



**2019 Code of Conduct**

# Vantage Health Plan's Code of Conduct

## Mission Statement:

Vantage Health Plan, Inc., "Vantage", strives to be a health care innovator by proactively seeking opportunities to improve the quality of health care while balancing the cost of that care.

We are committed to service. We believe our employees, members, and providers deserve and expect honesty, integrity, quality, and excellence in an insurance company. We believe outstanding customer service is achieved by continually working to improve oneself and the health care product provided.

We are committed to strength. We're strong to keep you strong. We believe in providing our members with wellness and preventive services to promote health. We strive not only to offer quality health care, but a higher quality of life as a result of that health care.

We are committed to satisfaction. We believe communication must be clear to all for proper expectations to be met. Only with the understanding of one's health insurance coverage can proper expectations be made and satisfaction obtained. It is the goal and desire of every employee to provide excellent customer service thereby achieving member and provider satisfaction.

We are committed to solutions. We believe that for every challenge there is a win-win solution. We believe that a strong provider network and a variety of products are needed to meet the needs of our community and to provide quality health care.

We are committed to success! We believe that companies don't succeed, people do! You make Vantage possible. Therefore, it is our mission to help you succeed by providing exceptional service, rock-solid strength, customer satisfaction, and innovative solutions for their health care coverage needs.

### **Build Trust and Credibility**

The success of our organization is dependent on the trust and confidence we earn from our members, employees, providers and brokers. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching company goals solely through honorable conduct. It is easy to say what we must do, but the proof is in our actions. Ultimately, we will be judged on what we do.

When considering any action, it is wise to ask: will this build trust and credibility for Vantage? Will it help create a working environment in which Vantage can succeed over the long term? Is the commitment I am making one I can follow through with? The only way we will maximize trust and credibility is by answering “yes” to those questions and by working every day to build our trust and credibility.

### **Employment Relationship**

We all deserve to work in an environment where we are treated with dignity and respect. Vantage is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success. We cannot afford to let anyone’s talents go to waste.

Vantage is an equal employment/affirmative action employer and is committed to providing a workplace that is free of discrimination in all aspects of the employment relationship, including recruitment, work assignment, promotion, transfer, salary administration, selection for training, corrective action, and termination. The workplace should be free from abusive, offensive or harassing behavior. Any employee who feels harassed or discriminated against should immediately report the incident to his or her manager or to Human Resources.

All employees and First Tier, Downstream and Related Entities (FDRs) are required to observe Vantage’s commitment and extend to each other appropriate behavior in the workplace. All employees should be familiar with Vantage’s employment policy and procedures. Any questions on these policies should be directed to your supervisor, Human Resources, the Director of Compliance or the Medicare Compliance Officer.

### **Create a Culture of Open and Honest Communication**

At Vantage everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times. Vantage will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the company will take appropriate action. We will not tolerate retaliation against employees who raise ethical or other legitimate concerns in good faith. For your information, Vantage’s **non-retaliation** policy is attached.

### **Set Tone at the Top**

Management has the added responsibility for demonstrating, through their actions, the importance of this Code of Conduct (“Code”). In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions are what matters.

To make our Code work, managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Managers should not consider employees’ ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At Vantage, we want the ethics dialogue to become a natural part of daily work.

### **Compliance with the Law**

Vantage’s commitment to integrity begins with complying with laws, rules and regulations where we do business. All employees are bound by these laws and regulations as well as policies and procedures described in the Employee Handbook.

Each of us must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or Vantage policy, we should seek the advice from the resource expert. We are responsible for preventing violations of law and for speaking up if we see possible violations.

### **Fraud, Waste and Abuse**

All employees and First Tier, Downstream and Related entities are responsible for reporting any suspected health care fraud, waste and abuse to either the Director of Compliance or the Medicare Compliance Officer immediately. Be prepared to give the name, phone number and office location, the item or service in question, the date of the service, and reason you believe that fraud, waste or abuse has occurred if the incident being reported is provider-related. If the incident being reported originates from a Vantage contractor or internally, please record as much information and detail as possible and report the incident to the Compliance Officer immediately. Vantage will protect your identity as much as reasonably possible. All employees shall receive fraud, waste, and abuse (“FWA”) training no less than once every twelve months. New employees shall successfully complete FWA training during the first ninety (90) days of employment.

