

RIVERSPRING HEALTH

RIVERSPRING HEALTH PLANS

COMMITMENT TO COMPLIANCE

CODE OF CONDUCT

AND

COMPLIANCE & ETHICS PROGRAM STRUCTURE & GUIDELINES

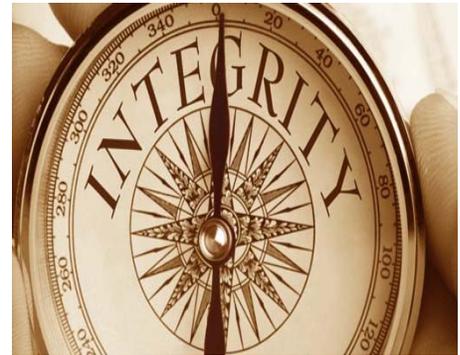
Rev. 2018

COMMITMENT TO COMPLIANCE

The health care entities of RiverSpring Health, including the RiverSpring Health Plans (collectively referred to hereafter as the “Organization”) are committed to providing high quality and caring services pursuant to the highest ethical, business, and legal standards. These high standards apply to our interactions with everyone with whom we deal. This includes our members and clients, the community, other healthcare providers, companies with whom we do business, government entities to whom we report, and the public and private entities from whom reimbursement for services is sought and received. In this regard, all Personnel¹ must not only act in compliance with all applicable legal rules and regulations, but also strive to avoid even the appearance of impropriety. While the legal rules are very important, we must hold ourselves up to even higher ethical standards.

In short, we do not and will not tolerate any form of unlawful or unethical behavior by anyone associated with the Organization. We expect and require all Personnel to be law-abiding, honest, trustworthy, and fair in all of their business dealings. To ensure that these expectations are met, the Organization has prepared a comprehensive Code of Conduct that includes specific standards of conduct that everyone associated with the Organization are expected to follow.

The Code of Conduct and standards are designed to assist you in navigating the various compliance obligations of the highly regulated industry in which we do business. By adhering to the Code of Conduct and standards, you enable the Organization to continue to achieve its goal of providing excellent service to our residents and clients in a legal and ethical fashion.



Because of the importance of the Compliance & Ethics Program, we require that all Personnel cooperate fully. All Personnel will be given a copy of this Commitment to Compliance Handbook (the “Handbook”). You are required to review it, become familiar with its contents, sign the attached acknowledgement form and return the form to the Compliance Officer. In addition to this Handbook, the Organization has adopted policies and procedures related to the operation of the Compliance & Ethics Program, to specific services provided by entities within the Organization, and to address certain risk areas. If Personnel have specific responsibilities that are addressed by a Compliance Policy and Procedure, they must ensure that they are familiar with the applicable policy and procedure. These documents are available upon request from the Compliance Officer at any time or can be accessed through the intranet.

CODE OF CONDUCT

The Organization has adopted the following Code of Conduct (the “Code”) as a central part of our Compliance & Ethics Program. Everyone should adhere both to the spirit and the language of the Code,

¹ The term “Personnel” refers to all affected individuals, including all employees, executives, governing body members, any other person or affiliate who is involved in any way with the Organization’s entitlement to payment under Federal health care programs (e.g., Medicare and Medicaid) or private health insurance plans, including independent contractors, interns, students, volunteers, vendors, and, as relevant, affected appointees.

maintain a high level of integrity in their conduct, and avoid any actions that could reasonably be expected to adversely affect the integrity or reputation of the Organization.

- **Honesty and Lawful Conduct.** Personnel associated with the Organization must avoid all illegal conduct. No person should take any action that he or she believes violates any statute, rule, regulation. In addition, Personnel must comply with the Code, the standards and compliance policies and procedures, strive to avoid the appearance of impropriety, and never act in a dishonest or misleading manner. Compliance with the Code is a condition of employment, and violating it or the compliance standards (as discussed herein) will result in discipline being imposed, up to and including, possible termination of employment or contract

- **Cooperation with the Compliance & Ethics Program.** We require everyone to cooperate fully with the Compliance & Ethics Program because the Program is effective only if everyone works together to ensure its success and understands the requirements under the law and the Code. In particular, all affiliated entities, departments within entities, Personnel and physicians must cooperate with any inquiries concerning improper business, documentation, coding or billing practices, respond to any reviews or inquiries, and actively work to correct any improper practices that are identified.

