



Commonwealth Care Alliance

Code of Conduct

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Our Mission, Vision, and Values

Mission:

To improve the health and well-being of people with significant needs by innovating, coordinating, and providing the highest quality, individualized care.

Vision:

To lead the way in transforming the nation's healthcare for individuals with the most significant needs.

Core Values:

Integrity – Honor our commitment to our mission and values, holding ourselves to the highest ethical standards of behavior.

Dignity – Respect the inherent value and personal choices of all stakeholders, including patients, members, families, colleagues, providers, advocates, and others.

Compassion – Engage all stakeholders with empathy, caring, and understanding.

Excellence – Exceed expectations through teamwork and innovation to deliver best-in-class service to the people we care for and the customers and providers we work with.

Stewardship – Manage people and resources responsibly to maximize our contribution to the health of our members, patients, customers, and providers.

Community – Advocate and support social change to promote a culture of collaboration, diversity, and inclusiveness.

Partnership – Collaborate actively with patients, members, and providers to design and improve our care.

Innovation – Invest in creative solutions that improve outcomes for patients, members, and providers

SECTION I:

Code of Conduct – CCA's Commitment to Compliance & Ethics

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

Integrity is at the heart of how we operate at CCA. One of our core values is to hold ourselves to the highest ethical standards of behavior. This is how we honor and pursue our mission as an organization.

This Code of Conduct will help you understand exactly what that means in your day-to-day life at CCA. As a part of the CCA community, you are expected to read, understand, and follow it exactly. In doing so, you will help us to build trust across our organization, deliver on our mission, and practice our core values.

This Code of Conduct offers detailed expectations for behavior and shares the ethical framework that is integral to our success. As a compilation of ethical and legal guidelines, it will also dictate how our employees, volunteers, students, trainees, independent contractors, vendors, or temporary employees (“Personnel”), working on behalf of CCA, and the Board of Directors (“Board”) are expected to carry out their daily professional duties.

Adherence to the Code of Conduct and the Compliance Program is a condition of your employment and/or engagement with CCA.

To begin with, CCA requires all Personnel and Board members to act ethically and responsibly and to obey all applicable federal and state laws, regulations, and Medicare and Medicaid program requirements.

Of course, this Code of Conduct cannot identify every possible issue or question that may arise during the course of your work, but it can and should be used as a general guide for your behavior and responses. This Code of Conduct is a process for guiding the spirit of those daily decisions.

Our business is also governed by a series of dynamic and complex laws, rules, and resolutions. In some situations, a more comprehensive policy and procedure may also apply. If you have questions regarding any aspect of this Code of Conduct, please contact CCA’s Compliance Department for clarification.



As part of the CCA Personnel or Board, you are responsible for reading, understanding, and adhering to this Code of Conduct. Everyone employed by or associated with CCA and any of its affiliates is expected to promote compliance, honesty, and inclusion as part of their day-to-day responsibilities. You are also required to report, in good faith, any suspicion of non-compliant, unethical, or illegal behavior. All suspected violations of the Code of Conduct will be taken seriously, investigated, and resolved as quickly as possible.

Adherence to the Code of Conduct and the Compliance Program is a condition of your employment and/or engagement with CCA. Managers are responsible for assuring they are understood and applying the standards set out in the Code of Conduct. Please refer to the **Code of Conduct Policy** for more information.

This Code of Conduct may be supplemented, revised, or rescinded by CCA at any time without notice. Employment with CCA is “at will,” which means that you or CCA may terminate the employment relationship at any time for any reason with or without notice for any reason not prohibited by law. This Code of Conduct does not modify the at-will nature of any employment relationship and does not constitute, nor should it be construed to be, an express or implied contract of employment.

*One of the best, most organized
experiences I have had...
All of the staff were wonderful, and
I truly felt their genuine excitement
about vaccinating others.*



SECTION II:

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

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

Uphold the Code of Conduct and Policies and Procedures

As members of CCA's Personnel, we are all required to conduct company business in accordance with all applicable federal and state laws, regulations, policies, procedures, and contractual requirements (Policy Program Policy #1). We must always conduct ourselves ethically and with integrity. We must also practice courtesy, equity, and inclusion across our diverse Personnel.

As a condition of employment, all members of CCA's Personnel are required to annually review and acknowledge an understanding of this Code of Conduct.

CCA is committed to creating and maintaining a diverse workplace in which all employees have an opportunity To participate and contribute to the success of the organization and well-being of our members.

Diversity & Inclusion at CCA

A key part of pursuing our mission and maintaining trust with our community is our commitment to building a diverse, equitable, and inclusive organization.

CCA is committed to creating and maintaining a diverse workplace in which all employees have an opportunity to participate and contribute to the success of the organization and the well-being of our members. All employees at CCA are valued for their skills, experiences, and unique perspectives. Our goal is to continue to build this high-performing, diverse, and inclusive Personnel based on acceptance and trust.

CCA's approach to diversity is based on a commitment from individuals at all organizational levels to increase awareness and foster a workplace where employee contributions are continuously recognized and valued. We advocate and support social change to promote a culture of collaboration, diversity, and inclusiveness.



Diversity and inclusion are priorities for all leaders, managers, and employees to fulfill our mission. Our continued commitment to equal opportunity, diversity, and inclusion adds value to our mission by creating a culture where the Personnel can bring together creative ideas and diverse points of view. An inclusive workplace with engaged employees, who come from different cultures, countries, backgrounds and lived experiences, will spur innovation to better meet our mission.

