

THE MONTEFIORE ACO CODE OF CONDUCT

Montefiore ACO Compliance Program

Our Commitment to Compliance

As a central part of its Compliance Program, the Bronx Accountable Healthcare Network IPA, Inc., d/b/a the Montefiore ACO (the “Montefiore ACO” or the “ACO”) has established this Code of Conduct. All applicable personnel, including ACO staff, staff of the Montefiore IPA (“MIPA”), staff of the Montefiore Care Management Organization (the “CMO”), as well as all ACO Providers/Suppliers and staff, and all vendors doing business with the ACO, must adhere to both the spirit and the language of the Code and maintain a high level of integrity and honesty in all of their conduct relating to the operations of the ACO and participation in the Pioneer ACO Model Program.

The ACO, the CMO, MIPA and the ACO Providers/Suppliers are committed to providing patients with quality medical care pursuant to high clinical, ethical, business, and legal standards. This includes a commitment to promoting evidence-based medicine; patient engagement; cost effective and high quality care; and the coordination of patient care across and among primary care physicians, specialists, and acute and post-acute care providers and supplies. In this regard, all personnel must not only act in compliance with all applicable legal and ethical rules, but also strive to achieve the highest quality of care while avoiding even the appearance of impropriety.

In short, we do not and will not tolerate any form of unlawful or unethical behavior by anyone associated with the Montefiore ACO. We expect and require all ACO Personnel to be law-abiding, honest, trustworthy, and fair in all of their business dealings and committed to high quality care.

The Code of Conduct

I. Introduction.

A. *The Montefiore Medical Center's Code of Conduct and Compliance Program.* In implementing its Compliance Program and this Code of Conduct, the ACO has worked with, and is relying upon, Montefiore Medical Center's ("Montefiore") Compliance Program as to certain operational compliance procedures and compliance policies. In addition to being covered by the ACO Compliance Program and this Code of Conduct, all entities affiliated with Montefiore and otherwise operating under Montefiore's Compliance Program, as well as all Montefiore employed personnel and providers, also remain covered by Montefiore's Compliance Program, Code of Conduct and applicable Compliance Policies and Procedures. ACO Providers/Suppliers and staff who are not affiliated with or employed by Montefiore will remain covered by the requirements of the Compliance Programs of their employer, in addition to the requirements of the ACO's Compliance Program and this Code of Conduct.

B. *ACO Personnel.* The Montefiore ACO Compliance Program covers the following: all ACO staff; ACO Providers/Suppliers and vendors, all staff of MIPA, and all staff of the CMO, which is acting as an agent for the ACO and is performing certain operational functions for the ACO (collectively, "ACO Personnel").

C. *Questions and Concerns.* If you have any questions or concerns about anything covered by the Code of Conduct, or about any other matter relating to the ACO's Compliance Program, or if you wish to report a compliance concern or problem, please contact the ACO Compliance Officer, your supervisor or use the Montefiore Compliance Hotline. Appropriate contact information is attached to this Code of Conduct as an Exhibit.

D. *Montefiore Compliance Hotline.* Montefiore has established a compliance hotline that is available to all ACO Personnel to confidentially report problems or get answers to questions. The hotline, however, is not a substitute for established reporting structure or, where applicable, grievance policies.

E. *No Retaliation.* Retaliation against any person for reporting something he or she sincerely believes may be a violation, or for participating in good faith in an investigation of suspected misconduct, is prohibited. The person reporting will be protected, even if the report of misconduct is mistaken. Acts of retaliation should be reported immediately and will be disciplined appropriately. However, deliberately and knowingly making a false report is not a protected activity and will result in appropriate discipline. Self-reporting one's own violation will not provide immunity from appropriate disciplinary action. But, if ACO Personnel come forward to report their own violations, appropriate leniency in the discipline to be applied will be considered.

II. General Standards of Conduct

A. *Honesty and Lawful Conduct.* All ACO Personnel associated with the Montefiore ACO must avoid all illegal conduct, both in business and personal matters. No person should take any action that he or she believes violates any statute, rule, or regulation. In addition, ACO Personnel must comply with this Code of Conduct and Compliance Policies, as

such may be applicable to them; strive to avoid the appearance of impropriety; and never act in a dishonest or misleading manner.

