

# **VNS HEALTH COMPLIANCE PROGRAM STRUCTURE AND GUIDELINES**

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**VNS HEALTH AND ITS SUBSIDIARY AND AFFILIATED ENTITIES**

**STRUCTURE AND GUIDELINES OF THE COMPLIANCE PROGRAM**

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## I. OVERVIEW AND GOALS OF THE COMPLIANCE PROGRAM

As a health care organization operating multiple programs and service lines, VNS Health and all of its subsidiaries and affiliates (collectively, the “Enterprise<sup>1</sup>”) are proud of their long tradition of ethical and responsible conduct. The Enterprise is committed not only to providing our patients and members with the highest quality services but also to providing those services pursuant to the highest ethical, business, and legal standards. To that end, the Enterprise has implemented a Comprehensive Compliance Program to ensure legal and ethical conduct is an integral part of our culture and operations.

The Enterprise’s Compliance Program is designed to be an effective and coordinated program that meets applicable federal, state, and local statutory and regulatory requirements. Our goal as an organization is to ensure that our commitment to compliance is reflected throughout our network of systems and processes, as well as our culture. The Enterprise updates and improves its Compliance Program to adapt to the complex and continually changing regulatory landscape on an ongoing basis. The expectations and standards of the Compliance Program are set forth in the Code of Conduct and numerous general and entity-specific compliance policies and procedures that address specific legal requirements and potential risk areas. These risk areas include billing, payments, governance, business relationships, mandatory reporting, credentialing, and other areas identified by the Enterprise. We have implemented risk assessment procedures, audit protocols, training requirements, reporting mechanisms, and investigative and corrective action processes, all of which have enhanced our ability to prevent and detect fraud, waste, and abuse and ensure ongoing compliance.

This document, the “Compliance Program Structure and Guidelines,” describes the required elements of a compliance program and the way each element is addressed and implemented by the Enterprise. The elements as described herein are consistent with guidance issued by (i) the Centers for Medicare and Medicaid Services (“CMS”); (ii) the New York State Department of Health (“DOH”); (iii) the New York State Office of the Medicaid Inspector General (“OMIG”); (iv) the Office of Inspector General of the U.S. Department of Health and Human Services (“OIG”); and (v) the Federal Sentencing Guidelines.

The Enterprise’s Compliance Program is comprised of eight (8) basic elements. Following is a brief description of how each element is designed, structured, and implemented.

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<sup>1</sup> VNS Health Personal Care, VNS Health Home Care, VNS Health Hospice Care, Medical Care at Home, P.C., VNSNY Care Management IPA, VNS Health Health Plans, and VNS Health MSO (collectively, “VNS Health”)

## II. STRUCTURE AND GUIDELINES OF THE COMPLIANCE PROGRAM

### A. Element 1: Written Policies and Procedures

(1) Code of Conduct. The Code of Conduct provides a high-level overview of the Enterprise's Compliance Program for all directors, officers, employees, contractors, agents, volunteers, and others associated with the Enterprise, and the First Tier, Downstream and Related Entities ("FDRs") associated with VNS Health Health Plans and VNS Health MSO all collectively known as "Enterprise Personnel." The Code of Conduct outlines standards for legal and ethical conduct; describes compliance expectations; outlines the Compliance Program; provides guidance to Enterprise Personnel and others on dealing with potential compliance issues; identifies how to communicate compliance issues to the Compliance Department, and describes how potential compliance problems are investigated and resolved. The Code of Conduct is attached as Addendum A.

(2) Compliance Policies and Procedures. The Enterprise has adopted and implemented numerous compliance policies and procedures that further describe compliance expectations embodied in the Code of Conduct. These policies and procedures address specific compliance risk areas and requirements to ensure the Compliance Program is operating efficiently and effectively. The policies and procedures prescribed by VNS Health apply to all Enterprise programs and Enterprise Personnel, while subsidiaries' and affiliates' own policies and procedures may be specific to certain business units and address unique licensure or compliance mandates. The policies and procedures are reviewed annually and revised as needed.

(3) Location of Policies & Procedures. The Code of Conduct and all other Compliance policies are available on the VNS Health intranet.

