



COMPLIANCE PROGRAM

STRUCTURE AND GUIDELINES

VISITING NURSE SERVICE OF NEW YORK

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, the Visiting Nurse Service of New York (“VNSNY”) and all of its subsidiaries and affiliates (collectively, the “VNSNY Enterprise”)¹ are proud of their long tradition of ethical and responsible conduct. The VNSNY 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 VNSNY Enterprise has implemented a comprehensive Compliance Program to ensure legal and ethical conduct is an integral part of our culture and operations.

Over the years, the VNSNY Enterprise has updated and improved its Compliance Program to adapt to the complex and continually changing regulatory landscape in which we operate. The expectations and standards of the Compliance Program are set forth in the VNSNY 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, quality of care, medical necessity, documentation, governance, business relationships, mandatory reporting, credentialing, and other areas identified by the VNSNY Enterprise. We have also 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. The VNSNY 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 VNSNY 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.

II. STRUCTURE AND GUIDELINES OF THE COMPLIANCE PROGRAM

A. Element 1: Written Policies and Procedures

(1) VNSNY Code of Conduct. The VNSNY Code of Conduct provides a high-level overview of the VNSNY Enterprise’s Compliance Program for all directors, officers, employees, contractors, agents, volunteers and others associated with VNSNY, the VNSNY Providers and VNSNY Care Management IPA (“VNSNY Personnel”), as well as directors, officers, employees, contractors, agents, volunteers and others, and the First Tier, Downstream and Related Entities (“FDRs”) associated with VNSNY CHOICE (“CHOICE Personnel”). VNSNY Enterprise Personnel includes both VNSNY Personnel and CHOICE Personnel. The Code of Conduct outlines standards for legal and ethical conduct; describes compliance expectations; outlines the Compliance Program; provides guidance to VNSNY Enterprise Personnel and others on dealing with potential compliance issues; identifies how to communicate

¹ The VNSNY Enterprise includes: (i) VNSNY; (ii) Visiting Nurse Service of New York Home Care, VNSNY Hospice and Palliative Care, Family Care Services, and Partners in Care, (collectively, the “VNSNY Providers”); VNSNY Care Management IPA; and (iii) VNS CHOICE and VNS Continuing Care Development Corporation (collectively, “VNSNY CHOICE”).

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 Program Structure and Guidelines. 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 VNSNY Enterprise. The elements as described here 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.

(3) Compliance Policies and Procedures. The VNSNY Enterprise has adopted and implemented numerous compliance policies and procedures that further describe compliance expectations embodied in the VNSNY Code of Conduct. These policies and procedures are available on the intranet and address specific compliance risk areas and requirements to ensure the Compliance Program is operating efficiently and effectively. The policies and procedures prescribed by VNSNY apply to all VNSNY Enterprise programs and VNSNY Enterprise Personnel, while subsidiaries’ and affiliates’ policies and procedures may be specific to certain business units and address unique licensure or compliance mandates.

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

(1) Chief Compliance and Privacy Officer. The VNSNY Chief Compliance and Privacy Officer (“Chief Compliance Officer”) acts as the lead compliance officer for VNSNY and the VNSNY Providers. The Chief Compliance Officer has overall responsibility for the Compliance Program for VNSNY Enterprise’s programs and services.

- Responsibilities. The Chief Compliance Officer is responsible for coordinating and overseeing the day-to-day compliance activities in collaboration with the Executive Vice President, General Counsel & Chief Risk Officer (“General Counsel & CRO”), other appropriate members of VNSNY Enterprise staff and senior management, the VNSNY Legal Department, and outside compliance counsel, among others. The Chief Compliance Officer 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 Chief Compliance Officer is responsible for overseeing appropriate responses to all reports, complaints and questions raised about compliance issues. In this regard, the Chief Compliance Officer is the Compliance Program’s “point person” to whom all VNSNY Personnel and CHOICE Personnel, respectively, may report concerns and raise questions about compliance.

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

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

(2) Special Provisions for VNSNY CHOICE. VNSNY CHOICE operates several health plans. As such, VNSNY CHOICE operates under the VNSNY Enterprise Compliance Program but has also developed, as required by regulation and sub-regulatory guidance, its own supplemental Compliance Program, with the Chief Compliance Officer overseeing and monitoring its day-to-day operations.

² The VNSNY Board of Directors has delegated to the Audit Committee its responsibility for overseeing compliance activities across the VNSNY Enterprise.

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

(3) Compliance Program Employees. There are VNSNY Enterprise and VNSNY CHOICE 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 Chief Compliance officer.

(4) Compliance Working Group. The Compliance Working Group is chaired by the Chief Compliance Officer. The group meets annually and as needed. It is composed of VNSNY Enterprise Personnel involved directly in compliance activities, including the Chief Compliance Officer, a representative of the VNSNY Legal Department, and representatives selected by the Chief Compliance Officer from various other VNSNY departments. The Compliance Working Group is responsible for creating an annual work plan, consolidating and reviewing the status of internal audits and monitoring, addressing compliance issues as they arise on a consistent, enterprise-wide basis, assisting the ERC (defined below) with the ERC Inventory (defined below), and reviewing Corporate Compliance Policies.

