
MEDICA STANDARDS OF CONDUCT

Business Partners

MEDICA®

MISSION

To be the trusted health plan of choice for customers, members, partners and our employees.

VISION

To be trusted in the community for our unwavering commitment to high-quality, affordable health care.

VALUES

Customer Focus | Excellence | Stewardship | Integrity | Diversity

LEADERSHIP COMMITMENT



"These Standards of Conduct are critical to ensure we conduct ourselves ethically and with integrity, both internally at Medica as well as externally in our communities."

Dear Medica Team Member,

Medica's Mission and Vision statements are both anchored in the concept of trust. It's incredibly important to Medica that all of our stakeholders – and the communities we serve – trust us. Relationships are built on mutual trust. And those relationships – with members and customers, providers and business partners, government agencies and regulators – are all key to Medica's long-term health as a business and as a corporate citizen.

Our Standards of Conduct spell out expectations for proper business conduct, ethical professional practices and legally appropriate activities. These standards aren't just words and they are not here just to meet legal and regulatory requirements. They are important tools all of us should use on a day-to-day basis to help guide our behavior and decision-making. These standards are critical to ensure we conduct ourselves ethically and with integrity, both internally at Medica as well as externally in our communities.

Medica believes it is important to help employees differentiate between the right behavior and the not-so-right behavior. If you see something that doesn't appear right, we want you to feel comfortable taking action. It is your responsibility to report the concern without hesitation; it is our responsibility to make certain there is no retaliation against those who make a good faith report of any potential concern. If you would like to remain anonymous, Medica has a confidential integrity line as well. Medica's leadership team takes our commitment very seriously and will listen to all concerns brought forward and deliver a fair resolution promptly and consistently.

Please take time to read the Standards of Conduct document carefully and be aware of the various policies and resources available to you at Medica. Remember, together we are Medica. Thank you!

Sincerely,

A handwritten signature in black ink that reads "John Naylor". The signature is fluid and cursive.

John Naylor

President & Chief Executive Officer
Medica

"Always do right. This will gratify some people and astonish the rest."

-Mark Twain

Medica is committed to conducting business with the highest ethical standards. As a result, Medica has implemented a compliance program that supports these standards and created the Medica Standards of Conduct to assist you in understanding expectations for how it does business and to outline your responsibilities as a vendor that provides goods or services to Medica or its members. Importantly, as a Minnesota Department of Human Services (DHS) and a Centers for Medicare and Medicaid Services (CMS) contracted organization, Medica applies these Standards of Conduct to certain business partners (first tier and downstream entities).*

Medica's compliance program supports an ethical culture by establishing a system that is focused on:

- » Preventing, detecting and correcting legal and regulatory compliance issues.
- » Ensuring commitment to and compliance with applicable federal and state requirements.
- » Establishing and supporting systemic methods and controls that reduce significant legal, financial and reputational risks for Medica and our customers.
- » Promoting positive employee behavior within our organization and with everyone else who has contact with Medica.

Written standards and procedures, training and education, active auditing and monitoring, disciplinary action, mandatory reporting of non-compliance and active response and resolution to identified compliance matters are all fundamental to Medica's compliance program. Communicating expectations for ethical behavior and how Medica does business is also fundamental to our program.

The Standards of Conduct that follow provide you with important principles and help establish expectations for how first tier and downstream entities must conduct themselves to confirm and protect the integrity of Medica.

Thank you for your contributions to Medica and for your continued commitment to doing the right thing each and every day.



Milly Koranteng

*Vice President, Compliance
Medica*

* "First tier" entity means any party that enters into a written arrangement with Medica to provide administrative services or health care services for Medicare eligible individuals. "Downstream entities" are parties that enter into an acceptable written arrangement below the level of the arrangement between Medica and a first tier entity. These written arrangements continue down to the level of the ultimate provider of health and/or administrative services. For purposes of this document, "first tier" and "downstream entities" include "subcontractor" as that term is used in the disclosure of ownership provisions of the contract between Medica Health Plans and DHS.

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STANDARDS OF CONDUCT

Introduction to the Standards of Conduct

The guide that follows presents the *Standards of Conduct* for all of Medica's first tier and downstream entities. Medica's *Standards of Conduct* are intended to serve as guiding principles for how Medica and first tier and downstream entities conduct themselves in the course of doing business with our members and customers, providers and business partners, government agencies and regulators.

