



commonwealth
care alliance®

CODE OF CONDUCT

COMMITMENT TO COMPLIANCE

Updated December, 2019

Commonwealth Care Alliance, Inc.®
Commonwealth Care Alliance Clinical Group
Commonwealth Community Care

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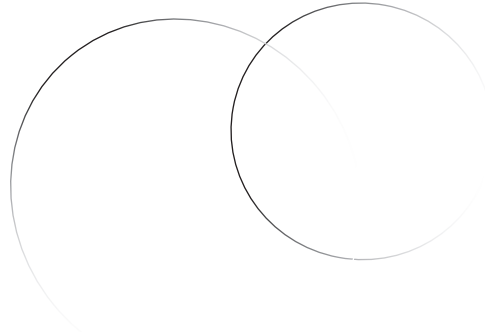
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Corporate Commitment to Compliance



Commonwealth Care Alliance, Inc. (“CCA”), and its affiliates and subsidiaries are committed to providing the highest quality healthcare services to our members and to carrying out our mission while conducting ourselves in an ethical and legal manner. Every employee is charged with maintaining the trust and confidence of all our customers, which includes CCA members, business partners, the State and Federal Governments and our co-workers.

The Code of Conduct describes CCA’s standards of integrity and provides guidance for our workforce. It has been developed with the full support and approval of the Board of Directors and senior leadership. I believe that trust is key to the success in any organization, and ethical conduct is the foundation upon which trust is built. Each one of us at CCA has the opportunity to promote an ethical culture by acting with integrity, respecting co-workers, bringing forward concerns without the fear of retaliation, and using the Code of Conduct in making principled decisions.

Adherence to CCA’s Code of Conduct is non-negotiable and is a condition of employment. The Code of Conduct is an essential pillar of CCA’s Compliance Program. The standards outlined in the Code of Conduct help us identify, understand and mitigate compliance risks in our job responsibilities. The Code of Conduct is intended to supplement to CCA’s policies and procedures and the Employee Handbook. It establishes what “doing the right thing” means at CCA.

Our members, physicians, nurses and other health care providers, government regulators, and other constituents of the health care community with whom we interact all depend on CCA to maintain the highest standards of ethical conduct, information security and confidentiality. By ensuring that we consistently adhere to these standards, our collective dedication to upholding the Code of Conduct will keep us on the path of continued excellence and future success.

Christopher D. Palmieri

A handwritten signature in black ink, appearing to read 'Chris Palmieri', written in a cursive style.

President and Chief Executive Officer

Section 1

Code of Conduct – CCA’s Commitment to Compliance and Ethics

The Code of Conduct serves as the ethical framework and is a compilation of the ethical and legal guidelines pursuant to which all persons directly engaged in work on behalf of CCA including all Commonwealth Care Alliance, Commonwealth Care Alliance Clinical Group and Commonwealth Community Care employees, volunteers, students, trainees, independent contractors, vendors or temporary employee (“Workforce”), and the Board of Directors (“Board”) are to carry out their professional duties. CCA expects all Workforce and Board to act ethically and responsibly by obeying all applicable federal and state laws, regulations, and Medicare and Medicaid program requirements.

The Code of Conduct does not identify every issue or question that may arise during the course of our work. Our business is governed by a series of dynamic and complex laws, rules and regulations. CCA’s Code of Conduct is a guideline which CCA uses to determine our process for making and implementing decisions. While the Code of Conduct provides guidelines for ethical behavior, in some instances, a more comprehensive CCA policy and procedure may apply. We hope that you find this Code of Conduct helpful. However, if you have questions regarding any aspect of this Code of Conduct, please contact CCA’s Chief Compliance Officer or Chief Legal Officer for more information or clarification.

You are responsible to read, understand and adhere to the Code of Conduct and CCA policies and procedures and to understand that each individual employed by or associated with Commonwealth Care Alliance, Commonwealth Care Alliance Clinical Groups and Commonwealth Community Care and any of its affiliates is responsible for promoting compliance as part of your day-to-day responsibilities. You are required to report, in good faith, any suspicion of non-compliant, unethical or illegal behavior. All suspected violations of the Code of Conduct or policies and procedures are taken seriously, investigated and resolved as timely as possible.

Maintaining compliance with the Code of Conduct and the Compliance Program is a condition of your employment and/or engagement with CCA. Managers are responsible for assisting their staff in understanding and applying the standards set out in the Code of Conduct.

