

CODE OF CONDUCT

Revised and Approved: April 2, 2019

Disclaimer: Nothing in this Code of Conduct shall constitute (i) a contract or agreement for employment; or (ii) alter in any way an employee's at-will employment status. Any part of this Code of Conduct may be changed or amended at any time without prior notice to HealthCare Partners, MSO personnel.

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Message from HealthCare Partners, Executive Vice President of Healthcare Operations

Dear HealthCare Partners Team,

HealthCare Partners, IPA and Healthcare Partners, MSO (collectively referred to as HCP) has a tradition of caring for our patients and communities. We must demonstrate consistently that we have a commitment to act with absolute integrity. Unwritten, but certainly understood in our mission statement, is our continual pledge to comply with all federal, state and local regulations.

In further demonstration of our commitment, HCP has published a Corporate Compliance Program, which reflects our commitment to compliance of caring and provides guidance to ensure that our business is done in an ethical and legal manner. Your adherence to its spirit, as well as its specific provisions, is absolutely critical to our future. We have a rich heritage of integrity and ethics, which are reflected in our Mission, Vision and Values as well as in our Corporate Compliance Program. No Corporate Compliance Program can substitute for our own internal sense of fairness, honesty, and integrity. Let us commit to demonstrating the highest degree of integrity in everything we do.

Robert LoNigro, Executive Vice President of Health Care Operations
HealthCare Partners, IPA
HealthCare Partners, MSO

Mission Statement

To be recognized by members, providers, and payers as the organization that delivers unsurpassed excellence in healthcare to the people of New York and their communities.

To accomplish this goal, HCP's staff performs every task with care and purpose, ensuring:

- All members receive the support they need to enhance their health and well-being;
- Every provider performs with excellence, guided by the principles of medical evidence and expert clinical experience;
- Members have access to the highest quality care while efficiently using healthcare resources, creating long term value for all stakeholders.

We continually evaluate the effectiveness of our work, openly seek and encourage input from staff, providers and payers, and utilize innovative processes and technologies to achieve operational excellence.

Statement of Values

We strive to meet our mission and perform all of our work with our operating principles in mind.

We facilitate continuous compliance with legal, ethical, and accreditation standards applicable to our business operations. Our primary values are:

- Integrity: As individuals and together, we adhere to the highest professional, moral, and ethical standards built on a foundation of honesty, confidentiality, trust, respect, and transparency.
- Empathy: We strive to be the best in all we do through our daily commitment to understand and care for our members and each other.
- Quality and Innovation: We seek new and creative interventions that provide for more effective, safe, and efficient activities across the entire organization.
- Collaboration: We are committed to building strong partnerships with likeminded individuals and organizations, working closely with all stakeholders to ensure our members are provided with a superior experience of care.

Applicability

This Code of Conduct addresses the ethical behavior and expected standards of conduct of all HCP employees, executive leaders, temporary workers, ambassadors, and contractors. “Contractors” shall be deemed to include all contracted providers and suppliers, first tier entities, downstream entities and any other entities involved in the delivery of, payment for or monitoring of benefits and services provided by HCP. For the purposes of this Program, all employees, executive leaders, temporary workers, ambassadors, and contractors shall be referred to as “Workforce” members.

Code of Conduct

Introduction to Code of Conduct

HCP’s Code of Conduct (the “Code”) is intended to provide general standards of ethical conduct to follow and assist HCP in meeting its compliance goals. The Code is intended to complement, but not replace existing policies and procedures found in HCP’s policies and procedures manual(s).

While the Code cannot anticipate every situation that may arise, it is intended to serve as a source of guiding principles for all employees. Employees are encouraged to bring questions about particular circumstances that may implicate any provision of this Code to the attention of Human Resources, the Corporate Compliance Officer (CCO)/Privacy Officer or to their supervisor. HCP expects all of its employees at all times to use good judgment and to exercise personal integrity whether or not it is addressed in the Code.

The HCP Code of Conduct sets forth the following principles and standards designed to guide and govern the HCP community:

- HCP shall comply with all applicable laws
- HCP shall conduct its affairs in accordance with the highest ethical standards
- All HCP Workforce members shall avoid conflicts of interest
- HCP shall strive to attain the highest standards for all aspects of patient care
- HCP shall provide equal opportunity & shall respect the dignity of all members of HCP
- HCP shall maintain the appropriate levels of confidentiality for information and documents entrusted to it
- HCP shall conduct business with honesty and integrity

The Code is updated annually, or more frequently as needed, to respond to changing conditions, policies, and regulations and is approved by HCP’s Executive Committee.

