



Ethics & Compliance Program Charter

Revised April 22, 2019



Table of Contents

Preamble 2

Ethics and Compliance Program 3

Chief Compliance Officer 3

Ethics and Compliance Department 4

Compliance Officers..... 10

Compliance and Audit Committee 11

Compliance Program Obligations 12

Annual Performance Evaluations 14

Preamble

Conifer Health Solutions (“Conifer”) hereby sets forth this Charter for its Ethics and Compliance program for Conifer. Conifer’s adherence to the provisions of this Charter is intended to (1) support and maintain Conifer’s present and future responsibility with regard to its clients’ participation in federal health care programs; (2) further Conifer’s goals of establishing an organization that (a) fosters and maintains the highest ethical standards among all Conifer Team Members, officers, managers, directors, and contractors that furnish health care items or services; (b) values its compliance with all state and federal laws and regulations as a foundation of its corporate philosophy; and (c) aligns with Conifer’s core values of unity, service, integrity, and respect. This Charter shall apply to all Conifer operations.

In addition, on September 30, 2016, Tenet HealthSystem Medical, Inc., the Criminal Division of the U.S. Department of Justice and the U.S. Attorney’s Office for the Northern District of Georgia entered into a Non-Prosecution Agreement (“NPA”) setting forth certain obligations and requiring the appointment of an independent compliance monitor (the “Monitor”) to assess, oversee, and monitor Tenet’s compliance with the obligations of the NPA and to review and monitor the effectiveness of Tenet’s compliance efforts with respect to the Anti-Kickback Statute and Stark Law. As a partially owned subsidiary of Tenet, Conifer is subject to the obligations set forth in the NPA. During the performance of their duties for Conifer, Conifer Team Members, contractors, agents, and members of the Conifer Board of Managers are required to cooperate with all requests of the Monitor and adhere to the provisions of the NPA, Conifer’s Code of Conduct, Conifer’s policies and procedures, and the requirements of

the Ethics and Compliance Program Charter as described below.

I. Ethics and Compliance Program

The Conifer Ethics and Compliance Program consists of the following:

- A. *Chief Compliance Officer.* Conifer has a Chief Compliance Officer who is responsible for the management and operations of the Ethics and Compliance Department. The Chief Compliance Officer shall be a senior officer of Conifer and shall report directly to Tenet's Chief Compliance Officer, as well as to Conifer's Chief Executive Officer ("CEO").
1. The Chief Compliance Officer shall make regular (at least quarterly) reports regarding compliance matters directly to the CEO, Tenet's Chief Compliance Officer, and Conifer's Compliance and Audit Committee. The Chief Compliance Officer shall be authorized to report to Conifer's Board of Managers and/or Tenet's Board of Directors (including the Tenet Board Quality, Compliance, and Ethics Committee) at any time. To the extent that the reports mentioned herein contain non-Tenet client data, the Chief Compliance Officer will adhere to all client contractual obligations related to ensuring the confidentiality of client information.
 2. To further his/her Ethics and Compliance Program duties, the Chief Compliance Officer shall have the authority to monitor and perform ethics and compliance risk assessments of the business activities engaged in by Conifer, Conifer Team Members, managers, directors, contractors, and agents. The Chief Compliance Officer may also reasonably request and

have access to any Conifer business record at any time in furtherance of the mission of ensuring Conifer's compliance with applicable federal and state laws and regulations and company policies.

3. The Chief Compliance Officer shall be responsible for developing an annual Compliance Work Plan and managing an annual budget for the Ethics and Compliance Department. The Ethics and Compliance Department shall be separate from the Conifer Legal Department and shall not be subordinate to Conifer's Chief Legal Officer. The Chief Compliance Officer shall have the independent authority and budget to engage external legal counsel as the Chief Compliance Officer may deem necessary from time to time to support the Ethics and Compliance Program.

B. *Ethics and Compliance Department.* Conifer's Ethics and Compliance Department, which is managed by the Chief Compliance Officer, is responsible for the operation of Conifer's Ethics and Compliance Program and for ensuring Conifer's compliance with all applicable federal and state laws, regulations, accreditation standards, contractual obligations, and company policies.

