

Policy Number & Title:	07-07 Code of Conduct
Responsible Department:	Compliance
Author:	Greg Daniels, Chief Compliance and Privacy Officer
Original Implementation Date:	January 1, 2017
Revision Effective Date:	September 1, 2022

- I. **Purpose:** OneCare adopts this *07-07 Code of Conduct* (“Policy”) to set forth its commitment that all persons employed by and entities engaged in business with OneCare will strive to act in a manner that promotes OneCare’s mission, is consistent with OneCare’s values, and complies with all applicable laws, regulations, policies, regulatory, and ethical standards, as outlined in this Policy.
- II. **Scope:** Applicable to OneCare’s Workforce, Officers, Board of Managers, Committees, members of the OneCare ACO Network, and any individual or entity conducting business with or on behalf of OneCare.
- III. **Definitions:** Capitalized terms have the same definition as defined in *OneCare’s Policy and Procedure Glossary*.

IV. Policy

OneCare is an Accountable Care Organization (ACO), owned and operated in Vermont to serve Vermonters. ACOs, like OneCare, represent a cooperative effort of providers who have pooled their resources and expertise to deliver care that is better coordinated, yielding better health outcomes and greater satisfaction. OneCare does not deliver care, but provides resources and support to the providers that care for patients. OneCare partners with local health care providers, and provides core supports for them as they change the way they deliver care and accept increasing accountability for the cost and quality of care. OneCare supports providers through three key core capabilities: Network performance management, data and analytics, and payment reform.

1. Mission, Vision and Values

OneCare partners with local health care providers to transform Vermont’s health care system to one that focuses on health goals by providing actionable data and innovative payments that foster better outcomes for all.

OneCare believes in a trusted, equitable health care system where patients and providers work together to achieve optimal health and an exceptional care experience for all.

To uphold its mission and vision, OneCare incorporate the following values when conducting its business:

- Collaboration: OneCare actively builds a culture of partnership & teamwork.
- Excellence: OneCare passionately pursues excellence using data-driven results and a quality focus.
- Innovation: OneCare leads through innovation, uses courage to challenge existing systems, and acts as a catalyst for reform.
- Equity: OneCare seeks out and attend to health disparities so that everyone can attain their full health potential.
- Communication: OneCare shares information and ideas directly and clearly.
- Integrity: OneCare is honest, ethical, and transparent in all that we do.

Workforce and Network are expected to uphold the Mission, Vision and Values when conducting work for and on behalf of OneCare. OneCare's ACO activities reflect its mission, vision and values in the following ways:

A. Accurate Quality Reporting and Certifications

OneCare submits quality and data to payers and regulatory agencies. OneCare Workforce and Network will collaborate in the collection and reporting of data in an accurate and secure manner. All persons involved in the submission of data will strictly adhere to applicable instructions and guidance in collecting and reporting data, including healthcare privacy laws and regulations.

OneCare also makes certifications regarding its governance and operations to government agencies and contracted parties. OneCare will ensure that such certifications are complete and accurate to the best of its knowledge and ability. OneCare will keep accurate files and records to support its certifications and reports.

Individuals who become aware of any potential violation of law or OneCare policy relating to quality reporting and certifications, or who are concerned about anything relating to such reports and certifications, should immediately report the violation or concern to OneCare.

B. Transparency and Public Participation

OneCare recognizes that part of being accountable for the quality, cost and overall care of attributed beneficiaries includes being transparent about many aspects of its governance, network, clinical model, cost and quality measures, and other aspects required by applicable state and federal laws and regulations. OneCare complies with all applicable public reporting requirements, using its website and other means, including direct communications with public authorities.

OneCare's Board of Managers includes Consumer Managers and provides the opportunity for public comment at its meetings. OneCare promotes attributed beneficiary input through its Patient and Family Advisory Committee, collection of beneficiary feedback by public website, email and phone, and participation in other ways such as public forums and meetings.