### B. Element 2: Designation of a Compliance Officer; Compliance and Risk Structure and Governance

(1) Chief Compliance and Privacy Officer. The VNS Health Chief Compliance and Privacy Officer ("CCO") has overall responsibility for the Compliance Program, Internal Audit (IA) and Enterprise Risk Management (ERM) for Enterprise's programs and services and acts as the lead compliance officer.

- Responsibilities. The CCO is responsible for coordinating and overseeing the day-to-day compliance activities in collaboration with the Executive Vice President, Chief Legal and Risk Officer ("CLRO"), other appropriate members of Enterprise staff and senior management, the VNS Health Legal Department, and outside compliance counsel, among others. The CCO is responsible for ensuring compliance issues are properly and consistently coordinated and addressed as they arise, and that appropriate compliance assurance reviews, investigations, audits, and inquiries are conducted. In addition, the CCO is responsible for overseeing appropriate responses to all reports, complaints, and questions raised about compliance issues. In this regard, the CCO is the Compliance Program's "point person" to whom all Enterprise Personnel may report concerns and raise questions about compliance. In addition, the

CCO is the Enterprise Privacy Officer and oversees all ongoing activities related to the development, implementation, maintenance of, and adherence to VNS Health's policies and procedures covering the privacy of, and access to, protected health information in compliance with federal and state laws, and VNS Health's information privacy practices.

- Reporting. The CCO reports directly to the CLRO and the Audit Committee<sup>2</sup> of the VNS Health Board of Directors (the "Audit Committee"), and indirectly to Executive Vice President & Chief of Provider Services and the President of VNS Health Health Plans. The CCO also informs the VNS Health, VNS Health Provider, and VNS Health Health Plans Boards of Directors of compliance activities. In addition, the CCO has direct access to the VNS Health President and Chief Executive Officer ("CEO"), and to such committees of the VNS Health, VNS Health Provider, and VNS Health Health Plans Boards (collectively, the "Boards") as they deems appropriate, to ensure compliance issues are appropriately and consistently addressed throughout the organization.
- Meetings. The CCO attends and makes periodic compliance reports at Audit Committee meetings. The CCO may also attend meetings of the respective Boards. The CCO chairs the Compliance Working Group (described below), which ensures all compliance issues are appropriately and consistently coordinated. The CCO is also a member of and attends meetings of the VNS Health Executive Risk Committee ("ERC") (described below).
- Outside Resources. The CCO has ongoing access to legal counsel, both from the VNS Health Legal Department and from external counsel, as appropriate.

(2) Special Provisions for VNS Health Health Plans. VNS Health Health Plans operates several health plans. As such, VNS Health operates under the Enterprise Compliance Program but has also developed, as required by regulation and sub-regulatory guidance, its own supplemental Compliance Program.

- The CCO officially oversees the activities and management of VNS Health Health Plans Medicare compliance activities, which include the Special Investigation Unit and the Fraud, Waste, and Abuse ("FWA") Program. In addition, the CCO is responsible for coordinating with other VNS Health Health Plans Personnel to ensure there are appropriate responses to all reports, complaints, and questions about compliance issues that may arise for VNS Health Health Plans. The CCO is also responsible for providing educational materials to VNS Health Health Plans Personnel, as required by CMS, at the time of contracting and annually thereafter, and ensuring that all FDRs receive Medicare Advantage FWA training.

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<sup>2</sup> The VNS Health Board of Directors has delegated to the Audit Committee its responsibility for overseeing compliance activities across the Enterprise.

Compliance Program Employees. The members of the Compliance Department are Enterprise employees who have compliance responsibilities (“Compliance Employees”) and support the Compliance Program through engaging in day-to-day compliance activities, including, without limitation, reviewing and investigating compliance concerns and performing auditing and monitoring activities, and any other responsibilities directed by the CCO.

(3) VNS Health Chief Legal & Risk Officer (“CLRO”). The CLRO is responsible for, among other things, the oversight of the Enterprise Risk Management (“ERM”) program. The CCO has responsibility for the day-to-day operations of the Risk Management Program for the Enterprise. Because compliance issues may pose a substantial risk to the Enterprise, the CLRO consults and collaborates with the CCO regarding compliance matters that may pose such a risk to VNS Health. The CLRO reports directly to the Audit Committee and the CEO, and regularly attends Audit Committee and Boards’ meetings to provide reports thereto on risk matters and activities.

