

A group of five diverse professionals (three men and two women) are standing in a modern office environment, smiling and engaged in conversation. They are dressed in business-casual attire. A semi-transparent red banner is overlaid across the middle of the image, containing the title and subtitle text.

# CORPORATE CODE OF ETHICS AND BUSINESS CONDUCT

MVP HEALTH CARE AND ITS SUBSIDIARIES AND AFFILIATES

# Introduction

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MVP Health Care, Inc. and each of its subsidiaries and affiliates (collectively referred to as "MVP") have been and continue to be committed to conducting business with competence and integrity and in accordance with all federal, state and local laws.

This Corporate Code of Ethics and Business Conduct ("Code") applies to all Board members, officers and employees (including contingent workers to the extent described in Section III) of MVP.

This Code cannot cover all possible circumstances or anticipate every situation. Consequently, if you encounter a situation not specifically addressed in this Code, you should apply the overall spirit, intent, philosophy and concepts of the Code, which are intended to reflect the highest ethical standards. If, after doing so, a question still exists in your mind, the particular circumstances should be discussed with your supervisor, manager or the Corporate Compliance Officer.

## To report a suspected violation

### **CC04:** **Anonymous** **Reporting**

- *Provides information on how to make an anonymous report using EthicsPoint/NavexGlobal*
- *Assures reporters of protection from retaliation when a report is made*

Every employee, officer and Board member has the obligation to report any suspected compliance violation of the Code. Reports may be made to your supervisor, any member of management within your reporting structure, the Corporate Compliance Officer, the Medicare Compliance Officer, the HIPAA Security Compliance Officer, the Parity Compliance Officer, or the Compliance Department mailbox in Outlook for Security Breaches.

Your report may be verbal or written. Employees, officers and Board members desiring anonymity may report suspected violations by calling the Ethics & Integrity Hotline at 1-888-357-2687 or online at [www.EthicsPoint.com](http://www.EthicsPoint.com). All compliance hotline line reports relating to the Code are reviewed and acted upon.

Any issues with the treatment of coworkers, your work environment, or employment-related concerns should be reported to the Human Resources Department.

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# I. Policies and Procedures

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## 1. ETHICS AND BUSINESS CONDUCT

The Code consists of written standards designed to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of both actual and potential conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely and understandable disclosure in the reports and documents that MVP files with, or submits to, regulatory agencies;
- Compliance with applicable governmental laws, rules and regulations and MVP policies and procedures;
- The prompt internal reporting of violations of this Code to a person or persons identified in this Code; and
- Accountability for adherence to this Code.

All employees, officers and Board members are expected to comply with the letter and spirit of all applicable federal, state and local laws, rules and regulations to which MVP's business activities are subject. You should be aware that violations of law could result in criminal prosecution of individuals and/or MVP and, upon conviction, lead to fines or even imprisonment. Any employee, officer or Board member found to be involved in the theft or misuse of MVP funds or property will be prosecuted to the fullest extent of the law.

The standards in the Code apply to employees, officers and Board members while working on our premises, at off-site locations where our business is being conducted, at MVP-sponsored business and social events, or at any other place where you are a representative of MVP.



Advice of counsel in the Legal Affairs Department should be sought whenever a question arises regarding any law, rule or regulation, or when unusual or questionable issues arise in the context of relationships with vendors, customers, contingent workers or other employees.



*An example of a conflict of interest would be if your spouse works as a participating MVP provider and you are a nurse in Utilization Management responsible for evaluating claims submitted by your spouse's office.*

### **CC23: Conflict of Interest**

- *Defines Conflicts of Interest*
- *Describes employee responsibilities*
- *Outlines procedures for disclosure*

## **2. CONFLICTS OF INTEREST**

A Conflict of Interest is a situation where any person acting as a member of the Board of Directors, a Committee Member, a P&T Committee Member, MVP employee or Contingent Worker, (“Interested Person”) or the relative of an Interested Person and MVP have opposing interests.

You should avoid situations where your personal interests, or the interests of relatives, could conflict, or reasonably appear to conflict, with MVP’s interests.

A relative is an individual’s spouse, domestic partner, ancestors (for example, parents, grandparents, great-grandparents), brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and great-grandchildren.