- **Reporting Requirements.** Neither this Handbook nor our overall Compliance & Ethics Program can cover every situation that you might face. As a result, if you are unsure of what the proper course of conduct might be in a specific situation, or if you suspect misconduct or possible violations of the Compliance & Ethics Program, then you are required to report to a manager or supervisor, a member of senior management or the Compliance Officer.



**The Compliance Officer of
RiverSpring Health Plans is
Jenny Ling.
She can be reached at:
(347) 842-3528
or by calling the
Compliance “Helpline” at
(855) 265-6106**



You may contact the Compliance Officer at any time, either in person, by telephone or in writing, with any compliance-related question or concern you may have. Anyone who receives such a compliance report must advise the Compliance Officer as soon as possible.

- **Anonymous/Confidential Reporting.** Questions or concerns may be raised anonymously, if you wish, via the Compliance Helpline. The identity of callers to the Helpline will be held in confidence, whether confidentiality is requested or not, unless the matter is turned over to law enforcement.

- **No Intimidation or Retaliation.** It is absolutely forbidden for Personnel to intimidate, retaliate or otherwise conduct reprisals against anyone who in good faith reports a suspected violation of a law or regulation, the Code, the standards, or any Compliance & Ethics Program policies or procedures. It is also forbidden for Personnel to intimidate, retaliate or otherwise conduct reprisals against anyone who has otherwise participated in the Compliance & Ethics Program, *e.g.*, by cooperating in an investigation of such matters or in implementing corrective actions. Acts of retaliation or intimidation violate this

Code and will not be tolerated. Acts of retaliation or intimidation should be immediately reported to the Compliance Officer or to the Helpline and, if substantiated, the individuals responsible will be disciplined appropriately.

COMPLIANCE RESPONSIBILITIES

- **Responsibility of the Governing Body.** The Organization's governing body is responsible for overseeing the operation of the Compliance & Ethics Program and for ensuring that processes are in place so that the Organization can operate in compliance with all federal and state laws, rules and regulations. The Board will maintain a direct reporting relationship with the Compliance Officer and receive appropriate reports from the Compliance Officer and/or senior management as to the operation of the Compliance & Ethics Program, identification of potential issues, and the formulation of annual work plans based on appropriate risk assessments. All Board members will receive periodic training, either on an informal or formal basis, as to basic compliance principles (including a review of the fraud and abuse laws and regulations), the Board's responsibilities and the specific risk areas that need to be addressed by the Compliance & Ethics Program.

- **Responsibilities of Department Heads, Supervisors and Managers.** All department heads, supervisors and managers have the responsibility to help create and maintain a work environment in which ethical concerns can be raised and openly discussed. They are also responsible to ensure that the Personnel they supervise: understand the importance of the Code of Conduct and specific compliance standards and policies; are aware of the procedures for reporting suspected wrongdoing; and are protected from retaliation and intimidation if they come forward with information about such suspected wrongdoing. Department heads, supervisors and managers who receive compliance-related reports must immediately bring such reports to the attention of the Compliance Officer.

- **Responsibility of All Personnel.** All Personnel are expected to comply and be familiar with all federal and state laws, rules, and regulations that govern their job and responsibilities within the Organization. All Personnel are also expected to comply with this Code of Conduct, and any applicable compliance standards and policies. Personnel must, upon new hire (or new affiliation) and at annual orientation, sign and date an acknowledgement that they received a copy of the Code of Conduct and Compliance & Ethics Program Structure and Guidelines and training on the Compliance & Ethics Program and false claims acts.

- **Responsibilities of Contractors and Other Providers.** All persons and entities with which the Organization contracts will receive a copy of this Handbook and will be asked to cooperate with the Compliance & Ethics Program. This includes physicians, physician groups, vendors, contractors, and other healthcare providers.

CODE OF CONDUCT STANDARDS

The Code of Conduct provides a high-level overview of the expectations that the Organization has for its Personnel. Because Personnel will be responsible for complying with this Code, the Organization has adopted the following standards of conduct that all Personnel are expected to follow.