Beneficiaries who become aware of any potential violation of law or OneCare policy relating to transparency or public participation, or who are concerned about anything relating to such transparency or public participation, should immediately report the violation or concern to OneCare.

C. Beneficiary Choice and Non-Discrimination

OneCare does not limit a beneficiary's choice of provider. A beneficiary attributed to OneCare retains the right to access and choose providers as allowed under his or her payment program. Beneficiaries' care is not limited to providers who are members of OneCare's Network.

OneCare does not discriminate against beneficiaries who are considered "high risk" or likely to incur high costs of care. OneCare and its participants do not deny or limit services based on a beneficiary's race, color, sex, sexual orientation, gender identity or expression, ancestry, place of birth, HIV status, national origin, religion, marital status, age, language, socioeconomic status, physical or mental disability, protected veteran status or obligation for service in the armed forces.

Individuals who become aware of any potential violation of law or OneCare policy relating to beneficiary choice or non-discrimination, or who are concerned about anything relating to such beneficiary choice or non-discrimination, should immediately report the violation or concern to OneCare.

D. Providing Medically Necessary Care

OneCare seeks to keep attributed beneficiaries as healthy as possible by encouraging the right care, at the right time, in the right place. This should make care delivery more efficient and help lower the rate of growth in health care costs. Members of OneCare's Network shall not deny or reduce medically necessary services provided to beneficiaries. OneCare encourages beneficiaries to report questions or concerns regarding the provision of medically necessary care by providers who are members of the ACO to the OneCare's Chief Compliance and Privacy Officer ("CCPO").

E. Provider Enrollment and Exclusion Checks

No provider may be an OneCare member or offer services to OneCare beneficiaries unless he, she or it has demonstrated the appropriate possession of licensure required by law. All providers shall be properly engaged pursuant to a participating provider agreement, and OneCare shall maintain a file on each provider that contains documentation of the provider agreement and tax identification number.

Additionally, OneCare will monitor the following lists of excluded individuals/entities monthly for members of the Network, subcontractors, vendors, and consultants upon hiring or engagement of the same:

- OIG List of Excluded Individuals and Entities ("OIG LEIE")
- The Federal System for Award Management ("SAM") Exclusion Database
- The State of Vermont's Debarment List

F. Communication and Marketing — No Beneficiary Inducements

OneCare abides by applicable federal, state, and contractual requirements when communicating with beneficiaries and the public about OneCare and its operations. OneCare shall notify beneficiaries of their participation in the ACO, as required. OneCare will ensure that marketing and other public communications are clear and not misleading, and not used for a discriminating purpose.

OneCare does not provide gifts or other remuneration to beneficiaries as an inducement to receive services from OneCare or any particular member of its Network, or to share data with OneCare. OneCare must always refrain from activities that could possibly be construed as an attempt to improperly influence these relationships. OneCare recognizes that its Network may, however, provide in-kind items reasonably related to a beneficiary's care that are preventative or advance a clinical goal, consistent with applicable law.

G. Healthcare Fraud and Abuse

OneCare does not offer or accept bribes, kickbacks or other payments designed to influence or compromise the conduct of the recipient; and no member of the OneCare Workforce may accept any funds or other assets (including those provided as preferential treatment to the Workforce for fulfilling their responsibilities), for assisting in obtaining business, including contracts or grants, or for securing special concessions from OneCare. OneCare does not provide gifts or other remuneration to beneficiaries as an inducement to receive services related to OneCare or any particular OneCare participant or to share data with OneCare. OneCare recognizes that its members may, however, provide in-kind items reasonably related to a beneficiary's care that are preventative or advance a clinical goal to the extent compliant with applicable law.

OneCare abides by applicable federal, state, and contractual requirements when

communicating with beneficiaries and the public about OneCare and its operations. OneCare shall notify beneficiaries of their participation in the ACO, as required. OneCare will ensure that marketing and other public communications are clear and not misleading, and not used for a discriminating purpose.

