employees or subcontractors may be hired to complete specific tasks without completing NSU's screening

process so long as the temporary employee has been screened by the temporary agency from which the individual was hired.

The Associate Vice President of Human Resources or his designee shall coordinate a training system with the Compliance Officer to ensure that all new employees receive training on NSU's Code of Conduct prior to the employee being authorized to act on behalf of NSU.

E.2. Employment Relationships

The Associate Vice President of Human Resources shall require all new employees to sign an acknowledgment form attesting to the following:

- That the employee has read or shall read the employee manual and agrees to be bound by it;
- That the employee has read and agrees to comply with the Code of Conduct;
- That the employee has disclosed all familial relationships he or she has with other NSU employees, contractors, or subcontractors;
- That the employee has never been convicted of an offense which, if the individual were employed by NSU, would constitute a material violation of the Plan; and
- That the employee is not subject to exclusion or debarment under Federal law or designated in a registry as having a finding concerning abuse, neglect, or mistreatment of a patient or misappropriation of a patient's property.

The original employee acknowledgment form shall be maintained in the employee's personnel file.

E.3. Employee Discipline

The Office of Human Resources, in conjunction with the Compliance Officer will implement an effective, uniform disciplinary program to prevent violation of the Plan and to discipline employees who fail to detect or fail to report detected violations of the Plan as outlined below.

Failure to comply with the NSU Compliance Program may result in disciplinary action up to and including discharge from employment. Set forth below are the degrees of disciplinary action which typically may be taken against employees for failing to comply with the Program. Neither the schedule of disciplinary action below nor any other provision of the Program is intended to alter the at-will or any employment status of any NSU employee, to create a policy of progressive discipline or to guarantee any disciplinary action less than termination. The actual disciplinary action taken in response to a compliance incident will be determined by NSU in its sole discretion based upon its consideration of all the relevant

facts and circumstances of the particular incident, including the nature of the employee's conduct, whether the employee involved promptly reported the incident and whether the employee cooperated in the investigation of the incident. However, employees are required by the Program to report incidents promptly and to cooperate in the investigation of such incidents; therefore, the fact that an employee fulfills these obligations will not insulate the employee from disciplinary action should NSU deem it appropriate. To the extent that another NSU policy or procedure contradicts this disciplinary action policy, this policy shall be controlling.

Employee Action	Disciplinary Action
1. Negligently providing false or misleading information to NSU, including but not limited to the NSU Compliance Office, a government agency, customer, insurer or the like.	Oral Reprimand to Termination
2. Intentionally providing false or misleading information to NSU, including but not limited to the NSU Compliance Office, a government agency, customer, insurer or the like.	Termination
3. Negligent violation of any federal, state or local law or regulation.	Oral Reprimand to Termination
4. Intentional violation of any federal, state or local law or regulation.	Termination
5. Failure to report another employee's conduct which violates any law, regulation, the NSU Compliance Program or the NSU Code of Conduct.	Oral Reprimand to Termination
6. Failure or refusal to cooperate with NSU in any compliance investigation.	
7. In the case of supervisory personnel, failure to exercise adequate supervision of subordinate personnel where such failure leads, directly or indirectly, to a	Oral Reprimand to Termination Oral Reprimand to Termination

compliance incident.

8. Direct retaliation against any employee who in good faith reports a compliance incident.

Termination

9. Indirect retaliation or attempting to directly or indirectly retaliate against an employee who in good faith reports a compliance incident.

Oral Reprimand to Termination

10. Engaging in any other conduct which fails to comply with the duties and prohibitions, express or implied, set forth in the NSU Compliance Program or the NSU Code of Conduct.

Oral Reprimand to Termination

E.4. Departing Employees

The Office of Human Resources shall utilize a system of exit interviews to determine if departing employees have any knowledge of wrongdoing within NSU. The system shall be reasonably designed to encourage departing employees to make good faith reports of potential wrongdoing. The exit interview system shall include a written questionnaire which requires each departing employee to state whether he or she is aware of any past or present fraudulent or abusive practices at the place of employment. If the employee is not aware of any such practices, the questionnaire shall include a place for the departing employee to certify same.

The exit interview system may also be used to obtain information about unsafe or unsound business practices. The exit interview should be conducted while the employee remains on the payroll. The Associate Vice President of Human Resources shall maintain written reports of all exit interviews in the Office of Human Resources and shall direct all such interview reports which contain allegations of wrongdoing to the attention of the Compliance Officer.

The Associate Vice President of Human Resources or his designee shall effectively complete all duties set forth elsewhere in the Plan.

COMPLIANCE PLAN

II. CODE OF CONDUCT

Nova Southeastern University Mission and Values Statement

Mission Statement¹

Nova Southeastern University is a dynamic, not-for profit independent institution dedicated to providing high quality educational programs of distinction from pre-school through the professional and doctoral levels, as well as service to the community. Nova Southeastern University prepares students for lifelong learning and leadership roles in business and the professions. It offers academic programs at times convenient to students, employing innovative delivery systems and rich learning resources on campus and at distant sites. The University fosters inquiry, research and creative professional activity by uniting faculty and students in acquiring and applying knowledge in clinical, community and professional settings.

Purpose and Objective of The Code of Conduct

It is the policy of Nova Southeastern University, Inc. (“NSU”), that it and its officers, employees, representatives, students and agents comply with all relevant laws, rules, and regulations and adhere to the highest ethical standards in the conduct of our business.

This Code of Conduct provides guidance to all Nova Southeastern University employees and assists us in carrying out our daily activities within appropriate ethical and legal standards. These obligations apply to our relationships with students, patients, affiliated physicians, third-party payors, subcontractors, independent contractors, vendors, consultants, and one another. The Code is a critical component of our overall Compliance Program. We have developed the Code to ensure that NSU meets its ethical standards and complies with applicable laws and regulations.