1. The Ethics and Compliance Department shall adopt a risk-based approach in overseeing compliance in areas including but not limited to:
 - a. End-to-end revenue cycle including, but not limited to scheduling, eligibility, enrollment, registration, coding, and billing;
 - b. Coding;
 - c. Privacy and security;

- d. Consumer protection;
 - e. Value-Based Care;
 - f. Patient rights;
 - g. Vendor relationships; and
 - h. Client relationships
2. Among its responsibilities, the Ethics and Compliance Department shall be responsible for:
- a. Ensuring, in collaboration with the Conifer Legal Department, facilitation of the Monitor's activities and compliance with the provisions of the NPA and related Conifer policies;
 - b. Assessing, critiquing, and (as appropriate) drafting and distributing company policies and policy job aids;
 - c. Developing, providing, and tracking at least one hour of ethics and compliance training to all new Conifer Team Members and, as appropriate, managers, directors, contractors, and agents within the first 30 days of employment/engagement and one hour of general refresher training each year thereafter;
 - d. Developing, providing, and tracking appropriate job-specific training to those whose responsibilities include clinical revenue integrity, accounts receivable management, value-based care, and referral source arrangements, in collaboration with the respective department responsible for oversight of each of these areas, within

- the first 30 days of employment/engagement and appropriate job-specific refresher training each year thereafter;
- e. Creating and disseminating Conifer's Code of Conduct;
 - f. Maintaining and promoting the Conifer Help Line (telephone hot line), which allows confidential reporting of issues on an anonymous basis and emphasizes Conifer's non-retaliation policy;
 - g. Responding to and ensuring resolution of all compliance-related allegations that arise from the Conifer Help Line and allegations received from Conifer Team Members (utilizing any compliance reporting software that Conifer may employ for this purpose) or any other source that results in a report to the Ethics and Compliance Department;
 - h. Ensuring that appropriate corrective action and/or disciplinary action are taken by Conifer when non-compliant conduct and/or improper contractual relationships are identified;
 - i. Monitoring and measuring Conifer's adherence to all applicable Conifer policies and legal and regulatory requirements;
 - j. Directing a screening of individuals for exclusion from federal health care program participation, as required by federal regulations, dictated by client contractual obligations, and no less frequently than annually;

- k. Ensuring that all new areas of operations implement the requirements of the NPA as of the effective date of the transition, implement the Conifer Code of Conduct within 30 days following the effective date of the transition, and adopt Conifer ethics and compliance policies, systems, and processes according to a plan and schedule developed by the Ethics and Compliance Department, but in no event later than 12 months following the effective date of the transition (with any necessary extensions or modifications to the plan and schedule to be approved by the Chief Compliance Officer or designee);

Ensuring a database of all contractual arrangements involving the payment of anything of value between Conifer and any physician or other actual or potential source of health care business or referrals to or from Conifer is maintained, which shall include documentation from legal counsel whether the arrangement meets a Stark exception and/or Anti-Kickback safe harbor, as applicable; and

3. Overseeing annual audits of outliers, charging, coding, billing, and/or other compliance risk areas as may be identified from time to time. Audits may be conducted by Conifer's Audit Services Department or other appropriate internal or, as necessary, external audit resources. Significant audit results shall be reported to the Compliance and Audit Committee, executive management, and the Board of Managers, as appropriate.
Structure. Ethics and Compliance Department shall have leadership responsible for areas including, but not limited to: Data Privacy, End-to-

End Revenue Cycle Compliance, Value-Based Care Compliance and Consumer Protection.

4. *Authority and Responsibility.* Compliance has the authority and obligation to pursue matters to whatever level of management is necessary to achieve a satisfactory resolution. Compliance has full and unrestricted access to any of Conifer's activities, records, systems data, physical properties, and personnel relevant to the subject under review.
5. *Independence.* The Ethics and Compliance Department shall be independent, which means that:
 - a. Each member of the Department shall ultimately report to the Chief Compliance Officer and provide support to the senior leaders of the applicable business units;
 - b. The Ethics and Compliance Department shall be responsible for all hiring, performance, and compensation decisions for the members of its Department; and
 - c. The Chief Compliance Officer will consider independence in assigning responsibilities related to monitoring, auditing, program development, or any other work performed by the Ethics and Compliance Department.
6. *Coordination with Other Conifer Departments.* The Ethics and Compliance Department shall interact and coordinate with the Conifer Legal Department to facilitate information-sharing about compliance-related

issues, including compliance-related legal matters such as legal audits, internal investigations, and external investigations of Conifer operations. The Conifer Ethics and Compliance Department will seek legal counsel, as appropriate, for legal advice and to protect the company's legal rights and interests. The Ethics and Compliance Department also shall coordinate with and have the cooperation of all other Conifer corporate departments, including (but not limited to) the following: Audit Services, Risk Management, End-to-End Revenue Cycle Operations, Value-Based Care, AR Management, Finance, Contracting and Governance, Human Resources, and Government Programs to appropriately and adequately address and respond to Conifer's ethics and compliance-related matters. Under the oversight of the head of the Audit Services Department, the Audit Department shall periodically review the effectiveness of Conifer's Ethics and Compliance Program and shall report the results of such review to the Compliance and Audit Committee, executive team, Tenet's Chief Compliance Officer, and the Board of Managers.