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

(6) ERC. The ERC is a senior management committee responsible for implementing and coordinating the VNSNY Enterprise ERM program. The ERC is chaired by the General Counsel & CRO and is composed of members of senior management (including the Chief Compliance Officer) appointed by the VNSNY General Counsel & CRO with the approval of the CEO. The ERC meets at least biannually and oversees efforts to identify, address, and mitigate risks throughout the VNSNY Enterprise. The General Counsel & CRO reports on risk, the activities of the ERC, and the ERC Inventory to the Audit Committee and, as needed, to the VNSNY Board of Directors.

(7) Internal Audit. The Internal Audit Department is responsible to perform

periodic reviews and focused audits pursuant to the Internal Audit Work Plan, which is based upon the OIG and OMIG Workplans and the ERC Inventory. The Chief Compliance Officer is the head of the Internal Audit Department and reports directly to the General Counsel & CRO, and attends and reports on the Department's activities at Audit Committee meetings.

(8) Oversight by the Audit Committee and VNSNY Board of Directors. The Audit Committee has primary responsibility for overseeing the VNSNY 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 VNSNY General Counsel & CRO, and the Chief Compliance Officer, 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 General Counsel & CRO, and/or the Chief Compliance Officer report periodically to the full VNSNY Board of Directors on risk and compliance matters. Finally, each of the Boards exercises oversight, as appropriate, and receive its own reports on compliance matters at its quarterly Board meetings from the Chief Compliance Officer and, as necessary, either the President of VNSNY Provider Services or the President of VNSNY CHOICE.

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

C. Element 3: Training and Education.

(1) Training and Education. VNSNY Enterprise Personnel receive a copy of our Code of Conduct and are trained regarding the operation of the Compliance Program, the Code of Conduct, VNSNY 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. VNSNY 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 dissemination of written materials on a periodic basis. (Note that 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 VNSNY Code of Conduct and are required to sign an acknowledgment form, which is maintained in everyone's personnel file. All FDRs receive information on VNSNY CHOICE's compliance program and how to report FWA. VNSNY CHOICE employees also receive specific Medicare Advantage FWA and Model of Care

training. Depending on their job responsibilities, VNSNY 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 VNSNY Enterprise’s annual in-service program, all VNSNY 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. Annually, all members of the Boards receive training on the VNSNY Code of Conduct, the Compliance Program Structure and Guidelines, and their responsibilities to exercise effective oversight of the VNSNY Compliance Program. The VNSNY CHOICE 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 VNSNY 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 Chief Compliance Officer, or designee, annually reviews all training and educational materials and makes updates or revisions, as necessary.

D. Element 4: Communication Lines to Compliance

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

(1) How to Report. VNSNY 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 Chief Compliance Officer, and/or the VNSNY 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 VNSNY’s policies and procedures.

- Compliance “Hotlines.” In addition to reporting concerns and raising questions, as discussed above, VNSNY 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 VNSNY and the VNSNY Providers, and another for VNSNY CHOICE. The hotlines are maintained by an outside vendor, Ethics Point. 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 Chief Compliance Officer or his/her designee, monitor the Hotlines and assign 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 VNSNY Enterprise. The VNSNY CHOICE 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 VNSNY 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. VNSNY Enterprise Personnel should be aware, however, the Chief Compliance Officer and compliance counsel are obligated to act in the best interests of VNSNY and do not act as any person’s representative or lawyer. Accordingly, confidentiality may not be guaranteed if disclosure is necessary to an investigation or is required by law.
- The Right to Report Anonymously. If VNSNY Enterprise Personnel wishes to remain anonymous, they may call the Hotlines or send a written, typed or computerized report to the Chief Compliance Officer. However, we encourage VNSNY 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 Chief Compliance Officer, or a designee, will investigate all complaints and, if appropriate, advise the individual or entity reporting the complaint of the process of, and ultimate outcome of the investigation.

E. Element 5: Disciplinary Policies and Procedures

VNSNY Enterprise Personnel are required to adhere to the Compliance Program, the VNSNY Code of Conduct and applicable compliance policies and procedures, laws and regulations. As detailed in the VNSNY 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 VNSNY 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.

VNSNY will ensure disciplinary standards are enforced in a timely, consistent and effective manner. VNSNY Enterprise Personnel will be subject to such disciplinary action, regardless of their

level or position, for failure to comply with the Compliance Program, the VNSNY Code of Conduct and applicable compliance policies and procedures, laws and regulations. Investigation and disciplinary records will be maintained for a period of ten years for disciplinary actions imposed for compliance violations.

As further described in Element Seven (7) below, VNSNY'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 VNSNY 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 to report 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 Chief Compliance Officer and the VNSNY Legal Department;
 - (ii) interviews with senior management and business unit risk leads;
 - (iii) issues identified as 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 Working Group;
 - (vii) issues identified by the VNSNY CHOICE 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 General Counsel & CRO, the Chief Compliance Officer, and the Legal Department.