Workforce should conduct their business affairs in such a manner that OneCare's reputation will not be impugned if the details of their dealings should become a matter of public discussion.

The following conduct is expressly prohibited:

- Payment or receipt of money, gifts, loans or other favors of more than nominal value which may tend to influence business decisions or compromise independent judgment;
- Payment or receipt of kickbacks for obtaining business, including contracts or grants, for or from OneCare;
- Any other activity that would similarly degrade the reputation or the integrity of OneCare.

Any OneCare Workforce member found to be receiving, accepting or condoning a bribe, kickback, or other unlawful payment, or attempting to initiate such activities, attempting fraud or engaging in fraud will be subject to termination and possible criminal proceedings. All Workforce members have a responsibility to report any actual or attempted bribery, kickback, fraud, waste or abuse to the OneCare CCPO.

Workforce members must understand the laws and codes that apply to our healthcare business, to ensure the Workforce understands these laws annual and periodic training on these laws and Compliance topics shall be provided and required as a condition of employment.

H. Privacy and Security of Patient Information

OneCare receives beneficiary information from its Network and from Payers under its ACO programs. OneCare uses this information as needed to perform care coordination, quality improvement, quality reporting, and population-health based activities. OneCare is obligated under federal and state laws, Payer data use agreements ("DUA") and contractual agreements to limit the use and disclosure of beneficiary protected health information ("PHI") to activities within the ACO.

OneCare takes these obligations very seriously and shall maintain the PHI of beneficiaries in a confidential and secure manner, in accordance with its *03-03 Data Use Policy* and all applicable legal requirements. OneCare uses all reasonable efforts to limit access to and utilize and disclose only the minimum necessary PHI needed to accomplish the intended purpose of the access or disclosure. OneCare honors beneficiaries' rights to opt-out of data-sharing in accordance with the requirements of each Payer program.

Workforce and members of the Network who become aware of unauthorized or inappropriate disclosure of beneficiary information should immediately make a report to the OneCare CCPO.

I. Confidential and Propriety Business Information

OneCare Workforce are required to maintain all information obtained during the course of employment confidentially. No Workforce member or former member of the Workforce may, without the written consent of OneCare, use for their own benefit or disclose to others any confidential or proprietary information obtained during the course of employment. Any individual who believes that a fellow current or former Workforce member is misusing

confidential information must immediately make a report to the CCPO.

J. Conflicts of Interest

OneCare Workforce owe a duty of loyalty to OneCare, and therefore should avoid any actual or apparent conflicts of interest. While conflicts can arise in many different contexts, in general Workforce, Board of Managers, and members of Committees of the Board are expected to put the interests of OneCare ahead of their personal concerns, and not to seek to benefit themselves at the expense of, or as a result of, their affiliation with OneCare.

In compliance with *01-02 Conflict of Interest Policy*, OneCare's Board of Managers, members of Committees of the Board, and other Key Persons must disclose circumstances in which their interests may conflict or may be perceived as irreconcilably conflicting with the business interests of OneCare, and such individuals will be precluded from participation in certain decisions. Individuals are required to disclose when they have an interest in a related party with which OneCare seeks to do business. For further information on this topic, please see OneCare's *Conflict of Interest Policy* available by paper and electronic means, and upon request.

K. Antitrust and Unfair Competition

The antitrust laws are a series of state and federal laws designed to promote competition, to prevent unreasonable restraint of trade and to limit the ability of a company, in particular circumstances, to dominate a particular market. While occasionally intricate in their application, as a general rule, antitrust considerations prohibit OneCare from agreeing with competitive businesses to allocate customers or services, to restrict or limit operations in defined specialties or geographic areas, or to take steps that would create an unlawful monopoly in a particular market or for a particular service. The antitrust laws also prohibit certain price fixing among providers, and for this reason, ACOs are governed by antitrust laws.