The objective of this Code is to provide us with an overview of requirements. It is impossible, however, to describe in a brief statement all of the types of conduct that could lead to legal or ethical problems. This Code is designed to alert you to the types of conduct that could create exposure. Being aware of these areas should enable you to identify potential problems. When in doubt, always advise your superiors before acting so they can consult with our Compliance Officer or Legal Counsel before action is taken.

You do not have the authority to dismiss possible violations of laws, rules, regulations, and ethical standards as mere “business risks.” Failure to follow the Compliance Policy of NSU will not be permitted. The policies set forth in this Code are mandatory and must be followed.

No policy on business practices can define in complete detail all standards of conduct expected of

¹Approved by the Board of Trustees March 24, 1997.

its employees. NSU relies upon the integrity of its employees to comply not only with the express terms of this Code, but also with its spirit. Therefore, the University depends upon each employee at all times to rely upon his or her good judgment and do the right thing.

Circulated with this Code is a certificate. After reviewing the Code, please signify that you have read and understood it by signing the “Acknowledgment of Understanding”, attached as Exhibit “A”, and return it to the Compliance Department. A copy will also be maintained by the Office of Human Resources.

A. Integrity of Business Practices

NSU is committed to the delivery of quality education and physical, visual, dental, and mental health care at prices which are reasonable and competitive. NSU relies on the ability and professionalism of its employees and representatives to communicate effectively the merits of their services to the students, patients, physicians and consumers, and expects its employees to use only legitimate competitive practices.

We affirm the following commitments to NSU stakeholders:

To our students: We are committed to providing the highest quality of education in an environment conducive to effective and complete learning.

To our patients: We are committed to providing quality care that is sensitive, compassionate, promptly delivered, and cost effective.

To our Nova Southeastern University employees: We are committed to a work setting which treats all employees with fairness, dignity, and respect, and affords them an opportunity to grow, to develop professionally, and to work in a team environment in which all ideas are considered.

To our affiliated physicians: We are committed to providing a work environment which has excellent facilities, modern equipment, and outstanding professional support.

To our Third-Party Payors: We are committed to dealing with our Third-Party Payors in a way that demonstrates our commitment to contractual obligations and reflects our shared concern for quality health care and bringing efficiency and cost effectiveness to health care. We encourage our private Third-Party Payors to adopt their own set of comparable ethical principles to explicitly recognize their obligations to patients as well as the need for fairness in dealing with providers.

To our regulators: We are committed to an environment in which compliance with rules, regulations, and sound business practices is woven into the corporate culture. We accept the responsibility to aggressively self-govern and monitor adherence to the requirements of law and to our Code of Conduct.

To our joint venture partners: We are committed to fully performing our responsibilities to manage our jointly owned facilities in a manner that reflects the mission and values of each of our organizations.

To the communities we serve: We are committed to understanding the particular needs of the communities we serve and providing these communities quality, cost-effective education, visual, mental health and dental care. We realize as an organization that we have a responsibility to help those in need.

We proudly support charitable contributions and events in the communities we serve in an effort to promote good will and further good causes.

To our suppliers: We are committed to fair competition among prospective suppliers and the sense of responsibility required of a good customer.

To our volunteers: We are committed to ensuring that our volunteers feel a sense of meaningfulness from their volunteer work and receive recognition for their volunteer efforts.

A.1. Ethical Practices

The public has a right to expect that NSU will conduct its business efficiently and competently. Each employee and student should adhere to the spirit and language of the Code and strive for excellence in performing his or her duties. Each employee should maintain a high level of integrity in business conduct and avoid any conduct that could reasonably be expected to reflect adversely upon the integrity of NSU, its officers, directors, other employees or students. Furthermore, each employee should encourage other employees to do likewise.

A.2. Employee Conduct

Each employee, officer, department head, faculty, student or administrator should perform his or her employment responsibilities in good faith, in a manner that he or she reasonably believes to be in the best interests of NSU, and with the due care that a reasonably prudent person in the same position would use under similar circumstances.

NSU employees should avoid all illegal conduct, both in business and personal matters, and should avoid efforts to circumvent the law by devious means or questionable interpretations. No employee shall take any action that he or she knows or should know is in violation of any statute, rule or regulation.

Each employee should be open and honest in his or her business relationships with other officers, administrators, employees and students of NSU. The failure to deliver information that is known or thought to be necessary, or the provision of information that is known or thought to be inaccurate, misleading or incomplete, is unacceptable and may subject the employee to discipline.

A.3. Improper Payments

No employee shall engage, either directly or indirectly, in any corrupt business practice, including bribery, kickbacks or payoffs, intended to induce, influence or reward favorable decisions of any government personnel or representative, any customer, contractor or vendor in a commercial transaction, or any person in a position to benefit NSU or the employee in any way. No employee shall make or offer to make any payment or provide any other item of value to another person or entity with the understanding or intention that such payment is to be used for an unlawful or improper purpose.

A.4. Transactions Involving Government Employees

NSU on a regular basis, is a party to numerous government contracts or subcontracts with various governmental agencies. Examples are provider contracts wherein the System supplies services to or on behalf of the Medicare and Medicaid programs, either directly or as a subcontractor to a Medicare contractor. It is essential that all employees are knowledgeable of and comply with, all of the applicable laws, rules and regulations of all such governmental agencies. Billing personnel also should comply with NSU's Billing Policies and Procedures. Any employee who may have a concern or question concerning compliance with any governmental contracts or subcontract should contact their supervisor, the Compliance Officer or Compliance Liaison.

State, local and foreign governmental bodies may also have restrictions on the provision of business courtesies, including meals and refreshments. NSU employees doing business with such governmental bodies are expected to know all such restrictions.

The public trust associated with transactions between the private sector and government entities impose special responsibilities on NSU employees and representatives to adhere to the same high standard of conduct expected of the government employee.

NSU employees and representatives shall take no actions that would cause the government employee to violate, to appear to violate, or that would be otherwise inconsistent with, that standard of conduct. Specifically, except as described in the next sentence, no NSU employee or representative may offer or give anything of monetary value, including gifts, gratuities, favors, entertainment or loans, to an employee of a government agency with which NSU has or is seeking to obtain contractual or other business or financial relations or that regulates any NSU activities or operations. The payment of the reasonable costs of meals of members of legislative bodies in connection with lawful lobbying efforts is a highly regulated area, and must be conducted in accordance with statutory and regulatory guidelines. Any questions regarding this matter must be addressed to the Legal Counsel.

