

**VANGUARD HEALTH SYSTEMS, INC.**  
**CODE OF BUSINESS CONDUCT AND ETHICS**

**Introduction**

This Code of Business Conduct and Ethics summarizes the values, principles and business practices that guide our business conduct. This Code sets out a set of basic principles to guide employees regarding the minimum requirements expected of them; however, this Code does not provide a detailed description of all employee policies.

It is the responsibility of all the people at the Company to maintain a work environment that fosters fairness, respect and integrity; and it is our Company policy to be lawful, highly-principled and socially responsible in all our business practices. All employees are expected to become familiar with this Code and to apply these guiding principles in the daily performance of their job responsibilities. All employees of the Company are responsible for complying with this Code. This Code should also be provided to and adhered to by every agent, consultant or representative of the Company.

All employees are expected to seek the advice of supervisors, managers or other appropriate persons within the Company when questions arise about issues discussed in this Code and any other issues that may implicate the ethical standards or integrity of the Company or any of its employees. Compliance reporting procedures are set forth in Section 24 of this Code.

In June 1998 the Company established a Compliance and Ethics Department to oversee its ethics and compliance efforts and to serve as a resource to employees by providing information and guidance regarding legal compliance and ethical conduct issues. This Department is overseen by the Company's Chief Compliance & Ethics Officer who is a member of senior management of the Company. If you have any questions or concerns regarding the specifics of any policy or your legal or ethical obligations, please contact your supervisor, the corporate Legal Department in Nashville or the Compliance and Ethics Department or the Company's Chief Compliance & Ethics Officer at 202/393-3920. The Ethics and Compliance Hotline, a toll-free helpline at **1-888-895-9945**, is also available to those who wish to ask questions about policies of the Company, seek guidance on particular situations or report Code or other compliance violations. The Ethics and Compliance Hotline strives to make sure that all questions are handled discreetly and thoroughly, and if desired by the employee, anonymously. The Ethics and Compliance Hotline is available during all business hours in Washington DC (and at other times employees may leave voice-mail messages) and is operated and staffed by trained specialists. See Section 24 of this Code for more information about the Ethics and Compliance Hotline.

Taking actions to prevent problems is part of our Company's culture. If you observe possible unethical or illegal conduct, you are encouraged to report your concerns. If you report, in good faith, what you suspect to be illegal or unethical activities, you should not be concerned about retaliation from others. Any employees involved in retaliation will be subject to serious disciplinary action by the Company.

Failure to abide by the guidelines addressed in this Code will lead to disciplinary actions, including dismissal where appropriate. If you are in a situation which you believe may violate or lead to a violation of this Code, you are urged to follow the reporting guidelines described in Section 24 of this Code.

**For purposes of this Code, references to “employees” include employees, officers and directors of the Company.**

## **1. Our Ethical Principles**

In June 1998 the Company first published and distributed to its employees the following ethical principles:

- *Full compliance with both the letter and spirit of the law.*
- *Delivery of high quality health care services at fair prices which are reasonable and competitive.*
- *Conduct all our relationships with integrity, being honest, truthful, trustworthy and responsible in our professional and personal dealings.*
- *Pursue financial responsibility, stability and growth, delivering a quality of earnings that meet the highest standards of legal and fiscal principles.*
- *Be a positive influence and good corporate citizen in the communities where we have offices, health care facilities or provide services.*
- *Develop mutually beneficial partnerships with competitors, payers, and other providers of health care services, placing the good health of the community above personal or corporate gain.*
- *Treat employees, customers and even competitors fairly and with respect.*
- *Report to our officials illegal or unethical practices of our employees, physicians or agents.*

In this new Code we reaffirm these principles which we think promote honest and ethical conduct. They are our **basic values** and we should all strive to live up to them each and every day of our employment or service to the Company.

## **2. Compliance with Laws, Rules and Regulations**

As stated in our ethical principles above, we have a long-standing commitment to conduct our business in compliance with applicable laws, rules and regulations and in accordance with the highest ethical principles. This commitment helps ensure our reputation for

honesty, quality and integrity. Indeed, we expect not only full compliance with the letter of the law, but with its spirit as well.

### **3. Conflicts of Interest**

A “conflict of interest” exists when a person’s private interest interferes in any way, or even just appears to interfere, with the interests of the Company as a whole. The Company expects and requires its employees to act honestly and ethically and not to have conflicts of interest with the Company.

