



# **Ethics & Compliance Program Charter**

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## Preamble

Conifer Health Solutions (“Conifer”) hereby sets forth this Charter for its Ethics and Compliance Program. 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, contractors, and agents that furnish health care items or services; (b) values its compliance with all state, federal, international 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 of Conifer’s operations.

During the performance of their duties for Conifer, Conifer Team Members, contractors, agents, and members of the Conifer Board of Managers are required to adhere to the provisions of 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 or their designee, as well as to Conifer's Chief Executive Officer ("CEO").

1. The Chief Compliance Officer shall make regular (at least quarterly) reports regarding high-risk compliance matters directly to the CEO, Tenet's Chief Compliance Officer, and Conifer's Compliance 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, and will provide a compliance program update to them at least annually. 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 perform and monitor ethics and compliance risk assessments of the business activities engaged in by Conifer, Conifer Team Members, contractors, agents, and members of the Conifer Board of Managers. 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, state, international 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, state, international laws and 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 and enrollment, registration, coding, clinical documentation integrity ("CDI"), billing, and collections;
  - b. Fraud, Waste and Abuse;
  - c. Privacy and Security;
  - d. Consumer Protection;

- e. Value-Based Care;
  - f. Conflicts of Interest
  - g. Third party (including vendors and clients) relationships; and
  - h. Regulatory Change Management.
2. Among its responsibilities, the Ethics and Compliance Department shall be responsible for:
- a. Assessing and, as appropriate, drafting and distributing company policies and procedures;
  - b. Developing, providing and monitoring overall completion of ethics and compliance training for all new Conifer Team Members and, as appropriate, contractors, agents, and members of the Conifer Board of Managers within the first 30 days of employment/engagement and general refresher training each year thereafter;
  - c. Developing, providing, and monitoring overall completion of appropriate role-specific compliance training for Conifer Team Members and, as appropriate, contractors, whose responsibilities include clinical revenue integrity, coding, CDI, consumer protection-related areas such as patient outreach and payment collections, billing, sales, and interaction with foreign parties, in collaboration with the respective departments 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;
- d. Creating and disseminating Conifer's Code of Conduct ("Code") and obtaining attestations of receipt and understanding of the Code as a condition of employment/engagement for all new Conifer Team Members and contractors upon hire/engagement and annually thereafter;
  - e. Maintaining and promoting the Speak Up Line (Conifer's telephone hot line), which allows confidential reporting of compliance matters on an anonymous basis, and other avenues of reporting a concern such as the Ethics email inbox, online submission form, or direct contact with a member of the Ethics and Compliance Department, emphasizing Conifer's non-retaliation policy;
  - f. Responding to and ensuring timely and well-documented inquiry and resolution of all compliance-related allegations that arise from the Speak Up Line or any other source that results in a report to the Ethics and Compliance Department;
  - g. Ensuring that appropriate corrective action is taken by Conifer when conduct not meeting Conifer's Code of Conduct, policies and procedures, and/or contractual requirements is identified;

- h. Maintaining a Conflicts of Interest disclosure process for Conifer Team Members and ensuring, in partnership with Conifer's Human Resources Department, that appropriate measures are established to mitigate any identified Conflicts of Interest;
- i. Performing risk-based auditing, monitoring, and testing of Conifer's adherence to all applicable Conifer policies and legal and regulatory requirements;
- j. Directing a screening of individuals and entities for exclusion from federal health care program participation and the Office of Foreign Assets Control, as required by federal regulations and dictated by client contractual obligations, no less frequently than annually;
- k. Ensuring that all new areas of operations implement Conifer's Code of Conduct within 30 days following the effective date of the transition, complete all necessary compliance training, and adopt Conifer's 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);

- I. 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 Tenet is maintained, which shall include documentation from legal counsel whether the arrangement meets an Anti-Kickback safe harbor, as applicable; and
    - m. Overseeing annual auditing and testing of coding, billing, and other compliance risk areas as identified that are part of Conifer's services, in collaboration with Conifer clients as appropriate. Auditing and testing may be conducted by Conifer's Ethics and Compliance or Audit Services Departments or other appropriate internal or, as necessary, external resources. Auditing or testing results shall be reported to the Compliance Committee, executive management, and the Board of Managers, as appropriate.
- 3. *Structure.* The Ethics and Compliance Department shall be responsible for supporting compliance in areas including, but not limited to: End-to-End Revenue Cycle Compliance including, but not limited to compliance related to scheduling, eligibility and enrollment, registration, coding, CDI, billing, and collections, Privacy and Security, Consumer Protection, Value-Based Care Compliance, Third Party Oversight, Conflicts of Interest and Regulatory Change Management.