Promptly Report Violations and Compliance Concerns

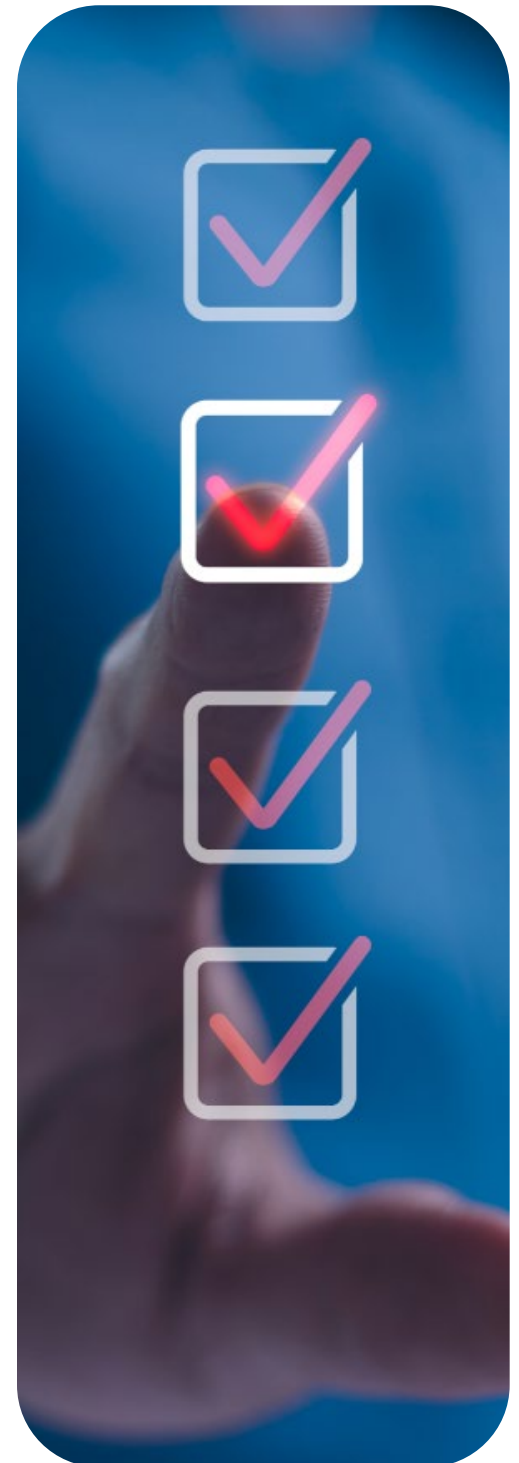
As members of CCA's Personnel or the Board, we all share an obligation to, in good faith, report concerns involving suspected ethical or compliance violations. Compliance concerns include suspected incidents of fraud, waste, or abuse; information privacy or security; and violations of applicable laws, 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 the reporting mechanisms outlined below.

As a member of CCA's Workforce or the Board, we all have an obligation to, in good faith, report concerns involving suspected ethical or compliance violations.

CCA makes every effort within the limits of the law to keep confidential the identity of an individual who reports possible misconduct. CCA has a policy that prohibits retribution, retaliation, or discipline to anyone who, in good faith, reports a suspected violation. Please refer to the **Open Effective Lines of Communication Policy**. Anyone who deliberately makes a false accusation with the purpose of harming CCA or another individual in the Personnel may be subject to disciplinary action up to and including termination.

Who to Contact with Questions or Compliance Concerns?

1. Your manager or supervisor
2. Compliance Hotline (Anonymously) 1-866-457-4953
3. Complete online form [HERE](#)
4. Compliance Email: CCA_Compliance@Commonwealthcare.org



After reporting a concern, if you feel that the reported issue has not been addressed adequately by CCA, you can contact the U.S. Office of Inspector General (OIG) at **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.

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 online form [HERE](#). 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 & Education Requirements

All members of CCA's Personnel and Board are required to complete Compliance Training & Education (Compliance Training, Education, and Communication Policy #22) which may include:

1. Compliance Training, HIPAA, the Code of Conduct, and Fraud Waste & Abuse, and other policies within the **first 90-days of employment**, engagement, or appointment;
2. Annual Compliance Training;
3. Additional training, when appropriate, for significant regulatory or contractual changes



Questions and Answers Regarding Compliance Training & Education Requirements

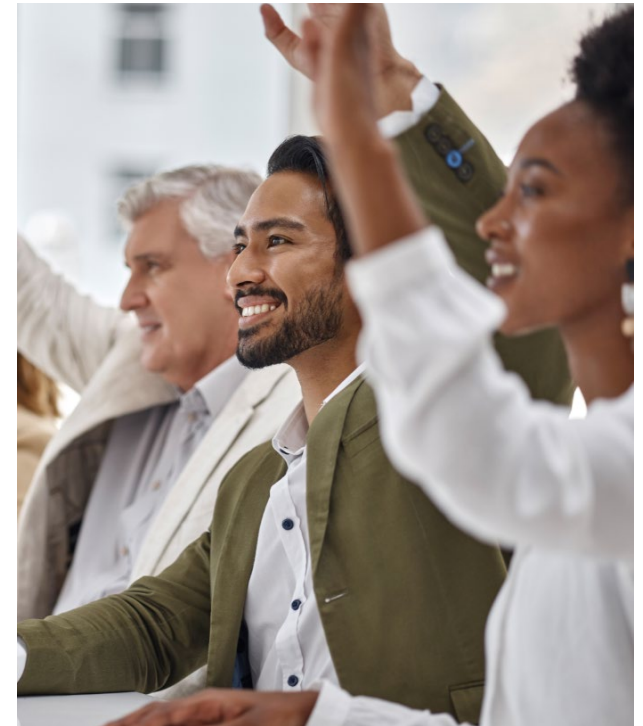
- Q:** I am a nurse and have worked at a health plan before. Will I still need to complete all the compliance training requirements?
- A:** Yes. CCA's Compliance Training & Education requirements are specific to CCA's business. As a condition of employment, all Personnel members are required to complete 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 the Compliance Training & Education requirements?
- A:** Yes. All Personnel, including Senior Leadership, as well as our Board members, are required to complete components of CCA's Compliance Training & Education Program.

Participation in Audits and Investigations

As a member of the Personnel or Board, you may be required to cooperate with and participate in audits or investigations conducted by CCA staff, 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 Personnel 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 Compliance Department immediately to discuss the next steps.



All Workforce demonstrate CCA's core values, resulting in a diverse environment that fosters equity, inclusion, collaboration and innovation.

I am so proud to work at CCA.

I'm so impressed by the way CCA "walks the walk" and follows through

I could not be more proud or more impressed by the forward thinking and leadership of the CCA ELT. I am so grateful to work for people who have such an amazing awareness of all facets that affect not only members, but staff as well.

I could not be more proud to say I work for this organization. It is rewarding to work for an organization that cares so much about their members and employees.

I feel like a part of the team because CCA takes care to include me.

I am grateful for everything that you do for your employees. ... We continue to serve our mission and the most vulnerable people while growing and making the organization sustainable.