Corporate Compliance Program

HCP has developed a Corporate Compliance Program (the “Program”) to provide guidance and oversight for compliance with federal, state, and local laws and regulations related to the delivery of

health care, payor requirements, healthcare fraud, waste, and abuse, and other non-compliant activity.

HCP provides a copy of the Program to all of its Workforce members upon onboarding or contracting. Subsequently, the Program can also be accessed through the central policies and procedures repository for employees or can be provided upon request to other members of HCP's Workforce. All Workforce members must sign the *Annual Certification and Agreement of the Code of Conduct and Compliance Program* initially and annually thereafter ensuring their understanding and agreement to abide by the duties and responsibilities as described within those documents.

Corporate Compliance Officer/Privacy Officer

HCP has a Corporate Compliance Officer (CCO)/Privacy Officer who is responsible for the daily oversight of the Program. Some responsibilities include:

- Creating an annual work plan to direct compliance and operations efforts that will eliminate potential areas of vulnerability and improve Program effectiveness.
- Developing and monitoring implementation and compliance with HCP compliance policies and procedures through the creation and implementation of the risk assessment process.
- Reporting, at least on a quarterly basis, or more frequently as necessary, to HCP's Executive Committee and Compliance Committee on the status of the Program implementation, the identification and resolution of potential or actual instances of non-compliance, and HCP's compliance auditing and monitoring activities.
- Creating and coordinating Annual Compliance Training and other educational outreach, in collaboration with the Human Resource Department and other key stakeholders as needed, to ensure that HCP's Workforce members are knowledgeable of the Program; its written standards of conduct, policies, and procedures; and applicable statutory, regulatory, and other requirements.
- Tracking and reporting to the Compliance Committee and the Executive Leadership on the status of compliance training initiatives.
- Developing and implementing methods and programs that encourage the HCP community to report suspected fraud, waste, and abuse and other misconduct without fear of retaliation.
- Maintaining the compliance reporting mechanism and ensuring timely response to reports of fraud, waste, and abuse or other misconduct, including the coordination of internal investigations with appropriate departments and the development of appropriate corrective or disciplinary actions, if necessary.
- Reporting any potential fraud, waste, and abuse or misconduct related to Medicare or Medicaid to the health plans, CMS, NYS OMIG, their designee and/or law enforcement, when and as appropriate, in accordance with applicable law.

- Maintaining a record for each incident of potential or substantiated fraud, waste, and abuse received through any of the reporting methods (i.e., Compliance Hotline, mail/email, in-person), which describes the initial report of non-compliance, the method of investigation and documentation (including the respective timeline of events, actions taken and key contact information for individuals involved), the investigation outcome, and all corrective and/or disciplinary action(s) taken as a result of the investigation.
- Overseeing the development, monitoring and implementation of corrective action plans.
- Monitoring compliance with privacy and security policies and procedures regarding the safe use and handling of protected health information (PHI) in compliance with federal and state Health Insurance Portability and Accountability Act (HIPAA) regulations and Information Security requirements, including the investigation and reporting of any breach incidents.
- Providing oversight of HCP's sanction screening process to ensure that the applicable federal and state exclusion lists have been checked with respect to all Workforce members, providers and vendors to assure they are not included on such lists. This is done in collaboration with the Human Resources, Credentialing, and Contracting departments as applicable before entering into employment or business relationships and monthly thereafter.

Employee Responsibilities

All employees are expected to follow the Code, HCP's policies and procedures, as well as laws and regulations. If a Workforce member is aware of any misconduct or a violation of this Code, the Program, HCP policies, or laws and regulations that employee should promptly report the matter to their supervisor, who should immediately report the matter to the CCO/Privacy Officer, or that employee can report the matter directly to the CCO/Privacy Officer in person or in writing via email to mphillips@hcpipa.com, or to Human Resources, or the Chief Information Security Officer as appropriate. Moreover, if the employee is in doubt as to how a specific ethical or other situation covered by this Code should be handled, he or she should contact their supervisor or the CCO/Privacy Officer.

Employees are not expected to determine if a compliance concern is an actual violation of HCP policy or federal or state regulatory requirements before reporting it. Any suspected violation or misconduct should be immediately reported as described. Failure to report a known violation may subject an employee to disciplinary action even if the employee was not involved in the violation itself.

Compliance Hotline

HCP recognizes that there are instances when employees may feel their concerns cannot be properly addressed through the normal chain of command or other methods of communication.