B. *Cooperation with the Compliance Program.* All ACO Personnel must cooperate fully with the ACO Compliance Program and, as may be applicable, the Montefiore Compliance Program. The ACO Compliance Program is effective only if everyone works together to ensure its success and understands the requirements of the Pioneer ACO Model program and of this Code of Conduct. All ACO Personnel must cooperate with all inquiries concerning improper business, documentation, data reporting, coding or billing practices, respond to any reviews or inquiries, and actively work to correct any improper practices that are identified.

C. *Quality of Care.* Providing high quality care to patients is at the core of the mission of the ACO and the Pioneer ACO Model program. Consistent with the commitment to this mission, all ACO Providers/Suppliers will do the following, consistent with promoting evidence-based medicine; patient engagement; and the coordination of patient care across care settings and providers:

- honor the dignity and privacy of each of our patients and will treat them with consideration, courtesy and respect.
- provide appropriate, timely and individualized care to all patients without regard to race, religion, age, gender, national origin, sexual orientation, disability or military status and without regard to the patient's insurance coverage.
- protect and promote the rights of every patient, including, but not limited to, the patient's right to respect, privacy, a dignified existence, self-determination, and the right to participate in all decisions about their own care, treatment and discharge.
- ensure that patient care conforms to acceptable clinical and safety standards and that patients are properly evaluated and treated by a qualified practitioner.
- maintain complete and thorough records of patient information to fulfill the requirements set forth in our policies, accreditation standards and applicable laws and regulations.
- support and promote a continuous quality and performance improvement program throughout the Montefiore ACO.
- continuously strive toward a culture of patient safety and provide quality medical care to its patients.

D. *Quality Data Collection and Submission.* Under the Pioneer ACO Model program, the ACO and ACO Providers/Suppliers must submit quality and other relevant data to Medicare. All ACO Providers/Suppliers and staff will cooperate with the ACO in gathering and recording such data in a truthful, accurate and complete manner, so that the data can be properly submitted to Medicare and/or the ACO, as may be required under the Pioneer ACO Model Program. All personnel responsible for submitting this data will be expected to strictly follow all

regulations and guidance governing these procedures. Deliberate or reckless misstatements or submission of data to government agencies or other third parties is strictly prohibited.

E. Accuracy and Integrity of Books and Records. The ACO and all ACO Providers/Suppliers must keep accurate books and records relating to any activity, claims submission, arrangements or transactions relating to the operations of the ACO and the Pioneer ACO Model Program. No false or artificial entries shall be made for any purpose. Similarly, all reports submitted to governmental agencies, insurance carriers, or other entities will be accurately and honestly made. Deliberate or reckless misstatements to government agencies are prohibited.

F. No Reduction of Medically Necessary Services. While the ACO and all ACO Providers/Suppliers are committed to lowering the costs of the health care services to their patients while enhancing the quality of care, and ACO Providers/Suppliers may not reduce or limit any medically necessary services to any patient.

G. No Discrimination. The ACO prohibits any form of discrimination in the provision of services, marketing, or enrollment practices. As a result, the ACO, and the ACO Providers/Suppliers will not deny, limit, or condition the services to individuals on the basis of any suspect factor (e.g., race, age, sex, etc.), including any factor that is related to health status, such as: nature and extent of the medical condition, including mental, as well as physical illness; medical history; or genetic information. The Montefiore ACO will not tolerate any practice that would reasonably be expected to have the effect of denying or discouraging the provision of medically necessary services to eligible individuals.

H. Compliance with Medicare and Medicaid Anti-Referral Laws. Federal and state laws make it unlawful to pay or give anything of value to any individual on the basis of the value or volume of patient referrals. In accordance with federal and state law, the Montefiore ACO and its ACO Providers/Suppliers do not solicit, offer, pay or receive payment from physicians, providers or anyone else, whether directly or indirectly, for referrals. All referral decisions shall be made based solely on medical necessity and quality of care concerns.

In addition, distributions and use of any shared savings under the Pioneer ACO Model Program will not be based, either directly or indirectly, on referrals between participating providers.