(4) The Executive Risk Committee (“ERC”). The ERC is a senior management committee responsible for implementing and coordinating the Enterprise ERM program. The ERC is chaired by the CLRO and is composed of members of senior management (including the CCO) appointed by the CLRO with the approval of the CEO. The ERC meets at least biannually and oversees efforts to identify, address, and mitigate risks throughout the Enterprise. The CLRO reports on risk, the activities of the ERC, and the ERC Inventory to the Audit Committee and, as needed, to the VNS Health Board of Directors.

(5) Internal Audit. The Internal Audit Department is responsible to perform periodic reviews and focused audits under the Internal Audit Work Plan, which is based upon the OIG and OMIG Workplans and the ERC Inventory. The CCO is the head of the Internal Audit Department and reports directly to the CLRO and attends and reports on the Department’s activities at Audit Committee meetings.

(6) Oversight by the Audit Committee and VNS Health Board of Directors. The Audit Committee has primary responsibility for overseeing the Enterprise Compliance Program, the ERM program, and the Internal Audit Work Plan and auditing activities. The Audit Committee meets at least quarterly, reviews the ERC Inventory annually, and receives reports from the CLRO and the CCO, on compliance issues, identified risk areas and issues, risk, and compliance management activities, and external and internal audits and investigations. The Chairperson of the Audit Committee, the CEO, the CLRO, and/or the CCO report periodically to the full VNS Health Board of Directors on risk and compliance matters. Finally, each of the Boards exercises oversight, as appropriate, and receives its own reports on compliance matters at its quarterly Board meetings from the CCO and, as necessary, either the President of VNS Health Provider Services or the President of VNS Health Health Plans.

A chart reflecting the Compliance, Risk, and Internal Audit reporting structure is attached as Addendum B.

### C. Element 3: Training and Education of Staff and Board of Directors

(1) Training and Education. Enterprise Personnel receive a copy of our Code of Conduct and are trained regarding the operation of the Compliance Program, the Code of Conduct, Enterprise compliance policies and procedures, entity-specific supplemental policies and procedures, and applicable laws, rules and, regulations affecting compliance and the prevention and detection of FWA. Enterprise Personnel are also updated through ongoing educational efforts by Compliance Employees, including topic-specific presentations, emails and other communications. This continuing education and training effort are of vital importance. Effective communication of applicable laws, regulations and policies requires the development of, and participation in, training and educational programs, and necessitates the periodic dissemination of written materials. (Note: FDRs who have met the FWA certification requirements through enrollment into the Medicare program or accreditation as a Durable Medical Equipment, Prosthetics, Orthotics, and Suppliers are deemed to have met the training and educational requirements for FWA.)

(2) Schedule, Participation, and Review. Training and educational programs are conducted as follows:

- **New Staff.** As part of their orientation, newly hired individuals receive compliance orientation training and other training mandated by law and regulation including, without limitation, training on HIPAA and other patient confidentiality laws. As part of such training, such personnel receive a copy of the Code of Conduct and are required to sign an acknowledgment form, which is maintained in everyone's personnel file. All FDRs receive information on VNS Health Health Plans's compliance program and how to report FWA. VNS Health Health Plans employees also receive specific Medicare Advantage FWA and Model of Care training. Depending on their job responsibilities, Enterprise Personnel may also receive a summary of the Compliance Program Structure and Guidelines, in addition to any specific policies and procedures that affect their duties.
- **Annual Training.** As part of the Enterprise's annual in-service program, all Enterprise Personnel receive compliance, Code of Conduct and HIPAA training. Clinicians also receive training in clinical policies and procedures on an annual basis.
- **Periodic Specialized Training and Ongoing Education.** To the extent that an issue arises through an audit or issuance of new laws, rules regulations or, otherwise, Compliance Employees will work with management on developing and disseminating appropriate training points and educational materials.
- **Board Training.** All members of the Boards receive training on the Code of Conduct, the Compliance Program Structure and Guidelines, and their responsibilities to exercise effective oversight of the VNS Health Compliance Program on an annual basis. The VNS Health Health Plans Board receives specific additional FWA training regarding the Medicare Advantage program and associated compliance requirements.