SECTION III:

Compliance with the Law

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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 regulation, or contractual obligation, please contact a member of the CCA Compliance Department at CCA_Compliance@Commonwealthcare.org

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

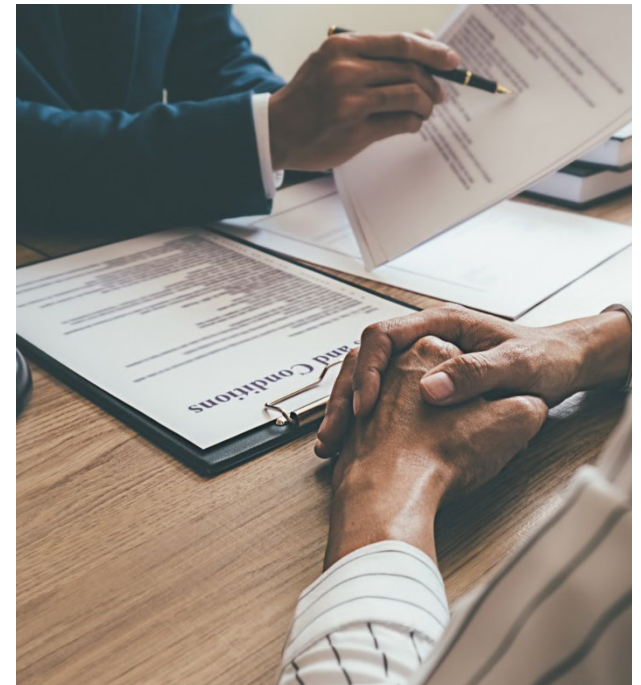
CCA may not make payment of federal or state dollars for items or services furnished or prescribed by an excluded individual or entity. CCA must review the OIG List of Excluded Individuals and the GSA Excluded Parties Lists System and the Centers for Medicare & Medicaid Services (“CMS”) Preclusion List prior to hiring, appointing, or contracting with a new Personnel, vendor, or Board Member. In addition, CCA reviews these lists monthly to ensure that no one has become precluded from participation in federal or state programs since their initial review.

We must conduct business in accordance with all applicable federal, state, and local laws, rules and regulations, and contractual obligations.

Fraud, Waste, & Abuse

As a member of CCA’s Personnel, we must be able to identify potential issues of fraud, waste, and abuse. Please refer to the **Fraud, Waste & Abuse Policy** for more information. You are expected to report any suspected cases of fraud, waste, or abuse to the Compliance Department’s Fraud Waste & Abuse Program:

✉ CCA_Compliance@commonwealthcare.org



You may also report through one of the other reporting mechanisms described in Section II. 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 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.
 - An **Example** of abuse includes a medical professional providing treatment to a patient that is inconsistent with the diagnosis.

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, 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 the Compliance Department. The CCA Compliance Department has a Special Investigative Unit/FWA Team. If you would prefer to report the case anonymously, you may use the Compliance Hotline at **1-866-457-4953**. Or you can complete an online form [HERE](#).



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, 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.

Record Retention

CCA preserves and maintains company records in accordance with document retention policies and current laws, rules, and regulations for at least ten years unless otherwise required. In some circumstances, such as litigation or government investigations, special care must be taken to avoid destruction of relevant documents. Please refer to the **Records Retention Policy**. Any questions on record retention or destruction should be directed to one's manager, CCA's Privacy & Security Officer, or the Compliance Department.

Personnel 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.

You can reach Compliance Department's Privacy and Security team at CCA_Compliance@Commonwealthcare.org or Complete an online form [HERE](#)



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 Personnel, we must take care when engaging in conversations with competitors. A Personnel member 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 Risk, Compliance, and Ethics Officer and/or Legal Officer.

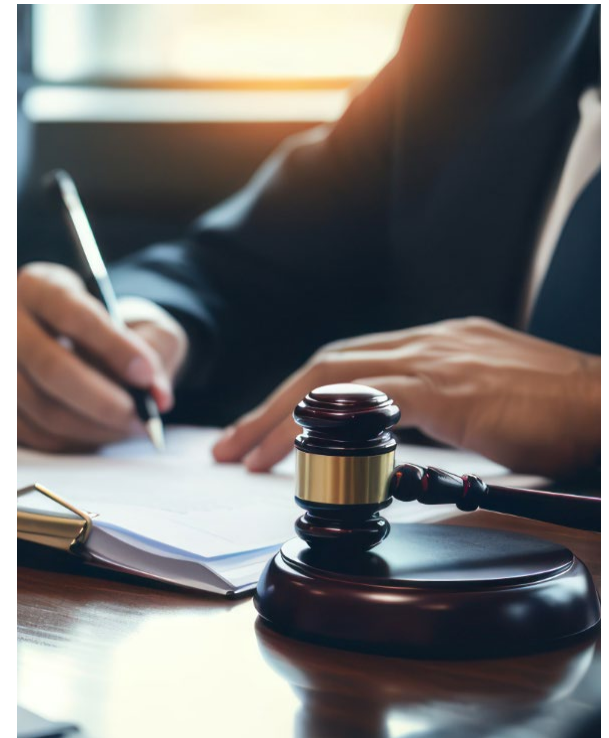
Anti-Kickback Statute

CCA does not accept or offer incentives, other than as permitted by law in exchange for referrals of business to providers or vendors. Please refer to the **Compliance with Anti-Kickback Statute & Stark Law Policy** for more information. 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 CCA's exclusion 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. Personnel members, 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 Risk, Compliance, and Ethics Officer or Chief Legal Officer.

Federal False Claims Act

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, states in which CCA conducts business have state false claims laws. Under federal and state laws, as a member of CCA's Personnel, you are obligated to report any instances of false claims.



Both the federal and state laws provide “whistleblower” protections to those who report false claims. A member of the Personnel 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 claim action. Please refer to CCA’s **Deficit Reduction Act, False Claims Act, and Whistleblower Policy** 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 & 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 they are 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 compliance department. You may also contact the Compliance hotline to express your concern anonymously.



SECTION IV:

Commitment to Our Members

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Commitment to Members

As part of our mission, CCA is committed to providing high-quality health care services to members while conducting business in an ethical manner. To succeed in this 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 always maintain the confidentiality of all member information;
- 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.

CCA is committed to providing high-quality health care services to members while conducting business in an ethical manner. To succeed in this mission, we must maintain our members' trust.



CCA is committed to providing the highest quality individualized care to those with significant needs. Our dedication to uncommon care differentiates us.

My care team and I are trying to accomplish the same goal: to get me to succeed in whatever I want to achieve.

I feel like the team I have in Boston and CCA—we're in it together.