An example of conflict of interest is an opportunity for personal gain apart from the normal compensation provided through employment. In that regard, here are some guidelines:

### **a. Personal financial gain**

You should avoid any outside financial interests that might influence your corporate decisions or actions. Such interests might include a personal or family interest in an enterprise that has a business relationship (other than as a purchaser of MVP’s products or services) with MVP, or significant investment in another business that competes with MVP. A significant investment is ownership of stock or voting rights in a public company that equals 5%; any ownership of stock or voting rights in a non-public company; being a general or limited partner in a partnership; or being an officer or board member or otherwise having control over any firm or company.

If you are unsure about whether a situation involving you, a member of your immediate family or a relative constitutes a conflict of interest, discuss the situation with the Corporate Compliance Officer for guidance.

### **b. Outside activities**

You should avoid outside employment or activities that would have a negative impact on the performance of your job, or conflict with your obligations to MVP, or in any way negatively affect MVP’s reputation in the community. Consult with the Corporate Compliance Officer or the Human Resources Department for guidance.

There are situations where speaking or appearance fees may be offered to employees or officers. This is called an honorarium. It is MVP’s policy that honorariums should never be accepted and if given, must be immediately returned to the sender with a declination letter explaining MVP’s policy on honorariums. For more information, please see MVP’s Gift Acceptance and Disclosure Policy located on the “Compliance” section of the corporate Intranet, MVPnews.

### c. Use of Company funds and assets

All MVP assets are to be used solely for the benefit of MVP and its customers. Every employee, officer and Board member is responsible for ensuring that MVP assets are used only for valid MVP purposes. No employee, officer or Board member may knowingly submit or assist others in the submission of fraudulent claims or cause fraudulent payments to be issued to themselves or other parties through any MVP systems or processes. Further, anyone who has knowledge of such fraudulent activities has the duty and obligation to report the concern using one of the established pathways listed on page 16, in the Reporting Violations and Investigations section immediately.

MVP's assets are much more than money, equipment and systems (including but not limited to electronic communication systems), inventory or office supplies. They include customer lists, business strategies and plans, financial data, intellectual property rights and other information about our business. For additional explanation, see Section 3 – “Confidential and Proprietary Information” on page 8.

### d. Board of Director participation

Employees often participate on community boards. Any board participation that includes direct and in-kind contributions from MVP must be consistent with MVP's Corporate Community Contributions Policy located on the company's Intranet, MVPnews.

### e. Disclosures

As a term and condition of employment, upon employment and annually thereafter each employee and officer of MVP is obligated to complete an Potential Conflict of Interest Disclosure and Acknowledgement of Ethical and Business Code of Conduct Requirements and Responsibilities Form (“COI Form”), providing management with sufficient information about their personal interests and relationships so that management can:

- 1) make a determination as to whether an actual or potential conflict of interest exists, and
- 2) monitor work assignments to avoid placing the individual in a position where there may be a question as to his/her objectivity and to avoid any appearance of impropriety.

Employees and officers are also obligated to promptly notify their managers of any changes to their disclosures throughout the year. Each member of the Board of Directors must also complete a COI Form prior to his/her initial election to the Board and annually thereafter. The forms must be submitted to the Legal Affairs Department in accordance with the Conflict of Interest Policy. Board members must also promptly notify the Legal Affairs Department of any additions or changes to their disclosures throughout the year. In addition, Committee members and P&T Committee members as defined by the Conflict of Interest Policy must also disclose actual or potential conflicts in accordance with the Conflict of Interest Policy.

For more information on disclosing and handling conflicts of interest, please see MVP's Conflict of Interest Policy located on the “Compliance” section of the corporate Intranet, MVPnews.

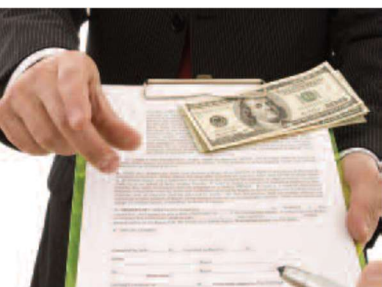
#### **How often should I fill out a COI form?**

*At a minimum, the form must be completed upon hire and annually. However, changes or updates should be made throughout the year as necessary.*



**Examples of Proprietary Information:**

- *Contracts*
- *Databases*
- *Sales Figures*
- *Lists of customers or business associates*
- *Marketing Plans*
- *Members' Protected Health Information*



**The following is an example of a violation of the anti-kickback law:**

*If you're a salesperson and you want to encourage a Medicare beneficiary to enroll into one of MVP's Medicare products, you offer them free dinners at a local diner for a year.*

### 3. CONFIDENTIAL AND PROPRIETARY INFORMATION

Our work includes routine access to personal and medical information about our customers. Similarly, our business involves financial, marketing, customer, pricing, medical management and operations information that is the property of MVP and that is essential to our success. The inappropriate or unauthorized disclosure of such information could cause harm to MVP, its customers or providers and may subject an employee or officer to immediate dismissal.