- **Mandatory Participation.** Attendance and participation in training and educational programs are mandatory for all Enterprise Personnel. Failure to comply with education and training requirements may result in disciplinary action consistent with the gravity of such non-compliance.
- **Annual Review.** The CCO, or designee, annually reviews all training and educational materials and makes updates or revisions, as necessary.

#### **D. Element 4: Open Line of Communication to Compliance Officer**

(1) Communication Methods. The CCO maintains open lines of communication with Enterprise Personnel to facilitate communication and reporting of compliance issues. VNS Health also maintains anonymous and confidential reporting of compliance issues as they are identified through the Compliance Hotlines, as more fully discussed below. The Enterprise has established procedures to encourage good faith participation in the Compliance Program. This procedure details the expectation that Enterprise Personnel will raise questions and report concerns relating to the Code of Conduct, compliance policies and procedures, suspected or actual violations of federal and state laws, rules and regulations, and FWA.

(2) How to Report. Enterprise Personnel are required to report concerns and raise questions they may have about compliance issues either verbally or in writing to a supervisor, the CCO, and/or the VNS Health Legal Department. All reports of suspected or actual non-compliance should contain as much detail as possible, including names, dates, times, location and the specific conduct the individual feels may violate the law or the VNS Health's policies and procedures.

- **Compliance "Hotlines."** In addition to reporting concerns and raising questions, as discussed above, Enterprise Personnel may call the Hotlines to report possible violations, ask questions, or raise compliance concerns. The Hotlines are dedicated confidential telephone lines—one for VNS Health and the VNS Health Providers, and another for VNS Health Health Plans and VNS Health MSO. The hotlines are maintained by an outside vendor, Navex Global, using the Ethics Point platform. Hotline calls are automatically logged by the Ethics Point system, including the date and time of the call, the reporter's name and contact information (unless the caller wants to remain anonymous) and the nature of the allegation or inquiry. The CCO or designee monitors the Hotlines and assigns the received allegations and inquiries to Compliance Employees to investigate and resolve any compliance concern. Non-compliance concerns are referred to the appropriate department in the Enterprise. The VNS Health Health Plans and VNS Health MSO compliance hotline is also available for FDRs and its members to make reports.
- **Confidentiality.** All information, reports and questions provided or raised by any individual will be held in the strictest confidence permitted by applicable law. Also, the Enterprise will not disclose the identity of anyone who reports a suspected violation of law or who participates in an investigation, unless the matter is turned over to law



enforcement and as otherwise consistent with applicable law. Enterprise Personnel should be aware, however, the CCO and compliance counsel are obligated to act in the best interests of VNS Health and do not act as any person's representative or lawyer. Accordingly, confidentiality may not be guaranteed if the disclosure is necessary to an investigation or is required by law.

- The Right to Report Anonymously. If Enterprise Personnel wishes to remain anonymous, they may call the Hotlines or send a written, typed or computerized report to the CCO, or designee. However, we encourage Enterprise Personnel to identify themselves when making reports so that an investigation can be conducted with a full factual background and without undue delay.
- Investigation and Reporting Back. The CCO, or designee, will investigate all complaints and, if appropriate, advise the individual or entity reporting the complaint of the process of, and outcome of the investigation.

#### **E. Element 5: Disciplinary Policies and Procedures**

Enterprise Personnel are required to adhere to the Compliance Program, the Code of Conduct, and applicable compliance policies and procedures, laws, and regulations. As detailed in the Enterprise's disciplinary policies and procedures, appropriate discipline will be imposed if it is concluded, after an appropriate investigation, that any individual has not adhered to the Compliance Program or has violated applicable laws and regulations. The imposition of discipline may be based on, among other things, the person's unlawful or unethical actions, negligent or reckless conduct, deliberate ignorance of the rules that govern the job (including the Compliance Program, the Code of Conduct, and all applicable compliance policies and procedures, laws and regulations), condoning or not reporting unlawful actions by others, retaliation or intimidation against those who report suspected wrongdoing, or other violations. Discipline may include giving an employee a verbal or written warning, probation for a specified period, suspension, or termination of employment.

