





CODE OF CONDUCT

Introduction

Trinity Health Integrated Care ("THIC") is committed to providing high quality, cost-effective patient-centered care for Medicare beneficiaries and conducting its operations in compliance with all laws and regulations and with the highest professional and ethical standards. All THIC colleagues, chapters, contractors, providers and suppliers (hereinafter referred to as "ACO Participants") play an integral role in helping achieve these goals.

This Code of Conduct has been adopted by the THIC Board of Directors in support of the THIC's Integrity and Compliance Program. The Code of Conduct describes standards by which all ACO Participants are expected to conduct themselves when working for or on behalf of THIC. ACO Participants are expected to adhere to both the spirit and letter of the Code of Conduct and to follow all THIC policies and procedures as applicable to their role and responsibilities in THIC.

If you are employed by an organization that is not owned by Trinity Health¹, you may be subject to requirements of your own organization's compliance program, code or standards of conduct, etc., in addition to THIC's Code of Conduct. Likewise, if you are employed by a Trinity Health organization the requirements of Trinity Health's Integrity & Compliance Program, Code of Conduct and applicable policies and procedures also apply.

Expectations of all THIC Participants

Honest and Lawful Conduct: THIC and all ACO Participants will abide by all laws and regulations applicable to THIC's operations, including requirements of the MSSP model participation agreement between THIC and the Centers for Medicare and Medicaid Services ("CMS") ("Participation Agreement"). All ACO Participants are expected to support this commitment by maintaining a high level of integrity and honesty in their activities involving THIC.

Quality of Care: THIC treats all patients with respect and dignity, providing care that is both necessary and appropriate. THIC is committed to providing high quality health care to Medicare patients and to delivering health care services in an ethical, professional and effective manner. THIC is committed to delivering people-centered, high quality health care services with compassion, dignity and respect for each individual. Medical care decisions are to be made with the best interests of our patients in mind.

¹ Trinity Health includes the System Office and all Ministries and Subsidiaries.



No Reduction in Medically Necessary Services: THIC is committed to improving health, enhancing quality of care, and lowering the costs of health care services provided to Medicare patients. THIC and ACO Participants may not engage in any practice or activity that would reasonably be expected to have the effect of denying or discouraging the provision of medically necessary services to Medicare patients.

At-Risk Beneficiaries: THIC and ACO Participants may not take actions intended to avoid treating "At-Risk Beneficiaries." At-Risk Beneficiaries are Medicare patients with high risk scores, high costs due to two or more hospitalizations or emergency room visits in a year, are dually eligible for Medicare and Medicaid, have a high utilization pattern, have one or more chronic conditions, have had a recent diagnosis that is expected to result in increased cost, are entitled to Medicaid because of a disability, are diagnosed with a mental health or substance abuse disorder, or meet other such criteria as specified by CMS.

Beneficiary Choice: THIC and ACO Participants are prohibited from engaging in practices or adopting policies that restrict or diminish the right of Medicare beneficiaries to exercise their basic freedom of choice to obtain health care services from practitioners who are not THIC providers and suppliers. THIC and ACO Participants may communicate to Medicare beneficiaries the benefits of receiving care from Trinity Health providers and suppliers subject to CMS' approval of such materials and activities as discussed in the marketing activities section below.

Gifts to Beneficiaries: THIC and ACO Participants are prohibited from offering or providing gifts or other remuneration to Medicare beneficiaries, either individually or on behalf of THIC, as inducements for receiving services or remaining in THIC, or with a particular provider within the THIC.

Limited in-kind items or services may be provided to Medicare beneficiaries aligned with THIC for free or below fair market value provided they are reasonably connected to the medical care of the beneficiary and 1) are preventative care items or services; or 2) advance a clinical goal of the Medicare beneficiary, such as adherence to a treatment regime, adherence to a drug regime, adherence to a follow-up care plan, or management of a chronic disease or condition. Programs providing limited in-kind items or services to Medicare beneficiaries will be approved by the ACO Board of Directors or a committee authorized by the ACO Board of Directors to consider and act on such programs.