A conflict situation can arise when an employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. For example, conflicts of interest may arise when an employee has an ownership interest in another enterprise which competes with the Company or that does business with the Company if that interest compromises or appears to compromise the employee’s loyalty to the Company. Conflicts of interest also may arise when an employee participates in a joint venture or partnership with the Company. Conflicts of interest will always arise, however, when an employee, or a member of his or her family, receives improper personal benefits (including, without limitation, personal loans, guarantees of personal loans, services or payment for services that the person is performing in the course of Company business) as a result of his or her position in the Company or gains personal enrichment through access to confidential information.

Conflicts of interest can arise in many common situations, despite one’s best efforts to avoid them. Employees are encouraged to seek clarification of, and discuss questions about, potential conflicts of interest with their supervisors or the corporate Legal Department or call the Compliance and Ethics Department or the Ethics and Compliance Hotline. *Any employee who becomes aware of a conflict or potential conflict must bring it to the attention of his or her supervisor or manager, the Company’s Chief Legal Officer or its Chief Compliance & Ethics Officer.*

### **4. Outside Activities**

Although activities outside the Company are not necessarily a conflict of interest, a conflict could arise depending upon your position within the Company and the Company’s relationship with your other employer or other activity. Outside activities may also be a conflict of interest if they cause you, or are perceived to cause you, to choose between that interest and the interests of the Company.

We also recognize that employees often engage in community service in their local communities and engage in a variety of charitable activities and we commend employees’ efforts in this regard. However, it is every employee’s duty to ensure that all outside activities, even charitable or pro bono activities, do not constitute a conflict of interest and are not otherwise inconsistent with their employment by the Company. Moreover, if such community or charitable activities require that an employee spend a substantial amount of Company time, the employee should seek the consent of his or her supervisor to such activities.

The guidelines in this Section 4 are not applicable to directors that do not also serve in management positions within the Company (“Outside Directors”).

## **5. Gifts and Entertainment**

Business gifts and entertainment are designed to build goodwill and sound working relationships among business partners. A problem would arise if (1) the receipt by one of our employees of a gift or entertainment would compromise, or could be reasonably viewed as compromising, that individual’s ability to make objective and fair business decisions on behalf of the Company or (2) the offering by one of our employees of a gift or entertainment appears to be an attempt to obtain business through improper means or an attempt to use improper means to gain any special advantage in our business relationships, or could reasonably be viewed as such an attempt.

The onus is on the individual employee to use good judgment and ensure there is no violation of these principles. If you have any question or uncertainty about whether any gifts or proposed gifts are appropriate, please contact your supervisor or manager, the corporate Legal Department or the Compliance and Ethics Department, or call the Ethics and Compliance Hotline.

## **6. Public Company Reporting**

As a public company, the Company has a responsibility under the law to communicate effectively to the public so that the public is provided full and accurate information about the Company. All employees involved in the preparation of materials about the Company for dissemination to the public should be careful to ensure that the information in these materials is truthful, accurate and complete. In particular, all employees of the Company who are responsible for the Company’s filings with, or submissions to, the Securities and Exchange Commission or other public communications must ensure the full, fair, accurate, timely and understandable disclosure in all such reports and documents to the Commission and in all of the Company’s other public communications. Indeed, the Company expects such employees to exercise the highest standard of care in preparing such materials.

This commitment and responsibility extends to the highest levels of our organization, including our chief executive officer, chief financial officer and chief accounting officer and the Company’s other senior executive and financial officers. It is the responsibility of each senior executive and financial officer of the Company promptly to bring to the attention of the internal working group responsible for the preparation and detailed review of the Company's periodic reports to the Securities and Exchange Commission any information of which he or she may become aware that materially affects the disclosures made by the Company in its public communications. Each such senior executive and financial officer also has the responsibility to bring promptly to the attention of such employees any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.

Additionally, if an employee becomes aware of a materially inaccurate or misleading statement in one of the Company's public communications, the employee should report it immediately to the Company's Chief Legal Officer or to the Chairman of the Company's Audit Committee. See Section 24 of this Code for the procedures to follow in reporting the matter to the Company's Chief Legal Officer or to the Chairman of the Audit Committee.

