



Effective: 4/8/20

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| Innovative Health Alliance of New York, LLC |
| Category: MSSP Compliance |
| CODE OF CONDUCT |

Introduction

Innovative Health Alliance of NY, LLC (IHANY) is committed to conducting its activities in compliance with all federal, state and local laws and regulations and with the highest professional and ethical standards. This includes a commitment to promoting evidence-based medicine; effective patient engagement; and cost-effective, high quality, patient-centered care. All IHANY employees, contractors, and providers, and suppliers (hereinafter referred to as "ACO Participants") play an integral role in helping achieve these goals.

This Code of Conduct has been adopted by the IHANY Board of Directors in support of the IHANY's Integrity and Compliance Plan. The Code of Conduct describes standards by which all ACO Participants are expected to conduct themselves when working for or on behalf of IHANY. ACO Participants are required to adhere to both the spirit and letter of the Code of Conduct. In addition to the Code of Conduct, ACO Participants are expected to follow all policies and procedures affecting their activities in IHANY.

ACO Participants who are not affiliated with or employed by Trinity Health¹ remain subject to the requirements of their own organization's compliance programs, in addition to the requirements of IHANY's Integrity and Compliance Plan and this Code of Conduct. Likewise, all Trinity Health entities and physicians and other personnel employed by Trinity Health affiliated entities, continue to be subject to the requirements of Trinity Health's Integrity & Compliance Program, Code of Conduct and applicable policies and procedures in addition to IHANY's Integrity and Compliance Plan and this Code of Conduct.

Standards of Conduct

Honest and Lawful Conduct: IHANY and ACO Participants will abide by all applicable laws and regulations including requirements of participants in the Medicare Shared Savings Program ("MSSP"). All ACO Participants must maintain a high level of integrity and honesty in their conduct relating to the operations and performance of the IHANY and will be held accountable for behaviors and actions inconsistent with this Code of Conduct.

Quality of Care: IHANY treats all patients with respect and dignity, providing care that is both necessary and appropriate. IHANY is committed to providing high quality health care to its patients and to delivering health care services in an ethical, professional and effective manner. IHANY and Participants are committed to delivering people-centered, high quality health care services with compassion, dignity and respect for each individual.

¹ Trinity Health includes the System Office and all Regional Health Ministries and Subsidiaries.

No Reduction in Medically Necessary Services: IHANY and ACO Participants are committed to improving health, enhancing quality of care, and lowering the costs of health care services. IHANY and ACO Participants will not deny, reduce or limit the provision of medically necessary services to any patient.

No Discrimination: IHANY prohibits any form of discrimination in the provision of services, marketing, or enrollment practices. IHANY and ACO Participants will not deny, limit, or condition services to patients on the basis of race, color, religion, gender, sexual orientation, marital status, national origin, citizenship, age, disability, or any other characteristic protected by law or any factor that is related to health status, such as nature and extent of medical condition, medical history, or genetic information. IHANY prohibits any practice that would reasonably be expected to have the effect of denying or discouraging the provision of medically necessary services to eligible individuals.

Licensure: All individuals and entities providing care to IHANY patients will be properly licensed and possess the necessary experience and expertise to deliver high quality, effective care. Only qualified ACO Participants with proper licensure or certification will be permitted to make clinical assessments or to develop plans of treatment for patients. ACO Participants will confirm licensure of all employees, agents and contractors rendering services to IHANY patients. Complying with licensure requirements is an important component of IHANY's commitment to ensuring that patients receive high quality, effective care.

Quality Data, Certifications and Other Information Reporting: Under the MSSP, IHANY must periodically submit quality data, certifications and other information to the Centers for Medicare and Medicaid Service ("CMS"). All ACO Participants will cooperate in the gathering, recording, and submitting of such data and information in a timely, accurate and complete manner in accordance with all MSSP and other regulatory requirements. All certifications and other reports submitted to government agencies will be made by an individual with authority to legally bind IHANY and will be filed timely, accurately and in accordance with applicable requirements.

Marketing Activities: IHANY will adhere to all federal and state laws and MSSP program requirements governing marketing activities. IHANY will not use incorrect or misleading information in marketing materials. All marketing materials used in connection with the MSSP must be submitted to CMS for approval prior to use. Marketing materials and activities include, but are not limited to, general audience materials such as brochures, advertisements, outreach events, letters to beneficiaries, Web pages, data sharing opt out letters, mailings, social media, or other activities conducted by or on behalf of IHANY, or by ACO Participants when used to educate, solicit, notify, or contact Medicare beneficiaries or providers and suppliers regarding the MSSP.