In some cases, such disclosure would be a violation of federal (e.g., Health Insurance Portability and Accountability Act of 1996 – “HIPAA”) or state law, possibly subjecting the employee or officer and MVP to civil and/or criminal liability.

It is very important that you safeguard MVP's members' protected health information, trade secrets and other confidential information at all times, during and subsequent to your employment or association with MVP. Please refer to the Corporate HIPAA Policies and Procedures and the Employee Confidentiality and Business Affairs Policy available on the corporate Intranet, MVPnews for details concerning protected health information and confidential information.

In dealing with MVP's confidential and proprietary information, the basic guidelines to follow are:

- a. Any proprietary information to which you may have access should be discussed with others only on a need-to-know basis.
- b. Disclosure of confidential or proprietary information to any persons outside MVP should be done only in conjunction with the appropriate disclosure agreements, which are to be coordinated through the Legal Affairs Department.
- c. You should be careful not to make inadvertent disclosures in either social conversations or in normal business relations with our suppliers and customers.

### 4. SUPPLIERS AND CUSTOMERS

MVP obtains and keeps business because of the quality and value of its products and services, and the respect and confidence we instill in our customers. Conducting business with suppliers and customers can pose ethical or even legal problems for employees and officers. The following guidelines are intended to help you make the appropriate ethical decision in potentially difficult situations:

**a. “Kickbacks” and rebates**

Providing payments in the form of kickbacks or rebates to obtain business is against MVP policy. Kickbacks or rebates can take many forms and are not limited to direct cash payments or credits.

In general, if you or your family stands to gain personally through an MVP transaction with a vendor, it is prohibited. Such practices are not only unethical but are, in many cases, illegal.



MVP acknowledges its participation in federal and state-sponsored health care programs, including Medicare Advantage, Medicaid and Child Health Plus (collectively “Government Programs”). As a Government Programs Contractor, MVP is subject to the federal Anti-Kickback Law. The Anti-Kickback Law prohibits MVP, its employees, and contractors from offering or paying remuneration in exchange for the referral of Government Programs business. As a Government Program Contractor, MVP is also subject to federal and state laws that limit certain types of physician referrals (“Stark laws”). The Stark laws prohibit physicians from making referrals for certain health services that are payable by Medicare or Medicaid to any entity with which the physicians have a financial relationship.

### **b. Reciprocity**

In many instances, MVP purchases goods or services from a supplier that also buys services from us. This is a normal practice, but any form of pressure for reciprocity with a supplier is not permitted if such pressure causes MVP to incur increased costs. Suppliers must not be required to buy our services in order to become or continue to be a supplier to MVP.

### **c. Federal Government**

There are special laws governing vendors, suppliers and others that furnish goods and services under Federal Government contracts, like the Federal Employee Health Benefits Program, for which certain subsidiaries of MVP are contractors. MVP is committed to abiding by these laws.

### **d. Gifts, gratuities or entertainment**

Accepting: You may not accept gifts of cash or cash equivalents under any circumstances. You may never solicit gifts of any kind for MVP or for the direct benefit of MVP from MVP’s current or prospective vendors, suppliers, providers or customers.

All MVP employees, officers and Board members, as well as members of their immediate families, may accept unsolicited non-monetary gifts provided they do so in the manner authorized by MVP. Please refer to the Gift Acceptance and Disclosure Policy located in the “Compliance” section of the corporate Intranet, MVPnews for the full policy and all details.

At times, alcohol may be available at company-sponsored functions and business-related activities. In such situations, use discretion and act responsibly.

### **e. Payments to government employees**

No payment of money, gifts, services, entertainment or anything of value may be offered or made available in any amount, directly or indirectly, to any government official or employee as an inducement to modify or compromise the performance of his/her responsibilities.

### **f. Other improper payments**

No payments or offers of benefit of any kind, other than those included in standard marketing practices of MVP, may be made to any current or prospective vendor, broker, consultant or customer as an inducement to purchase or sell our products.