Specific rules and regulations govern the conditions of employment of former U. S. Government employees which may affect the duties they can perform as employees of NSU. All NSU employees to whom such rules or regulations apply shall comply with the letter and spirit of those rules and regulations to avoid any perception of illegality.

The recruitment and employment of former or current U.S. government employees is subject to complex rules which change frequently and vary by employee. Similar rules may also apply to current or former state or local government employees or legislators and members of their immediate families.

If a former government employee or consultant wishes to become employed by or a consultant to Nova Southeastern University, care should be exercised to insure that the requirements of conflict of interest laws are not violated. Each situation should be considered on an individual basis and you should consult with the Office of Human Resources or Legal Counsel on issues related to recruitment and hiring of former or current government employees.

A. 5. Dealing with Accrediting Bodies

Nova Southeastern University will deal with all accrediting bodies in a direct, open and honest manner. No action should ever be taken in relationships with accrediting bodies that would mislead the accreditor or its survey teams, either directly or indirectly. The scope of matters related to accreditation of various bodies is extremely significant and broader than the scope of this Code of Conduct. The purpose of our Code of Conduct is to provide general guidance on subjects of wide interest within the organization.

Accrediting bodies may be focused on issues of somewhat more focused interest. In any case, where NSU determines to seek any form of accreditation, obviously all standards of the accrediting group are important and must be followed.

A.6. Integrity of Financial Reporting

Management shall ensure that assets and liabilities are accounted for properly in compliance with all tax and financial reporting requirements, Generally Accepted Accounting Principles, and established NSU accounting and financial policies. Management shall also ensure that no false or artificial NSU records are made, and that there are no unrecorded NSU assets. All items of income and expense and all assets and liabilities shall be entered on the financial records of NSU. All reports submitted to governmental authorities shall be accurately made, all transactions shall be executed in accordance with management's authorization, and access to assets shall be permitted only in accordance with such authorization.

Any employee who knows or has reason to believe that a transaction is not recorded in compliance with the above requirements shall promptly report such matter to NSU's Chief Accounting Officer.

NSU's accounting department adopts guidelines and policies regarding internal controls in general, as well as guidelines and policies applicable to the reporting of an accounting for specific financial transactions. Those guidelines and policies are adopted by reference herein, and the financial officers and employees whose responsibilities fall within the administrative and financial areas must review and comply with these guidelines and policy statements.

A.7. Control of Funds

Each officer, department head or administrator must monitor the commitment and expenditure of NSU funds by persons under his or her authority. Each must ensure that any expenditure or transfer of NSU funds is made for a valid business purpose, upon proper authorization, and to the recipient indicated in NSU records.

A.8. Accuracy, Retention, and Disposal of Documents and Records

Each NSU employee is responsible for the integrity and accuracy of our organization's documents and records, not only to comply with regulatory and legal requirements but also to ensure that records are available to defend our business practices and actions. No one may alter or falsify information on any record or document. Medical and business documents and records are retained in accordance with the law and our record retention policy. Medical and business documents include paper documents such as letters and memos, computer-based information such as e-mail or computer files on disk or tape, and any other medium that contains information about the organization or its business activities. It is important to retain and destroy records appropriately according to NSU policy.

NSU's document retention policy is central to the integrity of its business practices. Different time frames consistent with federal regulations apply to a multitude of documents produced internally and obtained externally. University policies and guidelines controlling internal and external documents are adopted and incorporated by reference herein and can be obtained from the Office of General Counsel. No employee may destroy any document except in accordance with University policies and guidelines regarding document retention.

No employee may remove a University record or document from the premises or use such documents (or copies) for personal use. This prohibition includes but is not limited to documents created by an employee, student or faculty member.

A.9. License and Certification Renewals

All employees, as well as individuals retained as independent contractors, in positions which require professional licenses, certifications, or other credentials are responsible for maintaining the current status of their credentials and shall comply at all times with Federal and state requirements applicable to their respective disciplines. To ensure compliance, NSU will require evidence of the individual's having a current license or credential status.

NSU will not allow any employee or independent contractor to work without valid, current licenses or credentials.

B. Conflicts of Interest

Employment with the University involves a relationship of trust and loyalty, and employees must be free from any influence that might interfere with the proper and efficient discharge of their duties or be inconsistent with their obligations or loyalty to NSU. All employees should refer to NSU's Conflicts of Interest policy.

B.1. Definition

Conflicts of interest may exist where, an individual's actions or activities, on behalf of NSU or otherwise, involve the obtaining of an improper personal gain or advantage, or an adverse effect upon the interest of NSU.

An employee should ensure that none of his or her outside personal, business or investment interests conflict with the interests of NSU and no employee should use his or her position for personal gain. While it is not possible to describe all of the situations and conditions which involve a conflict of interest, the following paragraphs indicate areas where conflicts of interest may arise.

B.2. Personal Benefit

Each employee, for so long as he or she remains an employee of NSU, shall conduct the business of NSU to the best of his or her ability for the benefit and in the best interests of NSU. Without the prior consent of the employee's officer, department head, or administrator to whom he or she has functional responsibility, no employee shall become involved in any manner with competitors, contractors, customers or suppliers of NSU if such involvement would result in improper personal gain or the appearance of improper personal gain. Such involvement may include the purchase, sale or lease of any goods or services from or to any customer or supplier of NSU, or serving as an officer, director or in any other management or consulting capacity with a competitor, contractor, customer or supplier of NSU. An employee is not prohibited from purchasing goods or services from a customer or supplier if those goods or services are purchased on terms generally available to non-employees of NSU.