The following beneficiary communications are not considered marketing materials and activities: certain informational materials customized or limited to a subset of beneficiaries; materials that do not include information about the IHANY or ACO Participants; materials that cover beneficiary-specific billing and claims issues or other specific individual health related issues; educational information on specific medical conditions (for example, flu shot reminders), written referrals for health care items and services, and materials or activities that do not constitute "marketing" under the HIPAA Privacy Rule.

Distribution and Use of Shared Savings: All distributions of shared savings or other incentive-based payments connected with the MSSP or any other performance-based plan will be made in accordance with methodologies approved by the IHANY Board of Directors. Distributions of shared savings under the MSSP will be reasonably related to the purpose of the MSSP as determined by the IHANY Board of Directors. No distributions will be based on the value or volume of referrals between participating IHANY providers.

Beneficiary Choice: IHANY and ACO Participants are prohibited from engaging in practices or adopting policies that restrict or diminish the right of Medicare beneficiaries aligned with IHANY to exercise their

basic freedom of choice to obtain health care services from practitioners who are not IHANY providers and suppliers.

Beneficiary Notices: IHANY and ACO Participants shall comply with applicable requirements established by CMS relating to the provision of notices to Medicare beneficiaries aligned with IHANY, including notifications of provider and supplier participation in IHANY; collection and use of beneficiary data for purposes of care coordination and quality improvement work, and the right of beneficiaries to opt-out of sharing of such data.

Gifts to Beneficiaries: ACO Participants are prohibited from offering or providing gifts or remuneration to Medicare beneficiaries, either individually or on behalf of IHANY, as inducements for receiving services or remaining in IHANY or with a particular provider within IHANY. Limited in-kind items or services may be provided by IHANY to Medicare beneficiaries for free or below fair market value provided they are either 1) preventative care in nature; or 2) advance the clinical goals of the Medicare beneficiary. Limited in-kind items or services will not be provided directly by physicians or practices to Medicare beneficiaries except as part of a program approved by the ACO Board of Directors.

Eligibility to Participate in Federal and State Health Care Programs: IHANY and ACO Participants will not knowingly hire, employ, contract, or do business with any individual or entity excluded, debarred, or otherwise ineligible to participate in federal or state health care programs such as Medicare and Medicaid, or whose officers, directors or employees are excluded from participating in federal or state health care programs. ACO Participants are responsible for taking all necessary steps to ensure employees involved in providing goods or services to IHANY, directly or indirectly, remain eligible to participate in federal and state health care programs.

Documentation, Coding and Billing: All ACO Participants will adhere to federal and state laws and regulations governing billing, coding and documentation requirements for medical services billed to Medicare, Medicaid and other payers. All billing, coding and documentation must be accurate and truthful. Only medically necessary services that are consistent with accepted standards of medical care may be billed. Billing and coding is to be based on adequate documentation of the medical justification for the service provided and for the claim submitted, and medical documentation must comply with applicable payer requirements. Only codes that correspond to the service rendered and documented are to be used.

Mandatory Reporting: IHANY will ensure that all incidents that are required to be reported under applicable federal and state mandatory reporting laws, rules and regulations are reported timely. This includes, but is not limited to, the reporting of probable violations of law to an appropriate law enforcement agency and the disclosure and repayment of identified overpayments from Medicare or other third-party payers as required by law.

Accuracy and Integrity of Records: IHANY and ACO Participants shall maintain accurate and complete records relating to all business activities, claim submissions, arrangements or transactions relating to the operations of IHANY and the MSSP.

Privacy and Security of Patient Information: Federal and state laws require IHANY and ACO Participants to maintain the privacy and security of patient health information ("PHI") in all forms – paper, electronic records, films and images, and verbal discussions. All ACO Participants will keep PHI confidential, except when disclosure is authorized by the patient or permitted by law. ACO Personnel:

- Will not access or use PHI except as necessary to perform their jobs;
- Will access, use and disclose only the minimum amount of PHI necessary to perform their jobs;
- Will not discuss PHI with others who do not have a job-related need to know such information, including co-workers, family and friends;

- Will not leave PHI unattended, unsecured or otherwise available to the public;
- Will not store PHI on laptops, tablets, storage media or other portable devices unless authorized and approved for use by IHANY or their employer organization;
- Immediately notify their supervisor or their organization's Privacy Official if PHI has been lost, stolen or accessed inappropriately;

Cooperation with the IHANY Integrity and Compliance Program: All ACO Participants will cooperate with and support IHANY's Integrity and Compliance Program through adherence to the standards described herein and participation in activities such as:

- Periodic internal audits, including allowing IHANY staff or agents to conduct audits of ACO Participants' medical records documentation, quality data collection, and claims submission, as applicable to the ACO Participants participation in the MSSP;
- Compliance and other training of ACO Participants as required by CMS regulations, including distribution of compliance communication and training materials such as this Code of Conduct;
- Implementation of procedures to ensure the accurate collection, submission or transmission of quality data required by participation in the MSSP; and
- Responding to compliance audits, investigations, reviews and inquiries, and implementation of corrective actions, as needed.