Finally, all marketing activities and advertising by ACO Personnel must be based on the merits of the services provided by the Montefiore ACO and not on any promise, express or implied, of remuneration for any referrals.

I. Standards Relating to Information Privacy and Security. All ACO Personnel will keep patient information confidential, except when disclosure is authorized by the patient or permitted by law. In compliance with federal and state privacy laws, ACO Personnel:

- Will not access or use patient information except as necessary to perform our jobs.
- Will access, use and disclose only the minimum amount of patient information needed to perform their jobs. They will not discuss patient information with

others who do not have a job-related need to know, including co-workers, colleagues, family and friends.

- Will assess their surroundings when speaking with or about patients and speak quietly, always asking the patient for permission to speak to them when family or friends are present.
- Will verify written patient information to ensure that they do not mix one patient's information with another's, that fax numbers are accurate and entered correctly, and that patient labels are correct.
- Will not share user IDs or passwords to our electronic systems, and log off when stepping away from our workstations.

J. *Gifts to Beneficiaries.* ACO Personnel are prohibited from providing gifts or other remuneration to beneficiaries, either individually or on behalf of Montefiore ACO, as inducements for receiving items or services from or remaining in, Montefiore ACO, or receiving items or services from ACO Providers/Suppliers.

K. *Gifts to Others.* ACO Personnel are prohibited from asking for or accepting any gifts in exchange for services or that appear to be for that purpose. Common sense should inform the ACO Personnel's judgment whether a gift is improper and should be refused to prevent embarrassment and avoid what may be an unintentional violation of the law. Gifts of money are not to be accepted or given under any circumstances. This policy applies to all interactions with ACO Providers/Suppliers, vendors and any other third party.

L. *Conflicts of Interest.* ACO Personnel must exercise the utmost good faith in all transactions that touch upon their duties and responsibilities for, or on behalf of, the ACO. Even the appearance of illegality, impropriety, a conflict of interest or duality of interests can be detrimental to the ACO and must be avoided. All ACO decisions are made fairly and objectively, without favor or preference based on personal considerations. No ACO Personnel may use their positions or knowledge gained for personal advantage.

As result, in performing their responsibilities for the Montefiore ACO, ACO Personnel will not let their judgment become impaired or even appear to be impaired by outside personal or financial interests.

In the world of complicated business and other relationships, ACO Personnel may sometimes find that their duties to the ACO may conflict, or appear to conflict, with another relationship. If this occurs, it is the duty of the ACO Personnel to immediately disclose such a situation to a supervisor, manager or the Compliance Officer. Some conflicts have been managed by making sure that pertinent decisions are made by others or by ensuring that the person with the conflict does not participate.

III. ACO Specific Standards of Conduct.

A. *Distribution and Use of Shared Savings* All distributions of shared savings payments will be made in accordance with a methodology approved by the ACO Board of Directors, and will not reflect or be based on referrals between ACO Providers/Suppliers or on

any other improper bases. Rather, distributions or any use of shared savings payments must be reasonably related to the purpose of the Pioneer ACO Model program, as determined by the ACO Board.

B. *Certifications.* Under the federal Pioneer ACO Model Program, the ACO must file certain certifications to the Medicare Program. All such certifications will be made by an individual with authority to legally bind the ACO. Such certification may relate to data or information requested by or submitted to the federal government, including quality data submissions; annual certifications; and certifications as to compliance with regulatory requirements. The ACO will ensure that all such certifications are accurate, complete and truthful.

C. *Marketing and Enrollment.* The ACO strictly adheres to all federal and state laws, regulations and rules governing marketing and advertising to, and the enrolling of, potential enrollees. The ACO does not tolerate the use of any incorrect or misleading information in its marketing and advertising to individuals prior to and following enrollment. Marketing and advertising materials must be submitted to the relevant governmental agency 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 the Montefiore ACO, or ACO Providers/Suppliers, when used to educate, solicit, notify, or contact Medicare beneficiaries or providers and suppliers regarding the Pioneer ACO Model Program. The following beneficiary communications are not marketing materials and activities: Certain beneficiary materials that are informational (for example, information regarding care coordination would generally not be considered Marketing Material); materials that cover beneficiary-specific billing and claims issues or other specific individual health related issues; and 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 (45 CFR 164.501 and 164.508(a)(3)(i)).

