



Health Partners Plans

Health Partners Plans Code of Business Conduct

Code of Business Conduct

Ethical behavior and core values are fundamental to Health Partners Plans (HPP) business model. This Code of Business Conduct is based on our core values, quality, ethics, and caring for our employees, members and providers. Its purpose is to convey HPP's commitment to compliant and ethical behavior, including expectations of business conduct, and appropriate corporate and employee practices. HPP's COBC also strives to address the manner in which HPP's employees, officers, and staff conducts business activities on behalf of HPP. It is the responsibility of all HPP employees to understand, act appropriately, professionally and without violating the company's COBC policy.

HPP's continued success is directly related to our ability to adhere to these compliance and ethical commitments, and to deliver quality services in accordance with high standards of HPP's vision, mission, values as well as governing law. It is the expectation of HPP that every employee be familiar with HPP's COBC and adheres to it at all times. Any employee, officer, or staff member who has any questions about any aspect of the COBC should contact their immediate supervisor, Human Resources, or the Office of General Counsel.

All employees are required to receive our COBC. Each year, you will be asked to:

- Review our COBC to ensure that you understand the Code and comply with it and all other HPP policies.
 - HPP employees are required to complete a Code of Conduct Acknowledgment Form to confirm that you have read and understand the Code and comply with it and other HPP policies.
 - Downstream/delegated vendors must receive HPP's COBC, but are encouraged to distribute their own equivalent version to their employees.
- Disclose any potential conflicts of interests.
- Raise concerns you may have about possible COBC violations.

Keep in mind, circumstances may change over the course of the year. If a new situation introduces a potential conflict of interests, discuss it with Human Resources or Office of General Counsel immediately.

Grievance Procedure

Misunderstandings or conflicts can arise in any organization. To ensure effective working relations, it is important that such matters be resolved before serious problems develop. Most incidents resolve themselves naturally; however, if a situation persists that you believe is detrimental to you or to HPP, you should follow the procedure described here for bringing your complaint to management's attention.

Step One. Discuss the problem with your immediate supervisor as a first step. If, however, you do not believe a discussion with your supervisor is appropriate, you may proceed directly to Step Two.

Step Two. If your problem is not resolved after discussion with your supervisor or if you feel a discussion with your supervisor is inappropriate, you are encouraged to request a meeting with the next person in your chain of command up to and including your department's most senior person, such as the Senior Vice President or Department Head. In an effort to resolve the problem, your management will consider the facts and may review the matter with Human Resources. If you do not believe a discussion with your management is appropriate, you may proceed directly to Step Three.

Step Three. If you are not satisfied with your management's decision or if you feel a discussion with your department management is inappropriate, you can request a meeting with someone from Human Resources. Human Resources will conduct an investigation and will normally advise you of its decision as quickly as possible. If you do not believe a discussion with Human Resources is appropriate due to the nature of the issue, you may request a meeting with HPP's General Counsel. The General Counsel will conduct an investigation and will normally advise you of a decision as promptly as possible.

This Grievance Procedure is intended only for violations of the COBC policy as outlined in this document. For all matters, HPP does not tolerate any form of retaliation against employees availing themselves of this procedure. The procedure should not be construed, however, as preventing, limiting, or delaying HPP from taking disciplinary action against any individual, up to and including termination, in circumstances (such as those involving problems of overall performance, conduct, behavior or demeanor) where HPP deems disciplinary action appropriate.

Reporting Your Concerns

Any time you observe or suspect a violation of this Code, the law, or our policies, you are obligated to report it. If you aren't sure about the right course of action, you should ask for help from any of these resources:

- Your manager knows you and your job and can often apply his or her business experience to help you make the right decision.
- HPP's Human Resources staff can help with workplace and employment issues. HPP's General Counsel, and/or its Compliance Officers, can help with concerns or issues related to business conduct, integrity or compliance.

The General Counsel is Johnna Baker, Esq., the Medicaid/CHIP Compliance Officer is Kearline Jones, and, the Medicare Compliance Officer is Andrew Finkelstein.