The principles included in our *Standards of Conduct* reflect our commitment to:

- » Demonstrate ethics and integrity and follow our corporate policies, supporting the organization's mission to be the trusted health plan of choice.
- » Adhere to a high standard of business conduct that promotes trust among our customers, members, partners, employees and community.
- » Maintain a culture that fosters open communication, transparency and the expression of diverse points of view.
- » Encourage the reporting of ethical, compliance and fraud, waste and abuse concerns without fear of retaliation.
- » Protect confidential and privileged information, including our members' health information.
- » Act in an ethical and respectful manner, free from harassment, coercion and discrimination, to ensure all individuals we work with inside and outside our organization feel safe and respected.
- » Make sound, disciplined financial decisions, as stewards of our customers' funds.

Medica Health Plans, Medica Community Health Plan and Medica Insurance Company are health plan companies with respective Medicare contracts. Medica Health Plans also has a contract with the Minnesota Department of Human Services for administration of Minnesota Health Care Programs, and is committed to complying with all state and federal regulations and standards that apply to Minnesota Health Care Programs. All companies are committed to complying with all federal and state regulations and standards.

Medica Health Plans, Medica Community Health Plan and Medica Insurance Company are also issuers of qualified health plans on both federally-facilitated and state-based marketplaces, and are committed to complying with the Patient Protection and Affordable Care Act.

Upholding these standards and Medica's internal policies and procedures, as well as complying with all laws and regulations that guide our business, is the responsibility of every Medica business partner.

INTEGRITY

The conduct of our company and our employees must be pursued in a manner that is ethically responsible, fosters trust and commands respect for its integrity.

Application of the Standards of Conduct

Medica believes very strongly in the principles outlined in the *Standards of Conduct* and takes seriously its responsibility to uphold these principles. It is the responsibility of Medica's first tier and downstream entities to demonstrate behavior consistent with these standards. Should a provider, sales agent, vendor, supplier, customer, volunteer, or affiliate exhibit behavior inconsistent with these standards, a thorough investigation will be conducted in accordance with Medica policy. Depending on the severity and circumstances of the situation, Medica will take action to remedy the situation, which may result in termination of contract, potential indemnification to Medica for Medica's payment of regulatory agency financial penalties, and potential reporting of the conduct to law enforcement and the appropriate regulatory agencies.

Your Responsibilities and Resources

- » All of Medica's first tier and downstream entities are required to read, understand and follow Medica's policies and Standards of Conduct.
- » If you have questions or concerns about Medica's compliance program, these Standards of Conduct or Medica's policies, you should talk with Medica's Compliance Officer. For anonymous reporting, you may contact Medica's Integrity Line 24 hours a day, 7 days a week at **1-866-595-8495**.
- » All first tier and downstream entities have an obligation to report non-compliance as outlined in these *Standards of Conduct*.

COMPLIANCE & FRAUD, WASTE & ABUSE OVERSIGHT PROGRAMS

We have a duty to live up to our regulatory responsibilities.

Because Medica's work involves serving members in many communities, it naturally falls into the public spotlight. Everything said and done must meet professional and ethical standards. The only course of action you should ever take is to do what is right, every time and under every circumstance. You have made a promise to do what is right through your contractual arrangement with Medica, and you are bound to do whatever is necessary to honor that promise.

Medica is an Organization Serving Government Programs

Medica Health Plans, Medica Community Health Plan and Medica Insurance Company are health companies with respective Medicare contracts. Medica Health Plans also has a contract with the Minnesota Department of Human Services for administration of Minnesota Health Care Programs, which are state and federally funded government programs. Medica's management is firmly committed to complying with all applicable Federal and State standards, including state and federal law, regulations and program manuals and with the Federal and State False Claims Acts, the Anti-Kickback Statute, the STARK Statute and HIPAA. Medica employs policies and procedures to ensure that illegal remuneration is not permitted, and if any unlawful remuneration scheme is uncovered, Medica will take appropriate steps such as suspension of payment for a credible allegation of fraud, contract termination for a reasonable belief of fraud or abuse, and potential reporting of the conduct to law enforcement and the appropriate regulatory agencies.

Medica's management fully supports the Compliance Reporting, Investigations and Prompt Response Policy that requires reporting of non-compliance with any law, or policy. You may report any concern related to Medica's business 24 hours a day, 7 days a week by calling Medica's Integrity Line at **1 (866) 595-8495**.

We are all expected to do what is right.

Reporting a Compliance Concern or Incident (Anonymous Integrity Line)

Laws, regulations and organizational policies can be complex and sometimes confusing. While Medica expects that its representatives try to do what is right, the right thing to do may not always be clear.

To avoid confusion and to facilitate compliant behavior, all first tier and downstream entities are expected to promptly report any good faith belief of a violation of the laws and regulations that govern Medica's business.

