

Central New York Care Collaborative, Inc. (CNYCC) CNYCC and Partner Organization Code of Conduct

Our Leadership, Mission, Goals and Values

Our mission is to build a high-performing integrated delivery system and transform health care delivery in the region to achieve DSRIP goals. More specifically, CNYCC seeks to enhance the capacity of our Partner Organizations and the region to prevent acute illnesses, reduce the morbidity associated with chronic illness, coordinate care, and improve the effective use of health care resources.

We value:

- Excellence and Innovation: we are committed to promoting the delivery of high quality patient care in accordance with evidence-based standards and facilitating innovation in care coordination and system transformation;
- Patient-Centered Care: we aim to enhance the capacity of our Partner Organizations and the health care delivery system in our region to provide care that is delivered at the right time and the right setting to best meet patients' needs and to improve the patient's experience of care;
- Patient Engagement and Activation: we are committed to educating and counseling Medicaid beneficiaries and uninsured individuals to enhance their ability to access the health care services they need effectively and efficiently;
- Collaboration: we are committed to collaboration among our Partner Organizations to overcome fragmentation in the health care delivery system and share solutions and ideas;
- Workforce Engagement: we are committed to training and development to prepare the workforce for anticipated changes in services, skill requirements, and opportunities; and
- Respect and Diversity: we value and respect the differences among the patients and families cared for by our Partner Organizations, the communities we serve, and our workforce members.

Purpose and Scope of Code of Conduct

CNYCC is comprised of health care, social service providers, and community-based organizations across the continuum of care committed to working together to implement the Delivery System Reform Incentive Payment (DSRIP) Program and the CNYCC Project Plan submitted to the New York State Department of Health (DOH).^{*} Among other major goals, we seek to build an effective integrated delivery system by educating and aligning providers and community-based organizations to provide a new model of coordinated, evidence-based care.

^{*} As used in this Code, "Partner Organization" does not include community-based organizations that do not or will not receive DSRIP funds, or provide services or participate in a PPS project pursuant to a written agreement with CNYCC.

DSRIP requires each PPS to implement an effective compliance program related to compliance issues arising from PPS operations and performance. We have designed this Code of Conduct and the CNYCC Corporate Compliance Program to set a high standard of integrity and to prevent, detect, and address compliance matters relating to PPS operations, projects, and performance throughout the CNYCC network (Network). This Code of Conduct will be carried out in accordance with the CNYCC Compliance Plan and the CNYCC Compliance Policies and Procedures. The CNYCC Code of Conduct and Corporate Compliance Program do not replace or diminish the obligation of each Partner Organization within CNYCC to maintain and enforce a code of conduct and compliance program in relation to its governing body, staff and operations, consistent with the requirements of federal and state law and regulation and CNYCC Compliance Policies and Procedures.

CNYCC and Partner Organizations are responsible for adhering to the CNYCC Code of Conduct which is designed to guide CNYCC and its Partner Organizations on a day-to-day basis as they carry out PPS projects and operations in a manner consistent with strong ethical standards and prevailing legal and regulatory obligations. The principles outlined in this Code of Conduct govern the conduct of the CNYCC Board of Directors, staff and Partner Organizations in relation to PPS operations, projects, and performance. As used throughout this Code, Partner Organization includes the governing bodies, staff, and contractors of Partner Organizations.

Responsibilities of CNYCC and Partner Organizations

We at CNYCC (including the Board of Directors, Officers, Senior Management) are responsible for:

- Leading by example by complying with the Code of Conduct at all times;
- Overseeing compliance with the Code of Conduct and implementation of the CNYCC Corporate Compliance Program;
- Providing appropriate resources to support the Corporate Compliance Program;
- Creating and maintaining an environment in our network that encourages collaboration, cooperation, and professionalism;
- Promptly reporting compliance concerns and violations to the CNYCC Compliance Officer or other appropriate individual;
- Promoting open communication and compliance reporting without fear of retaliation or intimidation;
- Overseeing compliance training about the CNYCC Compliance Program for Board members, officers, and staff at CNYCC and Partner Organizations;
- Investigating reports of violations of the Code of Conduct and compliance violations and devising appropriate corrective action in conjunction with Partner Organizations, as needed;
- Conducting regular audits and data review to detect compliance violations and concerns; and

- Enforcing compliance with the Code of Conduct and the Compliance Program with appropriate discipline of CNYCC staff and appropriate sanctions for Partner Organizations when violations occur.