No Discrimination: THIC prohibits any form of discrimination in the provision of services to Medicare patients. ACO Participants may not deny, limit, or condition medically necessary services to patients on the basis of race, color, religion, gender, sexual orientation, marital status, national origin, citizenship, age, disability, or any other characteristic protected by law or any factor that is related to health status, such as nature and extent of medical condition, medical history, or genetic information.

Licensure: All individuals and entities providing care to THIC patients will be properly licensed and possess the necessary experience and expertise to deliver high quality, effective care. Only qualified



ACO Participants with proper licensure or certification are permitted to make clinical assessments or to develop plans of treatment for patients. ACO Participants will confirm licensure of all employees, agents and contractors rendering services to THIC patients. Complying with licensure requirements is an important component of THIC's commitment to ensuring that patients receive high quality, effective care.

Quality Data, Certifications and Other Information Reporting: THIC must periodically submit quality data, certifications and other information to CMS. All ACO Participants are expected to cooperate in the gathering, recording, and submitting of such data and information in a timely, accurate and complete manner in accordance with all program requirements. All certifications and other reports submitted to government agencies will be filed timely, accurately and in accordance with the Participation Agreement and CMS requirements.

Marketing Activities: THIC will adhere to all federal and state laws and MSSP program requirements governing marketing activities. THIC will not use incorrect or misleading information in marketing materials. All marketing materials used in connection with the MSSP must be submitted to CMS for approval prior to use. These include, but are not limited to, materials such as brochures, advertisements, outreach events, letters to beneficiaries, web pages, mailings, social media, or other activities conducted by or on behalf of THIC, or by THIC Participants, when used to educate, solicit, notify, or contact Medicare beneficiaries regarding THIC.

The following communications do not require CMS approval prior to use: materials that do not directly or indirectly reference THIC or ACO Participants, materials that cover beneficiary-specific billing and claims issues, educational information on specific medical conditions (for example, flu shot reminders), referrals for health care items and services, and materials or activities that do not constitute "marketing" under the HIPAA Privacy Rule.

Benefit Enhancements: THIC and ACO Participants will comply with CMS eligibility, reporting, and other requirements pertaining to any Benefit Enhancements which THIC and ACO Participants elect to participate and which CMS has approved.

Performance Distributions: All distributions of shared savings or losses or other incentive-based payments connected with THIC will be made in accordance with methodologies approved by the THIC Board of Directors or a committee(s) authorized by the ACO Board of Directors to consider and approve such methodologies. Distributions will be reasonably related to the purpose of THIC as determined by the THIC Board of Directors. No distributions will be based on the value or volume of referrals between participating THIC providers.

Privacy and Security of Patient Information: Federal and state laws require THIC and ACO Participants to maintain the privacy and security of Medicare beneficiaries' protected health information ("PHI") in



all forms – paper, electronic records, films and images, and verbal discussions. All ACO Participants will keep such PHI confidential, except when disclosure is authorized by the patient or permitted by law. THIC and ACO Participants will adhere to the provisions of CMS' Data Use Agreement which limits the use of CMS-provided beneficiary data and reports to activities related to coordinating and improving the quality and efficiency of care provided to THIC Medicare beneficiaries.

Beneficiary Rights to Opt Out of Data Sharing: Upon request, THIC and ACO Participants will provide Medicare beneficiaries information regarding their right to opt out or modify their data sharing preferences in accordance with the CMS Participation Agreement requirements, including utilization of CMS approved posters and letters.

Eligibility to Participate in Federal and State Health Care Programs: THIC and ACO Participants will not knowingly hire, employ, contract, or do business with any individual or entity excluded, debarred, or otherwise ineligible to participate in federal or state health care programs such as Medicare and Medicaid, or whose officers, directors or employees are excluded from participating in federal or state health care programs. ACO Participants are responsible for taking all necessary steps to ensure their employees involved in providing goods or services to THIC, directly or indirectly, remain eligible to participate in federal and state health care programs.