Compliance reports may include:

- » Questions or concerns about fraud, waste and abuse
- » Possible violations of laws or regulations
- » Questions about ethical business behavior
- » Concerns about possible violations of Medica policies
- » Concerns about financial reporting

No first tier or downstream entity will suffer any penalty or retribution for reporting in good faith any suspected misconduct or non-compliance. Medica is in compliance with protection under enhanced whistleblower rights under 41 U.S.C. Section 4705.

Any first tier or downstream entity who knows of, but fails to report, suspected misconduct or non-compliance may be subject to termination of contract.

Medica's employees are protected under enhanced whistleblower rights under 41 U.S.C. Section 4705.

WAYS TO REPORT ANY COMPLIANCE CONCERN OR QUESTIONS

- Medica Integrity Line (anonymous reporting 24 hours a day, 7 days a week): **1-866-595-8495**
- Fraud, Waste and Abuse Hotline (24 hours a day, 7 days a week): **1-866-821-1331**
- CMS Designee, such as CMS MEDIC at **1-877-772-3379**

RELATED RESOURCES

- Refer to Medica's Compliance Reporting, Investigations and Prompt Response Policy for additional guidance.
- Non-Retaliation Policy

Always conduct yourself with integrity.

Fraud, Waste and Abuse Reporting

First tier and downstream entities are obligated by law to comply with the fraud, waste and abuse laws, which have a significant impact on health care and health insurance costs.

Fraud, waste and abuse deterrence is not only good business practice by Medica and its first tier and downstream entities, but also contributes to the efficiency and quality of the health care system.

Medica Health Plans, Medica Community Health Plan and Medica Insurance Company are health plans with respective Medicare contracts. Medica Health Plans also has a contract with the Minnesota Department of Human Services for administration of Minnesota Health Care Programs, and is committed to complying with all state and federal regulations and standards that apply to Minnesota Health Care Programs. All companies are committed to complying with all federal and state regulations and standards.

Medica Health Plans, Medica Community Health Plan and Medica Insurance Company are also issuers of qualified health plans on both federally-facilitated and state-based marketplaces, and are committed to complying with the Patient Protection and Affordable Care Act.

In addition, Medica is committed to complying with the requirements of the Foreign Corrupt Practices Act.

Medica closely examines allegations of fraud, waste and abuse, investigates the evidence and seeks appropriate remedies.

The federal and state False Claims Acts have what is known as whistleblower protections. Individuals with specific knowledge of false claims submissions have the right to file a claim and will be protected under both the federal and the state False Claims Acts for doing so.

"Whoever is careless with the truth in small matters cannot be trusted with important matters."

-Albert Einstein

WHAT IS EXPECTED OF FIRST TIER AND DOWNSTREAM ENTITIES:

- Report any incidence of suspected fraud, waste or abuse, including Medicaid or Medicare fraud, waste or abuse, to Medica's Special Investigations Unit ("SIU").
- Widely publicize to your employees and first tier and downstream entities methods for reporting non-compliance and fraud, waste and abuse.
- Take disciplinary action with employees when non-compliance or unethical behavior is involved and action under contract with first tier and downstream entities.

QUESTIONS? CONTACT:

- Fraud, Waste and Abuse Hotline (24 hours a day, 7 days a week) at **1-866-821-1331**
- Medica Integrity Line (anonymous reporting 24 hours a day, 7 days a week) at **1-866-595-8495**
- CMS Designee, such as CMS MEDIC at **1-877-772-3379**

Cooperate fully with regulatory authorities.

External Audits and Reviews

Medica is in a regulated industry that requires it to uphold ethical and business standards at all times.

External parties often perform audits of Medica's financial statements, operations and business practices. These parties may include independent auditors and federal and state government regulators and inspectors.

Medica Health Plans, Medica Community Health Plan and Medica Insurance Company are health plan companies with respective Medicare contracts. Medica Health Plans also has a contract with the Minnesota Department of Human Services for administration of Minnesota Health Care Programs, and is committed to complying with all state and federal regulations and standards that apply to Minnesota Health Care Programs. All companies are committed to complying with all federal and state regulations and standards.

It is Medica's policy to fully cooperate with auditors and to provide them with all necessary information.

First tier and downstream entities must not conceal, destroy or alter any documents before or during an audit or inspection.

Never provide inaccurate information or obstruct, mislead or delay communication of information or records required to support the audit or review process.

Uphold the law at all times.

Illegal Activities

Medica's first tier and downstream entities must not engage, directly or indirectly, in any corrupt business practices or other illegal activities. Illegal activities include, but are not limited to, fraud, embezzlement or kickback arrangements.