This Code shall not preclude holding less than five percent of any class of securities in a widely held corporation listed on a nationally recognized stock exchange, or regularly traded on an over-the counter market. However, even if the holdings are less than five percent, where an employee is in a position to control or influence NSU's decisions or actions with respect to a transaction with such a corporation, a conflict of interest might still exist. Questions regarding potential conflicts of interest should be directed to the attention of the **Compliance Officer. The Compliance Officer will review all potential conflict issues with Legal Counsel.**

B.3. Acceptance of Gifts and Entertainment

No employee, nor any member of any employee's immediate family, may accept any personal gift or favor (including complimentary business or personal trips) from any of NSU's competitors, contractors, customers or suppliers, or anyone with whom that employee does business on behalf of NSU. Acceptance of perishable gifts, other gifts of a nominal value, or reasonable personal entertainment may be ethically accepted if the gift would not influence and would not reasonably appear to others to be capable of influencing the employee's business judgment in conducting NSU affairs with the donor. If the gift does not meet this standard of reasonableness, the employee should either disclose the details of and seek prior approval to accept the gift, refuse the gift, or promptly return the gift to the donor.

To avoid even the appearance of impropriety, do not accept any gifts or promotional materials of more than nominal value. Gifts received which are valued in excess of \$50.00 must be reported to the Compliance Officer.

B.4. Outside Business Activities

NSU employees are expected to devote their entire working time to the performance of their duties for NSU. Outside business or consulting activities that would divert their time, interest or talents from NSU business should be avoided. NSU employees are encouraged to engage in charitable activities, however, if such activities require that an employee spend a substantial amount of University time, he or she should seek the consent of the officer, department head or administrator to whom he or she has functional responsibility.

Any employee who finds that he or she has, or is considering the assumption of, a financial interest or outside relationship which might involve a conflict of interest, whether or not such interest or relationship is specifically described in this Code, shall report such matter to the officer, department head or administrator to whom he or she has functional responsibility and to the Office of Human Resources.

C. Medicare and Medicaid Fraud and Abuse

NSU believes that physicians or teaching faculty will refer their patients to our facilities because of the quality of our services and equipment, the location and technological sophistication of our facilities, and the competence of our medical staff and other employees

C.1. No Payments for Patient Referrals

The Medicare and Medicaid Fraud and Abuse provisions of the Social Security Act prohibit, among other things, any person from paying any remuneration, directly or indirectly, to a referral source of Medicare and Medicaid patients for submitting or recommending referrals of patients and for making false claims for Medicare and Medicaid reimbursement. In addition, most state laws contain similar limitations on such conduct. There are, however, a number of safe harbors, or transactions that are expressly stated to not violate the fraud and abuse limitations. The Compliance Officer and Legal Counsel are available to

assist in the structuring of, and preparation of documentation reflecting legal arrangements with physicians and others and must be consulted on these issues.

No NSU employee shall solicit or receive, or offer to pay or pay, any remuneration in any form (including kickbacks, bribes or rebates) in return for referring, or recommending the referral of an individual to another person, hospital or medical facility for services.

Every agreement with a physician who constitutes a referral source for NSU shall be in writing and approved by the Compliance Officer. No employee shall offer or grant any benefit to a referring physician with the intent that such physician refers any patients to any facility owned or operated by the University. Physicians may be required to maintain membership on the medical staff of the hospital in order to receive any permitted benefits, even though the medical staff bylaws of the hospital may require that, as a condition of membership, physicians regularly or occasionally admit patients to the hospital.

University employees are urged to use caution when engaging in transactions that involve referral sources. If any employee believes that an illegal arrangement has been, or may be entered into involving the University and a referral source, he or she shall immediately report such arrangement directly to the officer, department head or administrator to whom he or she has functional responsibility or the Compliance Officer.

C.3. Medicare and Medicaid Payments

No University employee may knowingly submit to the Medicare or Medicaid program a false claim for reimbursement or a claim which the employee suspects is false. Employees who have reason to believe that false documentation may exist shall report the concern to their superior or to the Compliance Officer immediately.

Examples of the types of actions that could violate the federal False Claims Act and other federal false billing laws include:

1. Filing a claim for services that were not rendered at all or were not rendered as described on the claim form;
2. Filing a claim for services that were rendered, but were medically unnecessary;
3. Submitting a claim containing information you know to be false.

In addition, certain Billing and Coding Personnel need to comply with NSU's Corporate Policies on Medical Record

Documentation, Coding, Reimbursement and Billing Policies and Procedures, respectively. Billing and Coding Personnel should refer to these specific policies for further guidance.

C.4. Admission, Transfer and Discharge Practices: The Geriatrics Institute

Whenever patients are admitted to care, such as the geriatrics institute, NSU has established criteria driven by ethical consideration for the admission of patients. In such cases, employees may only admit patients who meet all respective requirements for admission and may only bill Medicare or Medicaid for patients who meet all applicable legal requirements for NSU's services. No employee shall provide or refer to an admitted patient services, supplies, or equipment the patient does not need.

It is NSU's policy to provide orderly transfer of patients and their records where another service provider is needed. With the utmost consideration for the welfare of the patient, NSU ensures continuity of care, compliance with regulatory standards and makes good efforts to ensure all patients receive medically necessary services. The mechanism to ensure orderly transfer of patients, as needed, is consultation with regional leadership, referral sources, or a physician.

When medically necessary services are recommended to patients based on referrals by NSU, University employees shall advise the patients first if NSU receives financial benefit from the referral.

D. Relationships with Healthcare Partners

NSU's mission is to provide quality healthcare to all of our patients. NSU treats all patients with respect and dignity and provides care that is both necessary and appropriate. There is no distinction in the care provided to patients based on race, color, religion, or national origin. Clinical care is based on identified patient healthcare needs, not on patient or organization economics.

D.1 Patient Care and Rights

Each patient is provided with a written statement of patient rights. This statement includes the rights of the

patient to make decisions regarding medical care and conforms to all applicable state and Federal laws.