CCA has helped me to stay at home and receive services where I am most comfortable. I feel like I have people who really care about me.

I liked what CCA had to offer. With the other plans, I knew I would get lost in the shuffle. I knew I wouldn't get that same level of treatment and support.

Before, I was putting my health on the back burner. Now, I have the medication and care I need to be me. I can focus better. I can breathe again.

It's quite the luxury having this attention. It makes me feel confident about managing my health.

SECTION V:

Confidentiality

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Confidentiality

Confidentiality of Member and Personnel Information

As a “Covered Entity,” CCA must abide by the federal Health Insurance Portability and Accountability Act of 1996 (“HIPAA”) and Health Information Technology for the Economic and Clinical Health Act (“HITECH”) regulations, various state privacy and security laws, and established policies and procedures for protecting health. All workforce members should be familiar with all 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 member health or personal information only as necessary to conduct required treatment, payment, or healthcare operations, including approved research, quality assurance, and utilization management or when authorized 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 provide guidance on complying with the requirements of these laws. Anyone who violates these policies and procedures may be subject to disciplinary action up to and including termination, in accordance with [CCA’s Employee Discipline Policy](#).

When using or disclosing protected health information (PHI) within CCA, workforce members must make reasonable efforts to limit disclosure to the minimum necessary to complete the assigned task. Please refer to the [Safeguarding PHI & Minimum Necessary Policy](#) for more information. At a minimum:

- All member records and information shall always be kept in a secure location;
 - Member information should never be discussed in public areas;
 - Electronic member information shall be accessible only to authorized workforce;
 - All open work areas should be cleared of any confidential member, proprietary, and employee information;
 - Email of PHI, personally identifiable information, and identifying financial information, or personal financial information that is sent outside of the CCA internal systems must be sent in an encrypted format;
 - Never disclose confidential or non-public personal information about CCA workforce, members, patients, customers, or vendors, or CCA’s business plans or other private company information on social media or otherwise;
 - Workforce members shall not share their password, request another’s password, or allow others to use their workstation while they are logged into a computer; and
 - Use of unauthorized software products on CCA systems and devices is prohibited.
- Periodic unannounced workspace privacy audits are conducted to detect privacy violations. Privacy and Security staff work with the appropriate manager to rectify any violations identified to mitigate the risk of future violations.

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

Confidentiality of Business Information

CCA takes steps to safeguard the personal and financial information of our Personnel and business associates. As a member of CCA's Personnel, 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 reduced to practice), product research, projects, discoveries, know-how, methodologies, algorithms, formulas, protocols, reports, policies, 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, personally identifiable information, labor relations strategies, hypotheses, research directions, developments, improvements, drawings, designs, specifications, and draft or final filings.

The Personnel shall acknowledge that Confidential Information consists of confidential, propriety information and trade secrets owned by CCA. If, in error, disclosed information includes any identifiable member, Personnel, and/ or company information, upon discovering such information, that individual shall immediately, or at CCA's request, return it (and any copies) to CCA and should promptly notify CCA's Privacy & Security Officer.

The protection of confidential business information and trade secrets is vital to the interests and the success of CCA.



Intellectual Property & Trade Secrets

CCA respects the legal rights of others with respect to 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

The CCA Personnel 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. If you have questions or concerns regarding the use of copyrights, trademarks, or intellectual property rights, contact the Legal Department. Please refer to the **Use of CCA Intellectual Property Policy** for more information.

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 Personnel, you may not use or disclose CCA's trade secrets or confidential information outside of the performance of your 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 the confidential information remains confidential. Any member of the Personnel 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 also 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 in accordance with CCA's policies and procedures.

SECTION VI:

Conflicts of Interest, Business Courtesies, and Member Gifts

SECTION VI:

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 consent or waiver from CCA beforehand. Some examples of potential conflicts of interest include, but are not limited to:

- Maintaining full-time or part-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 of CCA

CCA Leaders (Director-level and above), Board members, and other specific staff/roles that are identified and designated by CCA's Corporate Compliance & Ethics ("CC&E") Department who have the potential for a conflict **must disclose** all perceived, potential and/or actual **Conflicts of Interest**, both annually and as they arise. 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 Compliance Department for assistance in determining whether a conflict exists.

Questions and Answers Regarding Conflicts of Interest

Q: My spouse works for a company CCA may do business with. Is this a conflict of interest?

A: If 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.

Q: I have an outside business selling various health and beauty products. Can I use common office space to advertise these products to the Personnel?

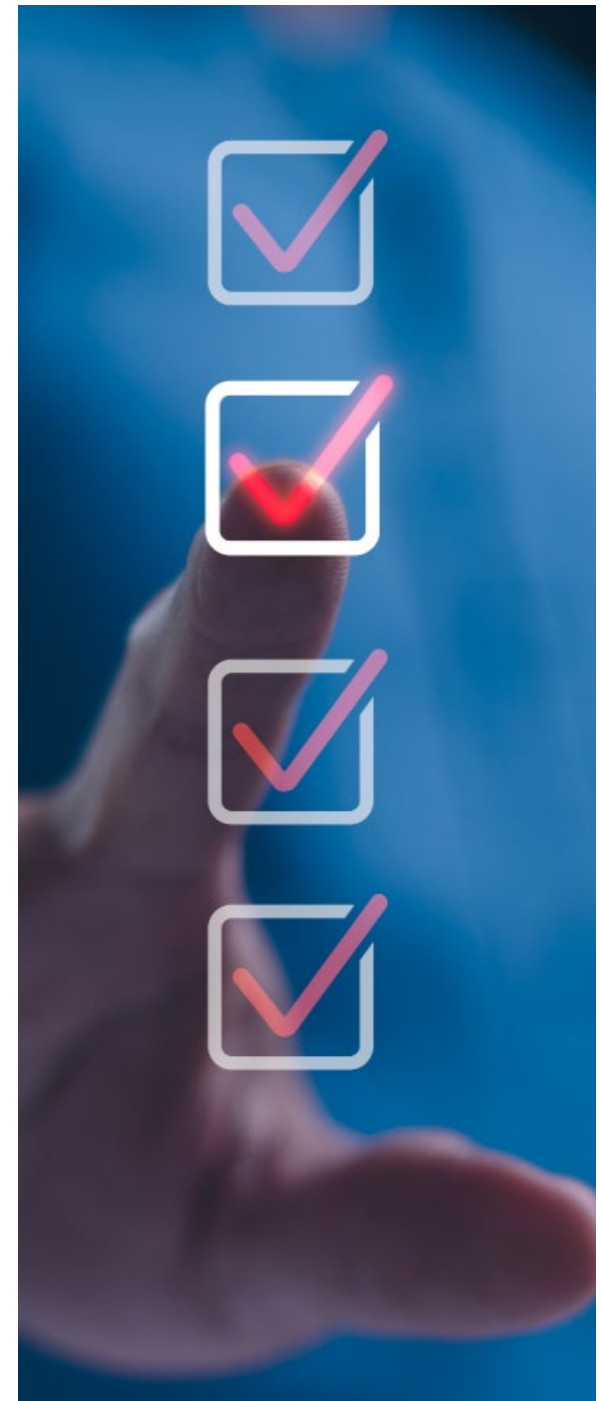
A: No. While you may engage in an outside business on your own time, you may not promote your own products or services on CCA property. Also, you may not use company facilities and resources (e.g., time, phones, copiers) to conduct personal business activities.