Section 2

Your Responsibilities as Members of CCA's Workforce and Board of Directors

Uphold the Code of Conduct and Policies and Procedures

As members of CCA's Workforce, we are all required to conduct company business in accordance with all applicable federal and state laws, regulations, policies, procedures and contractual requirements. We must also conduct ourselves ethically and with integrity. As a condition of employment, all members of CCA's Workforce is required to regularly review and acknowledge an understanding of this Code of Conduct.

Promptly Report Violations and Compliance Concerns

As members of CCA's Workforce or the Board, we all have an obligation to, in good faith, report concerns involving suspected ethical or compliance violations. Compliance concerns include suspected incidents of fraud waste or abuse, information privacy or security, and violations of applicable laws, rules, regulations and/or this Code of Conduct. To report a compliance concern, you should, when possible, first raise the concern with your manager. If this is uncomfortable or inappropriate, then the concern should be reported using reporting mechanisms outlined in "Methods for Reporting a Compliance Concern" below.

CCA makes every effort within the limits of the law to keep confidential the identity of an individual who reports possible misconduct. There will be no retribution, retaliation or discipline to anyone who, in good faith, reports a suspected violation. Anyone who deliberately makes a false accusation with the purpose of harming CCA or harming or retaliating against any other individual in the Workforce may be subject to disciplinary action up to and including termination.

Methods for Reporting a Compliance Concern

1. Directly to your Manager or Supervisor
2. Direct Communication with CCA's Chief Compliance Officer
Jim Moran (jmoran@commonwealthcare.org) 617.426.0600 x6991
3. Report (can be anonymous) on the Compliance Hotline 1.800.826.6762

After reporting a concern, if you feel that the reported issue has not been addressed adequately by CCA, you can contact the Office of Inspector General (OIG) at 1.800.447.8477 to report the concern. CCA enforces its policy of non-retaliation for any employee who reports a compliance concern, in good faith, using any of the methods described above.

Please refer to CCA's Policy and Procedure "Reporting, Investigating and Externally Reporting a Compliance Concern" for more information.

Questions and Answers Regarding Reporting Compliance Concerns

Q: Do I need to identify myself if I call the Compliance Hotline or complete CCA's online form on CCA's intranet, CommonGround?

A: Anonymous reports may be made using the Compliance Hotline or eform on CommonGround. You should be prepared to provide enough information about the incident to allow CCA to initiate an investigation. All reports will be treated in a professional and discreet manner.

Q: Will I be informed if my concern was investigated and/or the outcome of the investigation?

A: All reported compliance concerns are taken seriously. When appropriate, formal investigations will be promptly conducted. If you have identified yourself, you may be informed of the outcome of the investigation, as appropriate. Given the sensitivity of some reported concerns, it may not be possible to share specific details of the outcome of the investigation.

Compliance Training and Education Requirements

All members of CCA's Workforce and Board are required to complete Compliance Training and Education which may include:

1. General Compliance Training, including an overview of HIPAA, the Code of Conduct, and Fraud, Waste and Abuse within the first 90 days of employment, engagement or appointment;
2. Second-level HIPAA, Fraud Waste and Abuse and Code of Conduct training to be completed within the first 90 days of employment, engagement or appointment;
3. Annual Compliance Training; and
4. Additional training, when appropriate, for significant regulatory or contractual changes.

Questions and Answers Regarding Compliance Training and Education Requirements

Q: I am a nurse and have worked at a health plan before. Will I still need to complete all of the compliance training requirements?

A: Yes. CCA's Compliance Training and Education requirements are specific to CCA's business. Regulations require that Workforce complete a series of compliance training within 90 days of hire at CCA.

Q: There will be a new senior executive starting with CCA. Are they required to complete in the Compliance Training and Education requirements?

A: Yes. Workforce, including Senior Leadership, as well as our Board members are required to complete components of CCA's Compliance Training and Education Program.

Participation in Audits and Investigations

As a member of Workforce or Board, you may be required to cooperate with and participate in audits or investigations conducted by CCA staff or by regulatory bodies or their designees. You are required to provide all requested information, materials and facts to ensure completion of the request. CCA takes all audits and investigations seriously and implements corrective action plans as necessary. No workforce member should impede any audit or investigation.

Questions and Answers Regarding Participation in Audits and Investigations

- Q:** I received a notice from a vendor asking for CCA to submit records to assist in an audit to be conducted by the Massachusetts Attorney General, what should I do first?
- A:** Contact CCA's Chief Compliance Officer immediately to discuss next steps. CCA is committed and required to provide all necessary information.