## **7. Insider Trading**

There are instances where our employees have information about the Company, its subsidiaries or affiliates or about another company with which we do business that is not known to the investing public. Such inside information may relate to, among other things: plans; new products or processes; mergers, acquisitions or dispositions of businesses or securities; problems facing the Company or a company with which we do business; sales; profitability; negotiations relating to significant contracts or business relationships; significant litigation; or financial information.

If the information is such that a reasonable investor would consider the information important in reaching an investment decision, then the Company employee who holds the information must not buy or sell Company securities, nor provide such information to others, until such information becomes public. Further, employees must not buy or sell securities in any other company about which they have such material non-public information, nor provide such information to others, until such information becomes public. Usage of material non-public information in the above manner is not only illegal, but also unethical. *Employees who participate in illegal insider trading (either by personally engaging in the trading or by disclosing material non-public information to others) will be subject to immediate termination.* The Company's policy is to report such violations to the appropriate authorities and to cooperate fully in any investigation of insider trading.

Employees who need assistance in determining how the rules governing inside information apply to specific situations should consult the corporate Legal Department in these cases.

## **8. Corporate Opportunities**

Employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Employees are prohibited (without the consent of the Board of Directors or an appropriate committee thereof) from (1) taking for themselves personally opportunities that are discovered through the use of corporate property, information or their positions, (2) using Company property, information or their position for personal gain and (3) competing with the Company, directly or indirectly.

## **9. Antitrust and Fair Dealing**

The Company believes that the welfare of consumers is best served by economic competition. Our policy is to compete vigorously, aggressively and successfully in today's increasingly competitive business climate and to do so at all times in compliance with all

applicable antitrust, competition and fair dealing laws in all of the markets in which we operate. We seek to excel while operating honestly and ethically, and not by taking unfair advantage of others. Each employee should endeavor to deal fairly with the Company's customers, suppliers, competitors and other employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

The federal and state antitrust laws are designed to preserve a competitive economy and promote fair and vigorous competition, and we welcome them. Employees involved in marketing, sales and purchasing, contracts or in discussions with competitors have a particular responsibility to ensure that they understand our standards and are familiar with applicable competition laws. Because these laws are complex and can vary from one jurisdiction to another, employees should consult with the corporate Legal Department when questions arise.

## **10. Discrimination and Harassment**

The Company is committed to providing a work environment that values diversity among its employees. All human resources policies and activities of the Company intend to create a respectful workplace in which every individual has the incentive and opportunity to reach his or her highest potential.

We are firmly committed to providing equal employment opportunities to all individuals and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on age, race, gender or ethnic characteristics and unwelcome sexual advances or comments. This policy applies to both applicants and employees and in all phases of employment, including recruiting, hiring, placement, training and development, transfer, promotion, demotion, performance reviews, compensation and benefits, and separation from employment.

All levels of supervision are responsible for monitoring and complying with the Company's policies and procedures for handling employee complaints concerning harassment and other forms of unlawful discrimination. Because employment-related laws are complex and vary from state to state, supervisors should consult with the corporate Legal Department in advance whenever there is any doubt as to the lawfulness of any proposed action or inaction.

## **11. Health and Safety**

The Company strives to provide each employee with a safe and healthy work environment. Each employee has a responsibility to ensure that our operations and our products meet applicable government and Company standards. All employees are required to be alert to environmental and safety issues and to be familiar with environmental, health and safety laws and Company policies applicable to their area of business. Since these laws are complex and subject to frequent changes, you should consult with the corporate Legal Department if you have any doubt as to the lawfulness of any action or inaction.

Threats or acts of violence and physical intimidation are not permitted. The use of illegal drugs in the workplace will not be tolerated.

## **12. Accounting Records, Record-Keeping and Retention**

Many persons within the Company record or prepare some type of information during their workday, such as time cards, financial reports, accounting records, business plans, environmental reports, injury and accident reports, expense reports, and so on. Many people, both within and outside the Company, depend upon these reports to be accurate and truthful for a variety of reasons. These people include our employees, governmental agencies, auditors and the communities in which we operate. Also, the Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. We maintain the highest commitment to recording information accurately and truthfully.