Q: My nephew was just hired to work in the accounting department. I work as a manager in the marketing department. Is this a conflict of interest?

A: A conflict of interest, perceived or actual, can exist if family relationships within an organization have a direct or indirect reporting relationship. In this case, there is no direct or indirect reporting structure as they work in different departments.

Extending and Receiving Business Courtesies

While the Personnel is not encouraged to receive or extend business courtesies, they may at times be in the position to do so. If you have any questions regarding business courtesies, please contact CCA's Compliance Department. Under no circumstance does CCA accept or give kickbacks when obtaining or rewarding contracts, services, referrals, goods, or business. A kickback is defined as an attempt to willfully offer, receive, request, or pay anything of value to induce or reward referrals of business, including goods or services.



Receiving Business Courtesies

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, shall not award gifts, entertainment, or other favors to an individual and not related to any particular transaction or activity of CCA.

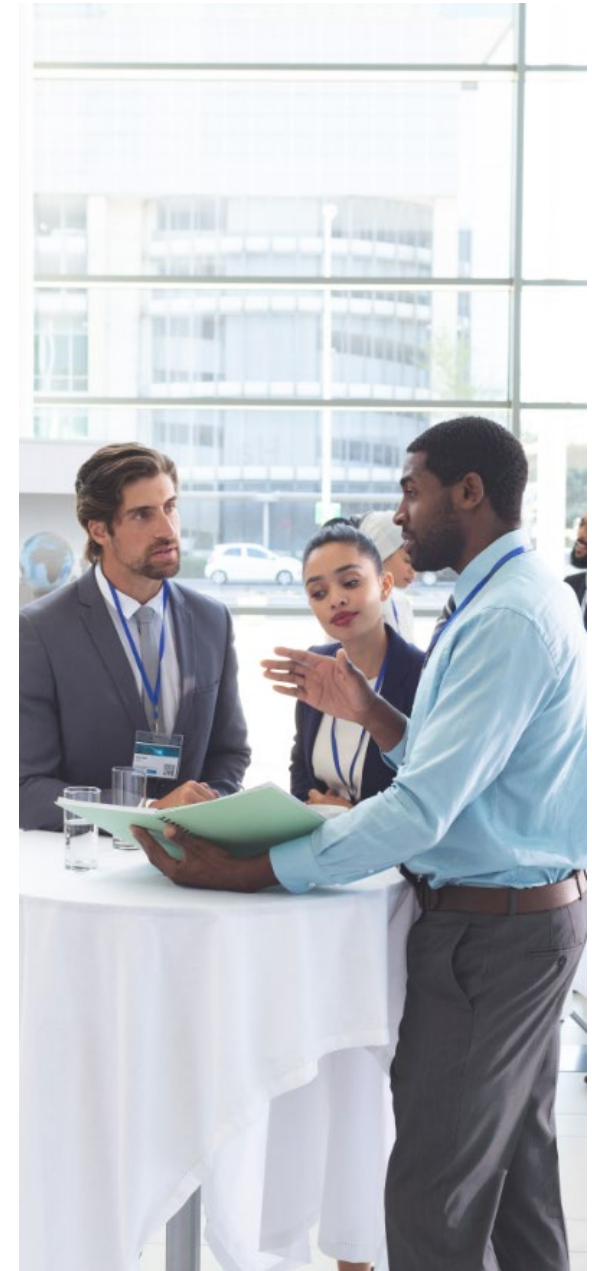
Below is a guide for receiving business courtesies. This is not an exhaustive list. Contact the Compliance Department with any questions or concerns about receiving business courtesies.

Social or Business Events/Entertainment: You may accept an invitation to a social event from a current or potential business associate 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. Such social events must be infrequent, which as a rule, means not more than quarterly and preferably, less often.

Training/Education: Attendance at a vendor-sponsored workshop, seminar, or training session is permitted. However, arrangements that include travel and overnight accommodations at no cost to the Personnel or Board members must be approved in advance by the Compliance Department or the Chief Legal Officer (for board matters). Similarly, there are some events where you may be invited at the vendor's expense to receive information about new products or services. Prior to accepting such an invitation, approval by the Compliance Department should be obtained.

Honoraria and other Compensation: Honoraria are 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 Compliance Department or Legal Department.

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



Gifts: While it is strongly discouraged by CCA, a Personnel member may accept a gift with a nominal value 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.