### **Kickbacks**

The purchase or sale of goods and services must not lead to employees or their families receiving kickbacks. Kickbacks or rebates may take many forms and are not limited to direct cash payments or credits. If an employee, FDR or a policyholder of the family stands to gain personally through a transaction, it is prohibited. Employees should consult with Vantage’s General Counsel or

Associate General Counsel if there is a question as to whether a proposed arrangement will result in an inappropriate kickback.

### **Anti-Money Laundering**

Vantage will comply with laws and regulations in the USA Patriot Act designed to deter money-laundering and combat financial terrorism. Any activity aimed at concealing the origin of unlawfully gained money is strictly prohibited by Vantage. Vantage will use all reasonable efforts to prevent itself from being used by others to facilitate money laundering and/or the financing of terrorist activities. Further, Vantage will only conduct business with reputable providers and vendors engaged in legitimate business activities, with money derived from legitimate sources. If it is suspected that Vantage has received a suspicious payment or is being used to aid money laundering, it must be immediately reported to General Counsel or Associate General Counsel.

### **Competition**

We are dedicated to ethical, fair and vigorous competition. We will sell Vantage products and services based on their merit, superior quality, functionality and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for Vantage or the sale of its products or services, nor will we engage or assist in unlawful boycotts of particular customers.

### **Proprietary Information**

It is important that we respect the property rights of others. We will not acquire or seek to acquire by improper means a competitor's trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

### **OSHA**

Vantage is dedicated to maintaining a healthy environment. A safety manual has been designed to educate all employees on safety in the workplace. Manuals are available from our Occupational Health Nurse.

### **Conflict of Interest**

All employees must avoid any situation where a conflict of interest exists or might appear to exist between one's personal interests and those of Vantage. The *appearance* of a conflict of interest may be as serious as an *actual* conflict of interest. Do not let any outside financial interest influence your decisions or actions you take at Vantage. An example might include personal or family enterprises that conduct business with Vantage, a company related to Vantage or a competitor.

As a rule, Vantage will not purchase goods or services from any business in which an employee or close relative of an employee has a substantial interest. Similarly, Vantage will not sell, give or lend any Vantage equipment, furniture, supplies or

materials to any employees for their personal use. Occasional exceptions may be made when it's in the best interest of Vantage, but only when documented and approved by senior management.

Employees should not conduct outside activities during work time. This will interfere with your regular duties and could adversely affect the quality of work performed. This could also negatively affect Vantage's reputation.

There are many types of situations where potential conflicts may arise as seen in the list below. This is not an all-inclusive list. If you encounter a situation where a possible conflict of interest may be involved, disclose it promptly to your supervisor or to the Director of Compliance.

Here are some other ways in which conflicts of interest could arise:

1. Being employed (an employee or a close family member) by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while employed with Vantage.
2. Serving as a board member for an outside commercial company or organization.
3. Owning or having a substantial interest in a competitor, supplier or contractor.
4. Having a personal interest, financial interest or potential gain in any Vantage transaction.
5. Accepting gifts, discounts, favors or services from a customer/potential customer, competitor or supplier, unless equally available to all Vantage employees.

Determining whether a conflict of interest exists is not always easy to do. Employees with a conflict of interest question should seek advice from management. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek review from their managers, the HR department or the Director of Compliance.

### **Gifts, Gratuities, Entertainment and Business Courtesies**

Vantage is committed to competing solely on the merit of our products and services. We should avoid any actions that create a perception that favorable treatment of outside entities by Vantage was sought, received or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom Vantage does or may do business.

We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would

violate law, regulation or policies of Vantage or customers, or would cause embarrassment or reflect negatively on Vantage's reputation.

Vantage employees and FDRs should contact their manager, the Director of Compliance or the Medicare Compliance Officer if they are unsure if accepting a gift or gratuity is permitted.

Most business courtesies offered in the course of one's employment are offered because of our positions at Vantage. We should not feel any entitlement to accept and keep a business courtesy. Although we may not use our position at Vantage to obtain business courtesies, and we must never ask for them, we may accept unsolicited business courtesies that promote successful working relationships and good will with those firms with whom Vantage maintains or may establish a business relationship.

Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the company's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a supplier when Vantage is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering courtesies is the way to obtain Vantage business.