COMPLIANCE WITH THE LAW AND HIGH ETHICAL BUSINESS STANDARDS

The Organization operates in a heavily regulated industry and is subject to a large number of federal and state civil and criminal laws and regulations. Violation of these laws and regulations can result in harm to the public, severe financial penalties, exclusion from participation in government health care programs (such as Medicare and Medicaid) and – in some cases – criminal fines and/or imprisonment. The Organization’s Code of Conduct and Compliance & Ethics Program is designed to prevent and detect fraud, waste and abuse. Accordingly, it is critical that all Personnel comply with all applicable federal and state laws and regulations and with all policies and procedures that comprise the Compliance & Ethics Program.

The Organization conducts its business affairs with integrity, honesty, and fairness and ensures that its Personnel avoid conflict between their personal interests and the interest of our Organization. The Organization will forego any transaction or opportunity that can only be obtained by improper and illegal means, and will not make any unethical or illegal payments to induce the use of our services.

- **Accuracy and Integrity of Books and Records.** The Organization keeps accurate books, records, and accounts and must accurately reflect the nature of transactions and payments. This includes, but is not limited to, financial transactions, cost reports, and other documents used in the normal course of business. No false or artificial entries shall be made for any purpose. No payment or other remuneration shall be given or received, nor purchase price agreed to, with the intention or understanding that any part of such payment or remuneration is to be used for any purpose other than that described in the document supporting the payment or other remuneration.



To this end, the Organization maintains and monitors a system of internal accounting controls. The Organization records and reports facts accurately, honestly and objectively, and does not hide or fail to record any funds, assets, or transactions.

- **Compliance with Medicare and Medicaid Anti-Referral Laws.** Federal and state laws make it unlawful to pay or give anything of value to any person on the basis of the value or volume of member referrals. The Organization does not pay incentives to any person based upon the number of members enrolled, or the value of services provided, nor does the Organization pay, either directly or indirectly, for member referrals. All financial relationships with other providers who have referral relationships with the Organization are based on the fair market value of the services or items provided. All marketing and advertising of services are based solely on the merits of the services provided. Personnel will receive training on these laws as part of the Organization’s Compliance & Ethics Program and should consult with the Compliance Officer (who may confer with the Organization’s legal counsel, as needed) if they have questions about the application of these laws to their job.

For more information, see: RiverSpring Health Plans Compliance Manual, Policy and Procedure, Appendix F, Anti-Referral Laws and Relationship with Providers.

- **Conflicts of Interest.** Personnel must exercise the utmost good faith in all transactions that touch upon his or her duties and responsibilities for, or on behalf of, the Organization. Even the appearance of illegality, impropriety, a conflict of interest, or duality of interests can be detrimental to the Organization and must be avoided. All officers, trustees and key personnel who are in a position to influence any substantive business decision must complete an annual Conflict of Interest Disclosure Statement, disclosing all direct and familial interests which compete or do business with the Organization. Disclosure, review and resolution of potential or actual conflicts of interest must be made in accordance with the Organization's Policy Statement on Ethics, Integrity and Conflict of Interest.

For more information, see: RiverSpring Health Plans Compliance Manual, Policy and Procedure, Appendix D, Ethics, Integrity and Conflict of Interest.

- **Gifts and Benefits.** Personnel may not offer, pay or receive any gifts or benefits to or from any person or entity: (i) that makes referrals to us, (ii) to which we make referrals, or (iii) with which we do business, under circumstances where the gift or benefit is offered, paid or received with a purpose of inducing or rewarding referrals of health care goods, items or services, or other business between the parties. The guiding principle is simple: Personnel may not be involved with gifts or benefits that are undertaken in return for or to induce referrals or the purchasing, leasing, ordering or arranging (or the recommending of any of the foregoing) of any item or service. In addition, Personnel are strictly forbidden to solicit or accept gifts of any kind from members, their families, providers, or vendors.



For more information, see: RiverSpring Health Plans Compliance Manual, Policy and Procedure, Appendix C, Gift and Gratuities.

STANDARDS RELATING TO QUALITY OF CARE AND SERVICES

The Organization is fully committed to providing the highest quality of care to residents and clients in accordance with all applicable laws, rules and regulations. As part of this commitment, the Organization will ensure that necessary quality assurance systems are in place and functioning effectively.