Partner Organizations (including Governing Body Members, Officers, Senior Management, Department/Program Heads) are Responsible For:

- Understanding and adhering to the principles and terms of the Code of Conduct in relation to your organization's participation in PPS activities and projects;
- Behaving in a way that is consistent with the Code of Conduct and participating in good faith in the CNYCC Compliance Program;
- Providing information and training to your governing body and staff about the CNYCC Code of Conduct and CNYCC Compliance Program;
- Informing governing body members, staff and the patients you serve about how they can report compliance violations and complaints about PPS operations, performance and projects to CNYCC;
- Reporting violations of this Code of Conduct and compliance concerns to CNYCC;
- Promoting open communication and reporting about compliance concerns and complaints without fear of retaliation or intimidation;
- Maintaining and enforcing your own code of conduct and compliance program to provide compliance with applicable laws and regulations in the operation of your programs and facilities; and
- Enforcing compliance with this Code of Conduct and the CNYCC Compliance Program with appropriate discipline of your staff when violations occur.

Commitment to Medicaid Beneficiaries and the Uninsured

We seek to improve the delivery of health care services in the CNYCC region by increasing the capacity to coordinate care, reduce inefficiencies, and enhance population health management. We embrace the value of treating every patient with dignity and respect through the delivery of health and social services by our Partner Organizations. We are committed to working with Partner Organizations and assisting patients to access health care that is appropriate for their medical needs and patient-centered. We provide education, activation counseling, and illness prevention programs to Medicaid beneficiaries and the uninsured to improve access to care and the health of our communities.

Commitment to Our Partner Organizations

We realize that the continued contribution, engagement, and expertise of our Partner Organizations are integral to CNYCC's success. We are committed to supporting a high level of participation by Partner Organizations in our activities and decision-making through transparency in our governance, representation on the Board of Directors, governance committees, and the Project Advisory Committee. The CNYCC Board of Directors, staff and contractors (Staff) will treat Partner Organizations and their staff and representatives in a professional and collegial manner.

Confidentiality of Medical and Beneficiary Information

We collect medical and other information about patients treated by our Partner Organizations and about the Medicaid population of our region in order to improve care coordination and manage population health (collectively, "Protected Medical Information"). We are committed to maintaining the confidentiality and security of Protected Medical Information that we collect and the Medicaid information to which we have been granted access, in accordance with all applicable federal and state privacy laws and the Medicaid Data Exchange and Application Agreement (DEAA) between CNYCC and the DOH. To ensure that CNYCC and its Partner Organizations maintain the privacy of Protected Medical Information, Partner Organizations are required to:

- Provide their patients with a notice of privacy practices that includes information about CNYCC and its practices to share Protected Medical Information with and among Partner Organizations, at such time that PPS data exchange practices require such notice;
- Comply with all applicable federal and state laws and CNYCC Privacy and Security Policies and Procedures to protect the privacy and security of Protected Medical Information;
- Comply with the requirements imposed by the DEAA with respect to data accessible through the Medicaid Analytics and Performance Portal (MAPP); and
- Report violations of confidentiality and security breaches promptly to the CNYCC Security, Privacy or Compliance Officer.

CNYCC Partner Organizations shall take appropriate disciplinary action in relation to any of their staff or contractors that engage in the unauthorized use or disclosure of Protected Medical Information, and shall immediately report to CNYCC any conduct that comprises or poses a risk to the privacy or security of Protected Medical Information provided by any Partner Organization or CNYCC, or accessible from the MAPP. Any CNYCC Partner Organization that engages in the unauthorized use or disclosure of Protected Medical Information in violation of the privacy rights of individuals cared for in the CNYCC Network will be subject to sanction, as appropriate, which may include removal from the CNYCC network. CNYCC shall take appropriate disciplinary action in relation to individuals or contractors employed by or affiliated with CNYCC for any conduct that compromises the confidentiality of Protected Medical Information of patients cared for in the CNYCC Network.

Confidentiality of Business Information

In addition to patient and beneficiary information, other information that is confidential may be collected or disseminated by CNYCC. This may include information about other Partner Organizations or CNYCC itself. No Partner Organization shall, without the prior written consent of CNYCC, disclose any confidential information obtained during the course of participating in CNYCC operations and projects, except as required by law. This includes, but is not limited to: CNYCC or Partner Organizations' processes, care protocols, techniques, computer software, copyrights, research data, marketing and

sales information, personnel data, beneficiary medical records, beneficiary lists, financial data and records of any business or strategic plans or other information which is designated as confidential or has not been published or disclosed to the general public.