VNS Health will ensure disciplinary standards are enforced in a timely, consistent, and effective manner. Enterprise Personnel will be subject to such disciplinary action, regardless of their level or position, for failure to comply with the Compliance Program, the Code of Conduct, and applicable compliance policies and procedures, laws, and regulations. Investigation and disciplinary records will be maintained for ten (10) years for disciplinary actions imposed for compliance violations.

As further described in Element Seven (7) below, VNS Health's reporting policies and procedures detail when compliance issues must be reported, how compliance issues will be investigated and resolved, as well as the potential sanctions for (i) not reporting suspected compliance issues, (ii) not participating in the Compliance Program, and (iii) encouraging, directing, facilitating, or permitting non-compliance behavior.

**F. Element 6: Routine Identification of Compliance Risk Areas and Non-Compliance; Ongoing Self-Evaluation; Monitoring and Auditing; Coordination of Activities; and Tracking New Developments**

(1) Routine Identification of Compliance Risk Areas.

- Annual ERC Inventory. On an annual basis, the ERC, in collaboration with the Enterprise's individual business units and departments, performs a risk assessment of the entire organization and its subsidiaries and affiliates, identifies the top compliance risks, and prepares a risk inventory (the "ERC Inventory"). The ERC Inventory is reviewed and revised on an ongoing basis by the ERC. Once the ERC Inventory is completed, specific risk owners, including business unit senior managers and risk leads, are responsible to address the identified risks through internal activities, reviews, or audits and then reporting back to the ERC during the year. The ERC Inventory is based upon numerous sources, including:
  - (i) the OIG and OMIG work plans, as reviewed by the CCO and the VNS Health Legal Department;
  - (ii) interviews with senior management and business unit risk leads;
  - (iii) issues identified as a result of audits or reviews;
  - (iv) changes in laws or regulations;
  - (v) issues identified by regulatory bodies pursuant to audits, pronouncements, or otherwise;
  - (vi) issues identified by the Compliance personnel;
  - (vii) issues identified by the VNS Health Health Plans Compliance Committee;
  - (viii) departmental risk assessments and inventories; and
  - (ix) risks identified by staff members raised throughout the organization and reported to their supervisors, the CLRO, the CCO, and the Legal Department.
- Departmental Risk Assessments and Inventories. Risk assessments are also conducted by various VNS Health departments and operational units, including, without limitation: VNS Health Home Care, VNS Health Health Plans, VNS Health Hospice Care, and VNS Health Personal Care, Patient Accounts, Human Resources, Finance, Charitable Benefits, Information Technology, and Business Development.

- Compliance Working Group Work Plan. Based on the ERC Inventory, the various departments' and operating units' inventories, and its own review of potential risks areas, the Compliance Working Group assists in the creation and monitoring of an annual Work Plan and the operation of the Compliance Program.

(2) Ongoing Compliance Auditing and Monitoring. Extensive compliance auditing and monitoring occur throughout the organization, based on the risk assessments described above, and the results are monitored by the ERC and/or the Compliance Working Group. These ongoing activities are just some of the activities conducted by subunits of VNS Health:

- Internal Audit. As described above, through its annual Internal Audit Work Plan, the Internal Audit Department reports its findings to the Audit Committee and works with business units on corrective actions with respect to audit findings.
- Compliance Auditors. Compliance Employees and other various specialists and compliance auditors throughout the organization (collectively, the "Compliance Auditors") may be deployed to perform periodic reviews and focused audits of Enterprise programs and will report to the appropriate CCO. The Compliance Auditors ensure that VNS Health vigilantly monitors all its programs, providers, and functions from a compliance and quality of care perspective.
- Compliance Employees. Compliance Employees review the OMIG and OIG work plans, as well as other compliance sources, and develop an audit and review schedule based on identified risk areas that could impact VNS Health Providers. The review and audit schedule is updated during the year to the extent that the CCO identifies new risk areas. If appropriate, the results of these reviews and audits are reported to the President of Provider Services, the Audit Committee, and/or the VNS Health Provider Boards of Directors. In addition, relevant findings are also reported to the ERC. Compliance Employees also assist in the prevention and detection of issues related to regulatory non-compliance, fraud, and abuse for all VNS Health Health Plans business lines. Responsibilities include, but are not limited to, reviewing, auditing, and analyzing the accuracy and effectiveness of VNS Health Health Plans operational systems, including those delegated to subcontractors; preparing audit reports, recommending corrective action, and following up to ensure that appropriate corrective actions are implemented; and facilitating external audits and regulatory survey visits. Results of such reviews and audits are reported to the CCO and, if appropriate, to the President of VNS Health Health Plans, the Audit Committee, and/or the VNS Health Health Plans Board.
- VNS Health Health Plans Special Investigation Unit ("SIU"). The SIU is staffed with full-time Compliance Employee(s) whose function is to detect and investigate allegations of fraudulent and abusive billing practices. The SIU is chiefly responsible for accepting referrals related to alleged fraudulent and/or abusive practices from outside and within VNS Health Health Plans and for performing targeted audits related to detecting