4. *Authority and Responsibility.* Ethics and Compliance has the authority and obligation to pursue matters to whatever level of management is necessary to achieve a satisfactory resolution. Ethics and 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 Ethics and Compliance 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 managing all hiring, performance management, compensation, and restructuring decisions for the members of its department; and
  - c. The Chief Compliance Officer will consider independence in assigning responsibilities related to auditing, monitoring, and testing 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 matters,

including compliance-related legal matters such as legal audits and internal or external investigations of Conifer's operations conducted by or at the direction of the Conifer Legal Department. The 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 shall coordinate with and have the cooperation of all other Conifer business units, including (but not limited to) the following: Audit Services, Operations, Client Delivery, Finance, Contracting, Procurement, and Human Resources, 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 Committee, executive team, Tenet's Chief Compliance Officer, and the Board of Managers.

- C. *Compliance Roles.* Conifer shall adopt a risk-based approach to staff its ethics and compliance function to ensure resource allocation is proportionate to the levels of inherent and/or actual risk posed by Conifer's regulatory environment and operations. Each manager and above within the Ethics and Compliance department ("Compliance Leader") shall have sufficient management authority, responsibility, and resources to permit the effective performance of his/her duties.

Each Compliance Leader is responsible, in coordination with the Chief Compliance Officer and Ethics and Compliance Department, for integrating Conifer's Ethics and Compliance Program within the business units.

1. Compliance Leaders' 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/or relevant areas of the business; and
- d. Assisting with the identification and assessment of Conifer compliance risk areas, including the potential risk related to new client deals and/or service offerings and strategic/operational business decisions.

D. *Compliance Committee*. The Compliance Committee will oversee Conifer's compliance with legal and regulatory requirements. The Chief Compliance Officer shall chair Conifer's Compliance Committee and the Chief Compliance Officer has the authority to modify membership of the Compliance Committee as deemed necessary by organizational structure and business changes. All

membership changes will be reviewed and approved by the Compliance Committee. The Compliance Committee provides executive level oversight of the company's Ethics and Compliance Programs. Members shall include, but not be limited to: the Conifer Executive Leadership Team and Information Security Officer, as well as other members as deemed appropriate. The Compliance Committee shall meet at least quarterly or, more frequently, as warranted by the company's compliance and audit needs. In addition, Conifer shall establish sub-committees of the Compliance Committee to manage key risk areas in the business. These sub-committees shall include:

1. *Policy Governance Committee.* The committee shall include senior leaders and representatives from Conifer's business units as determined by the Chief Executive Officer. The committee shall be responsible for coordinating the review and approval of corporate policies and for providing strategic oversight related to policy development, vetting and distribution across the enterprise.
2. *Global Business Center Compliance Committee.* The committee shall focus on proactively and collaboratively managing compliance and business risks associated with the operations of Conifer's Global Business Center. The designated Compliance leader for the Conifer's Global Business Center will chair the committee. Membership shall include both domestic and Philippines-based senior leaders.

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) in accordance with payer requirements, and all overpayments received by patients as required by state law;
2. Screening employees, contractors and vendors for exclusion from federal healthcare program participation as required by federal regulations, prior to employment or engagement;
3. Fostering a culture of compliance through adherence to policies and procedures, strategic messaging, prompt escalation of potential concerns, and promoting an environment where individuals can raise concerns without fear of retaliation;
4. Promptly reporting to the Ethics and Compliance Department the following:
  - 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 and Medicaid requirements, Stark Law or Anti-Kickback Statute (or state and local equivalent), consumer protection laws, HIPAA Privacy or Security Rules (or state and local equivalent), 501r/charity laws (or state and local 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, or Code of Conduct.* Information suggesting a potential violation of Conifer or applicable client policies, procedures, or code of conduct for

which significant penalties may be assessed, not otherwise described above;

- f. *Notice of external audit.* Formal or informal notice of audit of Conifer's operations by an external party that is deemed in scope for the Ethics and Compliance Department's External Audit Response Program; 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 Team Member. In addition, the Chief Compliance Officer and Chief Human Resources 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 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 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 Committee and Tenet's Chief Compliance Officer.