Section 3

Compliance with the Law

We all must conduct business in accordance with all applicable federal, state and local laws, rules and regulations and contractual obligations. If you have any questions or concerns about the applicability of a law, rule or regulation, please contact a member of the Department of Regulatory Affairs and Compliance at CCA_Compliance@commonwealthcare.org

Office of Inspector General/GSA Excluded Parties and CMS Preclusion Lists

CCA may not make payment of federal or state dollars for items or services furnished or prescribed by an excluded individual or entity. CCA must review the Office of Inspector General (OIG) List of Excluded Individuals and the GSA Excluded Parties Lists System and the CMS Preclusion List prior to hiring, appointing or contracting with any new Workforce, vendor, contractor, consultant or Board member. In addition, CCA reviews these lists monthly to ensure that no one becomes excluded from participation in federal or state programs.

Fraud, Waste and Abuse

As a member of CCA's Workforce, we must be able to identify potential issues of fraud, waste and abuse. You are expected to report any suspected cases of fraud, waste or abuse to the Fraud, Waste and Abuse team:

FWA_Team@commonwealthcare.org

You may also report through one of the reporting mechanisms described in above Section 2.

The following defines what constitutes fraud, waste and abuse:

- **Fraud** is defined as knowingly, intentionally and willfully executing, or attempting to execute a scheme or artifice to defraud any health care benefit program; or to obtain, by means of false or fraudulent pretenses, representations, or promises, any money or property owned by or under the custody or control of any health care benefit program.
Examples of fraud include, but are not limited to: a provider billing for services not rendered; or a member knowingly sharing their CCA ID card with a non-CCA member to obtain services.
- **Waste** is defined as the overutilization of services, or other practices that directly or indirectly result in unnecessary costs. Waste is generally not considered to be caused by criminally negligent actions but rather the misuse of resources.
Examples of waste include, but are not limited to: a mail order pharmacy sending medications to members without first confirming the member still needs them; or a physician ordering tests for patients that are not medically necessary.
- **Abuse** involves payment for items or services when there is no legal entitlement to that payment even when the provider has not knowingly and/or intentionally misrepresented facts to obtain payment.
Examples of abuse includes a medical professional providing treatment to a patient that is inconsistent with the diagnosis.

Fraud, Waste and Abuse Program

CCA has a Fraud, Waste and Abuse Program as well as specific policies and procedures designed to prevent, detect, investigate, mitigate and appropriately report suspected cases of fraud, waste and/or abuse. CCA is subject to several laws and regulations pertaining to fraud, waste and abuse, including, but not limited to, the federal Anti-Kickback Statute, the False Claims Act, the Massachusetts False Claims Law and the Stark Law.

Questions and Answers Regarding Fraud, Waste and Abuse

Q: If I suspect a case of fraud what should I do?

A: Contact CCA's Special Investigative Unit/FWA Team at FWA_Team@commonwealthcare.org. If you would prefer to report the case anonymously, you may use the Compliance Hotline at 1.800.826.6762.

Q: If I participate in a government investigation of a false claim, can I be fired?

A: No. Under the Whistleblower Protections of the False Claims Act and the Massachusetts False Claims Law, no employer may discharge, demote, suspend, threaten, harass, deny promotion to, or in any other manner discriminate against an employee because of lawful acts committed by that employee on behalf of the employee or others in disclosing information to a government agency to further a false claim investigation.

Accuracy of Records

Accuracy and reliability in the preparation of all business records, including accurate bid submission, is mandated by law and is of critical importance to CCA's decision-making processes and to the proper adherence to financial, legal, and reporting obligations. Workforce must record, organize, and report information and transactions in all records, books, and documents in an accurate manner and in accordance with applicable laws, regulations and policies and procedures.

Record Retention

CCA preserves and maintains company records in accordance with document retention policies and current laws, rules and regulations for at least 10 years, unless otherwise required. In some circumstances, such as litigation or government investigation, special care must be taken to avoid destruction of relevant documents. Any questions on the proper retention period for a record or restrictions on discarding records should be directed to one's manager, CCA's Privacy Officer or Chief Compliance Officer.

CCA's Information Privacy and Security Officer is Andy Seale. You can reach Andy at aseale@commonwealthcare.org or at 617.426.0600 x3992.

Antitrust

Antitrust laws exist to ensure that the market for goods and services operates competitively and efficiently. These laws are complex, and carry both civil and criminal penalties which can be imposed on individuals as well as the organizations they represent. As members of CCA's Workforce, we must take care when engaging in conversations with competitors. You should not engage in any kind of agreement or business practice that restricts free and fair competition and is never to engage a competitor in discussions regarding product prices. Any questions should be directed to CCA's Chief Legal Officer.