NSU ensures patients' and/or the patients' legal guardian involvement in all aspects of their care and obtains informed consents for treatment, where legally applicable. As applicable, each patient or patient representative is provided with a clear explanation of care including, but not limited to, diagnosis, treatment plan, right to refuse or accept care, care decision dilemmas, advance directive options, estimates of treatment costs, organ donation and procurement, and an explanation of the risks and benefits associated with available treatment options. Patients have the right to choose another healthcare provider and/or facility for their healthcare services. In such cases, upon written patient authorization a copy of the patient's healthcare records will be provided to the subsequent healthcare provider and/or facility.

Patients are informed of their right to make advance directives. Patient advance directives will be honored within the limits of the law and the NSU's mission, philosophy, and capabilities.

Patients and their representatives will be accorded appropriate confidentiality, privacy, security and protective services, opportunity for resolution of complaints and counseling. Patients are treated in a manner that preserves their dignity, autonomy, self-esteem, civil rights, and involvement in their own care. NSU employees receive training about patient rights to clearly understand their role in supporting them. Compassion and care are part of NSU's commitment to the communities served. NSU strives to provide health education, health promotion, and illness-prevention programs as part of our efforts to improve the quality of life of our patients and our communities.

D.2 Patient Information

NSU collects information about the patient's medical condition, history, medication, and family illnesses to provide the best possible care. NSU realizes the sensitive nature of this information and is committed to maintaining its confidentiality. We do not release or discuss patient-specific information with others unless it is necessary to serve the patient or required by law.

NSU employees must never disclose confidential information that violates the privacy rights of patients. No NSU employee, student, colleague, affiliated physician, or other healthcare partner has a right to any patient information other than that necessary to perform his or her job.

Patients can expect that their privacy will be protected and that patient specific information will be released only to persons authorized by law or by the patients written consent.

In an emergency situation, when requested by an institution or physician then treating the patient, the patient's consent is not required, but the name of the institution and the person requesting the information must be verified. This should be done as a call back process.

D. 3 Affiliated Physicians

Any business arrangement with a physician must be structured to ensure precise compliance with legal requirements.

Such arrangements must be in writing and approved by the Compliance Officer and Legal Counsel.

To ethically and legally meet all standards regarding referrals and admissions, NSU adheres strictly to two primary rules:

- 1) NSU does not pay for referrals. NSU accepts patient referrals and admissions based solely on the patients clinical needs and our ability to render the needed services. NSU does not pay or offer to pay anyone -- employee, physicians, or other persons -- for referral of patients. Violation of this policy may have grave consequences for the University and the individuals involved, including civil and criminal penalties, and possible exclusion from participation in federally funded healthcare programs.

- 2) NSU does not accept payments for referrals that we make. No NSU employee or any other person acting on behalf of the University is permitted to solicit or receive anything of value, directly or indirectly, in exchange for the referral of patients. Similarly, when making patient referrals to another healthcare provider, we do not take into account the volume or value of referrals that the provider has made (or may make) to NSU.

D. 4 Third-Party Payors

NSU takes great care to ensure that all billings to government and to private insurance Payors reflect truth and accuracy and conform to all pertinent Federal and state laws and regulations. Any employee or agent of NSU is prohibited from knowingly presenting or causing to be presented claims for payment or approval which are false, fictitious, or fraudulent.

NSU operates oversight systems designed to verify that claims are submitted only for services actually provided and that services are billed as provided. These systems will emphasize the critical nature of complete and accurate documentation of services provided. As part of NSU's documentation effort, current and accurate medical records will be maintained.

Any subcontractors engaged to perform billing or coding services must have the necessary skills, quality assurance processes, systems, and appropriate procedures to ensure that all billings for government and commercial insurance programs are accurate and complete. Nova Southeastern University prefers to contract with such entities that have adopted their own ethics and compliance programs. Third-party billing entities, contractors, and preferred vendors that are considered must be approved consistent with NSU's policies on this subject.

D. 5 Cost Reports

NSU's business involves reimbursement under government programs which require the submission of certain reports involving costs of operation. NSU complies with federal and state laws relating to all cost reports. These laws and regulations define what costs are allowable and outline the appropriate methodologies to claim reimbursement for the cost of services provided to program beneficiaries. Given their complexity, all issues related to the completion and settlement of cost reports must be communicated through or coordinated with the Compliance Officer.

E. Employment Policies

NSU strongly supports equal employment and advancement opportunities for all persons without regard to race, color,

religion, sex, national origin, age, veteran or disability status or any status protected by law. University employees should dedicate themselves to a determined and sustained effort to implement and support this policy.

E.1. Equal Employment Opportunity

Employees charged with responsibility for personnel decisions should keep abreast of current legal developments in this area. Questions concerning employment matters should be directed to the Office of Human Resources.

E.2.a. Sexual Harassment

University employees and their work environments shall be free from all forms of sexual harassment and intimidation. Verbal and physical contact of a sexual nature by any employee, supervisor or manager, including sexual advances, unwelcome sexual advances or requests for sexual favors in conjunction with employment decisions, requests for sexual favors or other conduct which interferes with an individual's work performance or tends to create an intimidating, hostile or offensive work environment, is strictly prohibited.

E.2.b. Workplace Violence

Harassment also includes incidents of workplace violence. Workplace violence includes robbery and other commercial crimes, stalking cases, violence directed at the employer, terrorism, and hate crimes committed by current or former colleagues. As part of our commitment to a safe workplace for our employees and students, NSU prohibits anyone from possessing firearms, other weapons, explosive devices, or other dangerous materials on NSU premises. Employees or students who observe or experience any form of harassment or violence should report the incident to their supervisor or the Office of Human Resources.

E.3. Occupational Safety and Health Act

The Occupational Safety and Health Act (OSHA) requires employers to provide employees with a working environment free from recognized hazard which are likely to result in death or serious physical harm to employees and which is in compliance with the occupational and health standards established under the Act. Employees must also comply with regulations related to

their own conduct. NSU complies with these laws and regulations. Any employee having knowledge of any suspected violation of OSHA requirements should report the problem to the Office of Human Resources.