Documentation, Coding and Billing: All ACO Participants will adhere to laws and regulations governing the billing, coding and documentation requirements for medical services billed to Medicare. All billing, coding and documentation must be accurate and truthful. Only medically necessary services that are consistent with accepted standards of medical care may be billed. Billing and coding is to be based on adequate documentation of the medical justification for the service provided and for the claim submitted, and medical documentation must comply with applicable Medicare requirements. Only codes that correspond to the service rendered and documented are to be used.

Cooperation with THIC Integrity and Compliance Program: All ACO Participants will cooperate with and support THIC's Integrity and Compliance Program through adherence to the standards described herein and participation in activities such as:

- Periodic auditing and monitoring activities, including allowing THIC staff or agents to conduct audits of ACO Participants' medical records documentation, quality data collection, and claims submission, as applicable to the ACO Participant's participation in THIC;
- Compliance and other training of ACO Participants, including distribution of compliance communication and training materials such as this Code of Conduct to employees;
- Implementation of procedures to ensure the accurate collection, submission or transmission of quality data required by participation in the MSSP program; and



- Responding to compliance audits, investigations, reviews and inquiries, and implementation of corrective actions, as needed.

Compliance with Fraud and Abuse Laws: Federal and state laws prohibit the exchange of anything of value in order to induce or reward patient referrals for business payable by a federal or state health care program. In accordance with these laws, THIC and ACO Participants will not offer, solicit, pay or receive anything of value, directly or indirectly, for referring a patient or furnishing or arranging for a good or service payable by a federal, state or other third-party payer. All referral decisions will be based solely on the health care needs of THIC patients.

Conflicts of Interest: A conflict of interest exists whenever an individual's outside personal or financial interests influence, or appears to influence, decisions made involving THIC. ACO Participants are expected to exercise good judgment, maintain objective business relationships with external parties conducting business with THIC, and avoid conflicts of interest. THIC decisions are to be made fairly and objectively, without favor or preference based on personal considerations. ACO Participants may not use their positions or knowledge gained through their relationship with THIC for personal advantage. ACO Personnel may occasionally find their duties to THIC in conflict, or may appear to be in conflict, with other relationships and responsibilities. Such matters should be disclosed to the individual's supervisor, a higher-level manager or THIC's Integrity and Compliance Officer to ensure appropriate actions are taken to manage potential conflicts of interest.

Investigation of Alleged Fraud, Waste and Abuse: THIC will promptly investigate any reports of alleged violations of law, regulations or policies related to THIC activities and will timely report probable violations of law to appropriate law enforcement agencies in accordance with the Participation Agreement requirements. ACO Participants are expected to fully cooperate in such investigations and, where appropriate, in taking corrective actions in response to matters identified, as needed. The Federal False Claims Act and similar state laws make it a crime to present a false claim to the government for payment. These laws also protect "whistleblowers" (people who report noncompliance or fraud, or who assist in investigations) from retaliation. THIC strictly prohibits retaliation or reprisal against individuals exercising their rights under the Federal False Claims Act or similar state laws.

Reporting Issues and Concerns: THIC promotes an environment that encourages all ACO Participants to seek answers to questions and to report issues and concerns. ACO Participants are expected to report, in good faith, any actual or suspected fraud, waste, and abuse, violations of law, regulation, or THIC policies.

ACO Participants may at any time report compliance matters directly to the THIC Integrity and Compliance Officer by calling the ACO Integrity and Compliance Hotline at 866-477-4661. The ACO Integrity and Compliance Hotline is staffed 24 hours a day, seven days a week, by an outside organization and callers have the option to remain anonymous if they so choose. Alternatively,



individuals may file an online report at www.mycompliancereport.com using "THO" as the access code ID.

No Retaliation: THIC prohibits retaliation, in any form, against any individual reporting issues and concerns in good faith. Retaliation is subject to discipline up to, and including, termination of employment or participation in THIC. THIC will attempt to maintain, within limits of the law, the confidentiality and identity of individuals reporting issues and concerns.

APPROVALS

Initial Approval: Approved by THIC Board of Directors February 28, 2017

Subsequent Review/Revision(s): December 2019