- Departmental Risk Assessments and Inventories. Risk assessments are also conducted by various VNSNY departments and operational units, including, without limitation: Home Care, VNSNY CHOICE, Hospice, Partners in Care, Family Care Services, 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 occurs throughout the organization, pursuant to 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 VNSNY:

- 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 VNSNY Enterprise programs, and will report to the appropriate Chief Compliance Officer. The Compliance Auditors ensure that VNSNY vigilantly monitors all its programs, providers and functions from a compliance and quality of care perspective.
- VNSNY Provider Compliance Employees. Compliance Employees employed by the VNSNY Providers 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 VNSNY Providers. The review and audit schedule is updated during the year to the extent that the Chief Compliance Officer 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 VNSNY Provider Boards of Directors. In addition, relevant findings are also reported to the ERC.
- CHOICE Compliance Employees. Compliance Employees employed by VNSNY CHOICE are assigned to assist in the prevention and detection of issues related to regulatory non-compliance, fraud and abuse for all VNSNY CHOICE business lines. Responsibilities include, but are not limited to, reviewing, auditing, and analyzing the accuracy and effectiveness of VNSNY CHOICE 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 Chief Compliance Officer and, if appropriate, to the President of VNSNY CHOICE, the Audit Committee, and/or the VNSNY CHOICE Board.
- CHOICE Special Investigation Unit ("SIU"). The SIU is staffed with full-time Compliance

Employees employed by VNSNY CHOICE 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 VNSNY CHOICE and for performing targeted audits related to detecting fraudulent and/or abusive practices. Results of investigations and audits are reported to the Chief Compliance Officer and the VNSNY CHOICE Compliance Committee.

- Quality Care Management Departments. Each VNSNY Provider performs quality management activities and develops quality scorecards and measures and provides supports in 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 VNSNY Provider Personnel. Pertinent findings are reported to the VNSNY Provider Boards of Directors. To the extent that a compliance issue arises through an audit or issuance of new laws, rules regulations or otherwise, the Chief Compliance Officer works with the Quality Management programs and departments to ensure an appropriate response.
- Contract Administration. On an annual basis, through its Contract Administration Department, VNSNY performs on-site audits of all contracted licensed home care services agencies to confirm they follow appropriate VNSNY, VNSNY Provider and VNSNY CHOICE 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.
- VNSNY CHOICE 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 VNSNY CHOICE policies and procedures. On an annual basis, the VNSNY CHOICE External Entity Management Department will develop a monitoring work plan and present the work plan to the VNSNY CHOICE Compliance Committee. In addition, the credentials and performance of subcontracted providers are monitored and updated on an ongoing basis by the VNSNY CHOICE Credentialing Committee, with support from the VNSNY CHOICE Provider Relations and Quality Management Departments. When a compliance issue is identified through these activities, the Chief Compliance Officer 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 General Counsel & CRO and the Chief Compliance Officer 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 Compliance Working Group, 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 Chief Compliance Officer, the VNSNY Legal Department, the VNSNY Government Affairs Department, and other Compliance Personnel will ensure that new regulatory or legal requirements issued by federal and state governments are reviewed by 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 VNSNY Enterprise;
- reviewing newly issued OIG Special Fraud Alerts and Advisory Opinions;
- reviewing OMIG's compliance alerts and related issuances
- reviewing Model Compliance Guidelines and OMIG and OIG Work Plans.

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

G. Element 7: Responding to Compliance Issues

(1) Responding to and Investigating Compliance Issues. VNSNY has a robust system for responding to compliance issues identified during VNSNY's ongoing monitoring and auditing, as described in Element Six (6) above, and to compliance inquiries received by the Chief Compliance Officer, the General Counsel & CRO, and any other VNSNY 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 Chief Compliance Officer, as appropriate, promptly investigate the matter, and as appropriate, inform senior management, the VNSNY Human Resources Department, the VNSNY Legal Department, and/or outside compliance counsel. The Chief Compliance Officer, 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 VNSNY 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 Chief Compliance Officer will take necessary and appropriate follow-up actions. VNSNY 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 VNSNY Legal Department, and the appropriate Board(s).

(3) Corrective Action and Responses to Suspected Violations. When a compliance problem is substantiated, the Chief Compliance Officer will ensure that appropriate and effective corrective action is implemented in a timely manner. In discharging this responsibility, the Chief Compliance Officer will work in conjunction with other Compliance Employees, the VNSNY 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 VNSNY 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 VNSNY Enterprise is strictly prohibited and is itself a serious violation of the VNSNY 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 VNSNY 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

Reviewed	4/2013 (New)	5/2013	12/2016	1/2018	11/2018	11/2019			
Revised & Accepted	4/2013			1/2018	1/2019	1/2020			

ADDENDUM A
CODE OF CONDUCT

ADDENDUM B

REPORTING STRUCTURE CHART