D. *Credentialing and Licensure.* In credentialing ACO Providers/Suppliers, the ACO will confirm licensure, check governmental exclusion lists, and check other critical background information. Complying with credentialing and licensure requirements is a necessary component of the ACO's commitment to ensuring that patients are provided high quality care.

E. *Overpayments.* If the ACO receives payments to which it is not entitled from a governmental or private payor, such payments will be reported and refunded in accordance with applicable law.

F. *Proper Business Practices.* The ACO will conduct all of its business affairs with integrity, honesty and fairness to avoid conflict between personal interests and the interest of our organization and to ensure compliance with applicable legal requirements. The ACO will forgo any business transaction or opportunity that can only be obtained by improper or illegal means, and will not make any unethical or illegal payments to induce the use of our services. No ACO Personnel will engage, either directly or indirectly, in any corrupt business practice intended to influence the manner in which the ACO or the ACO Providers/Suppliers perform their medical services, accepts referrals, or otherwise engages in its business practices.

G. *Mandatory Reporting.* The ACO will ensure that all incidents that are required to be reported under federal and state mandatory reporting laws, rules and regulations are reported in a timely manner. The Compliance Officer will conduct periodic reviews to monitor the ACO's compliance with these mandatory reporting requirements including, but not limited to: ensuring that any overpayments from Medicare or other third-party payors are disclosed and refunded as required by law; and ensuring that violations of the law are reported to law enforcement when appropriate.

H. *Beneficiary Choice.* Neither the ACO nor any ACO Providers/Suppliers or other individuals or entities performing functions or services related to the Pioneer ACO Model Program shall commit any act or omission, nor adopt any policy that inhibits Medicare beneficiaries aligned with the ACO from exercising their basic freedom of choice to obtain services from health care providers and entities who are not ACO Providers/Suppliers. In addition, neither the ACO nor any ACO Provider/Supplier may engage in cost-shifting or required referrals as prohibited under 42 CFR 425.304(c).

I. *Beneficiary Notices.* The ACO shall comply with all applicable requirements established by the federal Centers for Medicare and Medicaid Services ("CMS") with respect to the provision of notices to Medicare beneficiaries aligned with the ACO, including but not limited to, those providing for the collection and use of data concerning beneficiaries, and the right of the beneficiary to opt out of the sharing of such data. The ACO shall further comply with applicable requirements for the provision of notice to CMS regarding such beneficiary elections.

IV. Standards of Conduct for ACO Providers/ Suppliers.

A. *Documentation, Coding and Billing.* Only medically necessary services that are consistent with accepted standards of medical care may be billed. Billing and coding must always be based on adequate documentation of the medical justification for the service provided and the bill submitted, and such medical documentation must be accurate, truthful and comply with all applicable laws, rules and regulations. ACO Personnel and others associated with the ACO are strictly prohibited from knowingly engaging in any form of upcoding of any service, or any other billing practice that violates any applicable law, rule, or regulation.

No ACO Personnel may ever misrepresent charges or services to or on behalf of the government, a patient, or payer. Similarly, no provider may use "defaults" to a particular billing code ever be used. Nor may a bill be submitted if the documentation of the nature or scope of the service is unclear, or if it is otherwise unclear what the appropriate code is.

Billing and diagnostic codes may never be selected on the basis of whether the given code guarantees or enhances payment or would specifically enhance shared savings payments. Rather, only those codes that correspond to the service rendered and documented may be selected.

Finally, all documentation, regardless of any legal requirements, must be sufficient to satisfy the ACO's own internal standards for quality assurance as to the services rendered.