- **Quality of Care Principles.** In keeping with the Organization's mission and values, the following quality of care principals have been incorporated into the Organization's Compliance & Ethics Program:

- All persons will have access to enrollment and service without regard to race, color, religion, sex, national origin, disability, sexual orientation, source of payment, or sponsorship.
- Each member will receive medically necessary services that are required to assure the member attains or maintains the highest practicable physical, psychosocial and mental well-being.

- Rehabilitative services, such as physical therapy, occupational therapy, speech-language pathology and mental health services, are provided, but only to the extent that these services are reasonable and necessary for the treatment of the member.
- The Organization will protect and promote the rights of each member, including, but not limited to, the right to respect, privacy, a dignified existence, self-determination, and the right to participate in all decisions about their own care and treatment.
- The Organization will conduct appropriate background checks pursuant to federal and state law (which may include, but is not limited to, criminal convictions and/or exclusion from participation in any federal health care program) on all Personnel involved in member care.
- The Organization will conduct routine checks to ensure that all providers employed by, or contracted on behalf of, the Organization will have the proper credentials, licensure, experience and expertise required to discharge their responsibilities.
- The Organization complies with all applicable federal and state laws, rules and regulations governing the credentialing process. This is a key element to ensuring that the highest quality care and services are provided to our members. Complying with credentialing and licensure requirements is a necessary component of our commitment to providing appropriate quality of care to our members.

For more information, see: RiverSpring Health Plans Compliance Manual, Policy and Procedure, Appendix H, Exclusion Compliance.

- The Organization will provide care that conforms to acceptable clinical and safety standards.
- The Organization will continuously strive toward a culture of safety and quality care.
- The Organization has implemented, and maintains an effective, comprehensive, data-driven Quality assurance and performance improvement (QAPI) program that focuses on indicators of the outcomes of care and quality of life.
- The Organization maintains an emergency preparedness program that meets Federal and State requirements, including, but not limited to: (i) an emergency plan; (ii) policies and procedures; (iii) a communication plan; and (iv) a training and testing program.

STANDARDS RELATING TO MANDATORY REPORTING

As part of its commitment to providing the highest quality of care and services, the Organization complies with all applicable federal and state mandatory reporting laws, rules and regulations. To this end, the Organization will ensure that:

- All incidents and events that are required to be reported are done so in timely manner and that compliance with such requirements is appropriately monitored.

- All identified overpayments are timely reported, explained and returned in accordance with applicable law and contractual requirements. It is our policy to not retain any funds which are received as a result of overpayments and to report, return and explain any overpayments within such time as is required by law or contract. Any monies improperly collected from Medicare or Medicaid beneficiaries are promptly refunded to the Department of Health, the Office of the Medicaid Inspector General, the Medicare fiscal intermediary or other payer, as applicable.

- In certain circumstances (e.g., after an internal investigation confirms possible fraud, waste, abuse or inappropriate claims), and with the advice and assistance of legal counsel, the Organization will make use of the appropriate self-disclosure process and report, as necessary and appropriate, to the New York State Department of Health, Office of the Medicaid Inspector General, the U.S. Department of Health and Human Services, Office of Inspector General, or other appropriate governmental agency.

- The Organization will ensure compliance with mandatory reporting obligations under New York's Social Services Law and other reporting obligations, as necessary and appropriate.

STANDARDS RELATING TO BILLING, CODING AND CLAIMS PAYMENT

The Organization is committed to conducting the coding, billing and claims payment process with integrity. We, therefore, adhere to current coding principles and applicable billing laws, regulations and guidelines to facilitate the proper documentation, coding and processing of claims.



- **Generally.** All documentation, coding and billing for services must be accurate. In conformity with the Organization's mission and values, claims will only be paid based upon services authorized and actually rendered, and upon sufficient and adequate documentation of such services. All Personnel responsible for claims will be trained in the appropriate rules governing billing, coding and documentation and will follow all regulations governing such procedures.

- **Appropriate Documentation.** A comprehensive person-centered and up-to-date plan of care is maintained for each member. Personnel involved in member care will properly assess and document each member's medical condition timely and accurately. Documentation forms must truthfully and accurately reflect the individual's clinical condition, activities of daily living (if applicable), and necessary services. Under no circumstances may any Personnel knowingly misrepresent any information on any patient assessment forms, or in any other document.