Anti-Kickback Statute

CCA does not accept or offer incentives, other than as permitted by law, in exchange for referrals of business to providers or vendors. Violation of the Anti-Kickback Statute is a serious offense and carries both civil and criminal penalties for individuals as well as for CCA. In addition, violations could lead to exclusion of CCA from participation in federally funded health care programs such as Medicare and Medicaid.

The [Anti-Kickback Statute](#) is very broad and complex. For example, a seemingly innocent donation to CCA of free goods or services by a medical vendor could be considered a prohibited kickback under certain circumstances. Workforce, especially those who manage our relationships with providers and vendors, must be vigilant in identifying potential violations of the Anti-Kickback Statute and immediately bring them to the attention of the Chief Legal Officer or Chief Compliance Officer.

Please refer to CCA's Policy and Procedure "AntiKickback and Stark Law" for more information.

Federal False Claims Act & Massachusetts False Claims Law

The federal [False Claims Act](#) is designed to combat fraud and recover losses resulting from fraud in federal programs (such as Medicaid and Medicare), purchases or contracts. In addition to the federal law, the Commonwealth of Massachusetts has a state [False Claims Law](#). Under the federal and state laws, as a member of CCA's Workforce, you are obligated to report any instances of false claims.

Both the federal and the state laws provide "whistleblower" protections to those who report false claims. A member of the Workforce has the right to file a civil suit on behalf of the government for a violation of the False Claims Act. The law contains important protections for you. An employer may not discharge, demote, suspend, threaten, harass, deny promotion to, or in any other manner discriminate against you in the terms or conditions of employment because of the lawful act of disclosing information to a government or law enforcement agency in furthering a false claims action.

Please refer to CCA's Policy and Procedure "Deficit Reduction Act, False Claims Act and Whistleblower" for more information.

Stark Law

The Stark law places a limitation on certain physician referrals. It prohibits physician referrals of designated health services for Medicare and Medicaid patients if the physician or an immediate family member has a financial relationship with CCA. A financial relationship includes ownership, investment interest, and compensation arrangements. Please refer to the overview of the [Stark Law](#) legislation for more information.

Questions and Answers Regarding Compliance with the Law

Q: My manager has directed me to do something that I believe is against the law and unethical. I'm afraid that if I don't do what I am asked, my job will be in jeopardy. What should I do?

A: Discuss the situation with your manager to be certain that you understand the request and that he/she is fully aware of your concerns. If you are unable to do this or if the conversation does not resolve the matter to your satisfaction, contact CCA's Chief Compliance Officer. You may also contact the Compliance Hotline to express your concern anonymously.

Section 4

Commitment to Our Members

As stated in our mission, CCA is committed to providing high quality healthcare services to members while conducting business in an ethical manner. To succeed in our mission, we must maintain our members' trust. To maintain the trust and high-quality services we provide to our members, we must:

- Within reasonable timeframes, provide our members with services that are consistent with our contractual and regulatory benefit requirements and our internal policies and procedures;
- Timely and accurately pay claims to our providers who serve our members;
- Ensure we maintain confidentiality of all member information at all times;
- Comply with all applicable laws and regulations that mandate how we administer our programs;
- Comply with all requirements governing our sales and marketing activities to members and prospective enrollees; and
- Serve our members with respect, honesty and integrity at all times.

Section 5

Confidentiality

Confidentiality of Member and Workforce Information

As a “covered entity”, CCA must abide by federal [Health Insurance Portability and Accountability Act \(HIPAA\)](#) and [Health Information Technology for the Economic and Clinical Health Act \(HITECH\)](#) regulations and [Massachusetts Privacy laws](#), and established policies and procedures for protecting patient information. All Workforce should be familiar with all information privacy and security policies and procedures to ensure, to the extent possible, that all member information is consistently treated in a confidential and respectful manner. CCA may use or disclose medical or personal information of members only as necessary to conduct required business, care management, approved research, quality assurance/measurement activities or when authorized to do so by a member or as required by law. In cases of emergency, CCA may need to disclose member information as allowed by law. CCA has a series of policies and procedures that carry out the requirements of these laws. Anyone who violates these policies may be subject to disciplinary action in accordance with CCA’s Employee Discipline Policy.