#### **Gifts may be accepted based on their monetary value:**

- *Less than \$75 may be accepted*
- *\$75—\$150 may be accepted but must be reported*
- *Over \$150 must be reported to the Corporate Compliance Officer and must be approved*



#### **NEVER ACCEPT**

- *Gifts during times of contract negotiations or bid processes*
- *Cash (including Gift Certificates or Gift Cards)*
- *Honorariums*

#### **CC21: Gift Acceptance & Disclosure**

- *Defines gifts*
- *Describes circumstances under which gifts may or may not be accepted*
- *Outlines how the Corporate Compliance Officer evaluates gifts*

## 5. ANTITRUST COMPLIANCE

Antitrust laws are designed to ensure that competition remains vigorous and free from collusion. Antitrust issues are very complex and determining what actions may be improper often depends on the structure of the market and a number of other factors. It is MVP's policy to comply with all federal and state antitrust laws and to encourage full and fair competition. Under various antitrust laws it is unlawful and against MVP policy to agree, or attempt to agree, to divide territories or customer lists with our competitors, or make any other agreements with our competitors concerning the price of our services. We must also avoid all contracts and agreements or understandings that serve to unlawfully reduce or eliminate competition or the production or sale of products or services.

To that end we must avoid:

- Discussions or agreements among competitors to limit price competition;
- Discussions or agreements among competitors on participation in group boycotts or refusals to deal with specific customers, providers or suppliers;
- Discussions or agreements among competitors to allocate customers or markets;
- Discussions or agreements among competitors on what premiums to charge subscribers, members, groups or accounts;
- Discussions or agreements among competitors on which employer groups or accounts to solicit;
- Discussions or agreements among competitors on what benefits to offer accounts; or
- Other discussions or agreements with competitors on prices, costs, production, products and services, bidding practices, other non-public business matters, sales, territories, brokers or other distribution channels or customers.

In addition, the following practices should not be engaged in without advance review and approval by the Legal Affairs Department:

- Conditioning or "tying" the sale or lease of a product or service on the sale or lease of another product or service; or
- Entering into an exclusive dealing arrangement with a customer or supplier.

Employees, officers and Board members may make observations about competitors' products and activities based on publicly available information. We should not seek information about competitors if that information is proprietary, nor should we seek to gain such information illegally or in a way that involves a breach of integrity or breach of any confidential or employment agreement. Employees, officers and Board members must never misrepresent their identities when attempting to collect competitive information. Whenever any doubt exists as to the legality of any communication, action, arrangement or transaction, contact the Legal Affairs Department immediately.

## 6. FINANCIAL ACCOUNTABILITY

MVP maintains a system of internal controls over financial reporting designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles (“GAAP”) and includes those policies and procedures that:

- 1) Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of MVP;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of MVP are being made only in accordance with authorizations of management and the Board of Directors of MVP; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of MVP’s assets that could have a material effect on the financial statements.

### a. Accuracy of books and records

No unauthorized or unrecorded funds or assets may be created or maintained for any purpose. In addition, the making of false entries in MVP’s books is strictly prohibited. Employees, officers and Board members may not engage in any transactions or activities that require or contemplate the making of false or fictitious entries.

Federal and state laws require MVP to ensure that its books and records accurately reflect the true nature of the transactions represented. It is against MVP policy, and illegal, for any employee or officer to intentionally, either by entry of false information or through deliberate omission, cause our books and records to be inaccurate.

### b. Retention of records

Disposal or destruction of MVP’s records and files is not discretionary. Legal and regulatory practices require the retention of certain records for various periods of time, particularly in the tax, claims, human resources, health and safety, environmental, contract and corporate areas. In addition, when litigation or a government investigation or audit is pending, relevant records may not be destroyed until the matter is closed and the Legal Affairs Department determines in writing that there is no legal or other reason to retain these records. Destruction of records to avoid disclosure in a legal proceeding may constitute a criminal offense.

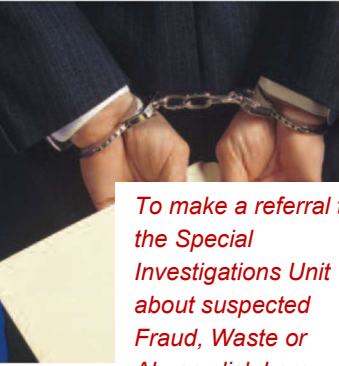
Refer to the Information Retention and Destruction Policy available in the “Compliance” section of the corporate Intranet, MVPnews for additional information. If you are uncertain about the proper retention period for any document or possible restrictions on destroying a document, contact the Legal Affairs Department.



