

Code of Conduct

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.*

Message from the CEO and President

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 ongoing pledge to comply with all federal, state and local regulations.

In further demonstration of our commitment, HCP has established this Code of Conduct, which reflects our commitment to compliance 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 success. We have a rich heritage of integrity and ethics, which are reflected in our Mission, Vision and Values as well as in this Code of Conduct. However, no written Code of Conduct can substitute for our own internal sense of fairness, honesty, and integrity. Therefore, let us jointly commit to demonstrating the highest degree of integrity in everything we do.

Patrick Adams, CEO, HCP, MSO and President, Heritage Medical Systems

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's Workforce members which includes all employees, executive leaders, temporary workers, 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, and contractors shall be referred to as "Workforce" members.

Code of Conduct

Introduction

HCP's Code of Conduct (the "Code") is intended to provide general standards of ethical conduct to follow and assist HCP in meeting its mission and goals with professionalism, ethics and integrity. 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 Workforce members. You are encouraged to bring questions about particular circumstances that may implicate any provision of this Code to the attention of Human Resources, the Office of Corporate Compliance, or to their supervisor. HCP expects all of its Workforce members 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; and
- 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. You must sign the *Annual Certification and Agreement of the Code of Conduct and Compliance Program* when joining HCP and annually thereafter ensuring your understanding and agreement to abide by the duties and responsibilities as described within those documents.

Workforce members can also access the Program through HCP's central policies and procedures repository or it can be provided upon request by the Corporate Compliance and Privacy Officer.

Corporate Compliance and Privacy Officer

HCP has a Corporate Compliance and Privacy Officer (CCPO) who is responsible for the daily oversight of the Program. Some of those responsibilities include, but are not limited to:

- Creating an annual work plan which directs and prioritizes compliance and operations efforts that support the Program.
- Establishing, implementing and monitoring compliance with HCP's policies and procedures as well as compliance with applicable regulations through 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 regulatory 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 and monitoring the Compliance Hotline and other reporting mechanisms to ensure timely response to reports of fraud, waste, and abuse or other misconduct; leading and/or coordinating internal investigations and developing 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, the Center for Medicaid and Medicare Services (CMS), NYS Office of the Medicaid Inspector General (NYS OMIG), their designee and/or law enforcement, when and as appropriate, in accordance with applicable law.
- Monitoring compliance with privacy and security policies and procedures regarding the safe and appropriate use and handling of protected health information (PHI) in compliance with Health Insurance Portability and Accountability Act (HIPAA) regulations and Information Security requirements, including the investigation and reporting of any breach incidents.
- In collaboration with Human Resources, Credentialing and Finance, providing oversight of HCP's sanction screening process to ensure that we do not employ or contract with excluded or sanctioned Workforce members, providers or vendors prior to onboarding and monthly thereafter.

Your Responsibilities

All Workforce members 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, they should promptly report the matter to their supervisor, who should immediately report the matter to the CCPO or Human Resources as appropriate for personnel-related matters. Reports may be made directly to the CCPO in person, in writing to mphillips@hcpipa.com or via phone to (516) 941-2122, or to the AVP of Human Resources (psheehan@hcpipa.com; (516) 307-5866). Moreover, if a Workforce member 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 CCPO for guidance.

Workforce members 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. Even if you are uncertain, any *suspected* violation or misconduct should be immediately reported as described and the CCPO, AVP of HR, and/or other leadership will determine if the allegation is indeed a violation or misconduct of some kind. 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 Workforce members may feel their concerns cannot be properly addressed through the normal chain of command or other methods of communication.

When such situations develop, you are encouraged to contact any member of the management staff or the CCPO. You may also make an anonymous report by calling the toll-free, confidential Compliance Hotline at **(888) 475-8376** or online through the secure web intake form at **hcph hotline.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 a Workforce member purposely made up, exaggerated, or otherwise distorted a report of wrongdoing, whether to protect themselves or to hurt someone else, that Workforce member will not be protected under this Code or HCP's Whistleblower and Non-Retaliation Policy. Anyone who makes an allegation maliciously, frivolously, or in bad faith, will be subject to disciplinary action up to and including termination.