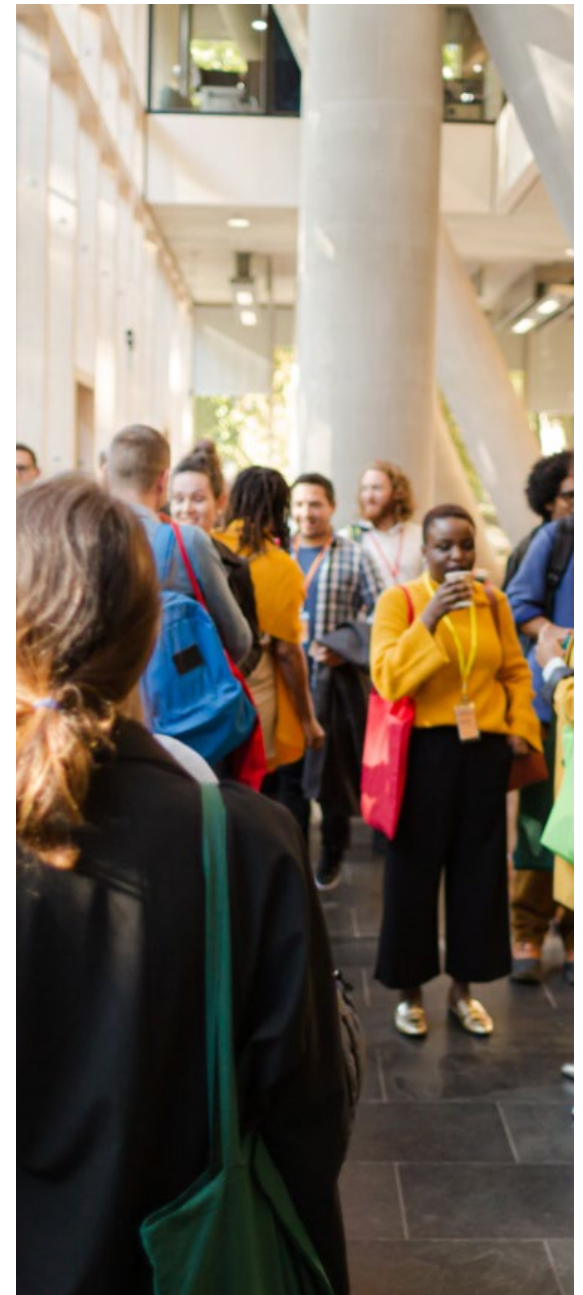
Professional Education Rewards/Gift Cards: As with other forms of monetary gifts, accepting a gift card for using a specific vendor, even when received as part of reimbursement of professional education (CME, CLE, CEUs, etc.) is prohibited. The immediate financial reward for using a specific vendor may create a conflict of interest in vendor choice, where an educational course/institution should be selected based on course content and not personal financial gain. In the event that a vendor is the only one offering the required training, there are three options. The first is to ask whether the educational institute/vendor offers discounts in place of the value of the card. The second is to have the gift card sent to CCA's main office directly for use by the company. The third is to simply not accept the gift card.

Gifts from Vendors, Contractors, or Providers: Food items may be accepted from vendors, contractors, or providers if they are shared with your co-workers. Personnel members are not permitted to accept cash, gift certificates or cards, expensive gifts, checks, computers, cell phones, lottery tickets, or similar gifts.

Personnel **may not accept** valuable tickets, entertainment events, or lavish expenditures from contractors or potential contractors. Please refer to the **Gifts and Entertainment Policy** for more information.

Extending Business Courtesies

Social or Business Events/Entertainment: Invitations extended by external parties to attend a social or business event to develop a business relationship must be approved in advance by the Legal Department. 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 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 for their employees. CCA does not provide any gifts, entertainment, or anything else of value to any employee of the federal or state government.

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. 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 Compliance Department.

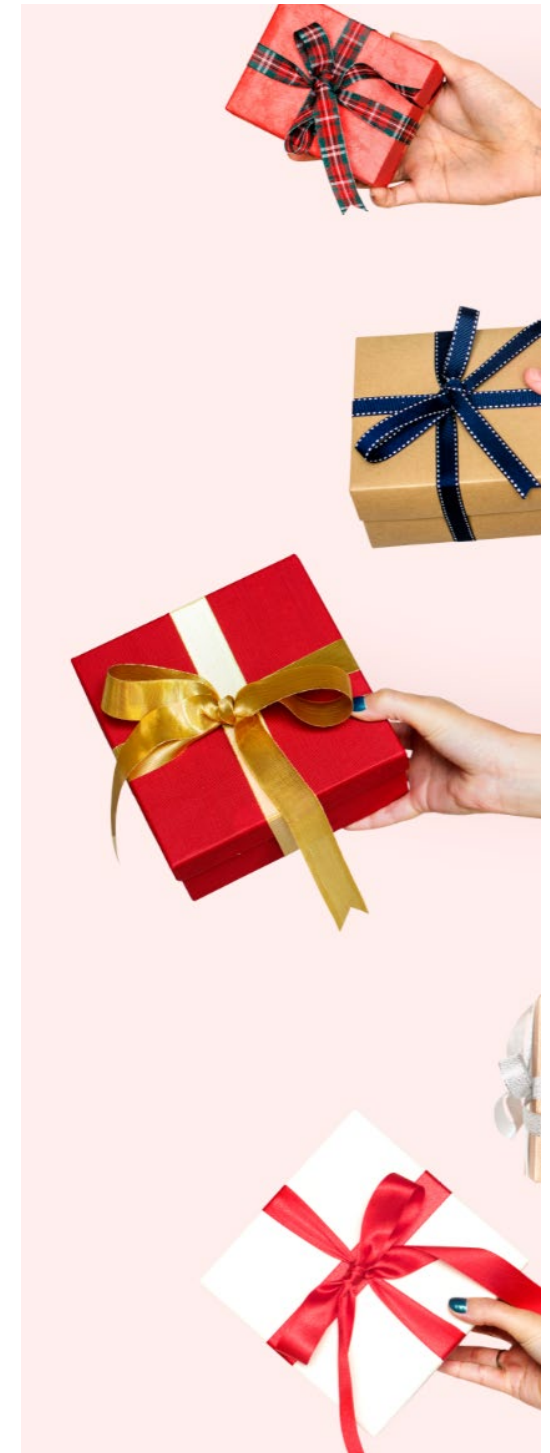
Questions and Answers Regarding Gifts, Gratuities, and Kickbacks

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 as a memento of the project. Is it okay to accept this gift?

A: Yes. It is a customary business courtesy with nominal value and does not give the appearance of improperly influencing your judgment.

Q: A member sent me money as a holiday gift. 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 them of this. The member's name is not to be used when donating for confidentiality reasons. Please inform the Compliance Department 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.