*You can refer to the Corporate Information Retention and Destruction Policy and Procedure, as well as the FAQs for Information Retention and Destruction.*

[CC12: Information Retention and Destruction](#)

- *Describes different types of documents and messages*
- *Specifies minimum retention periods and acceptable destruction methods*



To make a referral to the Special Investigations Unit about suspected Fraud, Waste or Abuse [click here](#).

**CC14: Detection, Correction and Prevention of Fraud, Waste and Abuse**

- Overview of relevant laws
- Outline of procedures for detection and prevention
- Provision of reporting pathways
- Protection from retaliation

**c. Health care fraud, waste and abuse**

Health care fraud, waste and abuse is a significant problem for the health insurance industry. MVP is fully committed to safeguarding our customers' premium dollars by preventing fraudulent, wasteful or abusive activities whenever possible.

Federal and state laws provide for severe criminal and civil penalties to help prevent or punish certain practices. For example, the federal anti-kickback law allows for a felony conviction when a person receives or pays anything of value to influence the referral of federal health care program business, including Medicare and Medicaid. Additionally, federal and state laws prohibit certain self-referrals by physicians ("Stark laws"). The Stark laws prohibit physicians from making referrals for certain health services that are payable by Medicare or Medicaid, to any entity with which the physicians have a financial relationship. A financial relationship means either an ownership interest or a compensation arrangement. Penalties for violating the Stark laws include denial of payment for the service, civil monetary penalties, or even the possibility of being excluded from the Medicare or Medicaid programs.

As a Government Program contractor MVP is also subject to the False Claims Act and other applicable federal and state laws governing fraud, waste and abuse. The False Claims Act prohibits individuals and entities from knowingly presenting or causing to present a false claim or record to the federal government, the State Medicaid program, or an agent of these entities for payment or approval. The False Claims Act allows government authorities to impose fines and criminal penalties against individuals and entities that submit false claims or reports.

An individual who brings action under the False Claims Act is called a *qui tam* relator or whistleblower. Federal law prohibits employers from retaliating against employees who file suits on behalf of the government under the False Claims Act. New York law prohibits employers from retaliating against an employee for disclosing or threatening to disclose practices which violate a law, create a danger to public health or safety or which constitutes health care fraud.

MVP has policies and processes in place to detect and prevent fraud, waste and abuse and encourages all employees to report suspected fraud for investigation. Employees, officers and Board members are expected to be vigilant in watching for the above activities and others, and to immediately report all suspected fraudulent, wasteful or abusive practices by providers, subscribers, vendors or other employees by completing the SIU Referral Form on the corporate Intranet, MVPnews, by calling the SIU fraud hotline at 1-877-835-5687 or by reporting anonymously by calling the Ethics & Integrity Hotline at 1-888-357-2687 or online at [www.EthicsPoint.com](http://www.EthicsPoint.com). Calls made to the Ethics and Integrity hotline are received by EthicsPoint/NavexGlobal, an independent vendor that manages MVP's confidential reporting system. All such referrals will be kept in the strictest confidence. Find all of SIU's policies in the "Compliance" section of the corporate Intranet, MVPnews.

**7. PUBLIC DISCLOSURES**

It is MVP's policy that all regulatory filings be full, fair, accurate, timely and understandable.

All employees, officers and Board members who are involved in MVP's disclosure process, including the financial professionals, are responsible for acting in compliance with of this policy. In particular, these individuals are required to maintain familiarity with the disclosure



requirements applicable to MVP and are prohibited from knowingly misrepresenting, omitting, or causing others to misrepresent or omit material facts about MVP to others, whether inside MVP or outside, including MVP's independent auditors. Moreover, any employee, officer or Board member who has a supervisory role in MVP's disclosure process has an obligation to discharge his/her duties diligently.

## 8. PUBLIC POLICY DEVELOPMENT, POLITICAL ACTIVITY, CONTRIBUTIONS AND LOBBYING

### a. Public Policy Development

MVP may, from time to time, participate in the development of public policy to further its business interests, consistent with MVP's mission. The Government Affairs Department shall direct MVP's participation in public policy development and in so proceeding, may request coworkers to provide data, present to policymakers and engage in other activities that are intended to facilitate MVP's participation in the development of public policy. Coworkers may also be requested by Government Affairs staff to engage in advocacy initiatives, such as writing letters to lawmakers, to shape public policy. You have the right to decline to participate in MVP's advocacy initiatives.