- C. *Compliance Officers.* Conifer shall create and staff, as appropriate, the position of Compliance Officer responsible for its business units. Each Compliance Officer shall have sufficient management authority, responsibility, and resources to permit the effective performance of his/her duties. Each Compliance Officer is responsible, in coordination with the Chief Compliance Officer and Ethics and Compliance Department, for oversight of Conifer's Ethics and Compliance

Program within the business units and compliance with Conifer's policies and all applicable federal and state laws related to federal health care programs.

1. The Compliance Officer's duties shall include the following:

- a. Advising and directing business unit Team Members (including senior executives) and contractors on Ethics and Compliance Program matters;
- b. Escalating, as appropriate, ethics and compliance-related issues to the Chief Compliance Officer (or his/her designee) and senior business unit executives;
- c. Serving as an ethics and compliance liaison for assigned clients; and
- d. Assisting with the identification and assessment of Conifer compliance risk areas.

2. The Compliance Officer's duties shall include:

- a. Conducting timely and thorough reviews of each ethics and compliance concern that is raised through any internal reporting mechanism;
- b. Recommending appropriate corrective actions to address deficiencies identified through the course of investigation; and
- c. Providing appropriate documentation for closure of matters.

- D. *Compliance and Audit Committee.* The Compliance and Audit Committee will oversee the Company's compliance with legal and regulatory requirements. Conifer's Compliance and Audit Committee shall be chaired by the Chief Compliance Officer. The Compliance and Audit Committee provides executive management level oversight of the company's Ethics and Compliance and Audit Programs. Members shall include, but not be limited to: the Chief Executive Officer; Chief Financial Officer; Chief Operations Officer; Chief Commercial Officer; Chief Legal Officer; President, Value-Based Care; and Chief Human Resources Officer. The Compliance and Audit Committee shall meet at least quarterly or, more frequently, as warranted by the company's compliance and audit needs.
- E. *Compliance Program Obligations.* Each Conifer business unit and worksite location shall adhere to the requirements of this Charter. The requirements include:
1. Refunding all overpayments received from federal health care programs within 60 days of identification (an overpayment means the amount of money Conifer has received on behalf of its clients, after applicable reconciliation, in excess of the amount due and payable under any federal health care program requirement);
 2. Prior to employment, engagement, or granting of privileges, screening all Team Members and contractors for exclusion from federal healthcare program participation, as required by federal regulations;

3. Reporting, through the Ethics and Compliance Department, the following in a compliance report no less frequently than quarterly:

a. *Government Investigation or Inquiry or Significant Litigation.*

Formal or informal notice of a government investigation or inquiry, or of significant actual or threatened litigation, involving conduct by Conifer, that is received by a Conifer entity, client, or vendor;

b. *Potential Violation of the Law.* Information suggesting a potential violation of federal, state, or local law or regulation, not otherwise described above, by a Conifer entity, client, or vendor for which significant penalties may be assessed (e.g., False Claims Act, Medicare, Medicaid, Stark Law or Anti-Kickback Statute (or state equivalent), consumer protection laws, HIPAA Privacy or Security Rules (or state equivalent), 501r/charity laws (or state equivalents));

c. *Potential Fraud, Waste, or Abuse.* Information suggesting potential fraud, waste, or abuse, not otherwise described above, by a Conifer entity, client, or vendor;

d. *Potential Breach of Contract or Potential Indemnity Obligation.*

Information suggesting conduct that would cause a potential breach of contract or incurrence of a potential indemnity obligation by Conifer, not otherwise described above;

e. *Potential Material Violation of Conifer and/or Client Policy.*

Information suggesting a potential violation of Conifer or applicable client policies, procedures, or standards of conduct for which significant penalties may be assessed, not otherwise described above;

f. *Potential Violation of the Provisions of the NPA;* and

g. *Risk of Reputational Harm.* Information about conduct by Conifer, or a Conifer client or vendor, that could negatively impact Conifer's reputation, not otherwise described above.

II. Annual Performance Evaluations

A. Conifer shall make a commitment to quality compliance and ethics and proper execution of Conifer's standards set forth in this Charter a component of the annual performance evaluations of every Conifer employee. In addition, the Chief Compliance Officer and Chief Human Resource Officer shall annually assess whether to modify any individual incentive compensation awards to reflect positive or negative individual performance in compliance, ethics, and financial controls.

B. At least annually, the Chief Compliance Officer shall deliver a report to Conifer's Compliance and Audit Committee, Tenet's Chief Compliance Officer, and, when appropriate, Conifer's Board of Managers outlining Conifer's significant compliance and ethics activities for the year. The purpose of the

report is to provide information to Tenet's Quality, Compliance, and Ethics Board Committee so that it can perform its oversight function.

- C. The Ethics and Compliance Department shall review and reassess, at least annually, the adequacy of its Charter and recommend to the Compliance and Audit Committee any improvements to the Charter that the Ethics and Compliance Department considers necessary or appropriate. Changes to the Charter may only be effectuated upon approval of Conifer's Compliance and Audit Committee and Tenet's Chief Compliance Officer.