All antitrust concerns should be brought, immediately, to the CCPO. Violations of these laws can result in criminal as well as civil liability, and blatant violations have led to imprisonment of individuals and to steep fines.

L. Relationships with Government Authorities and Government Investigations

As an ACO, OneCare is a highly regulated business. OneCare is subject not only to applicable laws, but also to the terms and conditions set forth in the Vermont All-Payer Accountable Care Organization Model Agreement ("All-Payer Model Program") among CMS, the Governor of the State of Vermont, the Green Mountain Care Board ("GMCB"), and the Vermont Agency for Human Services ("AHS"), and related agreements. All Workforce who interact with a governmental body or agency must know and abide by the specific rules and regulations covering relations with governmental agencies. Such members of the Workforce also must conduct themselves in a manner that avoids any dealings that might be perceived as attempts to influence governmental officials in the performance of their duties.

With respect to communications with regulators, the Public Affairs Department and the Workforce member or leader who is responsible for interfacing with such regulator should be consulted prior to any such communications. Individuals who are unsure which department is responsible for interfacing with a particular regulator should contact the CCPO prior to communications with any regulator.

It is OneCare's policy to comply fully with the law and cooperate with any reasonable demand made in a government investigation. In so doing, however, it is essential that the legal rights of OneCare and of its Workforce involved be protected, including to protect the privileged and confidential relationship that OneCare has with its attributed beneficiaries, Network and

others. Accordingly, upon receipt of any subpoena, civil investigative demand, summons or letter request for information or documents, members of the OneCare Workforce are expected to contact their supervisor immediately, who will then forward the relevant subpoena or request to ACO Legal Counsel for review. Similarly, if an individual is contacted by any representative of any regulatory or law enforcement agency in connection with a pending investigation, or with regard to questions about a particular beneficiary, participant, vendor or Workforce (excepting routine contact with such individuals in connection with your job function), individuals should contact the CCPO.

Members of the OneCare Workforce are not, with certain limited exceptions, obligated to speak with law enforcement officials, even if they are insistent, and may always seek the assistance of ACO Legal Counsel in order to determine whether there is a requirement to respond to any particular inquiry. Similarly, beneficiary information is confidential, and must never be released absent the approval of ACO Legal Counsel or CCPO.

There are certain state and federal laws, moreover, that afford even greater protection to information regarding particular beneficiaries (e.g., alcohol and drug beneficiaries, certain psychiatric beneficiaries, HIV-positive customers). Even in those limited instances where regulatory agencies, by statute, are authorized to review beneficiaries' records and other information absent consent or legal compulsion, a supervisor should consult with ACO Legal Counsel for guidance before releasing such information. This way, OneCare can be certain that the request for information is appropriate and that its responses are complete and satisfactory.

If a member of the Workforce decides to submit to an interview, the member has the right to demand that the interview take place during normal business hours at OneCare's premises or at another location, and that either ACO Legal Counsel or the Workforce's personal legal counsel be present during the interview. To facilitate any request for legal assistance, and to make available information that may assist Workforces in deciding whether or not to submit to an interview, upon contact by an investigator, the Workforce should immediately notify the CCPO. OneCare's intent is to fully cooperate with federal audits and investigations, but only after legal implications of any cooperation is understood.

Workforce may not give or show to the investigators any OneCare documents without the express permission of OneCare's ACO Legal Counsel or CCPO. Destruction of evidence in a governmental investigation is a serious crime. Workforce are not to destroy OneCare records except in accordance with OneCare's *06-01 Record Retention Policy*, available by paper and electronic means, and upon request.

M. Harassment

Abusive, harassing or offensive conduct is unacceptable, whether verbal, physical or visual. This includes any demeaning, insulting, embarrassing or intimidating behavior directed at any Workforce member related to race, color, sex, national origin, age, religious creed, physical or mental disability, marital status, pregnancy, sexual orientation, veteran status, citizenship or another characteristic protected by law. Unwelcome sexual advances or physical contact, sexually oriented gestures and statements, and the display or circulation of sexually oriented pictures, cartoons, jokes or other material are specifically banned. This Policy, in addition to the Human Resource policies and procedures of University of Vermont Medical Center, prohibits retaliation against any Workforce who rejects, protests, or complains about sexual harassment.