Confidentiality Agreement

Upon employment or contracting with HCP, all Workforce members must sign the *Employee Confidentiality Statement and Agreement* attesting that they will not remove and/or share any confidential, proprietary or trade secret knowledge, data or information in any form produced by or for HCP and its affiliated entities. This includes, but not limited to HCP's current or prospective strategic plans, new product plans, marketing research and information, business results and financial information, ideas, processes, data/databases, programs, research and development, member information, specialized training, and the compensation of consultants, contractors, vendors, suppliers, and consultants.

Any information or data of HCP and its affiliated entities as described above is not to be removed from the premises or given to outside parties without approval from HCP's Executive Committee. Violations of any of the above will result in legal action taken by HCP.

HIPAA

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, monetary 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 HCP: (i) informs patients about their privacy rights and how their information can be used; (ii) adopts clear privacy procedures; (iii) trains 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 information privacy matters, consult your supervisor, or the CCPO.

Unauthorized use, disclosure, viewing of, or access to confidential information is a violation of state and 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

HCP has established and enforces a Whistleblower and Non-retaliation Policy to ensure that all HCP Workforce members can file a complaint, report misconduct or a violation, or engage in a discussion in regards to compliance issues, without any repercussions from HCP, their supervisor and/or other Workforce members.

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 a duty to report any activity that appears to violate applicable healthcare regulations (e.g., fraud, waste, and abuse, and HIPAA), and HCP policies and procedures.

HCP will NOT intimidate, threaten, coerce, discriminate against, or take any retaliatory action against any Workforce member who 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, complaint, or 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, Workplace Investigations Policy, Internal Investigations and Response to Government Inquiries Policy, and Disciplinary Action Policy.

Fraud, Waste and Abuse

Because HCP pays provider claims for services rendered to Members enrolled in government products, HCP and its Workforce members are ethically and legally obligated to be diligent in our efforts to detect and report suspected fraud, waste and abuse (FWA). HCP provides required FWA training to all Workforce members upon onboarding and annually thereafter. HCP has the right and responsibility to report possible FWA. Any concerns or issues surrounding FWA should be reported to HCP's CCPO, or the anonymous Compliance Hotline. FWA concerns can also be reported to 1-800 MEDICARE, or to the National Benefit Integrity Medicare Drug Integrity Contractor (NBI Medic) at 877-772-3379.

Policy

HCP complies with the CMS' annual requirement of providing FWA training 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 that 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 Workforce member and HCP. Either the Workforce member 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 Workforce member'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 Workforce member violates this Code of Conduct, the Corporate Compliance Program, HCP policy, 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 a Workforce member'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 HCP's Disciplinary Action Policy. Unsatisfactory or inappropriate work place conduct, violations and other infractions of personnel policies shall be addressed according to the Progressive Discipline process.

Responsibility

HCP's Corporate Compliance and Privacy Officer, under the direction of the Office of Corporate Compliance (OCC) and HCP's Executive Committee, is responsible for oversight of healthcare fraud, waste and abuse prevention, detection, and correction.

Maintenance

The Code of Conduct is reviewed at least annually by the Corporate Compliance and Privacy Officer in collaboration with Human Resources, and is revised as needed when HCP policies, and laws and regulations change.

Enforcement

All of HCP's executive and management staff are responsible for enforcing this policy. Individuals who violate this policy will be subject to appropriate and applicable disciplinary action, up to and including termination or dismissal.

Applicable Standards and Regulations

- Federal Deficit Reduction Act (DRA) of 2005 Section 6032 [4d USC 1396a(a)(68)]
- Federal False Claims Act: 31 U.S.C. §§ 3729–3733
- New York State False Claims Act, Article 13, Sections 187-194
- Health Insurance Portability and Accountability Act

Related Documentation

- HCP's Corporate Compliance Program
- HCP's Whistleblower and Non-Retaliation Policy
- HCP's Workplace Investigations Policy
- HCP's Response to Government Inquiries Policy
- HCP's Disciplinary Action Policy