Physician Relationships

Any business or other financial arrangements with a physician or a physician group must be structured to ensure compliance with legal requirements. Such arrangements between CNYCC and physicians and other health care professionals must be in writing and may be subject to prior review and approval under CNYCC's compliance or other policies and procedures.

Anti-Kickback and Patient Referral Laws

Federal and state laws prohibit any form of kickback, bribe, or rebate of any kind to induce the purchase, recommendation to purchase, reduction or limitation of services, or referral of any kind of health care goods and services or items paid for by the Medicare and the Medicaid programs. We do not solicit, offer or receive inducements or create situations in which CNYCC appears to be soliciting, offering or receiving an improper inducement to any individual or organization related to patient referrals to the CNYCC Network.

We do not pay for referrals to the CNYCC network of providers. Our Partner Organizations are expected to have policies and procedures to assure that they accept referrals and admissions based solely on patients' clinical and care coordination needs and their ability to render needed services. No Staff or any other individual acting on behalf of CNYCC is permitted to solicit or receive anything of value, directly or indirectly, in exchange for the referral of patients into the CNYCC Network. All DSRIP activities and protocols will conform to these laws about patient referrals.

Screening for Exclusion

We will not hire or contract with any individual or entity who is excluded, suspended, debarred or otherwise ineligible to participate in the federal and state health care programs (Medicare, Medicaid) or has been convicted of a criminal offense related to the provision of health care items or services and has not been reinstated in federal and state health care programs. As part of their compliance programs and responsibilities, Partner Organizations must maintain and enforce policies and procedures to assure that they do not contract or hire excluded individuals or organizations.

Financial Records and Management of DSRIP Funds

CNYCC is committed to full compliance with all DSRIP program requirements, and federal and state laws and regulations relating to management, disbursement and expenditure of DSRIP and Capital Restructuring Financing Program (CRFP) funds. CNYCC Staff and Partner Organizations are prohibited from knowingly presenting or

causing to be presented to any organization or individual, including, but not limited to, CNYCC, Partner Organizations and DOH, documents or records regarding PPS financial transactions, operations, or performance that are false, fictitious or fraudulent.

CNYCC operates internal and external audit systems to assure that DSRIP funds are received and expended: (i) in accordance with all DSRIP Program requirements, DOH approvals, and CNYCC policies and agreements with its Partner Organizations; (ii) only for authorized DSRIP purposes; and (iii) for services actually rendered or capital and other costs of DSRIP project implementation actually expended. CNYCC Staff and Partner Organizations are required to report promptly to CNYCC if errors occur, and to address any such errors in a timely and appropriate manner.

Antitrust

We are committed to complying with federal and state antitrust laws, which are designed to preserve and foster fair and honest competition within the free enterprise system. In order to foster compliance with antitrust laws, CNYCC provides training to its Board of Directors and Staff, and training material to Partner Organizations about antitrust compliance. We also prohibit anti-competitive conduct, including the improper exchange of competitively sensitive information, collusion to limit competition, and actions to discourage our Partner Organizations from contracting with any payers outside the context of CNYCC arrangements with such payers. We operate a non-exclusive, voluntary network.

The Corporate Compliance Program

Structure

The Corporate Compliance Program reflects our commitment to the highest standards of integrity, ethics and compliance and our goal to promote a culture of compliance. The CNYCC Compliance Officer has the day-to-day responsibility for implementing the Corporate Compliance Program. The Compliance Officer reports directly to the Executive Director and to the Board of Directors. The Compliance Officer will report at Compliance Committee meetings and periodically at meetings of the Board of Directors.

Obligation to Report

All Partner Organizations including governing body members, officers, staff, and contractors are required to report promptly activity by any staff member, contractor, or any participant in PPS projects or operations that appears to violate applicable laws, rules, regulations, or this Code of Conduct. Reporting enables CNYCC to investigate and address the potential problem in a timely, appropriate manner. Failure to make an appropriate report may result in disciplinary action.