Medica will not tolerate illegal activities. Those who commit illegal acts, or cause Medica to commit illegal acts, will be dealt with in accordance with applicable company policy, and with federal and state laws that govern such illegal activities.

Medica Health Plans, Medica Community Health Plan and Medica Insurance Company are health plan companies with respective Medicare contracts. Medica Health Plans also has a contract with the Minnesota Department of Human Services for administration of Minnesota Health Care Programs, and is committed to complying with all state and federal regulations and standards that apply to Minnesota Health Care Programs. All companies are committed to complying with all federal and state regulations and standards.

If you know of or suspect any illegal activity, you are obligated to report it immediately to Medica using one of the methods identified in Medica's *Compliance Reporting, Investigations and Prompt Response Policy*.

If you are unsure about whether a particular process or action may violate a law or regulation, ask before you act.

BUSINESS EXCELLENCE, INTEGRITY & LEGAL RESPONSIBILITY

Medica values its role as an industry and community leader in health care. Medica is committed to innovation, creative problem-solving and service excellence. Actions speak louder than words. Your personal integrity and the integrity of Medica as an organization cannot be separated.

Medica's first tier and downstream entities are responsible for administering the affairs of Medica honestly and prudently. It is never acceptable to use your position or business relationships to profit personally or assist others to profit personally at the expense of Medica.

"Optimism is the faith that leads to achievement."

-Helen Keller

EXCELLENCE

To achieve customer satisfaction, we must strive for excellence in everything we do, in our products, our services, our human relations, our competitiveness, our timeliness and in our execution of large and small tasks.

Never compromise the integrity of Medica's business relationships.

Conflicts of Interest

A conflict of interest is any behavior that might compromise or give the appearance of compromising your integrity, creating a situation in which your personal interests are, or appear to be, favored over legitimate business interests.

First tier and downstream entities must effectively screen their governing bodies and senior leadership for any actual or potential conflicts of interest at the time of hire and on an annual basis thereafter.

Intellectual property must be safeguarded.

Intellectual Property

Information, ideas and intellectual property are assets of Medica and are important to our success. Intellectual property describes concepts and creations generated within the human mind. Federal laws that govern patents, trademarks, copyright and design protect these concepts.

Intellectual property, including patents, trademarks, copyrights, software, etc., must be managed and maintained to preserve and protect its value.

Information pertaining to Medica's competitive position or business strategies, payment and reimbursement information, and information relating to negotiations with employees or third parties should be protected and shared only with authorized individuals having a need to know such information to do their jobs.

Medica's intellectual property should be treated as business confidential information and should not be disclosed to any third party without agreement from Medica.

PRIVACY & SECURITY PROGRAMS

Our duty of confidentiality must not be broken.

Everyone who works with sensitive, confidential or proprietary information has been entrusted with a great responsibility. The trust that has been placed in you must not be taken lightly. Medica expects all first tier and downstream entities to maintain the confidentiality of the information accessed, used and maintained to do Medica's work.

We honor the trust placed in us.

Duty of Confidentiality

First tier and downstream entities are required to protect confidential information and any trade secrets that belong to Medica. Medica prohibits the unauthorized disclosure of confidential and proprietary information which includes, but is not limited to, information related to its operations, information systems, technology and business systems.

Examples of confidential information include, but are not limited to:

- » Financial, marketing and statistical data
- » Competitive information
- » Member information and claims histories
- » Budgets
- » Processes
- » Techniques
- » Bid proposals, contract negotiations and contracts
- » Research and development
- » Business reports and summaries
- » Provider and customer information
- » Information systems and technology
- » Business strategies and plans

CUSTOMER-FOCUS

Our work must be done with all our customers in mind. We are dedicated to providing our customers better value and service than our competitors.

Protecting privacy is the right thing to do.

Reporting a Privacy or Security Concern or Incident

Medica respects the privacy of its members. Medica places the highest priority on protecting and securing its members' protected health information (PHI) and its business confidential and restricted information (e.g. certain tax, financial and legal information). Medica does this in keeping with its professional and ethical standards and the laws, regulations and agreements that apply to its business.

PHI must be used and disclosed only to the extent as needed to conduct treatment, payment and health care operations, as permitted by law, or to comply with legal, regulatory or accreditation requirements.

All first tier and downstream entities must safeguard PHI and business confidential information in accordance with Medica's Privacy and Security Policies and as outlined in their agreements with Medica.

You may have access to – and a duty to protect – confidential and restricted information owned by Medica. You have an obligation to protect and maintain the confidentiality and security of such proprietary information whether in physical or electronic form.