Compliance Reporting Mechanisms

There are several resources available to report your concerns or to report actual or suspected non-compliance or fraud, waste, or abuse. One available reporting mechanism is HPP's Compliance Hotline. The HPP Compliance Hotline may be used by anyone to report issues of actual, or suspected non-compliance with state (i.e. Medicaid/ CHIP), or federal (i.e. Medicare) health care programs, or privacy and security (i.e. HIPAA) laws. The Hotline is answered by a third-party vendor on behalf of HPP, and is available 24/7. Although you may identify yourself within your report, you will also be afforded the right to remain anonymous. At the end of your report, you will be provided with an ID number that you may use to call back and receive updates of any investigations initiated by HPP. These updates may be limited by the confidential nature of some of the topics brought forward. At no time does HPP guarantee full disclosure to an internal investigation.

You can also report suspected fraud, waste and abuse to HPP's Special Investigations Unit (SIU). The SIU is a unit established to investigate illegal or unethical conduct of providers, members and employees. If such actions are found to reasonably appear to be intentional, the illegal or unethical conduct will be reported to the appropriate law enforcement or government agency (e.g. NBI Medic, Centers for Medicare and Medicaid Services, Department of Health and Human Services, etc.). To instill appropriate conduct, the SIU will provide mandatory Fraud, Waste and Abuse training for all employees. The SIU maintains a Hotline which is answered by a third-party vendor on behalf of HPP, and is available 24/7. Although you may identify yourself within your report, you will also be afforded the right to remain anonymous. At the end of your report, you will be provided with an ID number that you may use to call back and receive updates of any investigations initiated by HPP.

Health Partners Plans Compliance Hotline: 1-866-477-4848.

Department of Human Services (DHS): 1-866-379-8477

Special Investigations Unit: 1-866-HPSIU4U (1-866-477-4848)

As is stated in HPP's Compliance Program, in addition to the above channels of communication, you can always report issues directly to Compliance personnel, the Office of General Counsel, or your supervisor.

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| Medicaid/CHIP Compliance Officer: | Kearline Jones | 215-991-4063 |
| Medicare Compliance Officer: | Andrew Finkelstein | 215-991-4305 |
| Security and Privacy Officer: | Mark Eggleston | 215-991-4388 |
| General Counsel: | Johnna Baker, Esq. | 215-991-4051 |

Please note, email is not considered anonymous however, your reports will be handled in confidence to the fullest extent possible. Interviews to derive more detail on the situation may be required.

SIU email: SIUtips@hplans.com

Health Partners Plans Compliance E-Mail: compliance@hplans.com

Whistleblower

Good faith reporting of suspected non-compliance or fraud, waste and abuse is expected and accepted behavior. Anyone who in good faith reports a violation is referred to as a “whistleblower” and is protected from any retaliation by the Company. A number of laws contain whistleblower protection, including the “False Claims Act”. You are expected to cooperate with any investigation resulting from a report. Once noncompliance, fraud, waste or abuse has been detected, a plan to correct the issue will be developed.

Noncompliance with the COBC may be cause for disciplinary action up to and including termination of employment/contract. In some situations, you may be reluctant to report a violation of this COBC. Rest assured that reports are welcomed and encouraged. Reporting your concerns reflects our collective commitment to open and honest communication. We will do our best to guard your privacy if you report a violation, raise a concern or are involved in a complaint or investigation. If a violation is found, appropriate corrective actions will be taken, including disciplining those involved.

HPP has an anti-retaliation policy. This means that HPP prohibits intimidating or retaliating against anyone who files a report in good faith:

- Makes a complaint or reports a violation to HPP or any law enforcement or government agency;
- Cooperates or helps with a government or internal investigation;
- Conducts self-evaluations, audits, remedial actions or other activities in support of our compliance program;
- Provides information to the government or HPP about a breach of law.

It is the responsibility of every employee to ensure compliance. Regardless of your position within the company, you may be subject to disciplinary action up to and including termination, if you:

- Intentionally withhold information, or provide false information in connection with an investigation, about a violation of the Code, a law or a regulation;
- Intimidate or retaliate against an employee who reports a suspected violation- regardless of whether the report is made within HPP or to an outside law enforcement or government agency;
- Intimidate or retaliate against an employee who cooperates or helps with an investigation;
- Neglect to address or report a violation of the Code, or a law or regulation, committed by someone you manage;
- Tell an employee to violate the Code, an HPP policy, a law or a regulation.
- Discuss confidential investigations of the COBC with anyone who is not permitted by the General Counsel

Responsibility of Management

If an employee directly raises a concern or asks for help, or you are indirectly made aware of a potential COBC violation, as a manager you must respond. Be sure to report any compliance or business conduct and integrity issue right away to the appropriate HPP Compliance Officer, Human Resources or to the General Counsel.

