



TOTAL CARE SERVICES, INC.

Helping Others Meet Life's Challenges

Total Care Services, Inc. (TCS)

Code of Business Conduct Version 1-031320

Original Date: 03.07.20

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PURPOSE: The Code of Business Conduct of Total Care Services, Inc. (the "Company") consists of the policies relating to the ethical and legal standards of conduct to be followed by employees, contractors and agents of the Company in the conduct of its business. The Code of Business Conduct applies to all Company employees, contractors and agents and all Company activities.

TCS' MISSION: Helping Others Meet Life's Challenges

TCS' VISION: To be the leading Health Care company that designs, promotes, and provides high-quality health care programs, services, and products that empower people to maximize their potential.

POLICY: It is the policy of the Company to comply with applicable law. Some Company policies are based on the requirements of applicable law and others are just good ethics and business sense. The Company is organized under United States law and registered in the District of Columbia. This means that the Company is governed by United States law.

YOUR RESPONSIBILITY: It is the personal responsibility of each Company employee, contractor or agent to observe the standards of conduct and other requirements of the Code of Business Conduct whether or not these standards and requirements are also imposed by law. Any employee, contractor or agent who does not comply with these standards and requirements is acting outside the scope of his or her employment and they will be subject to disciplinary action to include removal or termination of their contract.

The Company has adopted various formal policies regarding many of the topics in this Code of Business Conduct. It is the responsibility of each employee, contractor or agent to familiarize himself or herself with the details of the policies of the Company that apply to his or her assigned duties. If an employee, contractor or agent wishes to refer to the complete policies summarized in this Code, they are available in electronic and written form. If an employee, contractor or agent has any questions about the policies, he or she should contact the Legal Counsel or Human Resources.

PROCEDURES

THE CODE

1. TRUST

BUILD TRUST & CREDIBILITY- The success of our business is dependent on the trust and confidence we earn from our employees, customers and shareholders. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching company goals solely through honorable conduct.

2. RESPECT

RESPECT EACH OTHER- We all deserve to work in an environment where we are treated with dignity and respect. TCS is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success.

Respecting each other also includes not gossiping about the company, any other employee, contractor or guests of TCS. Respect also requires us to maintain professionalism in all that we do. TCS does not condone unprofessional, rude or inappropriate behavior by its employees, contractors or agents.

We cannot afford to let anyone's talents go to waste.

TCS is an equal employment/affirmative action employer and is committed to providing a workplace that is free of discrimination of all types and from abusive, offensive or harassing behavior.

3. COMMUNICATION

CREATE A CULTURE OF OPEN AND HONEST COMMUNICATION- At TCS everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times. TCS will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the company will take appropriate action. We will not tolerate retaliation against employees who raise genuine ethics concerns in good faith.

Employees are encouraged, in the first instance, to address such issues with their managers or the HR manager, as most problems can be resolved swiftly. If for any reason that is not possible or if an employee is not comfortable raising the issue with his or her manager or HR, TCS' Executive Director does operate with an open-door policy.

4. LAW MATTERS

UPHOLD THE LAW- TCS' commitment to integrity begins with complying with laws, rules and regulations where we do business. Further, each of us must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles.

Upholding the law applies to but isn't limited to; Competition and Antitrust, protection of Company Propriety Information, Non-Disclosure of Company information, Non-Disparagement of the Company and its employees, Confidentiality, Protection of sensitive HIPAA information, accepting gifts and other business courtesies such as meals, refreshments and accommodation from the clients and other regulatory officials and Health and Safety regulations.

5. NO CONFLICTS

AVOID CONFLICTS OF INTERESTS- We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of TCS may conflict with our own personal or family interests. We owe a duty to TCS to advance its legitimate interests when the opportunity to do so arises. We must never use TCS property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with TCS.

6. METRICS MATTERS

SET ACTIONABLE GOALS AND REPORT RESULTS ACCURATELY- We will make certain that all disclosures made in financial reports and public documents are full, fair, accurate, timely and understandable. This obligation applies to all employees, including all financial executives, with any responsibility for the preparation for such reports, including drafting, reviewing and signing or certifying the information contained therein. No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records.

All corporate records must be true, accurate and complete, and company data must be promptly and accurately entered in our books in accordance with TCS' and other applicable accounting principles.