When such situations develop, employees are encouraged to contact any member of the management staff, the CCO/Privacy Officer, or employees may make anonymous reports by calling

the toll-free, confidential Compliance Hotline at **(888) 475-8376** or online through the secure web intake form at **hcpHotline.ethicspoint.com**. The Hotline is managed by an independent, third-party vendor and is available 24 hours, seven days a week. This reporting method is also available to contractors, providers and members for reporting compliance concerns.

If it is determined that someone purposely made up, exaggerated, or otherwise distorted a report of wrongdoing, whether to protect themselves or to hurt someone else, that person will not be protected under this Code or HCP's Whistleblower and Non-Retaliation Policy. Anyone who makes a report of a violation maliciously, frivolously, or in bad faith, will be subject to disciplinary action up to and including termination.

Confidentiality Agreement

Overview

Upon employment or contracting with HCP, all Workforce members will sign the *Employee Confidentiality Statement and Agreement*. Any and all confidential, proprietary or trade secret knowledge, data or information of HCP and its affiliated entities, including but are not limited to HCPs strategic plans, new product plans, consumer marketing research and information, business results and financial information, ideas, processes, formulas, source and object codes, data, programs, database developments; research and development; customer lists and information; specialized training; the compensation of contractors, vendors, suppliers, and consultants; and any other confidential, proprietary or trade secret knowledge, data or information, in whatever form, produced by or for HCP.

Any information or data of HCP and its affiliated entities is not to be removed from the premises or given to outside parties without approval from the Executive Committee of HCP. This includes, but is not limited to marketing data, financial information, business results, fees to outside vendors or consultants, databases, programs, and prospective business ideas. Violations of any of the above will result in legal action taken by HCP.

HIPAA

Overview

It is the legal and ethical responsibility of all HCP Workforce members to use, protect, and preserve personal and confidential patient, employee, and HCP business information, including medical information for clinical purposes (also known as Protected Health Information (PHI)), in accordance with state and federal laws and HCP policy.

HCP is committed to maintaining the confidentiality of patients' PHI. The Health Insurance Portability and Accountability Act (HIPAA) privacy and security regulations established national standards to protect individuals' medical records and other personal health information. Because the regulations hold violators accountable, with civil and criminal penalties that can be imposed if

patients' privacy rights are found to have been violated, it is especially important that the organization maintain necessary safeguards to protect the privacy of health information.

Policy

The privacy regulations require that the Organization: (i) informs patients about their privacy rights and how their information can be used; (ii) adopts clear privacy procedures; (iii) trains employees and other applicable Workforce members to understand the privacy procedures; and (iv) secures patient records containing individually identifiable health information so that they are not readily available to those who do not have a business purpose for accessing or using the information. If you have any questions relating to health privacy matters, consult your supervisor, or the CCO/Privacy Officer.

Unauthorized use, disclosure, viewing of, or access to confidential information is a violation of state and/or federal laws that may result in personal fines, civil liability, licensure sanctions and/or criminal penalties, in addition to HCP disciplinary actions.

Non-Retaliation Policy

Overview

HCP has established a Whistleblower and Non-retaliation Policy to ensure that all HCP Workforce members can file a complaint or engage in a discussion, in regards to compliance issues, without any repercussions from the organization.

Policy

All HCP Workforce members are allowed to freely discuss and raise questions to all levels of management about situations they feel are in violation of HIPAA, health care fraud, federal and state laws, HCP policies and procedures, and/or accreditation and regulatory requirements.

All HCP Workforce members have an affirmative duty and responsibility to report any activity that appears to violate HIPAA or other applicable laws, regulations, rules, policies and procedures.

HCP will not intimidate, threaten, coerce, discriminate against, or take any retaliatory action against the follow individuals or in the following situations:

Any Workforce member that in good faith:

- Discloses or threatens to disclose information about a situation they feel is inappropriate, or potentially illegal;
- Provides information to or testifies against the alleged offending individual or HCP;
- Objects to, or refuses to, participate in an activity they feel is in violation of HIPAA or any other federal and state law, HCP's policies, or accreditation requirements;
- Is involved in any compliance review or peer review process; or

- Files a valid or legitimate report or a complaint, or an incident report.

HCP will review any allegation of retaliation and will ensure that a proper investigation is conducted as appropriate. The investigation and any appropriate disciplinary action will be in accordance with HCP's Whistleblower & Non-Retaliation Policy, Internal Investigations and Response to Government Inquiries Policy, and Disciplinary Action Policy.