Gifts, Hospitality and Entertainment

Ethics and core values are fundamental to HPP's reputation. The COBC is based on our core values, quality, ethics, and caring for our employees, vendors (including providers), and members.

No employee or vendor may, either directly or indirectly, offer or give money or investment interests of any amount to any government employee or official, or any other person or entity with whom the employee or vendor is doing business with through his/her employment with HPP.

No employee or vendor may offer or make a gift of any kind to a government employee or official or other person or entity doing business with HPP of any item of more than nominal value, not to exceed \$10 in value per gift.

Employees and vendors must not engage in any behavior that could create the appearance that they are offering a gift or bribe, or other item of value in order to influence a government employee or official or other person or entity doing business with HPP in the performance of his or her duties. Such violations may violate existing laws such as the Anti-Kickback Statute.

Exclusion Screening

In order to ensure compliance with regulations and standards related to hiring or contracting due to HPP's participation in state and federal programs, HPP ensures appropriate screenings are performed to check on suspension, or, disbarment, criminal investigation or indictment based on relation to their position at HPP. If an employee or other person or entity is found to be ineligible, they will be removed from direct responsibility for, or involvement with, the state or federal programs, or is terminated as appropriate.

When vendors are used, HPP ensures that the vendor is aware of the need to have a compliance program in place, including the need to conduct necessary background and suspension/debarment checks on its own employees. Vendors are required to provide HPP with reports of these activities and outcomes.

Conflict of Interest

A conflict of interest is any situation that may present itself as an opportunity for personal gain apart from your normal salary and benefits. It could also conflict with or appear to conflict with HPP interests. Our Conflict of Interest Policy states that as an HPP employee you may not maintain any outside financial business interests that conflicts with or interferes with your ability to perform your job responsibilities. Here at HPP, we expect our employees to avoid real or apparent conflicts of interests. All HPP employees and those of our vendors are required to report any actual or possible conflicts of interest.

All HPP employees are required to complete a Conflict of Interest certification form at the time of hire and annually thereafter. This form allows the HPP employee to disclose any potential conflict of interest for HPP's General Counsel to provide a review of the disclosure and determination if it amounts to a Conflict or not. The Conflict of Interest Policy lists examples of conflicts such as: giving a company preferential access to results of HPP conducted research while providing personal consulting services to that company; steering business to a relative's company; working part-time for another health plan while working at HPP; or accepting free gifts and/or free products from a vendor and then recommending the purchase of these products without comparing them to comparable products from other vendors.

If you are an HPP employee and believe that you may have an actual or possible conflict of interest, update your Code of Conduct Acknowledgment Form with the information and a determination will be made with regard to whether or not your disclosure amounts to a conflict.

If a vendor believes that they may have an actual or possible conflict of interest, they must report it to their HPP business liaison or seek guidance from their own internal Compliance Officer, or speak to one of our Compliance Officers. This disclosure will be reviewed by HPP's Compliance and by our General Counsel and appropriate guidance will be given.

It is important that every HPP employee and vendor be aware of the various laws and regulations that govern our business. Provided below are a few details regarding some of the governing regulations including, but not limited to (i) confidentiality requirements set forth by the Health Insurance Portability and Accountability Act (HIPAA), (ii) preventing FWA as established in the False Claims Act and Deficit Reduction Act of 2005 (DRA), (iii) prohibition against the exchange (or offer to exchange), of anything of value, in an effort to induce (or reward) the referral of federal health care program business as outlined in the Anti-Kickback Statute.