Employees may accept occasional meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment, provided that:

- They are not inappropriately lavish or excessive.
- The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity.
- The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future.
- The employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her manager or co-worker or having the courtesies known by the public.

Employees may accept unsolicited gifts, other than money, that conform to the reasonable ethical practices of the marketplace, including:

- Flowers, fruit baskets and other modest presents that commemorate a special occasion.

- Gifts of nominal value, such as calendars, pens, mugs, caps and t-shirts (or other novelty, advertising or promotional items).

Generally, employees may not accept compensation, honoraria or money of any amount from entities with whom Vantage does or may do business. Tangible gifts (including tickets to a sporting or entertainment event) that have a market value greater than \$100 may not be accepted unless approval is obtained from management.

Employees with questions about accepting business courtesies should talk to their managers, the HR department or the Director of Compliance.

### **Offering Business Courtesies**

Any employee who offers a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon Vantage. An employee may never use personal funds or resources to do something that cannot be done with Vantage resources. Accounting for business courtesies must be done in accordance with approved company procedures.

Other than to our government customers, for whom special rules apply, we may provide nonmonetary gifts (i.e., company logo apparel or similar promotional items) to our customers. Further, management may approve other courtesies, including meals, refreshments or entertainment of reasonable value provided that:

- The practice does not violate any law or regulation or the standards of conduct of the recipient's organization.
- The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish.
- The business courtesy is properly reflected on the books and records of Vantage.

### **Proper Accounting of Books and Records**

We will make certain that all disclosures made in financial reports and public documents are full, fair, accurate, timely, and understandable. This obligation applies to all employees, including all financial or other executives, with any responsibility for the preparation for such reports, including drafting, reviewing and signing or certifying the information contained therein. No business goal or purpose of any kind is ever a legitimate excuse for misrepresenting facts or falsifying records. No such action will be tolerated.

All corporate records must be true, accurate and complete, and company data must be promptly and accurately entered in our books in accordance with Vantage's policies and applicable accounting principles. We must not improperly



influence, manipulate or mislead any unauthorized audit, nor interfere with any auditor engaged to perform an internal independent audit of Vantage books, records, processes or internal controls.

Employees should inform Senior Management, General Counsel and either the Director of Compliance or the Medicare Compliance Officer if they learn that information in any filing or public communication was untrue or misleading at the time it was made or if subsequent information would affect a similar future filing or public communication.

### **Record Retention**

Vantage creates, retains and disposes of its company records as part of its normal course of business in compliance with all Vantage policies and guidelines, as well as all regulatory and legal requirements. Records that are subject to audit or current/threatened litigation may not be destroyed unless there is written notification of expiration of the litigation and record destruction is approved by General Counsel.

Per CMS guidelines, all records pertaining to Medicare Advantage members must be retained for a period of no less than ten (10) years.

### **Substance vs. Form**

At times, we are all faced with decisions we would rather not have to make and issues we would prefer to avoid. Sometimes, we hope that if we avoid confronting a problem, it will simply go away. This is not an acceptable practice at Vantage.

At Vantage, we must have the courage to tackle the tough problems and make difficult choices. Secure in the knowledge that Vantage is committed to doing the right thing, tough issues should be addressed directly. At times this will mean doing more than simply what the law requires. Although Vantage's guiding principles cannot address every issue or provide answers to every dilemma, they can define the spirit in which we intend to do business, and this should guide us in our daily conduct.

### **Accountability**

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about company policy. If we are concerned whether the standards are being met or are aware of violations of the Code, we must contact the HR department, the Director of Compliance, or the Medicare Compliance Officer as warranted by the issue involved.

Vantage takes seriously the standards set forth in the Code, and violations are cause for disciplinary action up to and including termination of employment.

## **Confidentiality and Protecting Information**

Most information regarding Vantage business activities is considered confidential and proprietary to Vantage. Examples of confidential and proprietary information include, but are not limited to, strategic planning documents, sales reports, customer lists, policyholder health information, broker lists, financial information, office materials, and all employee information. Also included in Vantage confidential and proprietary information are Vantage trade secrets. Trade secrets include any information used by Vantage which is not generally known to the public and therefore which may give Vantage an advantage over its competitors.