fraudulent and/or abusive practices. Results of investigations and audits are reported to the CCO and the VNS Health Health Plans Compliance Committee.

- **Quality Care Management Departments.** Each VNS Health Provider and VNS Health Health Plans performs quality management activities and develops quality scorecards and measures and provides supports in the achievement of such targets. These measures are created based on, among other things, known areas of needed improvement, agency strategic objectives or industry initiatives, areas of risk identified by the ERC, chart reviews, analysis of trends in complaints and incidents, etc. In addition, the quality management program ensures ongoing clinical and operational training and education is provided to the appropriate VNS Health Personnel. Pertinent findings are reported to the VNS Health Boards of Directors. To the extent that a compliance issue arises through an audit or issuance of new laws, rules regulations, or otherwise, the CCO works with the Quality Management programs and departments to ensure an appropriate response.
- **Contract Administration.** On an annual basis, the Contract Administration Department, performs audits of all VNS Health Provider contracted licensed home care services agencies to confirm they follow appropriate VNS Health and VNS Health Provider policies and procedures and applicable federal and state laws and regulations. The contracted licensed home care service agencies are contractually required to implement corrective action to remediate deficiencies identified in such audits. Additionally, Contract Administration monitors conflict reporting activities for all VNS Health Health Plans contracted licensed home care services agencies.
- **VNS Health Health Plans Delegated Oversight Program.** This program ensures that functions delegated to an FDR are carried out in a manner that meets regulatory requirements and are consistent with VNS Health Health Plans policies and procedures. On an annual basis, the VNS Health Health Plans Delegated Vendor Oversight Department will develop a monitoring work plan and present the work plan to the VNS Health Health Plans Compliance Committee. In addition, the credentials and performance of subcontracted providers are monitored and updated on an ongoing basis by the VNS Health Health Plans Credentialing Committee, with support from the VNS Health Health Plans Provider Relations and Quality Management Departments. When a compliance issue is identified through these activities, the CCO will be notified and will work with the appropriate personnel to ensure an appropriate response. The Delegated Oversight Program document is incorporated herein by reference.

(3) Coordination of Activities. The CLRO and the CCO collaborate to ensure that internal auditing and monitoring activity is both effective and is not duplicated throughout the organization and arrange for appropriate coordination of both internal and external auditing and monitoring activities. Reports of pertinent findings are reported to the ERC and, as appropriate, the Audit Committee, the CEO, and the Boards. Corrective actions are implemented and monitored as set forth in Element Seven below.

(4) Tracking New Developments. On a continuing basis, the CCO, the VNS Health Legal Department, the VNS Health Government Affairs Department, and other Compliance Personnel will ensure that new regulatory or legal requirements issued by federal and state governments are reviewed by the appropriate personnel. This includes, but is not limited to:

- Reviewing new rules governing the provision and billing of services;
- Receiving and reviewing applicable Medicare bulletins, Medicaid updates, and other relevant announcements;
- Receiving and reviewing the CMS Quarterly Medicare Provider Compliance Newsletter for guidance to address billing or other issues;
- Receiving and reviewing Health Plan Management System memos and guidance;
- Communicating with the appropriate professional societies as to recent initiatives or developments that might affect the Enterprise;
- Reviewing newly issued OIG Special Fraud Alerts and Advisory Opinions;
- Reviewing OMIG's compliance alerts and related issuances; and
- Reviewing Model Compliance Guidelines and OMIG and OIG Work Plans.

Based on any relevant new developments, the CCO, in conjunction with the appropriate members of senior management and the VNS Health Legal Department, will review existing policies, procedures, and practices to ensure that the Enterprise follows the requirements of federal and state law.