Confidentiality

Confidentiality is the responsibility of all HPP employees to maintain in strict confidence any proprietary or confidential information regarding HPP business operations or providers. This information may include, but is not limited to information on members, employees, vendors, providers, research, and financial and business operations. Such

information is made confidential by law or by HPP Confidentiality policy. Further, anyone who has any role at all in the production, gathering, storing, processing, or transmittal of confidential and/or protected health information (PHI) must comply with all HPP policies that deal with privacy issues in the workplace. This information should not be discussed with anybody, except as necessary to do your job, including other members, co-workers, other families, your family and friends. You must be alert to others overhearing your professional discussions regarding a member or an employee's behavior or performance. You are never permitted to share confidential HPP information with anyone external to HPP who does not have a confidentiality agreement in place and/or a specific need to know such information. HPP employees and vendors are trained to protect the confidentiality and privacy of all constituents. Questions or concerns regarding confidentiality, laws, acts, and processes for same are to be directed to the General Counsel. Any inquiries from the media concerning a member should be referred to the Communications Department at all times and no comment should be made to the media. Disclosure of confidential information is grounds for disciplinary action up to and including termination.

Health Insurance Portability and Accountability Act (HIPAA)

The Health Insurance Portability and Accountability Act of 1996 (HIPAA), as supplemented by The Health Information Technology for Economic and Clinical Health (HITECH) Act of 2009 (collectively, HIPAA Rules) are federal laws that apply to health plans. HIPAA and all applicable regulations were enacted to simplify the administration of health insurance and ensure the safeguarding of protected health information (PHI). Protected health information may be information in any form e.g. written, electronic, oral, overheard or observed. It is important for all employees and vendors to understand HPP's HIPAA policy, privacy and security procedures as it directly relates to the management of PHI. Access to all information is granted on a "need to know basis". A "need to know" is defined as information that is required in order to do your job.

HPP has implemented all transaction and code requirements, adopted privacy and security procedures, designated a Privacy & Security official, and provided ongoing training to all workforce members. It is important for all employees to understand HIPAA privacy and security procedures as it directly relates to the requirements for member healthcare information.

Employee Responsibility

Confidentiality rules and regulations are separate from HIPAA rules; yet it is everyone's responsibility to make sure that we handle all confidential and HIPAA protected information in the proper way. It is the obligation of our employees and those of our vendors to abide by all rules and regulations set forth for the handling of confidential and/or proprietary information, and, PHI through HIPAA, privacy standards and security rules, departmental procedures, and all protocols. For this reason, all HPP employees are required to sign a Confidentiality Agreement after receiving Confidentiality Training and also must participate in the separate Privacy & Security training at hire and annually thereafter.

Disclosure of confidential information is strictly prohibited. Anyone who violates this policy will be subjected to appropriate discipline, up to and including termination from HPP. This applies to both the processes for Confidentiality and Proprietary information, as well as that under HIPAA.

The HIPAA law also allows for civil penalties per HIPAA violation to both the violator and/or entity. Moreover penalties can be "stacked" if there are multiple violations with respect to a single individual. There are maximum civil penalties per year, per person, per standard. Thus, if two standards were violated with respect to one person, the potential penalties could increase significantly. Criminal penalties may be imposed for "knowingly and improperly" disclosing information or obtaining information under "false pretenses", with higher penalties reserved for violations designed for financial gain or "malicious harm". HPP employees may stay current on all HPP HIPAA procedures by visiting our intranet site.

You can also report potential HIPAA noncompliance of providers, members and employees to the Privacy Official via e-mail at privacyofficial@hpplans.com.

Our Office of General Counsel department provides guidance for all confidentiality areas and issues. Additionally, HPP has an annual, mandatory Confidentiality training for its workforce. Contact our General Counsel with any questions or concerns.

Record Retention

HPP Corporate Services Department is responsible for systematically providing appropriate storage for all adequately identified records, files, and printed materials. Our IT Services area assists with the electronic storage of this information and data, as well. HPP is required to maintain a Records Retention Procedure in compliance with requirements of all regulatory and accrediting agencies, including but not limited to the Department of Health and Human Services, the Comptroller General or their designee(s), Centers for Medicare/Medicaid Services, Pennsylvania Departments of Health, Human Services, and Insurance (DOH, DHS, PID/DOI), the National Committee for Quality Assurance (NCQA) and the Department of Labor.

