



Policy Name: **MISSION, VALUES & BUSINESS ETHICS**

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## MISSION STATEMENT

To improve the health and well-being of the people we serve.

## CORE VALUES

- |             |                                                                                                                                                                                                                                                                                                                                                               |
|-------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Excellence  | We value the highest levels of performance from ourselves and each other. We do not stand on our individual or collective successes, but rather continually seek new and innovative methods to serve our customers and the community through continuous development of quality programs and delivery of exceptional customer service.                         |
| Integrity   | We strive to do the right thing. We respect and value people by treating others as we want to be treated. We represent our intentions and ourselves truthfully and are accountable for our actions and words.                                                                                                                                                 |
| Diversity   | We encourage diversity by creating an environment where all people are valued and treated with respect, dignity and fairness. We appreciate the uniqueness and encourage the contributions of people from different backgrounds, experiences and perspectives. We strive to maintain a workforce representative of the diverse and valued customers we serve. |
| Development | We promote continuous growth as individuals and as an organization. We encourage the best possible use of our internal resources including promotion from within, and drive a standard of pride, commitment and professional excellence among our associates.                                                                                                 |

### HFC Business Ethics Statement

HealthFitness and its directors and associates (which includes officers, managers, and all other associates) and its agents will maintain the highest ethical standards in the conduct of Company affairs and comply with all applicable laws and regulations in a manner that excludes consideration for personal gain and that is consistent with the Core Values of the organization. This includes honesty, fairness and accountability in our dealings with clients, vendors, associates and the community. HealthFitness and its associates will follow both the letter and the spirit of all applicable laws, regulations and policies, and will avoid situations or actions that might be, or may create the appearance of being, in conflict with such laws, regulations, policies or normal ethical practices.

### The HealthFitness Code of Conduct Our Guide to Maintaining a Healthy Business

Health Fitness Corporation maintains certain policies to guide its associates with respect to standards of conduct expected in areas where improper activities could result in adverse consequences to the organization, harm its reputation, or diminish its competitive advantage.

The following code of conduct provides a framework to guide business conduct, but is not inclusive of every situation that may arise. At the conclusion of this document, associates will find detailed information on the appropriate person to contact with questions regarding interpretation or application of the code, or to report potential violations or other concerns.

### PRODUCTIVE WORK ENVIRONMENT

HealthFitness is committed to maintaining a professional and productive work environment that values and promotes diversity and is free from the effects of discrimination. HealthFitness is committed to complying with both the letter and spirit of this policy and all applicable laws and regulations.

We will provide equal opportunity in employment to all associates and applicants for employment. No person will be discriminated against in employment because of race, religion, color, sex, age, national origin, disability or any other characteristic protected by law. Discrimination in the workplace will not be tolerated.

We will provide an environment that is free from harassment in any form. We will not engage in any behaviors that are, or may be perceived to be harassing, including sexual harassment. Harassment in the workplace will not be tolerated.

We will extend this policy of non-discrimination and non-harassment to our dealings with co-workers, customers, clients, suppliers, and all other persons with whom we come in contact during the course of our duties.

### **CONFLICT OF INTEREST**

All associates have a duty to act in the best interests of HealthFitness and to ensure their personal interests and outside activities do not conflict or compete with the Company's business, objectives and principles, or adversely affect job performance. Each associate shall make prompt and full disclosure of any potential situation that may involve a conflict of interest.

We will conduct our personal business and private affairs in a manner that avoids potential conflicts of interest and will take immediate action to resolve any actual conflicts that may arise. We will not engage in any activity, practice or conduct which conflicts with, or appears to conflict with, the interest of HealthFitness or its clients.

We will not accept employment or compensation from, or engage in, any competing business or professional activity, or any business or professional activity that may require disclosure of HealthFitness' confidential information or that could reasonably be expected to impair or interfere with our independent judgement and the performance of our duties and responsibilities to HealthFitness. We will not engage in activities that involve the unauthorized use of Company equipment or application of confidential information or techniques.

We will abide by all aspects of the Confidential Information, Work Product, Inventions and Copyrights, Return of Property policy. We will use computer systems and other HealthFitness or client property, including but not limited to e-mail, voicemail, Internet access, and software, only for business related reasons and in conformance with HealthFitness policies. We will not send, receive or transmit copyrighted materials, trade secrets, confidential or proprietary information, financial information, or other such information without prior authorization.

### **INSIDER TRADING**

HealthFitness complies with all laws and regulations regarding the use and release of information that may cause any individual or entity to purchase or sell Company stock. HealthFitness facilitates timely public disclosure of material corporate information about the Company and takes all possible measures to prevent violations of securities laws by its directors, officers and associates.

We will not engage in insider trading through the purchase or sale of HealthFitness stock while in possession of non-public information that may reasonably affect the stock price or if a reasonable investor might consider such information important when making a decision to purchase, sell or hold Company securities.