MVP, through its Government Affairs staff, may from time to time invite candidates for elective office, legislators and other public policy makers to visit, tour and participate in events at MVP's facilities and functions. Coworkers may be requested to participate in such visits, tours, events and functions.

### b. Political activity and contributions

You have the right to participate voluntarily in the political process. No one in MVP may require you to contribute to, support or oppose any political group or candidate. If you choose to participate in the political process, you must do so as an individual, not as a representative of MVP. You may not work on a political fundraiser or other campaign activity while at work or use MVP property for these activities. Any overt, visible and partisan political activity that could cause someone to believe that your actions reflect the views or position of MVP requires the prior approval of the General Counsel in consultation with Government Affairs staff. Any questions regarding MVP's policies on political activities should be directed to the General Counsel. Federal law and the laws of certain states in some cases prohibit a corporation from making political contributions.

Any proposed political contribution or expense incurred by MVP must be approved in advance by the General Counsel in consultation with Government Affairs staff. This includes monetary contributions, "in-kind" contributions (e.g., the use of facilities for a fundraiser, purchase of tickets for receptions or dinners, advertisements in journals or payment for services) and gifts to officials. MVP on occasion makes contributions both directly and through its Political Action Committee (PAC), which is funded by MVP and voluntary personal contributions made by MVP employees.

*You have the right to participate voluntarily in the political process. No one in MVP may require you to contribute to, support or oppose any political group or candidate.*



### c. Lobbying

MVP encourages every employee and officer to take an active interest in government processes. Any participation in a political process, however, must be undertaken as an individual not as a representative of MVP. You may not engage in lobbying activities on behalf of MVP or its subsidiaries without the prior approval of MVP's General Counsel and Government Affairs staff. Lobbying activity generally includes attempts to influence the passage or defeat of legislation, and it may trigger registration and reporting requirements.

The government and many states extend the definition of lobbying activity to cover efforts to influence formal rulemaking by executive branch agencies or other official actions of agencies, including the decision to enter into a contract or other financial arrangement.

## 9. WORKING ENVIRONMENT

MVP is committed to providing a safe and healthy workplace, free from unlawful discrimination and harassment, for its employees and officers. We are equally committed to minimizing the environmental impact of our operations.

### a. Health, Safety and Environmental Protection

Every employee and officer has a responsibility to abide by safe operating procedures and to guard our own and our coworkers' health and the health and safety of visitors to our premises. To that end, MVP has developed detailed policies, copies of which are available on the company's Intranet, MVPnews or from your Human Resources representative. Federal, state and local laws, rules and regulations are in place to ensure worker safety and health and the protection of the environment. It is MVP policy to comply with both the letter and spirit of those laws, rules and regulations and to establish a cooperative attitude toward the inspection and enforcement personnel of the agencies charged with that responsibility. In keeping with this, you are encouraged to report to your supervisor any conditions that you perceive to be unsafe, unhealthy or hazardous to the environment.

### b. Employee Relations

Every employee and officer has the right to a work environment free of unlawful discrimination or harassment. This includes, but is not limited to, freedom from sexual and other unlawful harassment in the workplace. MVP has developed detailed employee relations policies, copies of which are available on the company's Intranet, MVPnews or from your Human Resource representative. The full Unlawful Harassment Policy which sets forth the complaint procedure for sexual or other unlawful harassment is available on the company's Intranet, MVPnews.

Federal, state and local laws, rules and regulations require that MVP provide equal employment opportunity to every applicant and employee who is qualified to perform the requirements of the job. It is MVP's policy to do this, regardless of the individual's actual or perceived race, color, creed, religion, gender, national origin, citizenship, age, sexual orientation, gender identity, transgender status, marital status, disability, handicapping condition, genetic information, predisposing genetic characteristics, domestic violence victim status, political affiliation, military status, familial status, or status as a Vietnam-era or



special disabled veteran, known relationships or associations with members of a protected class, and any other characteristic protected by applicable local, state and federal law.

MVP is also committed to providing reasonable accommodations for qualified individuals with a disability. Equal employment opportunities are provided in all aspects of the employment relationship, including recruitment, hiring, work assignment, promotion, transfer, termination, wage, salary and benefits administration and selection for training.

These commitments can only be met if all employees treat each other with courtesy and fairness and have respect for the dignity of others.