The NSU campus and all facilities and sites must comply with all government regulations and rules and with NSU policies or required practices that promote the protection of workplace health and safety. NSU policies have been developed to protect employees from potential workplace hazards. Employees should become familiar with and understand how these policies apply to their specific job responsibilities and seek advice from their supervisors whenever there is a question or concern. It is essential for NSU employees to advise a supervisor and the Office of Human Resources of any serious workplace injury or any situation presenting a danger of injury so that timely corrective action may be taken to resolve the issue.

However, all reports of employees having knowledge of any suspected violation of the OSHA Bloodborne Pathogen Standard should report the problem to the Compliance Officer.

E.4. Fair Labor Standards Act

The Fair Labor Standards Act sets minimum wages. There are provisions which apply to Universities or other establishments primarily engaged in the care of the sick, the aged, or the mentally ill or defective who reside on the premises. NSU complies with all provisions of the Fair Labor Standards Act. Any questions related to this section should be brought to the attention of the Office of Human Resources.

E.5. ERISA

The Employee Retirement Insurance Security Act governs all employee benefits. These include both "vesting" benefits, such as pensions and "non-vesting" benefits, such as medical insurance plans and severance pay. A review of these requirements is beyond the scope of this plan. However, making false statements or failure to disclose information required by ERISA may lead to criminal sanctions.

E.6 Immigration

It is unlawful to knowingly hire unauthorized aliens.

There is a verification process required of employers. An employer must establish the identity and work authorization of all employees, verify that this has been done through Form I-9, and keep records. This process requires the employee to present documents, such as social security card, passport, or visa, and requires the employer to inspect the documents and record them on the form. The Office of Human Resources oversees the administration of the eligibility of employees to work at NSU.

E.7 Controlled Substances

Some of NSU's employees routinely have access to prescription drugs, controlled substances, and other medical supplies. Many of these substances are governed and monitored by specific regulatory organizations and must be administered by physician order only. It is extremely important that these items be handled properly and only by authorized individuals to minimize risks to NSU and to patients. If an NSU employee becomes aware of the diversion of drugs from the University, he/she should report the incident to a supervisor or the Compliance Officer immediately.

E. 8 Copyrights

Nova Southeastern University employees may only make copies of copyrighted materials pursuant to the University's policy on such matters.

E.9 Substance Abuse and Mental Acuity

To protect the interests of NSU's employees and patients, NSU is committed to an alcohol and drug-free work environment. All employees must report for work free of the influence of alcohol and illegal drugs. Reporting to work under the influence of any illegal drug or alcohol, having an illegal drug in your system, or using, possessing, or selling illegal drugs while on Nova Southeastern University work time or property may result in immediate termination. It is also recognized that individuals may be taking prescription drugs, which could impair judgment or other skills required in job performance. If you have questions about the effect of such medication on your performance, consult with your supervisor or the Office of Human Resources.

F. Compliance With Environmental And Safety Laws

NSU is committed to promoting sound environmental and safety practices that will prevent and eliminate damage to the environment, enhance human and community resources, and reduce or avoid exposure to environmental liabilities. Environmental and safety laws apply to almost all aspects of the University business and full compliance with all such laws is required.

Any employee who detects an existing or potential condition hazardous to human health or the environment or which violates NSU's environmental practices should report the condition immediately to the officer, department head or administrator to whom he or she has functional responsibility. Prompt disclosure of such events is critical to effective remedial action and to NSU's efforts to ensure that such events do not recur. Employees with responsibility for the proper handling and disposal of hazardous substances and infectious waste should ensure that contractors hired to dispose of such materials do so in a proper manner. University guidelines and policies controlling the handling and disposal of hazardous substances and medical infectious waste are adopted by reference herein.

G. Compliance With Antitrust Laws

NSU was founded on and is committed to the principles of free and fair competition within the free enterprise system. The basic purpose of the antitrust laws is to protect and preserve competition from unreasonable restraints, both in the United States and abroad.

Antitrust

Antitrust laws are designed to create a level playing field in the marketplace and to promote fair competition. These laws could be violated by discussing Nova Southeastern University business with a competitor, such as how our prices are set, disclosing the terms of supplier relationships, allocating markets among competitors, or agreeing with a competitor to refuse to deal with a supplier. Our competitors are other educational institutions and health systems and facilities in markets where we operate.

At trade association meetings, be alert to potential situations where it may not be appropriate for you to participate in discussions regarding prohibited subjects with our competitors. Prohibited subjects include any aspect of

pricing, services in the market, key costs such as labor costs, and marketing plans. If a competitor raises a prohibited subject, end the conversation immediately. Document your refusal to participate in the conversation by requesting that your objection be reflected in the meeting minutes and notify Legal Counsel and the Compliance Officer of the incident.

In general, avoid discussing sensitive topics with competitors or suppliers, unless you are proceeding with the advice of the Legal Counsel. Employees must also not provide any information in response to oral or written inquiry concerning an antitrust matter without first consulting Legal Counsel.

G.1. Relationships with Competitors

Under United States law, certain agreements with competitors are unlawful *per se*, i.e., without regard to their reasonableness from a commercial or business viewpoint. Such unlawful agreements generally involve understandings or arrangements which affect prices or output (e.g., bidrigging, price fixing and market or customer allocations). These *per se* violations are punishable by severe personal and institutional criminal fines and penalties. In no event shall any employee of the University engage in discussions, agreements or understandings (explicit or implicit) with any competitor with regard to prices, or other terms or conditions of sale, or with regard to product, service, territory or customer allocation.

In addition to any *per se* violations, other agreements with competitors or customers may constitute punishable crimes and result in civil damages (including triple damages) if they produce an unreasonable restraint of trade or a substantial lessening of competition. Examples of conduct that may be anti-competitive include exclusive buying or selling agreements. The facts of a particular course of conduct are important to an evaluation of the anti-competitive consequences of such conduct, and require expert legal guidance. NSU recognizes that routine communications with competitors may be appropriate and reasonable in many instances, but such communications should not involve any sort of agreement or understanding that lessens competition. Communications with competitors about matters that could be perceived to have the effect of lessening competition should take place only after consultation with and the approval

of the Compliance Officer and review by Legal Counsel.