In addition, since Vantage is a health insurer, its employees and FDRs are entrusted with other important confidential and privileged information that may not be released without proper authorization. This includes but is not limited to medical and claims information about members, beneficiaries, and health service providers. Therefore, as a Vantage employee or FDR, it is your obligation and duty to maintain the confidentiality of this information while employed or affiliated with Vantage.

All employees and FDRs shall comply with Health Insurance Portability and Accountability Act (HIPAA) legal requirements regarding the disclosure of Protected Health Information (PHI). The Vantage policies regarding health care information that is protected by this law will be adhered to by all Vantage employees and FDRs. The policies conform to federal and state laws and are designed to safeguard patient privacy. All employees shall receive HIPAA training no less than once every twelve months. New employees shall successfully complete HIPAA training and certification during the first ninety (90) days of employment.

If you leave the employment of Vantage, you may not take the originals or copies of any confidential and proprietary information and you may not use this information for your own gain, or that of another person or organization.

If any Vantage employee or FDR becomes aware of nonpublic information about Vantage or another related company, because of their affiliation with Vantage, disclosure of this information is prohibited. As an employee or FDR of Vantage, you are prohibited from buying or selling securities based on this information. This also includes using insider trading to make investment decisions in Vantage's competitors. If you have any questions regarding or adhering to trading laws or you become aware of others who may be in violation, notify the General Counsel immediately.

## **Information Security**

Vantage employees and FDRs are responsible for properly using information stored and produced by all Vantage information systems. All employees and FDRs will comply with Vantage HIPAA policies that reflect the legal requirements for protecting electronically stored and communicated PHI. Employees are

responsible for preventing unauthorized access to the Vantage systems. Sharing of passwords and other security codes is strictly prohibited. Accessing your personal electronic records for any reason, adjusting your personal policy file or claims, or those of other employees or FDRs without proper authority, is a violation of Vantage policy and an offense that will subject an offending employee or FDR to discipline, which may include termination.

Microcomputers, personal computers, Internet access, e-mail or other communication systems are intended for business-related purposes only and not for use that may be considered disruptive, offensive, harassing or harmful to others.

Vantage contracts with various software vendors to provide software for various operational needs. Each software package, unless specifically licensed for Local Area Network (LAN) or site-licensed, may only be used on a single personal computer or microcomputer. Unless expressly permitted by the software license agreement, software cannot be copied for use on more than one Vantage or personal computer or microcomputer. General Counsel and the Chief Information Officer must be consulted when there is a question about software licensing.

### **Payments to FDRs**

Agreements with FDRs must be in writing. Such agreements must clearly and accurately set forth the services to be performed, the basis for earning the commission or fee involved, and the applicable rate or fee. Any such payment must be reasonable in amount, not excessive in terms of industry practices, not exceed any applicable statutory or regulatory maximums, and be commensurate with the value of the services rendered, and approved in writing by the appropriate manager or executive.

### **Other Improper Payments**

The use of Vantage funds or assets for any unlawful or unethical purpose is prohibited. Any improper payment made by a Vantage employee is likewise improper when made by a FDR or other third party on behalf of Vantage. This is also true for an employee or FDR who knows or has reason to know that a payment will be made. The making of any payment to a third party for any purpose other than that disclosed on the payment documentation is also prohibited.

### **Federal Contracts and Federal Procurement**

Vantage is subject to the Federal Procurement Integrity Act when bidding on Federal contracts. This law prohibits certain business conduct for companies seeking to obtain work from the Federal Government. During the bidding process, Vantage employees and FDRs may not:

1. Offer or discuss employment or business opportunities at Vantage with agency procurement officials; or

2. Offer or give gratuities or anything of value to any agency procurement official; or
3. Request or obtain any confidential information about the selection criteria before the contract is awarded.

In addition, other Federal provisions prohibit Federal officials from accepting anything of value, subject to reasonable exceptions such as modest items of food and refreshments. Because of these restrictions, no employee or FDR shall either offer or make a gift to any federal employee.

### **Political Activities and Contributions**

Federal laws restrict the use of corporate funds in connection with Federal elections. Similarly, state laws restrict the use of such funds in connection with state and local elections. It is against Vantage policy (and may be illegal) for employees and FDRs to include, directly or indirectly, any political contribution on expense accounts or in any way cause Vantage to reimburse them for that expense. The political process is stringently regulated. If you have a question about acceptable political contributions, consult with General Counsel.