#### **G. Element 7: Responding to Compliance Issues**

(1) Responding to and Investigating Compliance Issues. VNS Health has a robust system for responding to compliance issues identified during VNS Health's ongoing monitoring and auditing, as described in Element Six (6) above, and to compliance inquiries received by the CCO, the CLRO, and any other Enterprise Personnel who receive reports of compliance issues. When an issue of possible improper conduct is identified, including, without limitation, improper billing, documentation, marketing, contracting, governance, credentialing, reporting or other practices, the CCO, as appropriate, promptly investigates the matter, and as appropriate, inform senior management, the VNS Health Human Resources Department, the VNS Health Legal Department, and/or outside compliance counsel. The CCO or designees, as appropriate, shall conduct a full investigation of the report, including determining whether a compliance issue exists or there has been a violation of the Compliance Program, the Code of Conduct, and all applicable compliance policies and procedures, laws and regulations. If an issue or violation does exist, the

investigation will attempt to determine its cause so that appropriate and effective corrective action may be instituted. The CCO will take necessary and appropriate follow-up actions. Enterprise Personnel are expected to cooperate in such inquiries.

(2) Reporting of Improper Conduct. Substantiated reports of improper conduct must be reported to the ERC, the Compliance Working Group, senior management, the VNS Health Legal Department, and the appropriate Board(s).

(3) Corrective Action and Responses to Suspected Violations. When a compliance problem is substantiated, the CCO will ensure that appropriate and effective corrective action is implemented on time. In discharging this responsibility, the CCO will work in conjunction with other Compliance Employees, the VNS Health Legal Department, senior management, the Compliance Working Group, and/or outside counsel, as appropriate.

Any corrective action or response implemented must be designed to ensure the violation or problem does not reoccur or reduce the likelihood that it will reoccur and be based on a root cause analysis. In addition, the corrective action plan must include, whenever possible, a follow-up review of the effectiveness of the corrective action following its implementation. If a follow-up review establishes that the corrective action plan has not been effective, then additional or new corrective actions must be implemented. Corrective actions are always documented and may include, but are not limited to, the following:

- Creating new compliance, business or billing procedures, or modifying and improving existing procedures, to ensure that similar errors will not reoccur;
- Informing and discussing with the offending personnel both the violation and how it should be avoided in the future;
- Providing remedial education to ensure that personnel understand the applicable rules and regulations, existing procedures or policies, and any new or modified policies and procedures that may have been instituted;
- Conducting a follow-up review to ensure that any corrective action instituted has been effective and that the problem is not recurring;
- Refunding to the proper payor all overpayments that have been identified;
- Disciplining the offending personnel, as appropriate; and
- Making a voluntary disclosure to an appropriate governmental agency, as appropriate.

## H. Element 8: Policy of Non-Intimidation and Non-Retaliation

Every employee has an affirmative duty to report issues or concerns that come to his/her attention through the appropriate channels described above. Failure to do so can result in disciplinary action up to and including termination of employment. As such, a key element of the Compliance Program is the ability of employees to express problems, concerns, or opinions without fear of retaliation or intimidation. The Enterprise will not tolerate any retaliation or intimidation against any employee for complying with any aspect of the Compliance Program.

No disciplinary or retaliatory action will be taken against an employee who in good faith raises a compliance concern or otherwise participates in the Compliance Program. Retaliation or intimidation in any form by any individual associated with the Enterprise is strictly prohibited and is itself a serious violation of the Code of Conduct. Managers have the responsibility to maintain an environment whereby employees feel comfortable raising issues or asking questions. Managers should also take appropriate steps to address concerns that are raised and communicate the results of corrective action whenever possible or appropriate. If any employee feels that he or she is being intimidated or retaliated against, that individual should contact the Chief Compliance Officer immediately. Any Enterprise Personnel who commits or condones any form of retaliation will be subject to discipline up to, and including, termination.

**APPROVED ON:        APRIL 23, 2013**

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<b>Revised &amp; Accepted:</b>	4/2013			1/2018	1/2019	1/2020	3/2021	6/2022	

**ADDENDUM A**

**CODE OF CONDUCT**



**ADDENDUM B**

**REPORTING STRUCTURE CHART**