G.2. Obtaining Information about Competitors

General business information about competitors is important to the University efforts to maintain and improve upon our competitive position in the markets in which we operate. However, only legal and ethical means should be used to gather information about existing and potential competitors. Agreements to exchange such information are improper. Competitive information should be collected only from generally available industry sources or from information within the public domain.

NSU should not induce, through social relationships or otherwise, present or former employees of competitors to disclose any proprietary or confidential information. New employees should be advised against disclosing or using confidential information of their former employer; however, all employees are expected to otherwise make full use of the skills, experience and general knowledge learned in their previous employments.

G.3 Marketing and Advertising

We may use marketing and advertising activities to educate the public, provide information to the community, increase awareness of our services, and to recruit colleagues. We will present only truthful, fully informative, and non-deceptive information in these materials and announcements. All marketing materials will reflect services available and the level of licensure and certification.

NSU will not offer fee items or services that are, except those of *de minimus* value. This policy does not set forth an exact dollar figure to define the term "*de minimus*," rather, NSU will rely on its own reasonable judgment and the advice of the Compliance Officer and legal counsel on a case-by-case basis. Examples of items that may qualify for approval include written materials (books, pamphlets) emphasizing preventive health matters.

H. Disclosure of Company Information

Each employee should ensure that all confidential or proprietary information relating to NSU, its shareholders, and its existing and prospective suppliers and customers, acquired

in the course of duty, is used solely for University purposes and not for the purpose of furthering a private interest or making a profit.

H.1. Proprietary Company Information

Proprietary or confidential information developed or acquired by NSU and not generally available to others is a valuable asset of the University and must be protected against theft, loss or improper disclosure.

The misuse of information to which an employee has access by reason of his or her position, or by happenstance, such as disclosure of confidential information to competitors, suppliers or others outside the University, or the premature disclosure of confidential information to friends, family or others is a violation of this Code.

No employee shall disclose or permit the disclosure of, or discuss, proprietary University information data, systems, pricing, finances or policies, to any competitor of the University or to any person who might be in a position to disclose or discuss such matters with NSU's competitors. Employees should use appropriate discretion and judgment when disclosing any such information to other University employees.

This obligation to maintain the confidentiality of proprietary University information continues to apply after leaving the University.

H.2 Electronic Media

All communications systems, electronic mail, intranet, internet access, or voice mail are the property of NSU and are to be primarily used for business purposes. Employees should assume that these communications are not private. Patient or confidential information should not be sent through e-mail or the internet until such time that its confidentiality can be ensured.

NSU reserves the right to periodically access, monitor, and disclose the contents of e-mail, and voice mail messages. Access and disclosure of individual employee messages may only be done with the approval of the Associate Vice President of Human Resources or his designee, the Compliance Officer and Legal Counsel.

Employees or students may not use internal communication

channels or access to the internet at work to post, store, transmit, download, or distribute any threatening; knowingly, recklessly, or maliciously false; or obscene materials including anything constituting or encouraging a criminal offense, giving rise to civil liability, or otherwise violating any laws. Additionally, these channels of communication may not be used to send chain letters, personal broadcast messages, or copyrighted documents that are not authorized for reproduction; nor are they to be used to conduct an external job search or open misaddressed mail. Employees who abuse NSU's communications systems or use them excessively for nonbusiness purposes may lose these privileges and be subject to disciplinary action.

I. Political Contributions and Communications

Although employees are encouraged to participate freely and actively in the political process, each employee should ensure that his or her political activities are separated from those of NSU and lawful.

I.1. Applicable Laws

In the United States, federal law strictly controls educational institutional involvement in the federal political process. Generally, no educational institution may contribute anything of value to any political party or candidate in connection with any federal election. While similar restrictions apply in many states and their political subdivisions, in some jurisdictions, educational institution contributions to state and local election campaigns may be permissible.

I.2. Employee Political Activity

Each employee is encouraged to participate actively in the political affairs of his or her community, state and country, and to stay informed on public issues and on the positions and qualifications of candidates for public office. This activity must not unreasonably interfere with the employee's ability to perform his or her duties for the University and must not be inconsistent with applicable law, rule or regulation or the Plan.

I.3. Company Political Contributions

NSU will not contribute anything of value within the United States or in foreign countries to any political party or candidate for public office and, no employee may make, or reimburse another person for making, any contribution, expenditure or payment directly or indirectly from University funds for the use or benefit of, or in support of or opposition to, any political party or candidate.

I.4. Political Communications

Communication of the University's view to legislators, governmental agencies or the general public concerning legislation and governmental policies or practices affecting business or academic operation is not prohibited, so long as such communication is made in accordance with applicable laws, such as laws relating to lobbying. In many circumstances the University's interest will require timely and effective communication of its views on public issues and policies affecting NSU, its business, employees, students and faculty.

All communications on behalf of the University must follow the current published policy.

J. Transactions Outside The United States

In the global economy today, NSU employees may encounter standards of conduct in business affairs of other nations that differ dramatically from those of the United States and the University. NSU expects employees conducting business in, or with other companies from other nations to comply with this Code and the laws of all nations applicable to such businesses.

Each and every employee with responsibility for business outside the United States must observe this Code and the corresponding policies of any affiliate for which he or she has authority to act.

No fee, commission, bribe or other thing of value shall be directly or indirectly made, offered or paid to any elected, appointed or ruling foreign government official, head of state, or political party for the purpose of influencing any decision within the influence of such official or head of state. Furthermore, no University employee may make any improper payment to any official or employee of any foreign government, any entity owned or controlled by any such government, or any foreign commercial non-government customer.

Political contributions may not be made even if permitted by applicable laws of both the United States and the country of operation.

All agreements with consultants, agents or representatives who are to act on behalf of the University outside the United States shall be in writing, and payments thereunder shall be made only by check or wire transfer. Each such agreement shall include a covenant that the consultant, agent or representative will comply with all applicable laws and regulations when acting on the University's behalf and shall require the agent or consultant to submit a report describing the services he or she has rendered on behalf of the University.