All financial statements and books, records and accounts of the Company must accurately reflect transactions and events and conform both to required legal requirements and generally accepted accounting principles and also to the Company's system of internal accounting controls. As a Company employee, you must not conceal from the internal auditors or the independent auditors any information and you have the responsibility to ensure that false or intentionally misleading entries are not made by you, or anyone who reports to you, in the Company's accounting records. No transaction may be intentionally misclassified as to accounts, departments or accounting periods or in any other manner. Regardless of whether reporting is required by law, dishonest reporting within the Company, or to organizations or people outside the Company, is strictly prohibited.

Properly maintaining corporate records is of the utmost importance. To address this concern, you should maintain corporate records for the periods as set forth in the Legal Department's written Records Management policies. These record managing policies should be reviewed regularly by all employees and following consistently.

Additionally, in accordance with these policies, in the event of litigation or governmental investigation or subpoena, you are required to consult with the corporate Legal Department so that counsel will handle or supervise your production of the required documents. In certain governmental situations, the Company and its employees bear a risk of a charge of obstructing justice based on how the Company responds to governmental investigations or subpoenas in respect of the relevant documents; and employees need to be especially sensitive to retaining all possibly relevant documents as early as that time when they believe that such a governmental investigation is reasonably likely or the government has signaled an interest in corporate or facility records.

The guidelines in this Section 12 are not applicable to the Company's Outside Directors.

## **13. Confidentiality**

Information is one of our most valuable corporate assets, and open and effective dissemination of information is critical to our success. However, much of our business

information is confidential or proprietary. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or our customers, if disclosed. Employees must maintain the confidentiality of confidential information entrusted to them by the Company, except when disclosure is authorized by the corporate Legal Department or required by laws or regulations.

It is also our Company's policy that all employees must treat what they learn about our customers, joint venture partners and suppliers and each of their businesses as confidential information. The protection of such information is very importance and must be discharged with the great care for the Company to merit the continued confidence of such persons. Confidential information in this context is information that our customers would consider private, which is not common knowledge outside of their organization and which an employee of the Company has learned as a result of his or her employment by the Company. For example, we never sell confidential or personal information about our customers and do not share such information with any third party except with the customer's consent or as required by law. No employee may disclose confidential information owned by someone other than the Company to non-employees without the authorization of the corporate Legal Department, nor shall any employee disclose the information to others unless a need-to-know basis has been established.

Employees of the Company should guard against unintentional disclosure of confidential information and take special care not to store confidential information where unauthorized personnel can see it, whether at work, at home, in public places or elsewhere. Situations that could result in inadvertent disclosure of such information include: discussing confidential information in public (for example, in restaurants, elevators or airplanes); working with sensitive information in public using laptop computers; and transmitting confidential information via fax. Within the workplace, do not assume that all Company employees, contractors or other agents should see confidential information.

The obligation not to disclose confidential information of the Company and our customers continues with an employee even after he or she should leave the Company. As such, the Company respects the obligations of confidence that Company employees may have from their prior employment, and asks that employees not reveal confidential information obtained in the course of their prior employment.

#### **14. Proprietary Information**

Our Company depends on intellectual property, such as trade secrets, trademarks, and copyrights, as well as business, marketing and service plans, databases, records, salary information and unpublished financial data and reports, for its continued vitality. If our intellectual property is not protected, it becomes available to other companies that have not made the significant investment that our Company has made to produce this property and thus gives away some of our competitive advantage. All of the rules stated above with respect to confidential information apply equally to proprietary information.

It is the responsibility of every Company employee to help protect our intellectual property. Management at all levels of the Company is encouraged to foster and maintain awareness of the importance of protecting the Company's intellectual property.

## **15. Confidentiality of Patient Information**

Patients receiving healthcare or treatment at Company facilities provide us with personal medical, financial and insurance information as part of their health care and treatment. All patient information is highly confidential; all employees are required to protect patient information. Each Company facility has policies and procedures describing patient information confidentiality and how patient information may be disclosed or released in compliance with federal, state, and local laws.

Company employees must never disclose or release confidential patient information in a manner that violates a patient's privacy rights. Patient information may only be discussed, released or used in accordance with facility policies and procedures and with release of information laws that normally require the express written authorization of the patient. Company employees should only have access to patient information necessary for job performance ("minimum necessary").

Patient information should be released *only* as provided by facility policies and procedures. Facility policies and procedures provide for release of patient information in emergency situations and when required (or permitted) by law. Use of patient information for marketing purposes is permitted only as provided in facility policies and procedures.