### **c. Standards for appropriate electronic resources**

MVP's offices (this includes MVP's physical offices or other locations in which employees work) are equipped with a range of electronic communication systems supporting the conduct of our business. When using any of these means of communication, employees and officers must at all times maintain standards appropriate to the workplace. MVP's policy in this regard sets forth those standards and applies to all of our electronic communications systems, including electronic, computer network and telephone communications systems, voice mail, email, use of the Internet, and company mobile broadband technology (e.g. WiFi) and to all business equipment, including laptops, fax machines, software and similar property. As a general rule, any workplace communications, whether oral, written, electronic, or via telephone, which could be viewed as insulting, disruptive, threatening or offensive will not be tolerated. MVP will not tolerate the use of company resources that involve unethical, illegal, or prohibited activity as defined in this and other company policies and procedures. The full Electronic Mail Policy and the Computing Device/Office Equipment Usage Policy are available on the company's Intranet, MVPnews.

### **d. Substance abuse**

MVP will not tolerate the use of illegal drugs or the abuse of legal drugs or alcohol by its employees and officers. To protect the health and welfare of all employees and officers, and to demonstrate our compliance with the federal Drug-Free Workplace Act of 1988, MVP has adopted the Drug Free Workplace Policy, copies of which are available on the company's Intranet, MVPnews. or from your Human Resource representative.

*Specific guidance on these types of employee topics can be obtained by contacting the Human Resources Department.*



*All messages composed, sent, or received on the electronic mail systems are and remain the property of MVP Service Corp. They are not the private property of any employee.*

# II. Reporting Violations and Investigations

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## **What will the Compliance Department do about my compliance concerns?**

*The Compliance Department will initiate an investigation. Each case is unique. The Compliance Department may determine they do not need to take further action. Or, they may learn that they need to recommend corrective action to improve business processes, or they may refer to Human Resources for appropriate corrective action against employees who have broken the law or violated the Code.*

## **CC09: Voicing Your Compliance Concerns**

- *Describes significant compliance issues*
- *Outlines your reporting responsibilities*
- *Assures protection from retaliation and intimidation when a report is made in good faith*

## **1. Reporting**

You have the obligation to report promptly any suspected compliance violation of this Code either orally or in writing to:

- Your supervisor or any member of management within your reporting structure;
- The Corporate Compliance Officer;
- The Medicare Compliance Officer;
- The Parity Compliance Officer;
- The HIPAA Security Compliance Officer;
- The Compliance Department mailbox in Outlook for Security Breaches;
- SIU Referral Form on MVPNet for fraud, waste and abuse; or
- The Ethics & Integrity Hotline at 1-888-357-2687 or online at [www.EthicsPoint.com](http://www.EthicsPoint.com) to report compliance concerns anonymously to EthicsPoint/NavexGlobal. To ensure anonymity, calls made to the Ethics & Integrity Hotline are received by EthicsPoint/Navex Global. EthicsPoint/NavexGlobal manages MVP's confidential reporting system.

All members of management that receive reports of suspected violations of this Code or any reports of potential non-compliance must immediately inform the Corporate Compliance Officer.

## **2. Non-Retaliation**

It is the policy of MVP to protect its employees, board members and contractors from intimidation and retaliation for good faith participation in the Compliance Program, including but not limited to reporting potential issues, investigating issues, conducting self-evaluations, audits and remedial actions, and reporting to appropriate authorities.

No employee, officer or Board member making a good faith report of a suspected compliance violation of the Code will be subject to retaliation or reprisals. Any employee who engages in retribution, retaliation or harassment against a reporting employee will be subject to corrective action up to and including termination of employment. All instances of retaliation, retribution or harassment against reporting employees should be brought to the attention of the Corporate Compliance Officer who will, in conjunction with Legal Affairs and Human Resources, investigate and determine the appropriate discipline, if any.

## **3. Enforcement and Discipline**

It is MVP's policy to administer corrective or disciplinary action in an equitable and consistent manner. Disciplinary actions can be imposed for violations of law and ethics, Medicare program noncompliance, fraud, waste or abuse, and policies and procedures including oral or written warnings or reprimands, suspensions, terminations, financial penalties and potential reporting of the conduct to law enforcement.

Violations of the Code generally will lead to disciplinary actions varying from oral warnings up to and including termination of employment. Employees can also be subject to disciplinary action for failure to report non-compliance or violations of the Code. Additionally, any employee who intentionally provides false information may be subject to disciplinary action up to and including termination of employment.

The appropriate disciplinary action depends upon a number of factors including the nature of the violation, the ramifications of the violation to MVP and its customers, whether the violation was willful or unintentional and so on. Detailed information regarding MVP's corrective and disciplinary action process is outlined in the Corrective Action Policy which is available on the company's Intranet, MVPnews.