Confidential information within CCA is to be shared on a need-to-know (Minimum Necessary Standard) basis to complete the assigned task. At a minimum:

- All member records and information shall be kept in a secure location at all times;
- Member information should never be discussed in public areas;
- Electronic member information shall be accessible only to authorized personnel;
- All open work areas should be cleared of confidential member, proprietary and employee information;
- E-mail of protected health information, personally identifiable information, and identifiable financial information or personal financial information that is sent outside of the CCA internal systems must be sent in an encrypted format;
- Workforce is not to post member information on social media; and
- Workforce is not to share their password, request another’s password or allow others to use their workstation while they are logged into a computer.
- Use of unauthorized software products on CCA systems is prohibited.

As a condition of employment, you may periodically be required to acknowledge receipt and understanding of the policies and procedures on confidentiality and the consequences of violating these policies.

Periodic unannounced workspace privacy audits are conducted to detect privacy violations and Privacy and Security staff works with the appropriate managers to rectify any violations and to mitigate the risk of future violations.

Confidentiality of Business Information

As a Massachusetts employer, CCA must take the necessary steps to safeguard the personal and financial information of our Workforce and business associates. As a member of CCA's Workforce, you are obligated to keep all trade secrets or other proprietary information of CCA confidential. The protection of confidential business information and trade secrets is vital to the interests and the success of CCA.

"Confidential Information" shall include any scientific, technical, trade, strategic, business or other information, oral or written, which is treated or identified by CCA as confidential, or could reasonably, from the context of the disclosure, be understood or expected to be confidential, including all inventions (whether or not reduced to practice), product research, projects, discoveries, know-how, methodologies, algorithms, formulas, protocols, reports, member/patient information, financial information, medical information or data, results, observations, computer programs, business plans, customer lists, equipment, patent applications, strategic plans, business opportunities, marketing and sales, employment and compensation information, personal identifiable information, labor relations strategies, hypotheses, research directions, developments, improvements, drawings, designs, specifications, and draft or final regulatory filings. Workforce shall acknowledge that Confidential Information consists of confidential, proprietary information and trade secrets owned by CCA. If, in error, disclosed information includes any identifiable member, Workforce and/or company information that individual shall immediately upon discovering such information, or at CCA's request, return it (and any copies) to CCA and should promptly notify CCA's Information Privacy & Security Officer.

Intellectual Property and Trade Secrets

CCA respects the valid legal rights of others to their ownership of intellectual property. Intellectual property rights are derived from laws granting patent, copyright, trade secrets and trademark protections. Intellectual property can take many forms, including, but not limited to:

- Concepts;
- Administrative or clinical programs;
- Processes or products;
- Copyrighted publications;
- Computer software;
- Patentable inventions;
- Trademarks;
- Copyrights;
- Trade secrets;
- Marketing plans and financial information; and
- Logos

CCA Workforce is prohibited from reproducing any copyrighted work, including copyrighted computer software, without express written permission of the copyright owner or its authorized agent, as required by law.

To avoid violating the rights of others, it is important to obtain prior clearance from CCA's Chief Legal Officer if an individual has concerns about intellectual property ownership or is adopting product identifications such as trade names or trademarks.

CCA owns all intellectual property that it makes, creates, develops, writes or conceives either on its own or with another individual while employed by or contracted with the company whether developed during working hours or not.

As a member of CCA's Workforce, you may not use or disclose CCA's trade secrets or confidential information except in the performance of their duties for CCA. This obligation to protect and not misuse CCA's trade secrets and confidential information applies both during employment and after the termination of employment, contract, business venture or term of service or for as long as any confidential information remains confidential. Any member of the Workforce who violates this restriction will be subject to disciplinary action, up to and including termination of employment, contract termination or legal action.

Questions and Answers Regarding Confidential Information

Q: Why is protecting confidential health information so important?

A: Improper use and disclosure of confidential information can invade someone's privacy, damage their reputation, cause embarrassment, violate federal and/or state privacy laws and invite lawsuits. Improper uses and disclosures violate CCA's agreements and contracts with government agencies. Federal and state privacy laws carry significant penalties, including possible criminal and/or civil penalties for violations. The privacy and confidentiality of each member's health and claims information must therefore be protected at all times in accordance with CCA's policies and procedures

Section 6

Conflicts of Interest, Business Courtesies and Member Gifts

Conflicts of Interest

A conflict of interest arises when you, or a family member, directly or indirectly, engage in outside activities or have a financial or other interest that might influence your judgment or affect your ability to make an objective decision that is in CCA's best interest. The appearance of a conflict of interest can be just as harmful to CCA as an actual conflict. Simply put, any such activities or interests are not allowed without disclosing the potential conflict and obtaining the consent or waiver from CCA beforehand. Some examples of potential conflicts of interest include, but are not limited to:

- Maintaining full-time employment outside of CCA
- Acting as a consultant, advisor, employee or independent contractor with a CCA competitor, customer or vendor
- Owning any significant interest (other than as a shareholder of a publicly traded company) in any business or organization that does or seeks to do business with CCA
- Investments and financial interests in business partners

Workforce must disclose any potential conflicts of interest to the Chief Compliance Officer before becoming engaged in outside activities or relationships that could violate CCA's conflict of interest policy. Additional disclosure and other requirements apply to employees at the level of director or above, and Board members. Please refer to the "Conflicts of Interest Policy" for additional information.