Company employees should guard against unintentional disclosure of patient information and take special care not to store patient information where unauthorized personnel can see it, whether at work, at home, in public places, or elsewhere. Situations that could result in inadvertent disclosure of such information include: discussing patient information in public (for example, in restaurants, elevators or airplanes); talking about patient information on mobile phones; working with patient information in public using laptop computers; and transmitting patient information via electronic mail or fax.

Protection of patient information includes appropriate storage and destruction. Company employees must follow Company or facility policies for security and destruction of patient information.

## **16. Emergency Care for Patients.**

It is strict Company policy that any patient (regardless of ability to pay) who comes to an Emergency Department in one of our hospitals requesting examination or treatment for a medical condition is entitled to and shall be promptly provided an appropriate medical screening examination performed by individuals qualified to perform such examination to determine whether or not an emergency medical condition exists.

If an emergency medical condition is determined to exist, the Emergency Department of each of the Company's hospitals is required to provide either: (1) further medical examination and treatment as required to stabilize the emergency medical condition within the capabilities of the staff and facilities available at the hospital; or (2) an appropriate transfer of the individual to another medical facility in accordance with Emergency Department policies. Company hospitals and their employees are required not to delay in providing a medical screening examination or initiating such further examination or treatment for an emergency medical condition in order to (1) inquire about the patient's method of payment or insurance status or (2) seek authorization from the patient's insurance company for its screening or stabilization services.

#### **17. Billing for Health Care Services.**

The Company bills patients and/or third-party payers accurately and in compliance with federal and state laws and regulations. The Company is committed to accurate and truthful billing to patients and/or third-party payers, and will not misrepresent charges to, or on behalf of, a patient and/or third-party payer. The Company must comply with special billing requirements for government-sponsored programs and other payers. All Company employees must exercise care in any written or oral statement made to any government agency or other payer. The Company will not tolerate false statements by its employees to a government agency or other payer.

#### **18. Financial Arrangements with Physicians or Other Referral Sources.**

The Company has established policies regarding the financial relationships between its facilities and their physicians and other referral sources. Federal law generally requires that all agreements with physicians for the payment or receipt of money, goods, services, or anything of value be in writing. All payments made to physicians by the Company and its facilities must be pursuant to written agreements and must be fair market value for actual services performed. Before executing agreements with physicians, they must be approved by both the appropriate officers of the Company and by the corporate Legal Department. The Company's payment to physicians under these agreements must be supported by all required documentation, e.g., certification of hours of service or submission of executed agreement with request for payment.

The Company will not pay for referrals to its facilities nor will it accept payment for its referrals made to other healthcare entities. The Company will not consider the value or volume of referrals, or other business generated between it and its physicians, in establishing the compensation under its agreements with its physicians.

#### **19. Protection and Proper Use of Company Assets**

Collectively, employees have a responsibility to protect, safeguard and make proper and efficient use of the Company's assets. All of the Company's assets should be used only for the Company's legitimate business purposes. Additionally, each of us has an obligation to prevent the Company's assets from loss, damage, misuse, theft, embezzlement or destruction. Theft, loss, misuse, carelessness and waste of assets have a direct impact on the Company's profitability and may jeopardize the future of the Company. Any situations or incidents that could lead to the theft, loss, misuse or waste of Company assets should be reported immediately to your supervisor or manager as soon as they come to your attention.

## **20. Relationships with Government Personnel**

Employees of the Company should be aware that practices that may be acceptable in the commercial business environment (such as providing certain transportation, meals, entertainment and other things of nominal value), may be entirely unacceptable and even illegal when they relate to government employees or others who act on the government's behalf. Therefore, you must be aware of and adhere to the relevant laws and regulations governing relations between government employees and customers and suppliers in every legal jurisdiction where you conduct business.

It is strictly against Company policy for employees to give money or gifts personally to any official or any employee of a governmental entity if doing so could reasonably be construed as having any connection with the Company's business relationship. Such actions are generally prohibited by law.

We expect our employees to refuse to make improper or questionable payments. Any proposed payment or gift personally to a government official or any other questionable payment to such official must be reviewed in advance by the corporate Legal Department, even if such payment is common in the governmental jurisdiction of payment. Employees should be aware that they do not actually have to make the payment to violate the Company's policy and the law; merely offering, promising or authorizing such payment is sufficient for a violation.