We must not improperly influence, manipulate or mislead any unauthorized audit, nor interfere with any auditor engaged to perform an internal independent audit of TCS books, records, processes or internal controls. Employees should inform Executive Management and the HR department if they learn that information in any filing or public communication was untrue or misleading at the time it was made or if subsequent information would affect a similar future filing or public communication.

7. SUBSTANCE MATTERS

WE WILL PROMOTE SUBSTANCE OVER FORM- At TCS, we must have the courage to tackle the tough decisions and make difficult choices, secure in the knowledge that TCS is committed to doing the right thing. At times this will mean doing more than simply what the law requires. Merely because we can pursue a course of action does not mean we *should* do so. Although TCS' guiding principles cannot address every issue or provide answers to every dilemma, they can define the spirit in which we intend to do business and should guide us in our daily conduct. Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about company policy. If we are concerned whether the standards are being met or are aware of violations of the Code, we must contact the HR department.

TCS takes seriously the standards set forth in this Code, and violations are cause for disciplinary action up to and including termination of employment.

8. LOYALTY

WE VALUE LOYAL EMPLOYEES- Integral to TCS' business success is our protection of confidential company information, as well as nonpublic information entrusted to us by employees, customers and other business partners. Confidential and proprietary information includes such things as pricing and financial data, customer names/addresses or nonpublic information about other companies, including current or potential supplier and vendors. We will not disclose confidential and nonpublic information without a valid business purpose and proper authorization.

Employees and those who represent TCS are trusted to behave responsibly and use good judgment to conserve company resources. Managers are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use. Generally, we will not use company resources such as computers, copiers and fax machines in the conduct of an outside business or in support of any religious, political or other outside daily activity, except for company-requested support to nonprofit organizations. We will not solicit contributions nor distribute non-work-related materials during work hours.

In order to protect the interests of the TCS network and our fellow employees, TCS reserves the right to monitor or review all data and information contained on an employee's company-issued computer or electronic device, the use of the Internet or TCS' intranet. We will not tolerate the use of company resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate.

TCS is a high-profile company in our community, and from time to time, employees may be approached by reporters and other members of the media. In order to ensure that we speak with one voice and provide accurate information about the company, we should direct all media inquiries to the Business Development Department, Administrative Officer or the Executive Director.

9. TOP DOWN APPROACH

GOOD CONDUCT STARTS FROM THE TOP- Management has the added responsibility for demonstrating, through their actions, the importance of this Code. Good conduct is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. To make our Code work, managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Managers should not consider employees' ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At TCS, we want the ethics dialogue to become a natural part of daily work.

10. ETHICS MATTERS

WE PRACTICE GOOD ETHICS- Several key questions can help identify situations that may be unethical, inappropriate or illegal. Ask yourself:

- Does what I am doing comply with the TCS' guiding principles, Code of Conduct and company policies?
- Have I been asked to misrepresent information or deviate from normal procedure?
- Am I releasing confidential information?
- Would I feel comfortable describing my decision at a staff meeting?
- How would it look if it made the headlines?
- Am I being loyal to my family, my company and myself?
- What would I tell my child to do?
- Is this the right thing to do?

INITIAL ATTESTATION STATEMENT FOR CODE OF CONDUCT

I certify that I have received the "Total Care Services, Inc. Code of Business Conduct" and understand that it applies to my conduct as an employee or contractor of Total Care Services, Inc. The document is located on the Total Care Services, Inc. website under the heading:

<https://totalcare1.org/wp-content/uploads/2020/03/TCS-CODE-TEN-POINTS-031320.pdf>.

Employee Signature

Printed Name

Department

Date

PLEASE RETURN SIGNED FORM TO YOUR SUPERVISOR.

Received by:

Supervisor

Printed Name

Date

ANNUAL ATTESTATION STATEMENT FOR CODE OF CONDUCT

I certify that I am familiar with the "Total Care Services, Inc. Code of Business Conduct" and understand that it applies to my conduct as an employee or contractor of Total Care Services, Inc. The document is located on the Total Care Services, Inc. website under the heading : <https://totalcare1.org/wp-content/uploads/2020/03/TCS-CODE-TEN-POINTS-031320.pdf>.

Employee Signature

Printed Name

Department

Date

PLEASE RETURN SIGNED FORM TO YOUR SUPERVISOR.

Received by:

Supervisor

Printed Name

Date