### **Use of Company Resources**

Company resources, including time, material, equipment and information, are provided for company business use. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace.

Employees and those who represent Vantage are trusted to behave responsibly and use good judgment to conserve company resources. Managers are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use.

Generally, we will not use company equipment such as computers, copiers and fax machines in the conduct of an outside business or in support of any religious, political or other outside daily activity, except for company-requested support to nonprofit organizations. We will not solicit contributions nor distribute non-work related materials during work hours.

In order to protect the interests of the Vantage data network and our fellow employees, Vantage reserves the right to monitor or review all data and information contained on an employee's company-issued computer or electronic device, and the use of the Internet or Vantage's intranet. We will not tolerate the use of company resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate. Questions about the proper use of company resources should be directed to your manager.

### **Media Inquiries**

Vantage is a high-profile company in our community, and from time to time, employees may be approached by reporters and other members of the media. In order to ensure that we speak with one voice and provide accurate information about the company, we should direct all media inquiries to **General Counsel and the Public Relations Coordinator**. No one may issue a press release without first consulting with **General Counsel and the Public Relations Coordinator**.

### **Seeking Guidance and Reporting Violations**

All employees must report any actual or suspected violation of the Code of Conduct by speaking to your supervisor or reporting the matter directly to the Director of Compliance or the Medicare Compliance Officer. Violations, actual or suspected, may be reported anonymously via the Compliance Hotline or by submitting a Suspected Compliance Violation Form via fax or by email ([complianceissues@vhpla.com](mailto:complianceissues@vhpla.com)). A copy of the Suspected Compliance Violation Form may be found on our website, [www.vantagehealthplan.com](http://www.vantagehealthplan.com).

Compliance Hotline – (888) 607-0058  
Medicare Compliance Fax – (318) 361-2184  
Commercial and Exchange Fax – (318) 807-1036.

Steps will be taken to protect anonymity and confidentiality where warranted and appropriate. Vantage will not tolerate any form of retaliation against a person for *reporting*, in good faith, a suspected compliance violation.

### **Corrective Action and Discipline**

Individuals who violate any of Vantage's compliance program requirements, violate related corporate policies and procedures, or knowingly fail to report violations, or any supervisor, officer or FDR, who fails to oversee compliance by those he or she supervises, is subject to disciplinary action. Discipline ranges from warning to suspension or termination. Violations may also result in criminal referral and reports to law enforcement and government agencies. Any employee or FDR who harasses or threatens another employee for reporting Compliance policy and procedure violations will be terminated.

### **Do the Right Thing**

Several key questions can help identify situations that may be unethical, inappropriate or illegal. Ask yourself:

- Does what I am doing comply with the Vantage guiding principles, Code of Conduct and company policies?
- Have I been asked to misrepresent information or deviate from normal procedure?
- Would I feel comfortable describing my decision at a staff meeting?

- Am I being loyal to my family, my company and myself?
- Is this the right thing to do?

**Information and Resources:**

CEO:	Dr. Gary Jones
Executive Vice President:	Mike Breard
Chief Financial Officer:	Rhonda Haygood
General Counsel:	Bob Bozeman
Associate General Counsel	Sarah Cummins
Chief Human Resources Officer:	Brad Burtram
Director of Compliance:	Joel Wiedeman
Medicare Compliance Officer:	Sally Knight-Rainer
Chief Information Officer:	Landon Wright
Occupational Health Nurse	Dee Smith
Public Relations Coordinator	Carol-Ann Lenard
Controller	Chelle Cupit

## **Code of Conduct Acknowledgment Form**

The Code of Conduct describes important information about Vantage, and I understand that I should consult the Chief Human Resources Officer regarding any questions not answered in the Code of Conduct or Employee Handbook.

Since the information and policies described here are subject to change, I acknowledge that revisions to the Code of Conduct may occur. All such changes will be communicated through official notices, and I understand that revised information may supersede, modify, or eliminate existing policies. Only the Chief Executive Officer of Vantage has the ability to adopt any revisions to these policies.

I have received the Code of Conduct, and I understand that it is my responsibility to read and comply with these policies and any substantive revisions made to it.

\_\_\_\_\_  
EMPLOYEE'S SIGNATURE

\_\_\_\_\_  
DATE

\_\_\_\_\_  
EMPLOYEE'S NAME (PRINTED)