Compliance with Fraud and Abuse Laws: Federal and state laws prohibit the exchange of anything of value in order to induce or reward patient referrals for business payable by a federal or state health care program. In accordance with these laws, IHANY and ACO Participants will not offer, solicit, pay or receive anything of value, directly or indirectly, for referring a patient or furnishing or arranging for a good or service payable by a federal, state or other third-party payer. All referral decisions will be based solely on the health care needs of IHANY patients.

Conflicts of Interest: A conflict of interest exists whenever an individual's outside personal or financial interests influence, or appears to influence, decisions made involving IHANY. ACO Participants are expected to exercise good judgment, maintain objective business relationships with external parties conducting business with IHANY, and avoid conflicts of interest. IHANY decisions are to be made fairly and objectively, without favor or preference based on personal considerations. ACO Participants may not use their positions or knowledge gained through their relationship with IHANY for personal advantage. ACO Personnel may occasionally find their duties to IHANY in conflict, or may appear to be in conflict, with other relationships and responsibilities. Such matters should be disclosed to the individual's supervisor, a higher-level manager or IHANY's Integrity and Compliance Officer to ensure appropriate actions are taken to manage any conflicts of interest.

Reporting Requirement: IHANY promotes an environment that encourages all ACO Participants to seek answers to questions and report issues and concerns. ACO Participants are expected to report, in good faith, any actual or suspected fraud, waste, and abuse, violations of law, regulation, professional standards or IHANY policies. ACO Participants may choose one or more of the following methods for reporting:

- Participant Organization Management: ACO Participants are encouraged, but not required, to report compliance matters directly to their direct supervisor, to other management of their organization, or to their own organization's compliance officer;

- IHANY Integrity and Compliance Official: ACO Participants may at any time report compliance matters directly to IHANY's Integrity and Compliance Officer as follows:

Laurel E. Baum, RN, JD, Chief Integrity & Compliance Officer at Laurel.e.baum@trinity-health.org or 518-525-1378

- Integrity and Compliance Hotline: IHANY has established an Integrity and Compliance Hotline that is available to all ACO Participants to confidentially report any issues or concerns or to seek advice or clarification on compliance and other issues. You have the option to remain anonymous when reporting if you so choose. The Integrity and Compliance Hotline is available 24 hours a day, 365 days a year and is supported by an outside organization. You may file a report via telephone at 866-477-4661 or online at www.mycompliance.com, access ID THO.

No Retaliation: IHANY prohibits retaliation, in any form, against any individual reporting issues and concerns in good faith. Retaliation is subject to discipline up to, and including, termination of employment, or termination of participation in or business relationships with IHANY. IHANY will attempt to maintain, within limits of the law, the confidentiality and identity of individuals reporting issues and concerns.

Investigation of Alleged Fraud, Waste and Abuse: IHANY will promptly investigate any reports of alleged violations of law, regulations or policies related to IHANY activities. ACO Participants are expected to fully cooperate in such investigations and, where appropriate, in taking corrective actions in response to matters identified, as needed. The Federal False Claims Act and similar state laws make it a crime to present a false claim to the government for payment. These laws also protect "whistleblowers" (people who report noncompliance or fraud, or who assist in investigations) from retaliation. IHANY strictly prohibits retaliation or reprisal against individuals exercising their rights under the Federal False Claims Act or similar state laws.

ACO Participants Compliance Program Obligations: The Affordable Care Act of 2010 mandated the establishment of compliance programs for all health care providers enrolled in the Medicare and Medicaid programs. Certain states have also implemented mandatory compliance program requirements. All ACO Participants are subject to the requirements of their own organization's compliance programs, in addition those of IHANY's Integrity & Compliance Program, including any periodic reporting or certification requirements that may be applicable.

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| Approving Official: IHANY Board | | Effective Date: 4/8/20 |
| Key Sponsor: IHANY Integrity & Compliance Officer | | |
| Reviewed By: SPHP Integrity & Compliance IHANY COO | | Original Date: 1/1/2018; Reviewed/Revised Reviewed/Revised Date: 4/8/2020 *Reviewed, No Revisions **Revised without Full Review |
| Search Terms: code of conduct, mssp | | |

Replaces: ACO – Code of Conduct, 4-2018