In addition, many jurisdictions have laws and regulations regarding business gratuities which may be accepted by government personnel. For example, business courtesies or entertainment such as paying for meals or drinks are rarely appropriate when working with government officials. Gifts or courtesies that would not be appropriate even for private parties are in all cases inappropriate for government officials. Please consult the corporate Legal Department for more guidance on these issues.

## **21. Political Contributions**

Election laws in many jurisdictions generally prohibit political contributions by corporations to candidates. Many local laws also prohibit corporate contributions to local political campaigns. In accordance with these laws, the Company does not make direct contributions to any candidates for federal, state or local offices where applicable laws make such contributions illegal. Contributions to political campaigns must not be, and must not appear to be, made with or reimbursed by Company funds or resources. Company funds and resources include (but are not limited to) Company facilities, office supplies, letterhead, telephones and fax machines.

Company employees who hold or seek to hold political office must do so on their own time, whether through vacation, unpaid leave, after work hours or on weekends. Additionally, all persons must obtain advance approval from the Company's chief Compliance & Ethics Officer prior to running for political office to ensure that there are no conflicts of interest with Company business.

Election laws in many jurisdictions allow corporations to establish and maintain political action committees, which may lawfully make campaign contributions. Therefore, legal political contributions may only be made in conformity with applicable election laws or with employee contributions to our Company-sponsored political action committees. Participation in and contributions to our Company-sponsored political action committee is entirely voluntary. Any questions about this policy should be directed to someone in the corporate Legal Department.

Employees may make personal political contributions as they see fit in accordance with all applicable laws.

The guidelines in this Section 21 are not applicable to the Company's Outside Directors.

## **22. Waivers of the Code of Business Conduct and Ethics**

Any change in or waiver of this Code for any of our directors or executive officers (including our chief executive officer, chief financial officer and controller or principal accounting officer) may be made only by authorization of our Board of Directors or, if allowed by applicable stock exchange regulation, by a Board committee, and, if required by law or applicable exchange regulation, will be promptly disclosed to the public.

## **23. Failure to Comply**

No Code can address all specific situations. It is, therefore, each employee's responsibility to apply the principles set forth in this Code in a responsible fashion and with the exercise of good judgment and common sense. If something seems unethical or improper, it likely is. Always remember: If you are unsure of what to do in any situation, seek guidance before you act.

A failure by any employee to comply with the laws or regulations governing the Company's business, this Code or any other Company policy or requirement may result in disciplinary action up to and including termination, and, if warranted, legal proceedings. All employees are expected to cooperate in internal investigations of misconduct.

## **24. Reporting Illegal or Unethical Behavior; Compliance Procedures**

As an employee of the Company, you are expected to conduct yourself in an ethical manner and otherwise in a manner appropriate for your work environment. However, you are also expected to be sensitive to and respectful of the concerns, values and preferences of others. *Nevertheless, all employees have an affirmative duty and responsibility to report promptly perceived misconduct, including actual or potential violations of law, regulations or this Code or the Company's other written policies.* Your report should be generally made in either the manner discussed above in this Code, or, if not discussed above, in the manner discussed below in this Section 24. However, to encourage employees to report problems and concerns, notwithstanding the reporting procedures set forth in this Code, the Company will maintain an "open-door" policy to allow you to report your concerns to any other person in the Company that you wish, without any fear of violating any "chain of command" concerns. Employees cannot exempt themselves from the consequences of their own misconduct by reporting the matter, although

self-reporting may be taken into account by the Company in considering the appropriate response.

When an Employee is Unsure Whether There Has Been a Violation: If you are dealing with an ethical issue or another situation where you are unsure whether there has been a violation, speaking to the right people is one of your first steps to understanding and resolving what are often difficult questions. As a general matter, if you have any questions or concerns about compliance with this Code or you are just unsure of what the “right thing” is to do in the particular situation, you are encouraged to speak first with your supervisor, manager or other appropriate persons within the Company. If you do not feel comfortable talking to any of these persons *for any reason*, you should call someone in the corporate Legal Department or in the Compliance and Ethics Department or you should call the Ethics and Compliance Hotline (see below for reporting procedures). Each of these offices has been instructed to register all complaints, brought anonymously or otherwise, and direct those complaints to the appropriate channels within the Company.