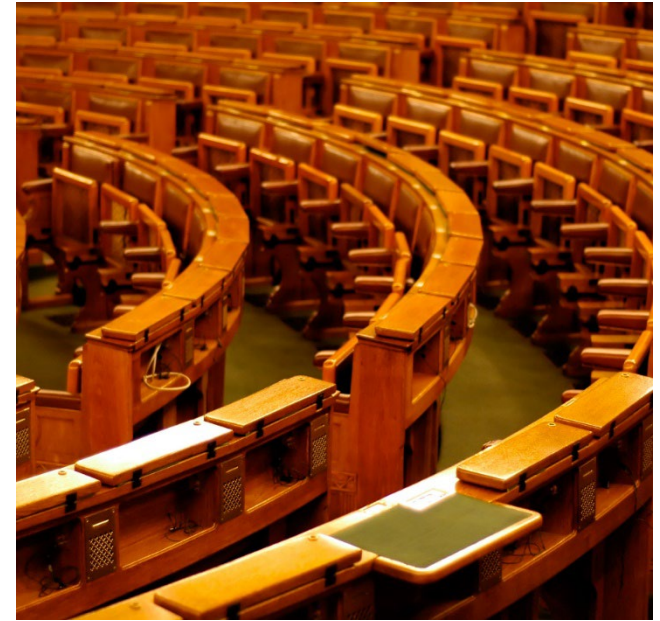
If you are contacted or approached by any person who identifies themselves as a government investigator or regulator, you must contact the Compliance Department immediately. A representative of the Compliance department will assist you in following proper procedures for cooperating with the investigation.

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

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 to CCA or any of its members or affiliates?

A: Before providing any information, you should promptly notify CCA's Compliance Department of the request. Explain to the individual that company policies require 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 your own time and at your own expense. CCA prohibits Personnel members from wearing clothing and accessories which imply 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?

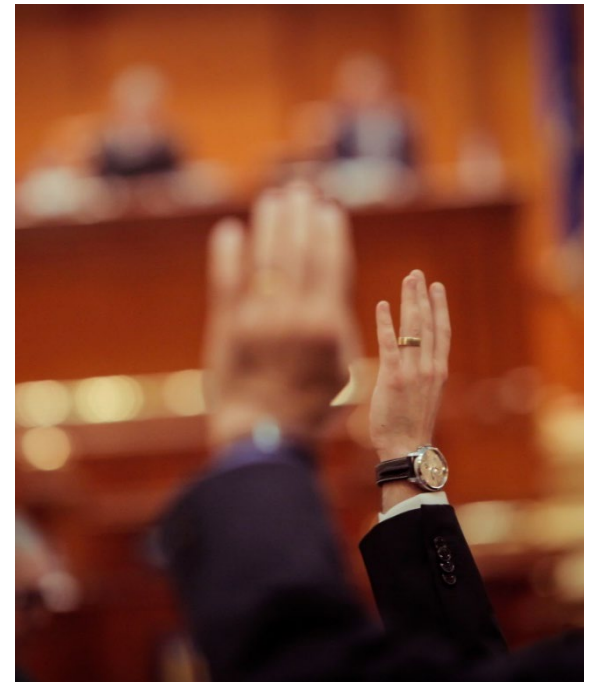
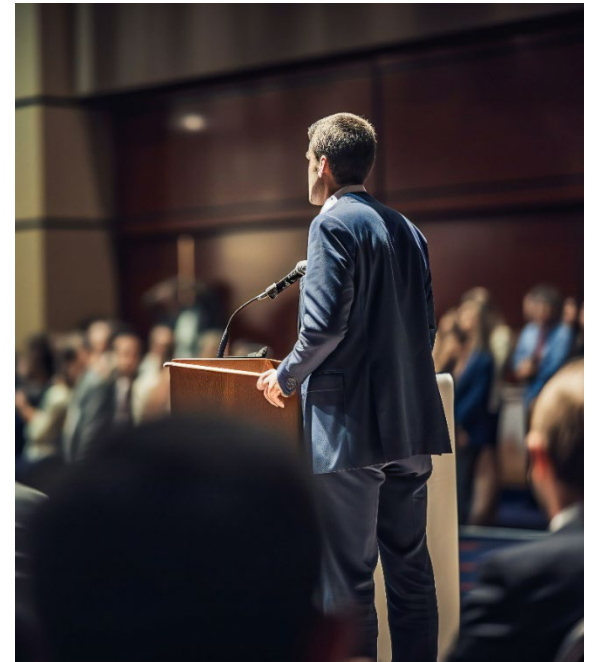
A: You may use your paid time off (PTO) to work as a volunteer in election-related activities. No reimbursement will be made by CCA for any expenses which you incur.

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 Compliance Department.

Still have questions about accepting gifts or extending business courtesies?

Email the Compliance Department at CCA_Compliance@commonwealthcare.org



SECTION VII:

Internal Investigations & Disciplinary Actions

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Internal Investigations & Disciplinary Actions

CCA makes every effort to investigate reported compliance concerns promptly and discreetly. The Compliance Department reviews the findings from any compliance 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. Please refer to the **Compliance Program Policy** for more information.

Notwithstanding any provision of CCA's **Employee Disciplinary policy** or other employment-related policies, CCA reserves the right to investigate and act in response to behavior and conduct which is inappropriate, regardless of whether an actual complaint has been filed.

Corrective Action

When an internal investigation substantiates a reported violation, CCA shall initiate corrective action, including, when appropriate, notifying governmental agencies or law enforcement, instituting appropriate disciplinary action in collaboration with the appropriate manager, and implementing systemic changes to mitigate the risk of recurrence of a similar violation. Please refer to CCA's **CAP Policy** for more information.

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
- 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 a **Non-Retaliation Policy** that protects you when you, in good faith, report concerns and potential wrongdoing. The policies prohibit 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 in a timely manner and if, as a result, you believe that you have been retaliated against for reporting a concern or participating in a compliance investigation, you should contact the Compliance Department, the Human Resources department, or the Compliance Hotline **1-866-457-4953**.

Any manager or employee found to have engaged in retaliation, retribution, or harassment will be subject to discipline, up to and including termination of employment. 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 Personnel may be subject to disciplinary action up to and including termination.

CCA has a Non-Retaliation Policy that protects you when you, in good faith, report concerns and potential wrongdoing.



SECTION VIII:

Appendix: State False Claims

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Appendix: State False Claims



MASSACHUSETTS

Summary of False Claims Laws

The Massachusetts False Claims Act is a law that imposes liability on persons who knowingly present fraudulent or false claims for payment to the state, misappropriate state property, or conceal or avoid obligations to pay the state, among other violations.

Massachusetts Civil & Criminal Penalties

The Massachusetts False Claims Act is a powerful law enforcement statute that authorizes triple damages and civil penalties of up to \$11,000 per false claim, as well as the AG's attorneys' costs and fees. The Act also allows private individuals known as "relators" to file lawsuits under the Massachusetts False Claims Act to recover a portion of the proceeds in successful actions, subject to certain limitations.