- **Compliance with Federal and State Laws Regarding the Submission of Claims.** Personnel shall comply with all applicable federal and state laws and regulations governing the payment of claims and related statements. A detailed description of: (i) the federal False Claims Act; (ii) the federal Program Fraud Civil Remedies Act; (iii) state civil and criminal laws pertaining to false claims; and (iv) the whistleblower protections afforded under such laws is provided to all Personnel.

STANDARDS RELATING TO CONFIDENTIALITY AND SECURITY

The Organization safeguards confidential information regarding its members and clients, such as individually identifiable health information, and confidential and proprietary information regarding the business of the Organization, such as enrollment lists, development plans, marketing strategy, financial data, proprietary research, and information about pending or contemplated business deals. Inappropriate disclosure of the Organization's confidential business information, whether intentional or accidental, may adversely affect the Organization.



Due to this risk of harm to the Organization, Personnel who learn confidential information about the Organization or its members and clients, shall not disclose that information to third parties, including family or friends. This includes, without limitation, disclosure of pictures or any member/client information on any form of social media. In addition, Personnel may not disclose such confidential information to any third party after leaving employment except with the prior written consent of the Organization, or as required by applicable law.

The Organization has also implemented and maintains a HIPAA Compliance Program that addresses privacy and security. Personnel must adhere to the standards of the HIPAA Compliance Program.

THE COMPLIANCE & ETHICS PROGRAM STRUCTURE AND GUIDELINES

The Organization's Compliance & Ethics Program consists of the following core components:

1. **Written Policies and Procedures.** The Organization has developed and implemented (and will continue to develop and implement) written policies and procedures addressing our commitment to compliance and specific policies and procedures addressing areas of potential fraud and abuse. The policies have all been formalized in writing and adopted by the Board of Trustees. The Compliance Officer will at least annually (or more frequently as necessary) review all Compliance Program documents and recommend any necessary changes.

2. **Designation of Compliance Officer.**

- a. RiverSpring Health Plans has appointed a Compliance Officer who is responsible for running the day-to-day operations of the Compliance & Ethics Program. Among other things, the Compliance Officer is responsible for: (i) receiving and responding to all reports, complaints, and questions about compliance issues; (ii) investigating instances of potential legal and ethical violations (and violations of the Code of Conduct); and (iii) taking appropriate corrective action in response to such matters. The Compliance Officer reports directly to the Executive Vice President and to the Board of Trustees. The Organization maintains organization charts, job descriptions and performance appraisals that confirm the direct reporting structure from the Compliance Officer to the Executive Vice President.

- b. The Compliance Officer also works with the Quality Assurance & Improvement Committee and the Compliance Committee to develop, maintain, and monitor the Compliance & Ethics Program. The Compliance Committee assists the Compliance Officer in reviewing compliance issues and implementing appropriate corrective action. It also works with the Compliance Officer to create and implement the annual Compliance Work Plan, which describes the annual reviews and compliance goals for the year. The Compliance Committee meets at least four times each year.

For more information, see: RiverSpring Health Plans Compliance Manual, Policy and Procedure, Appendix I, Compliance Personnel policy.

3. Training and Education. The Organization provides Personnel, including board members and senior management, with compliance education and training with respect to the Compliance & Ethics Program, both through formal, periodic training seminars and by maintaining an open line of communication between Personnel and the Compliance Officer. Such training will include: training for all new Personnel upon hire and an annual review for all Personnel of the requirements of the Compliance & Ethics Program, including any changes which have been implemented.

For more information, see: RiverSpring Health Plans Compliance Manual, Policy and Procedure, Appendix I, Compliance Personnel policy.

4. Communication Lines to the Compliance Officer. The Organization has established procedures for receiving reports concerning possible violations of relevant laws and regulations, the Code of Conduct, or any specific compliance standards and policies, and for protecting the confidentiality and anonymity of the reporting party so as to open the lines of communication between the Organization and its Personnel. All Personnel are required to report suspected misconduct, possible violations of Federal or State laws or regulations, or possible violations of the Compliance Program to the Compliance Officer. Personnel may report anonymously, if they so choose (by way of the Helpline or otherwise). In addition, all good faith calls to the Helpline will be kept confidential, whether requested or not, unless the matter is turned over to law enforcement.