HPP maintains various business records for various business purposes. Each type of record is further defined in the policy and covers electronic, financial, medical, permanent and non-permanent, and operational records, as well as those not subject to retention.

Any questions related to whether or not a material is able to be destroyed should be directed to HPP's Office of General Counsel.

Various Acts/Laws applicable to HPP's business:

In HPP's Compliance Program, we provide detailed information to our employees and our vendors about the role of various Acts and Laws regarding HPP's business in

federal and state health care programs such as but not limited to the federal False Claims Act, the Deficit Reduction Act of 2005, the federal Program Fraud Civil Remedies Act, the Federal Anti-Kickback Statute, Anti-Trust Laws, the Stark Law, and, applicable state false claims laws in preventing fraud, waste, and abuse in government health care programs. This COBC recommends that employees review the Compliance Program for further information regarding this topic, and all other topics covered therein, as compliance with the Compliance Program is required of our employees and our applicable vendors.

Disciplinary Standards for Employees for COBC Violations

For details related to disciplinary actions that may be taken against employees for violations pertaining to the Personal Standards of Conduct, please refer to the section of the Employee Handbook titled “Corrective Counseling and Performance Management”. For examples of infractions determined to be violations of the Personal Standards of Conduct, please refer to the section of the Employee Handbook titled “Personal Standard of Conduct.” The seriousness of the violation of the Personal Standards of Conduct will determine the disciplinary action to be administered.

As it pertains to disciplinary standards for COBC violations, HPP is committed to maintaining well-publicized disciplinary standards through the implementation of policies and procedures which encourage good faith participation in the compliance program by all affected individuals. Disciplinary standards include policies and procedures that articulate HPP’s expectations for identifying noncompliance or unethical behavior, reporting actual or suspected concerns, assisting in their resolution, and providing for timely, consistent, and effective enforcement of the standards when such behavior is determined. HPP’s disciplinary policies and procedures reflect clear and specific disciplinary standards, and describe our expectations for the reporting of compliance issues including noncompliant, unethical or illegal behavior.

Disciplinary action must be administered consistently and in a non-discriminatory manner. It must be fair and equitable, appropriate to the seriousness of the violation and consistent with HPP’s Human Resources policies and procedures. Depending on the severity of the violation, progressive steps in the disciplinary action process may be omitted if appropriate in order that immediate corrective measures, including termination, can be taken.

The intent of the disciplinary process is to improve performance and eliminate noncompliance, misconduct, or corporate violations. For the most effective use of disciplinary action, it is necessary that all employees be familiar with the scope of their job responsibilities, applicable laws and regulations, HPP policies and departmental requirements so that infractions are quickly and accurately identified.

No employee shall be disciplined solely because s/he reported what was reasonably believed to be an act of wrongdoing or a violation of the COBC Program. Procedurally, a thorough investigation must be conducted before disciplinary action is administered. Depending on the situation, the investigation may be conducted by the supervisor,

manager, Human Resources, Compliance Officer, HPP's General Counsel, or outside entity. If management determines after a thorough investigation that action beyond counseling is warranted, it is the duty of the appropriate supervisor or manager to initiate disciplinary action in accordance with their departmental policies and procedures or, in the absence thereof, with HPP's Human Resources policy.

Depending on the situation, the supervisor or manager may need to discuss action(s) with the next level of management, the Compliance Officer, General Counsel, or Human Resources to ensure appropriate applicability, documentation, and procedural steps. The nature and seriousness of the infraction, all relevant facts and information, as well as any mitigating or aggravating circumstances should be considered when formulating disciplinary action.

The level of discipline assessed for all violations should be determined on a case by case basis, and HPP must be able to demonstrate that disciplinary standards are enforced in a timely, consistent and effective manner. All violations impacting regulatory Compliance must be brought to the attention of the Compliance Officer irrespective of any prior Compliance involvement.

It is the responsibility of Human Resources, Compliance, General Counsel, management staff, and other parties relevant to the infraction to periodically review records of discipline to ensure disciplinary actions are appropriate to the seriousness of the violation, fairly and consistently administered and imposed within a reasonable timeframe. HPP's Human Resources reserves the right to consider including compliance as a measure on an individual's annual performance review.