We will not disclose information to persons outside of the organization that would enable them to gain a trading benefit not available to the general public, nor will we use confidential client information obtained during the course of our employment for the purpose of purchase, sale or holding of securities.

### **INTEGRITY OF INFORMATION**

HealthFitness believes that all information presented by the Company, its associates or other representatives to outside parties and each other must be truthful, accurate, complete and not misleading. All associates of HealthFitness have a responsibility to ensure that the records and information within their area of responsibility comply with all applicable laws and regulations, Company policies and accepted industry standards. HealthFitness will retain Company records according to applicable laws and Company policy. HealthFitness will promptly disclose errors or omissions and make the appropriate corrections as they become known.

### **COMPANY PROPERTY**

HealthFitness expects its associates to protect both HealthFitness and client property. Property includes not only physical property, but also confidential information.

We will not disclose HealthFitness or client Confidential Information which we learn or acquire during the course of our employment, to any other person or entity, or use Confidential Information for our own benefit or for the benefit of another unless HealthFitness expressly directs us to do so. Confidential Information means any information not generally known outside HealthFitness about HealthFitness or the client's business, and is defined in more detail in the Confidentiality Policy.

### **GIFTS**

HealthFitness expects all associates to use only legitimate and ethical practices in promoting the Company to current or prospective clients, selecting vendors, and in all other business operations.

We gain new business through our merits, maintain existing clients through our work performance, and select our suppliers based on their capabilities. As such, we do not give or accept gifts that are intended to induce or improperly influence our selection or our business dealings.

### **CORPORATE IDENTITY AND REPUTATION**

Our business dealings inside and outside of the workplace are opportunities to reinforce the good reputation of Health Fitness Corporation. HealthFitness expects its associate to positively promote the Company, both in their appearance, their communications, and their behavior, and to ensure that, in all respects, they are portraying the Company in an appropriate and fair manner.

### **SAFETY AND HEALTH**

HealthFitness is committed to providing its associates with a safe and healthy working environment and one that is free from the effects of drugs and alcohol. We will comply with all laws and regulations regarding a safe and healthy workplace.

We will provide a work environment that is in compliance with all safety rules, regulations and procedures, ensuring a workplace that is as free as practicable from recognized hazards. We will report promptly any possible safety or health violations, potentially unsafe conditions, and any incidents resulting in injuries to associates, clients or members.

We are committed to maintaining a safe work environment and recognize our individual and collective responsibility to keep our workplace free from any form of violence. Making threats to another individual or the possession, sale or use of a firearm or other weapon while on HealthFitness or a client's premises, during work hours, or while performing any duties or responsibilities for HealthFitness or a client, is strictly prohibited.

We will maintain a workplace that is free from the effects of drugs or alcohol and will not report to work under the influence of alcohol or illegal drugs. The use, sale, dispensing, distribution, possession, or manufacturing of illegal drugs and narcotics or alcoholic beverages on HealthFitness or a client's premises, during work hours, or while performing any duties or responsibilities for HealthFitness or a client is prohibited.

**ASSOCIATE RESPONSIBILITY**

Associates are expected to comply with the Code of Conduct and all associates in managerial or supervisory positions are expected to ensure compliance among their direct reports.

Associates have a responsibility to report any issues or any actual or potential violations of this Code in the manual set forth below. Associates can raise concerns and make reports without fear of reprisal.

Reports regarding accounting, internal accounting controls, financial reporting, or any questionable accounting or auditing matters may be made anonymously and should be directed to the Chairman of the Audit Committee of our Board of Directors as follows:

Attention: Robert Marzec, Chairman of the Audit Committee  
Via Telephone: (952) 897-5202  
Via Mail: 1650 West 82<sup>nd</sup> Street, Suite 1100, Minneapolis, MN 55431

All other reports regarding the Code of Conduct should be directed to your supervisor or HFC Human Resources. Associates in managerial or supervisory positions are required to immediately contact HFC Human Resources to report any possible or actual violations. Reports to Human Resources should be directed to the Vice President or Director of Human Resources as follows:

Attention: Jeanne Crawford, Chief Human Resources Officer, or Tina Loskota, Director  
Via Telephone: (952) 897-5246 or (866) 848-9445  
Via email: [jeanne.crawford@hfit.com](mailto:jeanne.crawford@hfit.com) or [tina.loskota@hfit.com](mailto:tina.loskota@hfit.com)  
Via Fax: (952) 897-5096  
Via Mail: 1650 West 82<sup>nd</sup> Street, Suite 1100, Minneapolis, MN 55431

The Code of Conduct is not all inclusive of the expected conduct of our associates, nor does it describe complete details of the policies referenced herein. Associates have a responsibility to know and understand the complete policies referenced in this code and are expected to comply, not only with those specific policies, but with all policies, procedures and practices of the Company.