Employment with CCA is subject to terms and conditions of this Code of Conduct, including guidelines relating to Outside Employment and Conflicts of Interest. Any outside employment, business interest or investment in the business that could interfere with the performance of work duties or which would require time during ordinary business hours must be disclosed upon hire. Applicants should discuss any outside/secondary employment which may present a conflict of interest with their manager or supervisor.

Reporting of Conflicts of Interest

If you believe that you have a conflict of interest, please contact the Chief Compliance Officer for assistance in determining whether a conflict exists.

- Jim Moran (jimoran@commonwealthcare.org) 617.426.0600 x6991

Questions and Answers Regarding Conflicts of Interest

Q: My spouse works for a company in which CCA may contract with. Is this a conflict of interest?

A: As long as your role within CCA does not influence or encourage CCA to contract with your spouse's company, it is not considered a conflict of interest. However, you should report this potential conflict of interest to the Chief Compliance Officer for final determination.

Q: I have an outside business selling various health and beauty products. Can I use common office space (e.g. bulletin boards in common areas) to advertise these products to co-workers?

A: No. While you may engage in an outside business on your own time (as long as no conflict of interest exists), you may not promote your own products or services on company property. Also, you may not use company facilities, resources (e.g. time, phones, copiers) to conduct personal business activity. company facilities, resources (e.g. time, phones, copiers) to conduct personal business activity.

Extending and Receiving Business Courtesies

While Workforce is not encouraged to receive or extend business courtesies, they may be, at times, in the position to do so. This provides guidance regarding CCA's policies on the receipt and giving of business courtesies. If you have any questions regarding business courtesies, please contact CCA's Chief Compliance Officer or Chief Legal Officer.

Under no circumstances does CCA accept or give kickbacks when obtaining or rewarding contracts, services, referrals, goods or business. A kickback is defined as a means to willfully offer, receive, request or pay anything of value in order to induce or reward referrals of business including goods or services.

Receiving Business Courtesies

An individual accepting gifts, entertainment or other favors from any individual or entity that either (i) does or is seeking to do business with, or is a competitor of CCA; or (ii) has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from CCA under circumstances must not exceed \$15.00 and is not related to any particular transaction or activity of CCA.

Regardless of the value of the gift, if the giving or receiving of a gift would create a conflict of interest or the appearance of a conflict of interest, you may not give or accept the gift.

- **Social or Business Events/Entertainment:** You may accept invitations to a social event from a current or potential business associate in order to further develop a business relationship. These events must not include expenses paid for any travel costs (other than in a vehicle owned privately or by the host company) or overnight lodging. The cost associated with such an event must be reasonable and appropriate. Generally, this will mean that the cost will not exceed \$200.00 per person. Such social events must be infrequent, which as a general rule, means not

more than quarterly and preferably less often. Events that exceed \$200.00 per person, or are more frequent than quarterly, must be approved by the Chief Legal Officer before accepting.

- **Training/Education:** Attendance at a vendor-sponsored workshop, seminar, or training session is permitted. Arrangements that include travel and overnight accommodations at no cost to the Workforce or Board member and must be approved in advance by Chief Legal Officer. Similarly, there are some events where you may be invited to an a vendor's expense to receive information about new products or services. Prior to accepting such invitation, approval by the Chief Legal Officer must be obtained.
- **Honoraria and other Compensation:** Honoraria is typically monetary compensation in exchange for providing professional activities including speaking, participating in advisory panels, focus groups or industry surveys, facilitating meetings or other services related to your work for CCA. If acceptance of an honorarium does not pose a conflict of interest, you may accept an honorarium on behalf of CCA. The employee may not keep the honorarium. Please report any honorarium offered and/or received to CCA's Chief Legal Officer or Chief Compliance Officer.
- **Gifts:** While it is strongly discouraged by CCA, Workforce may accept a gift with a total value of \$15.00 or less in any one year from any individual vendor or organization who has a business relationship with CCA. Cash or cash equivalents, such as gift cards, may not be accepted. Edible gifts are acceptable.
- **Meals:** Modest meals provided during educational events are acceptable.
- **Gifts from Vendors, Contractors or Providers:** Food items may be accepted from vendors, contractors or providers, as long as they are shared with your co-workers. Workforce is not permitted to accept cash, gift certificates or cards, expensive gifts, checks, computers, cell phones, lottery tickets, or similar gifts. Infrequent, inexpensive, or random gifts (e.g. t-shirts, mugs, hats) under \$15 and prizes won in a drawing or raffle from vendors at conferences are acceptable.