Fraud, Waste and Abuse

Overview

It is HCP's legal responsibility to inform Workforce members of the laws and their responsibilities regarding Fraud, Waste and Abuse (FWA). Because HCP pays provider claims for services rendered to Members enrolled in government products we are ethically and legally obligated to be diligent in our efforts to detect and report suspected fraud and abuse. HCP must provide a training program for all new hires and annual FWA training for all employees. HCP has the right and responsibility to report possible fraud, waste or abuse. Issues or concerns are addressed to HCP's CCO/ Privacy Officer, or the anonymous Compliance Hotline. Concerns can also be called into 1-800 MEDICARE, or those uncovered from any HCP reports about any possible Fraud, Waste and Abuse to the National Benefit Integrity Medicare Drug Integrity Contractor (NBI Medic). HCP's CCO/Privacy Officer ensures compliance with the Centers for Medicare and Medicaid Services (CMS) requirements on a quarterly basis or as required by HCP's Compliance Committee.

Policy

HCP complies with the CMS' annual requirement of training FWA for organizations providing health or administrative services to Medicaid Managed Care, Medicare Advantage (MA) and Prescription Drug Plan (PDP) enrollees on behalf of a health plan. HCP also complies with distributing training to all downstream entities (and such distribution is documented). HCP also complies with CMS' requirement that MA sponsors have a compliance plan that guards against potential fraud, waste, and abuse. To meet this requirement HCP has established a Corporate Compliance Program that (i) incorporates measures to detect, prevent and correct fraud, waste, and abuse, and (ii) consists of training, education and effective lines of communication. HCP applies such training, education and communication requirements to all entities which provide benefits or services under Medicaid Managed Care, MA or PDP programs. HCP maintains proof from first-tier, downstream and related entities to show compliance with these requirements.

Disciplinary Guidelines

Policy

Employment with HCP is at the mutual consent of the employee and HCP. Either the employee or HCP can terminate the employment relationship at will, at any time, with or without cause or advance notice. HCP may also exercise its discretion to take corrective and/or disciplinary action short of termination where, in its sole judgment, HCP determines that the employee's behavior or

performance has the potential for correction or improvement to an acceptable level. Such exercise of discretion does not alter the at-will nature of employment with HCP.

If any employee or other Workforce member violates HCP policy, the Code of Conduct, the Program, HIPAA or other laws and regulatory requirements, engages in inappropriate behavior, or demonstrates work performance or the delivery of contracted services that falls below HCP's expectations the matter will undergo an initial review by management. If management believes that the deficiency (ies) can be corrected and does not warrant termination of employment or contract, progressive corrective and/or disciplinary action may be implemented. Such action should be appropriate based on the circumstance, and that management believes will best produce satisfactory results as stated in the Disciplinary Action Policy

Disciplinary Action for Compliance Issues

Disciplinary action may be enforced as the result of an employee's non-compliance with ethical standards, violations of relevant federal, state and local laws, or other failure to comply with legal or regulatory requirements as described in HCP's Code of Conduct, Corporate Compliance Program, and related policies. Procedures for enforcing disciplinary action under such circumstances are independent from the Progressive Discipline guidelines outlined in the Employee Handbook. Unsatisfactory or inappropriate work place conduct, violations and other infractions of personnel policies shall be addressed according to the Progressive Discipline process.

Procedure

Before formal corrective and/or disciplinary action is taken related to a compliance issue investigated by the Office of Corporate Compliance, the employee shall be presented with the facts or circumstances prompting consideration of formal action and given an opportunity to explain their involvement. Following discussion with the employee, the Office of Corporate Compliance will decide whether corrective and/or disciplinary action is warranted and the type of formal action that is appropriate. The type of corrective and/or disciplinary action varies depending on past work or service history, the severity of any violation, whether or not the employee knowingly engaged in the behavior, and other relevant factors. Each circumstance will be considered separately but in consideration of the type of corrective and/or disciplinary action imposed in similar situations.

Prior to formalizing the corrective and/or disciplinary action, the Office of Corporate Compliance may review the proposed plan with Human Resources in instances where there may also be violations of personnel policies. In some cases, depending upon the severity of the violation, the Office of Corporate Compliance will refer the matter to the Compliance Committee for further review and determination. Any formal actions taken will be documented in the employee's personnel file.

Contractors who are identified as being non-compliant will be reviewed by senior management of the applicable business unit and referred to the Compliance Committee for further review and determination of appropriateness. Any formal actions will be documented in the employee's personnel file.