#### 4. Investigations

All allegations of compliance Code violations will be promptly and thoroughly investigated by the Corporate Compliance Officer and/or her designee. Thorough investigative files will be maintained on each allegation received.

On occasion, you may be asked to assist in the course of an investigation of a suspected violation of the Code. In such instances, you will be expected to cooperate fully with in-house and/or outside counsel, internal or external investigators, law enforcement agents and/or representatives of governmental regulatory agencies. All information related to the investigation must be kept confidential. When conducting investigations the Corporate Compliance Officer and/or her designee requires unfettered access to information in order to fully research all reported matters.

The Corporate Compliance Officer provides to the Compliance and Risk Oversight Committee of the Board of Directors written reports for all compliance concerns, which fall within the scope of the Code. The person who is the subject of an alleged Code violation shall not be present at or participate in any Board or Corporate Committee deliberations or vote on the matter relating to such complaint. However, the Board or Corporate Committee may request that the person who is subject to the complaint present information as background or answer questions at a Board or Committee meeting prior to the commencement of deliberations or voting relating thereto. Finally, any Board members who are also employees of the company may not participate in any Board or Corporate Committee deliberations or voting relating to administration of the Code.

#### 5. Responding to Search Warrants

It is MVP's policy to cooperate with government authorities in responding to search warrants within the parameters of the law. Employees cannot refuse access to Federal or State agents to investigate a valid search warrant. Upon receipt of a search warrant employees should immediately contact the General Counsel or her designee. The General Counsel or her designee will review the warrant to determine the validity of the request. The General Counsel or her designee will serve as the contact person in responding to search warrants requests. Employees should request that the government agent wait for the General Counsel or her designee to coordinate the search. However, government agents are not obligated to wait. If the agent refuses to wait employees should ask for identification of the agent in charge and a copy of the warrant and/or affidavit authorizing the search. The General Counsel or her designee will coordinate the search as outlined in the Responding to Search Warrants Policy available online at in the "Compliance" section of the company's Intranet, MVPnews.



#### **Why should I report a compliance concern?**

MVP needs to know about concerns so that compliance issues can be investigated and addressed quickly and properly. By raising concerns, you help to protect yourself, your co-workers and MVP.

Reports of retaliation are taken seriously! Contact Ethics Point to report anonymously 1-888-357-2687 or online at [www.EthicsPoint.com](http://www.EthicsPoint.com)

#### **What types of corrective actions are taken when there are violations of the Code?**

Actions taken could vary anywhere from oral warnings up to and including termination of employment. These are based on MVP's Corrective Action Policy.

## III. Contingent Workers

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All contractors and temporary workers from staffing placement or temporary agencies and paid or unpaid interns (Contingent Workers) who have a network account or access to Protected Health Information or access to business confidential information are required to read the Code of Ethics & Business Conduct Summary and to acknowledge receipt and understanding of MVP's compliance requirements and documents and to certify that the Contingent Worker agrees to comply with and be bound by all the agreements, terms and conditions set within MVP's compliance program documents.

## IV. Contractors

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All contractors are required to report actual or suspected non-compliance and fraud, waste and abuse that impacts MVP. Contractors are protected from intimidation and retaliation for good faith participation in MVP's Compliance Program.

A Contractor is a party that MVP enters into a written arrangement with to provide services that support MVP's processes as specific in the written agreement. Contractors include business associates and delegated entities.

MVP notifies its contractors of the availability of the Ethics and Integrity Hotline and the SIU Hotline through the distribution of the Code of Ethics and Business Conduct Summary.

## V. Attestation

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All employees, officers and Board members are required to read the Code and to annually certify that they have read and understood it. For employees, officers and Board members, this is accomplished by executing a certification attesting to his/her commitment to abiding by the Code.

## VI. Questions

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MVP is committed to creating an environment that encourages and allows every employee and officer to seek and receive prompt guidance before engaging in conduct that may violate the Code or any federal, state or local law, rule or regulation. Please call the Corporate Compliance Officer with any questions you may have pertaining to the Code.

## VII. Modifications

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MVP intends to honor this policy and the procedure set forth but reserves the right to change them at any time at its sole discretion.



*Ch Del Vecchio*

Chief Executive Officer

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Approved: Chief Executive Officer

Approved: MVP Board of Directors

Review Date: 12/13/2021

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