All gifts in excess of \$15 in value must be reported to the Chief Compliance Officer.

Workforce **may not accept** valuable tickets, entertainment events, or lavish expenditures from contractors or potential contractors.

Extending Business Courtesies

- **Social or Business Events/Entertainment:** Invitations extended to external parties to attend a social or business event in order to develop a business relationship must be approved in advance by the Chief Legal Officer. During these events, topics of a business nature must be discussed and the host must be present. These events normally should not include expenses paid for any travel costs. Any exceptions to this guideline must be approved by the Chief Legal Officer. The cost associated with such an event, including the cost of meals, must be reasonable and appropriate. Such business entertainment with respect to any individual must be infrequent which, as a general rule, means not more than quarterly.

Business courtesies with Government Employees

Federal and state governments have strict rules and laws regarding gifts, meals and other business courtesies of their employees. CCA does not provide any gifts, entertainment or anything else of value to any employee of the federal or state government. Modest meals and refreshments in connection with business discussions may be provided.

Gifts to and from Members:

Nominal Gifts to Members: Gifts of nominal value used to attract or retain enrollees should be offered regardless of enrollment. CMS requires plans to limit an individual item/service to \$15 or less (based on the retail value of the item) and not to exceed the equivalent of \$75 per year. Gifts cannot be in the form of cash or other monetary rebates. If gift certificates and gift cards are given, they must not be convertible to cash.

Gifts from Members: Homemade or edible items of nominal value may be accepted from a member. Any monetary gifts received from a member must be reported to the Chief Compliance Officer.

Questions and Answers Regarding Gifts Gratuities and Kickbacks

Q: A group of employees worked with an outside consulting firm on an important special project. After successfully completing the project, the consultant presented each member with a travel coffee mug under \$15 in value as a memento of the project. Is it okay to accept this gift?

A: Yes. It is a customary business courtesy, under the \$15 limit and does not give the appearance of improperly influencing your judgment.

Q: A member sent me money as a thank you for a holiday. I know that I cannot accept it. What do I do?

A: In this situation, you should make a reasonable attempt to return the money to the member. If you are unable to do so, the money should be donated to charity with a follow-up to the member alerting him/her of this. The member's name is not to be used when donating for confidentiality reasons. Please inform the Chief Compliance Officer of this donation.

Cooperating With Government Agencies

CCA is committed to complying with the laws and regulations that govern the Medicare and Medicaid programs.

We are all expected to show respect for government and regulatory officials and to cooperate with all reasonable requests for information.

CCA will never take any steps that would impede, obstruct, improperly influence the conclusions of or affect the integrity or availability of any audit, review or investigation.

If you are contacted or approached by any person who identifies himself/herself as a government investigator or regulator must contact the Chief Compliance Officer or Chief Legal Officer immediately. A representative of the Department of Regulatory Affairs and Compliance will assist him/her in following proper procedures for cooperating with the investigation.

Questions and Answers Regarding Cooperating with Government Agencies

- Q:** What should I do if I am contacted by a law enforcement person who requests information related CCA or any of its members or affiliates?
- A:** You should promptly contact CCA's Chief Legal Officer or Chief Compliance Officer of the request and before providing any information. Explain to the individual that company policy requires notification prior to providing any information.

Political Contributions, Political Activity and Community Involvement:

CCA makes donations and contributions, joins various professional associations and sponsors community relations programs to promote CCA's values and mission. CCA is, however, prohibited by law from making political contributions or from reimbursing individuals who make political contributions. While you are encouraged to be active in the community, you cannot seek reimbursement from CCA for political contributions and cannot use CCA facilities for political activity. You are encouraged to vote and participate fully in the political process. However, such political activities must be done on his/her own time and at his/her own expense. CCA prohibits Workforce members from wearing clothing and accessories which implies an affiliation or endorsement between CCA and any political candidate or party

Questions and Answers Regarding Political Contributions, Political Activity and Community Involvement

- Q:** May I, on occasion, do some personal volunteer work monitoring election practices during local elections?
- A:** You may use your paid time off (PTO) to work as a volunteer in election-related activities. No reimbursement will be made by CCA for any expenses which you incur.
- Q.** May I speak at a local club meeting on the issue of health care reform?
- A.** Yes, on the condition that you make it clear that you are speaking for yourself and not in an official capacity for or on behalf of, CCA. If you have any concerns that it may be a conflict of interest, please speak with the Chief Legal Officer.