Whistleblower Protections & Rewards

A whistleblower filing a False Claims Act case may receive between 15 and 25 percent of the recovery if the Massachusetts Attorney General intervenes and prosecutes the matter. If the whistleblower prosecutes the case on their own, they may receive between 25 and 30 percent of the recovery. The court may reduce the amount of the award if the whistleblower planned and initiated the fraud or if the action is largely based on information disclosed in the media or public hearings. The Massachusetts False Claims Act also protects whistleblowers from retaliation by their employers.

Reporting Violations

Statute of limitations – Plaintiffs must file their complaint within ten years of the date on which the violation occurred.

Laws & Regulations

Massachusetts False Claims Act, Mass. Gen. Laws Ch. 12 §§ 5A through 5O



RHODE ISLAND

Summary of False Claims Laws

The Rhode Island False Claims Act allows whistleblowers to file “qui tam” lawsuits if they know of violations of that state law. The Rhode Island False Claims Act imposes liability on persons who knowingly present false or fraudulent claims for payment to the state, misappropriate state property, or deceptively avoid binding obligations to pay the state, among other violations.

Rhode Island Civil & Criminal Penalties

A defendant may be ordered to pay a civil penalty in an amount equal to the civil penalty set forth in the Federal False Claims Act.

Whistleblower Protections & Rewards

A whistleblower who files a successful claim may receive between 15 and 25 percent of any recovery to the state if the Rhode Island Attorney General intervenes in the matter. If the whistleblower successfully prosecutes the case on their own, they may receive between 25 and 30 percent of the amounts recovered. The court may reduce the value of the award if the whistleblower planned and initiated the fraud or if the action is largely based on information disclosed in the media or public hearings. The Rhode Island False Claims Act also protects whistleblowers from retaliation by their employers for filing a claim or assisting the state with its own claim.

Reporting Violations

Statute of limitations – Plaintiffs must file their complaint within ten years of the date on which the violation occurred.

Laws & Regulations

Rhode Island False Claims Act, R.I. Gen. Laws §§ 9-1.1-1 through 9-1.1-9



CALIFORNIA

Summary of False Claims Laws

The California False Claims Act differs from the federal act in four primary ways: it (1) is narrower in its application (e.g., it is inapplicable to controversies involving less than \$500 and to workers' compensation claims), (2) bars qui tam suits in a somewhat broader variety of circumstances (e.g., prohibition against state employees bringing certain suits), (3) expands provisions regarding employer interference with employee disclosures, and (4) lengthens the statute of limitation. It also provides that the act may be applied retroactively so long as the limitation period has not lapsed.

In 2010, the law was expanded to assure the Defendant is liable for any false claim when California or a political subdivision provides any portion of the funds. A political subdivision is defined as any city, city and county, county tax, or assessment direct or other legally authorized local entity with jurisdictional boundaries. It also expanded to state that no claim can be brought against anyone who voluntarily discloses the information, fully cooperates with the investigation and no enforcement action has commenced. California's laws are considered the most powerful whistleblower laws anywhere.

California Civil & Criminal Penalties

The California False Claims Act permits the Attorney General to bring a civil law enforcement action to recover treble damages and civil penalties against any person who knowingly makes or uses a false statement or document to either obtain money or property from the State or avoid paying or transmitting money or property to the State. It also allows a private citizen who knows about the fraud to bring a claim on behalf of the state. If the Attorney General chooses to not pursue, then the citizen may proceed with litigation.

Whistleblower Protections & Rewards

The California False Claims Act's qui tam provision permits a whistleblower to file an action to enforce the Act. The whistleblower's lawsuit is filed under seal to permit the Attorney General or local prosecuting authority to investigate and, if warranted, intervene in the action. The whistleblower may be eligible to receive a share of any recovery, and the Act provides him or her with protection against retaliation. In a bill signed into law in 2012, California increased the civil penalties for a CFCA violation to a minimum of \$5,500 and a maximum of \$11,000.

Reporting Violations

California qui tam suits under the California False Claims Act must be brought before the later of the following two dates:

1. Six (6) years after the California False Claims Act violation occurs; or
2. Three (3) years after the qui tam plaintiff first learned or reasonably should have known about the violation (but in no event more than ten (10) years after it occurred).

Laws & Regulations

California False Claims Act Article 9. False Claims Actions [12650 - 12656]



MICHIGAN

Summary of False Claims Laws

The Michigan Medicaid False Claim Act 72 of 1977 prohibits fraud in the obtaining of benefits or payments in connection with the medical assistance program; prohibits kickbacks or bribes in connection with the program; prohibits conspiracies in obtaining benefits or payments; authorizes the attorney general to investigate alleged violations of this act; to provide for the appointment of investigators by the attorney general; to ratify prior appointments of attorney general investigators; to provide for civil actions to recover money received by reason of fraudulent conduct; to provide for receiverships of residential health care facilities; to prohibit retaliation; to provide for certain civil fines; to prescribe remedies and penalties.

Michigan Civil & Criminal Penalties

A person who receives a benefit that the person is not entitled to receive by reason of fraud or making a fraudulent statement or knowingly concealing a material fact, or who engages in any conduct prohibited by this statute, shall forfeit and pay to the state the full amount received, and for each claim a civil penalty of not less than \$5,000.00 or more than \$10,000.00 plus triple the amount of damages suffered by the state as a result of the conduct by the person. A criminal action need not be brought against the person for that person to be civilly liable under this section. Criminal penalties could be imposed; either up to 10 years in jail or fine up to \$50,000.00.

Whistleblower Protections & Rewards

The Michigan Medicaid False Claims Act allows whistleblowers to bring suit on behalf of the State of Michigan where a defendant engages in conduct that defrauds the state or local government of its healthcare funds. Whistleblower may recover between 15% and 25% of amounts recovered if state intervenes. If the Citizen prosecutes case without state intervention, the whistleblower may receive between 25% and 30% of amounts recovered.

The statute protects the whistleblower from retaliation including reinstatement with the same seniority; two times the back pay; interest on the back pay; and compensation for special damages

Reporting Violations


A person shall not bring a civil action under section 10a after the later of the following:

- (a) More than 6 years after the date on which the violation described in section 10a was committed.
- (b) More than 3 years after the date when facts material to the right of action are known or reasonably should have been known by the official of the state of Michigan charged with responsibility to act in the circumstances, but in no event more than 10 years after the date on which the violation was committed.

Laws & Regulations

Michigan Medicaid False Claim Act 72 of 1977 [400.601-400.615]



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