N. Books and Records

OneCare has adopted business systems and controls in accordance with internal needs and the requirements of applicable laws and regulations. These established accounting practices and procedures must be followed to assure the complete and accurate recording of all transactions. All members of OneCare's Workforce, within their areas of responsibility, are expected to adhere to these procedures, as directed by appropriate OneCare Officers.

If a Workforce member becomes aware of any improper transaction or accounting practice concerning the resources of OneCare, he or she should report the matter immediately to his or her supervisor, or to the CCPO. Workforce also may file a confidential, anonymous complaint with the CCPO. There will be no retaliation against Workforces who disclose questionable accounting or auditing matters in good faith.

O. Accuracy of Records

OneCare requires honest and accurate recording and reporting of information in order to make responsible business decisions. This includes such data as quality, safety, and personnel records, as well as all financial records.

All financial books, records and accounts must accurately reflect transactions and events, and conform both to required accounting principles and to OneCare's system of internal controls. No false or artificial entries may be made, no undisclosed or unrecorded funds or assets may be maintained and no inaccurate or inflated work hours may be reported. When a payment is made, it can only be used for the purpose spelled out in the supporting document.

P. Record Retention and Litigation Holds

Before disposing of documents, Workforce members should consult with their direct manager so that OneCare's record retention and destruction policy is followed carefully. No one is to destroy OneCare records except in accordance with OneCare's *Record Retention Policy*, available by paper and electronic means, and upon request.

Whenever it becomes apparent that documents of any type will be required in connection with a lawsuit or government investigation, all possibly relevant documents should be preserved, and ordinary disposal or alteration of documents pertaining to the subjects of the litigation or investigation should be immediately suspended, e.g., litigation hold. If a Workforce member is uncertain whether documents under his or her control should be preserved because they might relate to a lawsuit or investigation, he or she should contact the ACO Legal Counsel or CCPO.

Q. Mandatory Reporting Requirements

ACOs must adhere to many reporting requirements under state and federal law, and it is the policy of OneCare to comply with all reporting requirements. It is important that the Workforce is aware of any reporting requirements applicable to OneCare and its Network. If Workforce members intentionally fail to make a required report or attempt to cover up facts that would warrant such a report, he or she will be subject to internal disciplinary action, including termination, and could also face criminal charges and the loss of his or her professional license.

Any incident or situation that may require reporting to a governmental agency should be brought to the attention of the CCPO. Any questions or concerns regarding reporting responsibilities should also be directed to the CCPO.

OneCare's policy is to ensure that any identified overpayments are promptly addressed and repaid.

R. Governance

The OneCare Board of Managers is responsible for ensuring compliance with all federal, state, and local laws and regulations, as well as ethical and patient care obligations. In conjunction with the appointed CCPO, Compliance Committee and Audit Committee, the Board is responsible for implementing and maintaining policies, practices, and procedures for ongoing evaluation of adherence to this Code of conduct and any other OneCare policies. The CEO and members of the Board are fully cognizant of their responsibilities and will ensure that the Compliance Program functions effectively. For further information on this topic, please see OneCare's *08-02 Governance Policy* available by paper and electronic means, and upon request.

S. Business Fraud

OneCare is committed to the elimination of fraud, to the rigorous investigation of any suspected cases of fraud, and, where fraud or other criminal act is proven, to ensure that wrongdoers are appropriately sanctioned.