Section 7

Internal Investigations and Disciplinary Actions

CCA makes every effort to investigate reported compliance concerns promptly and discreetly. The Chief Compliance Officer or their designee reviews the findings from any investigation and immediately recommends corrective action when appropriate. The investigation is conducted in such a way as to maintain confidentiality to the extent practicable under the circumstances.

Notwithstanding any provision of CCA's Employee Disciplinary policy, CCA reserves the right to investigate and take action in response to behavior and conduct which is inappropriate, regardless of whether an actual complaint has been filed.

If it is determined that inappropriate conduct has been committed by an individual of the Workforce, CCA takes such action as appropriate under the circumstances. Such action may range from counseling to termination from employment, and may include such other forms of disciplinary action as is deemed appropriate under the circumstances.

Corrective Action

When an internal investigation substantiates a reported violation, CCA initiates corrective action, including notifying the appropriate governmental agency, instituting appropriate disciplinary action in collaboration with the appropriate manager, and implementing systemic changes to mitigate the risk of recurrence of a similar violation.

Disciplinary Action

Violations of the CCA Code of Conduct may result in one or more of the following disciplinary actions depending upon the severity and/or frequency of the violation:

- Education;
- Counseling;
- Documented verbal warning;
- Written warning(s);
- Final written warning;
- Suspension;
- Performance improvement plan; or
- Recommendation for termination of employment.

Violations of CCA's Compliance Program, federal or state law, or contractual compliance may lead to disciplinary action as outlined in CCA's Employee Discipline Policy.

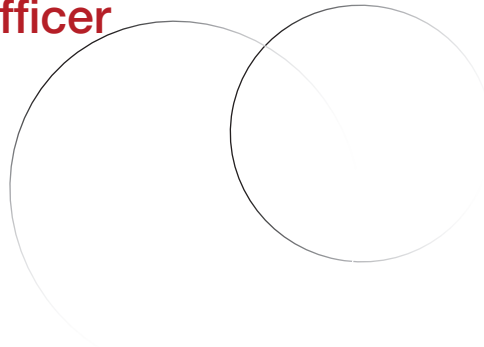
Non-Intimidation and Non-Retaliation

CCA has Non-Retaliation Policy that protects you when you, in good faith, report concerns and potential wrongdoing. The policies outline that there is no intimidation, retribution, retaliation or discipline for anyone who participates in CCA's Compliance Program, including but not limited to reporting potential or actual issues or violations of laws, regulations and internal policies, procedure and practices, investigating issues, conducting self-evaluations, audits and remedial actions, and reporting to appropriate officials.

We encourage you to disclose concerns timely and, as a result, if you that you have been retaliated against for reporting a concern, you should contact the Chief Compliance Officer, the Human Resources department, or the Compliance Hotline 1.800.826.6762.

Any manager or employee who engages in retaliation, retribution or harassment is subject to CCA's Employee Discipline Policy. CCA's Senior Leadership takes appropriate measures to ensure that all levels of management support this policy and encourage the reporting of problems and concerns. On the other hand, anyone who deliberately makes a false accusation with the purpose of harming CCA or harming or retaliating against any other individual in the Workforce may be subject to disciplinary action up to and including termination.

A Message from CCA's Chief Compliance Officer



Thank you all for your continued commitment to maintaining a culture of compliance at CCA. I sincerely appreciate all of your hard work and dedication to CCA, to our members and to your fellow co-workers. CCA's Code of Conduct is an important tool that we use to communicate our ethical standards and values.



Our reputation is based on us acting with integrity in everything that we do. CCA puts guidelines and policies in place to help guide you through difficult situations. If you are unsure of how to handle a situation or if something just does not seem right to you, I encourage you to ask me a question. As workforce members, you are my eyes and ears to what is happening within the organization and in member's homes. You will be the first to identify any potential issue and it is your responsibility to let me know.

At any time if you have any questions, comments or concerns, speak with your manager or supervisor, come to me or a member of the Compliance team.

Working together with respect, integrity, doing what is right and striving for excellence is the foundation of what will continue to make CCA a leader!

Thank you for your ongoing commitment to CCA's Compliance Program.

Sincerely,


James Moran
Chief Compliance Officer