5. Disciplinary Action. Personnel will be subject to disciplinary action for failure to comply with any applicable laws or regulations, or any aspect of the Compliance & Ethics Program. This includes:

- Failure to report suspected problems;
- Participating in non-compliant behavior;
- Encouraging, directing, facilitating or permitting (either actively or passively) non-compliant behavior;
- Failure by a violator's supervisor(s) to detect and report a compliance violation, if such failure reflects inadequate supervision or lack of oversight;
- Refusal to cooperate in the investigation of a potential violation;
- Refusal to assist in the resolution of compliance issues; or

- Retaliation against, or intimidation of, an individual for reporting a compliance violation or otherwise participating in the Compliance Program in good faith.

Such disciplinary actions shall be fairly and firmly enforced. The types of discipline imposed will be commensurate with the severity of the violation, ranging from verbal or written warnings to termination of employment or contract, if appropriate.

For more information, see: RiverSpring Health Plans Compliance Manual, Policy and Procedure, Appendix J, Compliance Protocols.

6. Identification of Compliance Risk Areas and Non-Compliance.

- a. The Organization has a process for the routine identification and assessment of compliance risk areas. This process involves the use of periodic reviews, audits, and other practices. As part of that assessment, and in an effort to detect and prevent fraud, waste and abuse, the Compliance Officer, or designee, will periodically monitor and/or conduct specific reviews of the following risk areas: business practices; coding, billing and claims payment practices; reviews of high risk departments; issues relating to quality of care and medical necessity of services; the credentialing process; compliance with mandatory reporting requirements; governance; and other potential compliance risk areas that may arise from complaints, Helpline calls, risk assessments, and as identified by specific compliance protocols and elsewhere.
- b. The Compliance Officer, working with the Compliance Committee, will develop an annual Work Plan based on developments arising from internal reviews and issues, external areas of compliance concern, publications and alerts from the New York State Office of the Medicaid Inspector General, and the U.S. Office of Inspector General of the Department of Health and Human Services, among others. The Work Plan will be reviewed and approved by the governing body.

For more information, see: RiverSpring Health Plans Compliance Manual, Policy and Procedure, Appendix K, Compliance Assurance Monitoring.

6. Responding to Compliance Issues.

- a. Investigations. All compliance issues, however raised, must be brought to the attention of the Compliance Officer. The Compliance Officer will oversee or conduct an inquiry into the issue, using outside counsel or consultants as necessary. All Personnel are required to cooperate in such investigations.
- b. Corrective Action and Responses to Suspected Violations. All Personnel are also required to assist in the resolution of compliance issues. Corrective action may include: conducting training and re-education; revising or creating appropriate forms; modifying or creating new policies and procedures; conducting internal reviews, audits or follow-up audits; imposing discipline (up to and including termination of employment or contract), as appropriate; and making voluntary disclosures and/or refunds to appropriate payers.

7. **Policy of Non-Intimidation and Non-Retaliation**. All Personnel are expected to participate in and comply with this Compliance Program, including the reporting of any violation or compliance issue. Retaliation or intimidation in any form against an individual who in good faith reports possible unethical or illegal conduct or otherwise participates in the Compliance Program is strictly prohibited and is itself a serious violation of the Code of Conduct. Acts of retaliation or intimidation should be immediately reported to the Compliance Officer and, if substantiated, will be disciplined appropriately.

ACKNOWLEDGMENT OF RECEIPT

I acknowledge that I have received and reviewed a copy of the Commitment to Compliance Handbook, containing the Code of Conduct and Compliance & Ethics Program Structure and Guidelines.

I agree to follow the standards and procedures set forth in the Handbook (and its related policies and procedures), to adhere to the spirit and letter of the Code of Conduct, and to cooperate with the Organization in carrying out the objectives of the Compliance & Ethics Program.

I understand that I may be subject to discipline (or other corrective action) if I violate the standards and requirements set forth in the Handbook or any of the Organization's compliance related policies and procedures.

I further certify that I know of no conduct by any Personnel that may constitute a violation of any law, rule, or regulation applicable to the Organization and its business practices or services.

Acknowledged and agreed:

Signature

Print name

Job Title or Description

_____, 20____
Today's Date

THIS FORM MUST BE SIGNED, DATED AND RETURNED TO THE COMPLIANCE OFFICER.