Any individual who believes he or she has good reason to suspect a colleague or other person of a fraud or an offense involving OneCare or a serious infringement of OneCare's rules should report such unethical actions to OneCare, including the following:

- theft of OneCare property;
- abuse of OneCare property or abuse of a position or trust; or
- deception or falsification of records (e.g., fraudulent time or expense claims)

T. Protection and Proper Use of OneCare Assets

All members of the Workforce should protect OneCare and the University of Vermont Medical Center's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on OneCare's operations and success. All OneCare assets should be used for legitimate business purposes. Members of the Workforce are to use business assets according to policies, procedures and comply with security programs that prevent their unauthorized use or theft, and abide by all regulations or contractual agreements governing their use.

U. Improper Influence on Conduct of Audits

No member of the OneCare Workforce, shall directly or indirectly take any action to coerce, manipulate, mislead or fraudulently influence any public or certified public accountant engaged in the performance of an audit or review of the financial statements of OneCare if that person knows or should know that such action, if successful, could result in rendering OneCare's financial statements materially misleading. Any person who believes such improper influence is being exerted should contact the CCPO to report such action.

Types of conduct that could constitute improper influence include, but are not limited to, directly or indirectly:

- Offering or paying bribes or other financial incentives, including future employment or contracts for non-audit services;
- Providing an auditor with an inaccurate or misleading legal analysis;
- Threatening to cancel or canceling existing non-audit or audit engagements if the auditor objects to OneCare's accounting;
- Seeking to have a partner removed from the audit engagement because the partner objects to OneCare's accounting;
- Blackmailing; and
- Making physical threats.

V. Accounting Complaints

OneCare's policy is to comply with all applicable financial reporting and accounting regulations applicable to OneCare. Network entities who have concerns or complaints regarding questionable accounting or auditing practices are encouraged to promptly submit those concerns or complaints to the CCPO or to the Board Audit Committee which will, subject to its duties arising under applicable laws, regulations and legal proceedings, treat such submissions confidentially. Such submissions may be directed to the attention of the Chair of the Audit Committee or OneCare's CCPO.

2. Duty to Report and Non-Retaliation

OneCare will investigate any possible misconduct related to its activities, and may report probable violations of law to the appropriate authority. To ensure that OneCare can perform such activities, all members of the Workforce have an affirmative duty to report any suspected violations of law or policy to the CCPO, see contact information below.

OneCare recognizes the importance of open communication and maintains a strict non-retaliation policy toward anyone who reports a concern in good faith. Any retaliatory action taken against anyone making a good faith report of improper activities, or participating in an investigation of improper activity, is strictly prohibited. Please see OneCare's *07-08 Compliance, Communication, Reporting, and Investigation Policy* for additional information on reporting and non-retaliation of reporters.

3. Questions and Concerns

Questions regarding this Policy, or to report a potential violation of Applicable Laws or fraud, waste or abuse, you may send an email to the CCPO at: Compliance@OneCareVT.org.

Anonymous inquires or reports may be made by phone by calling the Compliance Hotline at: 802-847-7220 or 877-644-7176, Option 3.

V. Review Process: This policy shall be reviewed annually and updated to be consistent with revisions in laws, regulations and contractual requirements.

VI. References:

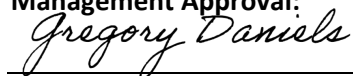
- OneCare's Program Agreements with Payers and requirements
- OneCare's Policy & Procedure Glossary

VII. Related Policies/Procedures:

- 06-01 Record Retention Policy
- 07-02 Compliance Policy
- 07-03 Privacy Policy
- 07-06 Conflict of Interest Policy
- 07-08 Compliance Communication, Reporting, and Investigation Policy
- 07-09 Security Policy
- 08-02 Governance Policy

Location on Shared Drive: S:\Groups\Managed Care Ops\OneCare Vermont\Policy and Procedures

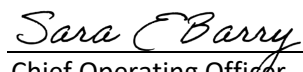
Management Approval:



Chief Compliance and Privacy Officer

August 22, 2022

Date



Chief Operating Officer

08/24/2022

Date