K. Procedure For Plan Compliance

The University believes that the Compliance Program can be effective only if there is active participation by all University employees, and that mandatory reporting, thorough investigation, and uniform and fair remedial action are necessary components of an effective program.

K.1 Employee Disclosure Obligations

The actions of each employee under this Plan are significant indicia of his or her judgment and competence. Accordingly, those actions constitute an important element in the evaluation of the employee for position assignments and promotion. Insensitivity to or disregard for the principles of this Plan by any employee which may expose the University to civil liability, criminal prosecutions and other adverse consequences, may subject that employee to appropriate disciplinary action, including discharge.

Any employee who acquires information (for example, newspaper reports from consumers or statements of individuals involved) or has knowledge of facts indicating a violation or potential violation of this Plan or who is requested to make, authorize or agree, to any offer or payment which is or may be contrary to this Plan, must disclose the matter directly to the officer, department head, or administrator to whom he or she has functional responsibility. If the employee reasonably believes that disclosure to such person has not resulted, or will not result, in a timely and appropriate disposition of the matter, the employee should disclose the matter directly to the Compliance Officer.

In addition, University employees are encouraged to report any information they acquire that gives them reason to believe that any representative, agent or other person representing the University is engaged in conduct (whether or not in connection with a transaction involving the University) which, if engaged in by an employee of the University, would violate this Plan.

NSU has implemented a toll-free Compliance Hotline for employees who wish to report ethical violations, violations of law, or any other information the employee feels he/she cannot otherwise report to a supervisor. The Compliance Hotline number is:

(888) 609-6682

If you feel uncomfortable about making a report via the telephone, you may send a written report to:

Corporate Compliance Officer
Nova Southeastern University
Sanford L. Ziff Health Center
3200 South University Drive
Fort Lauderdale, Florida 33328

Whether reporting by telephone or in writing, please provide as much detail as possible, including but not limited to, names, dates, times, location, and the specific conduct you feel may violate the law or NSU policy. If writing, please try to include copies of all relevant documents, if applicable. No employee making a good faith report of a suspected violation of law or NSU's Code of Conduct shall be retaliated against for making said report. However, any employee who knowingly makes false allegations shall be subject to discipline in accordance with University policy.

In addition to the above reporting requirement, employees who are arrested for or convicted of a crime must report said circumstances in writing to the Compliance Officer within one (1) week of the occurrence. Employees who regularly drive University-owned vehicles must report all traffic citations. And all employees must report traffic violations received and accidents incurred while driving a University-owned car.

As with all other reports of potential wrongdoing, arrests and convictions reported by an employee shall be reviewed by the Compliance Officer and the Office of Human Resources to determine whether the employee's unlawful conduct requires employee reassignment or otherwise affects or violates the requirements of the Plan or any NSU policy.

During a government inspection, employees must never conceal, destroy, or alter any documents, lie, or make misleading statements to the government representative. No NSU employee should attempt to cause another colleague to fail to provide accurate information or obstruct, mislead, or delay the communication of information or records relating to a possible violation of law.

To ensure that NSU fully meets all regulatory obligations, all employees must be informed about stated areas of potential compliance concern. All employees, students and NSU agents should be diligent about reviewing elements of our system to ensure their correctness.

Nova Southeastern University will provide its employees with the information and education they need to comply fully with all applicable laws and regulations.

K.2. Officers, Deans, Department Heads, Administrators

It is the responsibility of all officers, deans, department heads and administrators to comply with the Code; to ensure that the employees they supervise understand and comply with its terms; and to provide guidance for employees on the meaning and applicability of the Plan and utilizing consistent standards. In addition, officers, deans, department heads and administrators are responsible for maintaining regular programs for familiarizing personnel with matters pertinent to this Code in their areas of operation.

Any officer, dean, department head or administrator receiving a disclosure from an employee relating to conduct alleged to be in violation of this Code shall immediately notify the Compliance Officer who shall conduct such investigations and take such remedial or other action as is appropriate under the circumstances. If the alleged conduct constitutes a violation of any law, rule or regulation, then the Corporate Integrity Committee shall be notified at their next regularly scheduled meeting, unless, the circumstances warrant calling a special meeting.

K.3. Financial Personnel

University deans, officers, department heads and administrators whose scope of responsibilities include financial activities will review with the appropriate managers of such financial activities, not less frequently than annually, the compliance of such activities with the standards specified in this Plan. In addition, they may also request officers of the accounting department to review pertinent matters under this Plan. The financial manager will promptly advise the officer, department head or administrator to whom he or she has functional responsibility of any matter which requires consideration under this Plan.

Nova Southeastern University will be forthright in dealing with any billing inquiries. Requests for information will be answered with complete, factual, and accurate information. All employees are expected to cooperate with and be courteous to all government inspectors and provide them with the information to which they are entitled during an inspection.

K.4. Compliance Surveys

Not less frequently than annually, each officer, dean, department head and administrator, and such other employees as the President of NSU may determine, shall complete a disclosure statement concerning his or her compliance with this Code, and will review with those employees that report to him or her this Code and the conduct of such person's activities hereunder. The annual disclosure statements and reviews, however, are not substitutes for prompt reporting of violations of this Code.

L. Adherence to Code

This Plan has been carefully designed to ensure that NSU acts in accordance with all known legal duties. The highest standards of ethical conduct are expected of all employees. No employee may disregard any requirement of this Code. This Compliance Plan and Code of Conduct in no way alters the current employment status of every employee and neither creates a policy of progressive discipline, nor a guarantee of a disciplinary measure less than dismissal.

The Compliance Plan and Code of Conduct were designed with the expectation that they will be modified to accommodate changes in the law and otherwise, where necessary. This document contains confidential and proprietary information and is the private property of NSU.

List of Exhibits:

- A. Acknowledgment of Understanding of and Compliance with NSU Code of Conduct.

JRA\bp

October 14, 1999

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