What to Report

Partner Organizations, their directors, officers, staff, and contractors should report to CNYCC concerns about any legal or ethical conduct by their staff, contractors or participants in PPS projects or activities that violate this Code of Conduct, applicable law or regulations, or that pose a risk to the safety of Medicaid beneficiaries or uninsured individuals cared for in the CNYCC Network. Reasonable belief that a violation is possible is sufficient to file a report. To help you determine whether an issue should be reported to CNYCC, consider the following questions:

- Does the concern relate to or arise in a CNYCC project, protocol, or activity? Is CNYCC responsible for overseeing the activity giving rise to a concern?
- Does the matter raise a concern about compliance with this Code of Conduct or CNYCC policies and procedures?
- Is the action legal? Is it ethical?
- Could the activity/behavior result in harm or risk to the safety of a Medicaid beneficiary or uninsured individual as a result of a PPS project or activity that CNYCC is responsible for overseeing?
- Could the activity/behavior result in financial impropriety or inaccurate reporting about CNYCC projects or activities to DOH or other government agency?

How to Report

Reports of suspected or actual violations can be made to CNYCC in person, by any written communication, including email or via the link on our website (add link), by telephone or via the CNYCC Compliance Hotline. Reports by staff at Partner Organizations should first be made in accordance with the Partner Organization procedure for reporting. If this avenue for reporting would not be effective or is not feasible for any reason, reports may also be made directly to the CNYCC Compliance Officer by written communication, by a direct phone line, or through the CNYCC Compliance Hotline.

The CNYCC Compliance Hotline enables individuals and organizations to report problems and concerns or obtain clarification about compliance issues anonymously or confidentially. Hotline conversations are not recorded or traced. The Hotline is not a substitute for established grievance policies or chain of command communications. The toll-free Hotline # is 855-343-5598. The CNYCC Compliance Officer will investigate all Hotline calls.

If a potential violation relates to the code of conduct or compliance policies of a Partner Organization, or a risk of patient safety as a result of conduct by staff or contractors at a Partner Organization, staff at the Partner Organization should report the concern in accordance with the procedures at their organization. If CNYCC receives such reports,

it shall promptly report the information to the Partner Organization Compliance Officer or other appropriate individual.

Reporting Concerns – Non-Retaliation/Non-Intimidation

Retaliation and/or intimidation against any Partner Organization, their directors, officers, staff, or contractors or CNYCC Staff who seek advice, raise a concern or report an ethical or compliance issue in good faith, will not be tolerated. Good faith reporting of compliance concerns and violations is protected by this Code of Conduct and by the CNYCC Whistleblower Policy. Partner Organizations or individuals who deliberately make a false accusation with the purpose of harming or retaliating against another person or Partner Organization will be subject to disciplinary action.

Internal Investigations

We are committed to investigating all reported concerns promptly, in accordance with CNYCC Compliance Policies and Procedures, and confidentially to the extent possible. The CNYCC Corporate Compliance Officer will initiate an investigation to identify all relevant facts and is responsible for assuring that prompt and appropriate corrective action(s) is taken, in consultation with the Compliance Committee. Partner Organizations shall cooperate with investigation efforts.

Corrective Action

Where an internal investigation substantiates a reported violation, appropriate corrective measures will be taken, including, but not limited to, notifying the appropriate governmental agency, instituting appropriate disciplinary action and implementing systemic changes to prevent a similar violation from recurring in the future. Corrective action plans will be shared with all appropriate Partner Organizations and CNYCC Staff. Partner Organizations shall cooperate fully in remediating any compliance problem that arises in the context of a PPS project or activity.

Reporting By the Population Served By CNYCC

We encourage compliance reporting by the population of Medicaid beneficiaries and uninsured individuals served by Partner Organizations and the CNYCC Network. All Partner Organizations are required to provide information about the CNYCC Compliance Hotline in their offices or facilities and to assist patients who seek to report: (i) a compliance violation related to CNYCC projects or activities; (ii) a concern about the quality of care provided arising from a CNYCC protocol, project or activity; or (iii) a concern about CNYCC counseling and other direct services provided by CNYCC.

Medicaid beneficiaries and uninsured individuals can report compliance or quality concerns to CNYCC by written communication, including email and the link on our website, directly to the Compliance Officer, or to the Compliance Hotline. CNYCC will report promptly to Partner Organizations regarding compliance or quality concerns reported by Medicaid beneficiaries or uninsured individuals.