Reporting Violations: If an employee is aware of any violation of law, rules or regulations or of this Code, then the employee is directed to report such violation to the Company’s Chief Legal Officer at 615/665-6000, its Chief Compliance & Ethics Officer at 202/393-3920 or to the Company’s Ethics and Compliance Hotline at 888/895-9945.

Accounting/Auditing Complaints or Concerns: The Company also has in place procedures for addressing complaints regarding accounting, internal accounting controls or auditing matters and procedures for employees or others to confidentially submit their concerns regarding questionable accounting or auditing matters. Such submissions may be on an anonymous basis if desired by the submitting person. Employees or others may direct their complaints or concerns on these accounting or auditing issues to any manager in the corporate Accounting or Internal Audit Department or to any attorney in the corporate Legal Department in the Company’s headquarters office in Nashville, Tennessee. Any complaint or concern regarding these accounting or auditing issues received by any such employee will be held confidential and then be promptly redirected to the attention of the Chairman of the Audit Committee of the Company’s Board of Directors. Employees or other persons, if they wish, may alternatively direct their complaints or concerns initially to the Ethics and Compliance Hotline or to someone in the Compliance and Ethics Department and then the complaint or concern will be promptly redirected to the Chairman of Audit Committee, on an anonymous basis if desired by the reporting employee. For direct access to the Company’s Audit Committee Chairman, employees or others are instructed to address their auditing and accounting related concerns or complaints in writing to:

Vanguard Health Systems, Inc.  
Attention: Chairman of the Audit Committee c/o Corporate Secretary  
20 Burton Hills Boulevard  
Nashville, TN 37215

To remain fully anonymous, employees or others should direct their auditing or accounting complaints or concerns to the Ethics and Compliance Hotline or should mail in a written description of their complaint or concern anonymously to the attention of the Chairman of the Audit Committee, to the address set forth above. Prior to the establishment by the Company’s

Board of Directors of its Audit Committee, these complaints will be forwarded to all of the Company's directors who are not members of management.

**Bringing Concerns to All Non-Management Directors:** If an employee, shareholder or other person has any concern about the Company that he or she wishes to bring to the attention of the non-management directors as a group (or to the presiding, non-management director, if any), such person should follow the procedures set forth immediately above under the caption "Accounting/ Auditing Complaints or Concerns" and should also (1) inform the Company employee receiving notice of the concern that the complainant wishes the concern to be directed to all of the non-management directors (or the presiding non-management director, if any) rather than just to the Chairman of the Audit Committee or (2) address any direct written correspondence (at the same address as set forth above) to the Attention of the "Non-Management Directors c/o Corporate Secretary" (or to the "Presiding, Non-Management Director c/o Corporate Secretary" if one exists) rather than to the "Chairman of the Audit Committee c/o Corporate Secretary" (as set forth above).

**Ethics and Compliance Hotline:** The Ethics and Compliance Hotline access number is toll-free at **1-888-895-9945**. Calls to the Ethics and Compliance Hotline may be made anonymously and you are encouraged to use the Hotline since its employees are trained in how to properly handle your concerns. The Company's Compliance and Ethics Department may also be contacted by e-mail at [bchafin@vanguardhealth.com](mailto:bchafin@vanguardhealth.com) or by regular mail at 1701 Pennsylvania Avenue N.W., Suite 300, Washington, DC 20006. Although mail and e-mail are not necessarily anonymous, you can request that your identity be kept confidential within the Company's Compliance and Ethics Department.

**Privacy (HIPAA) Hotline:** The Company also has a Hotline access number dedicated solely to patient privacy issues. This number is 1-800-854-6413. Calls to the Privacy Hotline may also be made anonymously.

**No Retaliation.** If you report in good faith what you suspect to be illegal or unethical activities, you should not be concerned about retaliation from others. Any employee who commits or condones any form of retaliation will be subject to serious disciplinary action by the Company, up to, and including, termination. Furthermore, employees should keep in mind that the Company could be subject to criminal or civil actions for any acts of retaliation against employees who "blow the whistle" to outside enforcement agencies or Congress or the employee's supervisory officials in respect of U.S. securities law violations or any provision of federal law relating to fraud. It is illegal under federal law for public companies to retaliate against any employee who so provides information or testifies about any such matter that an employee reasonably believes constitutes a violation of such federal laws.

## **25. Approval and Adoption**

This Code of Business Conduct and Ethics was first adopted by the Company's Board of Directors on May 4, 2004.