B. *Compliance with Policies and Procedures.* To the extent they are applicable to their participation in the Pioneer ACO Model Program, ACO Providers/Suppliers will comply

with all applicable policies and procedures of the ACO and of Montefiore, as well as with their own compliance policies and procedures,. Such compliance includes, but is not limited to, the following:

- (1) The ACO's, Compliance Code of Conduct, Compliance Program policies, and any other applicable policies relating to detecting fraud, waste or abuse;
- (2) All applicable ACO policies and procedures adopted to ensure patient-centeredness, including but not limited to, those relating to:
 - (i) promotion of evidence-based medicine;
 - (ii) promotion of patient engagement;
 - (iii) the timely and accurate reporting of quality and cost metrics established by the ACO; and
 - (iv) the coordination of patient care across and among primary care physicians, specialists, and acute and post-acute providers and suppliers.
- (3) All applicable policies otherwise relating to the operation of the Pioneer ACO Model Program and to the ACO Provider/Supplier's participation in the Pioneer ACO Model Program.

C. ACO Providers/Suppliers' Compliance Program Obligations. ACO Providers/Suppliers will implement their own compliance programs, as applicable and appropriate. Under New York State law, all providers who order, receive or bill in the aggregate more than \$500,00 to the Medicaid program and any Medicaid managed care plans, must have a compliance program. If the ACO Provider/Supplier is required by law to have a compliance program, the ACO Providers/Supplier must certify to the New York State Office of Medicaid Inspector General ("OMIG") on or before December 31st of each applicable year, that such program is effective. Upon request of the ACO, ACO Providers/Suppliers will supply to the ACO evidence of, or an attestation as to, such certification.

Regardless of whether the ACO Provider/Supplier is required to have its own compliance program under the law, the ACO Provider/Supplier, at the very least, will put into place a system to monitor the appropriateness of its documentation, coding and billing practices to Medicare.

D. Cooperation with the ACO and Montefiore Compliance Programs. ACO Providers/Suppliers will cooperate and work with the ACO and/or Montefiore in the performance of the following:

- (1) Periodic internal audits of the ACO Providers/Suppliers' practices, including working with and allowing ACO or Montefiore staff or agents to conduct audits of medical record documentation, quality data collection, and claims submissions, as applicable to the operation of the Pioneer ACO Model Program and the ACO Providers/Suppliers' participation in the Pioneer ACO Model Program;

(2) Training of all ACO Providers/Suppliers and applicable personnel on the following: the necessity for accurate and complete documentation and data entry; the appropriate manner in which to gather and record quality and related data; and how to properly submit such data to Medicare or the ACO. Such cooperation as to training includes working with and allowing ACO staff or agents to provide training and feedback to the ACO Providers/Suppliers and their staff.

(3) Implementing procedures that ensure the accurate collection and transmission of quality data necessary to the operation of the Pioneer ACO Model Program.

(4) Informing all of the ACO Providers/Suppliers' staff about the ACO's Compliance Program, including how to report compliance issues or concerns to the ACO Compliance Officer or over the Montefiore Compliance Hotline. Contact information and numbers is attached as an Exhibit to this Code of Conduct.

(5) Distributing to all staff all compliance materials provided to the ACO Providers/Suppliers from the ACO, including but not limited to this Code of Conduct and other applicable compliance materials, including training materials; and

(6) Sharing compliance information with the ACO, such as the results of internal audits, when such are relevant to the operation of the Pioneer ACO Model Program and the ACO Providers/Suppliers' participation in the Pioneer ACO Model Program.

EXHIBIT

COMPLIANCE OFFICER CONTACT INFORMATION

I. The ACO Compliance Officer is Aimee Smith. She can be reached directly by:

- Telephone at: 914-377-4766
- E-mail at: asmith@montefiore.org or
- Regular mail at: CMO
200 Corporate Boulevard South
Yonkers, NY 10701

II. Personnel may also report their compliance concerns anonymously by calling:

- The Montefiore Medical Center Compliance Hotline at:
at 1-800-MMC-8595 (1-800-662-8595).

(In cooperation with Montefiore Medical Center, the ACO is using the Montefiore Compliance Hotline,. All ACO Personnel can report over the Hotline – anonymously or otherwise – any compliance concerns, issues or potential violations of ACO Compliance Program requirements. All such reports will be handled pursuant to Montefiore’s established protocols, and the ACO Compliance Officer will be informed of any relevant reported matters).