Information resources (e.g. data, reports, e-mail, communications, memos, etc.) must be protected against all forms of unauthorized access, use, disclosure, modification or destruction, whether accidental or intentional.

Medica protects the PHI of applicants and former members just as it protects the PHI of current Medica members.

WHAT IS EXPECTED OF YOU

- You may use and disclose only the minimum amount of PHI or business confidential and restricted information necessary to perform the required activity.
- Unless expressly permitted by Medica, you may not release: (i) PHI to another vendor and, if permitted, you may do so only with a signed business associate agreement; or (ii) business confidential and restricted information to any third party.
- You must transfer data securely when releasing PHI or business confidential information by using encryption, Virtual Private Network or other secure transmission.

WAYS TO REPORT A PRIVACY CONCERN OR QUESTIONS, CONTACT:

- Your Medica Contract Manager
- Privacy@medica.com
- Medica's Privacy Officer

HEALTHY WORK ENVIRONMENT

We all contribute to a healthy work environment.

Medica believes that its success as an organization depends upon its ability to collaborate and communicate effectively with its first tier and downstream entities, and everyone else we build relationships with on behalf of Medica. Awareness is an important key to effective communication. Medica encourages you to take time to consider the effect of your actions and to value diversity in thought and culture. Medica believes that diversity ensures a healthier and more resilient organization and a healthier community, and ultimately leads to better results in all that Medica does.

Awareness of health and safety issues, and our swift responses, promotes a healthy work environment and is important to the quality of working life. Emergencies, disasters and pandemics are unpredictable, but other environmental issues can be prevented if you are conscious of the health and safety of your work environment. Medica encourages you to take time to consider the health and safety of your workspace.

Health and Safety

Everyone has a responsibility in making the workplace healthy and safe.

Everyone has the right to work in a professional atmosphere.

Harassment-Free Workplace and Drug-Free Workplace

Medica is, and expects its first tier and downstream entities to be, committed to providing a work environment that is free from harassment based on race, color, creed, religion, national origin, ancestry, sexual orientation, disability, age, gender, maternity, marital status, status with regard to public assistance or any other classification protected by state, federal or local law or ordinance.

DIVERSITY

Our people are our greatest asset. We are committed to a workforce that reflects the strength and character of the customers and communities we serve.

Everyone has the right to work in a professional atmosphere.

Violence-Free Workplace

No one may engage in verbal or physical conduct that intimidates or threatens to harm people or property. This includes conduct that has the effect of threatening others, regardless of the intent of the individual.

Ethical principles and laws guide our actions.

Equal Employment Opportunity (EEO)

Medica will not tolerate discrimination against any employee or applicant for employment because of race, color, creed, religion, national origin, ancestry, sexual orientation, disability, age, gender, maternity, marital status, status with regard to public assistance, veteran status or any other classification protected by state, federal or local law or ordinance. This policy applies throughout all aspects of the employment relationship, such as recruitment, compensation or promotion.

"As we look ahead into the next century, leaders will be those who empower others."

-Bill Gates

FINANCIAL PRUDENCE — STEWARDSHIP

Financial stewardship is an everyday job.

Good financial stewardship is more than keeping business spending in line. As a nonprofit organization, Medica must be above question in the administration of our finances. It means carefully considering, reporting and managing business expenses, charitable contributions and supplier relationships. Running a successful business requires that we spend money, but we must always remember that it is our customers' money, and it is our responsibility to spend it wisely, not wastefully.

STEWARDSHIP

The premiums and fees we are paid is our customers' money. We must be prudent in its use. We are accountable to our customers, stakeholders and one another for the wise and effective use of all our resources.

Provide timely and accurate information.

Financial Reporting and Accounting Practices

All first tier and downstream entities have an obligation to carry out their contractual obligations in a positive manner by:

- » Acting with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- » Providing Medica and its business partners and Medica members with information that is accurate, complete, objective, relevant, timely and understandable.
- » Complying with rules and regulations of federal, state, provincial and local governments and other appropriate private and public regulatory agencies.
- » Acting in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing independent judgment to be subordinated.
- » Respecting the confidentiality of information acquired in the course of performing work except when authorized or otherwise legally obligated to disclose it; confidential information acquired in the course of performing work must not be used for personal advantage.

"The price of greatness is responsibility."

-Winston Churchill

IMPORTANT PHONE NUMBERS

Fraud, Waste and Abuse Hotline

Hours of operations: 24 hours a day, 7 days a week

1-866-821-1331

Medica Integrity Line

Hours of operations: 24 hours a day, 7 days a week

1-866-595-8495

MEDICA®

PO Box 9310, Minneapolis, MN 55440-9310

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