

**PREMIER PATIENT HEALTHCARE, LLC  
COMPLIANCE PLAN**

**ARTICLE I**

**INTRODUCTION**

This Compliance Plan outlines the components of the Premier Patient Healthcare, LLC (“**Accountable Care Organization**” or “**ACO**”) Compliance program. Integrity, honesty and accountability are the core values under which the ACO operates. The ACO is subject to the Medicare Shared Savings Program (“**MSSP**”), as well as other applicable state and federal regulatory standards. A Compliance Plan meeting the criteria described in the MSSP regulations is a required component of MSSP participation.

**ARTICLE II**

**POLICIES AND PROCEDURES**

Section 1. **Scope.** This Compliance Plan applies to all employees or contractors of the ACO, the ACO’s Governing Body, ACO participants, ACO providers/suppliers, and other individuals or entities performing functions or services related to ACO activities or providing items or services to the ACO (collectively, the “**ACO Parties**”).

Section 2. **Compliance Plan.** This Compliance Plan and the Conflict of Interest policy comprise the central governing documents of the ACO Compliance program and shall be made accessible on the ACO’s web site. ACO Parties may also obtain copies of these and other Compliance Program documents from the ACO Designated Compliance Official. This Compliance Plan is developed in accordance with the requirements of the MSSP.

Section 3. **ACO Compliance Policies, and Procedures.** The ACO may develop and implement formal, written Compliance Policies and Procedures (“**P&Ps**”) to clarify existing ACO compliance processes and procedures and to otherwise underscore the ACO’s commitment to compliance.

**ARTICLE III**

**DESIGNATED COMPLIANCE OFFICIAL, COMPLIANCE COMMITTEE, AND GOVERNING BODY**

Section 1. **Designated Compliance Official.** The ACO will always have a Designated Compliance Official who will be a separate individual from legal counsel for the ACO, and who shall report directly to the ACO Governing Body.

(a) The Designated Compliance Official’s job description and qualifications shall meet the requirements of the MSSP and other applicable law, as developed and approved by the Governing Body.

(b) The Designated Compliance Official provides oversight and management of the administration of this Compliance Plan, and acts subject to approval by the Governing Body. The

Designated Compliance Official works with the Governing Body to ensure effective and open lines of communication regarding compliance issues, to enforce standards through well-publicized disciplinary guidelines, to prevent the ACO and its providers and downstream contractors from employing individuals sanctioned by the government, to conduct compliance education and training, to conduct internal monitoring and auditing, and, when offenses are reported or detected, to promptly respond through corrective action and reporting.

Section 2. **Compliance Committee.** A Compliance Committee may be formed, in the discretion of the Governing Body, to assist and advise the Designated Compliance Official in i) overseeing the ACO's compliance with federal and state regulatory requirements, ii) conducting internal audits, iii) implementing internal controls for the prevention and detection of fraud, waste, and abuse and iv) conducting investigations and achieving resolution of compliance issues.

Section 3. **Governing Body.** The ACO Governing Body has the ultimate accountability for oversight and implementation of this Compliance Plan and the ACO Compliance Program.

(a) **Duties and Obligations.** The Governing Body's duties related to compliance with the requirements of the MSSP include:

- (1) Being responsible for oversight and strategic direction of the ACO.
- (2) Holding ACO management accountable for the ACO's activities.
- (3) Ensuring that the Governing Body members act consistently with their fiduciary duty to the ACO.
- (4) Maintaining a transparent governing process.
- (5) Executing or monitoring ACO's functions, including without limitation, promoting evidence-based medicine and patient engagement, improving and reporting on quality and cost measures, and coordinating patient care.

(b) **Membership and Control.**

(1) The ACO provides for meaningful participation in Governing Body activities for ACO participants. At least seventy-five percent (75%) of the vote of the Governing Body is held by members who are ACO participants.

(2) The Governing Body includes a Medicare beneficiary representative served by the ACO who does not have a conflict of interest with the ACO and has no immediate family member with a conflict of interest with the ACO.

(3) The Governing Body has adopted a conflict of interest policy which requires, at a minimum: (i) the members of the Governing Body disclose relevant financial interests; (ii) a process to identify and address conflicts of interest; and (iii) a process for addressing remedial action for members of the Governing Body and officers who fail to comply with the policy.

## ARTICLE IV

### MECHANISMS TO IDENTIFY / ADDRESS COMPLIANCE ISSUES AROUND OPERATIONS

Section 1. **Requirement for Compliance Mechanisms.** As required by the MSSP, the ACO shall implement mechanisms to identify and address compliance issues related to the ACO's operations and performance.

Section 2. **Audit Mechanism.** An audit will be conducted, at least annually, in order to assess compliance with regulatory and contractual requirements pertinent to the ACO, and to correct any identified issues.

Section 3. **Reporting and Resolution Mechanism for Identified Compliance Issues.**

(a) *Overview.* When a potential regulatory, legal or contractual violation is detected by or reported to the ACO, the Designated Compliance Official assures that the investigatory and resolution mechanisms outlined in this Compliance Plan are followed, that the Governing Body is kept apprised, and that identified compliance issues are resolved in a timely manner.

(b) *Process.* Upon identification of a potential compliance issue, the following process is followed:

(1) **Reporting.** Any person receiving or identifying an alleged compliance issue must promptly report the issue to the Designated Compliance Official. All reports should be in writing. If the issue is minor in nature, not impacting the ACO's compliance obligations or patient care, or any ACO Party's right to participating in the ACO, the Designated Compliance Official may investigate and resolve the issue unilaterally. If the issue is a Significant Compliance Event, the Designated Compliance Official will inform the Governing Body of the issue, and work with the Governing Body in developing an investigation protocol and response. Any time the identified issue concerns a matter of care quality provided by a practitioner who is an ACO Party, the Designated Compliance Official must consult with the ACO Medical Director, or a designee thereof, to determine the best investigatory process and response.

(2) **Issues Requiring Immediate Action.** If an issue reported to the Designated Compliance Official requires immediate action in order to assure the ACO's ongoing compliance with state and federal law and with the MSSP ("Immediate Action Item"), the Designated Compliance Official may, in consultation with the Legal department and Governing Body, take such actions as considered appropriate.

(3) **Fact-Finding.** Upon receipt of a compliance issue, the Designated Compliance Official will open a fact-finding investigation as promptly as possible, and no later than seven (7) days after receiving the report. The issue, investigation and resolution should be documented thoroughly. If the issue rises to the level of a Significant Compliance Event, the Governing Body will be promptly apprised of the issue and will provide input into the investigation. "Significant Compliance Event" includes, but is not limited to, the following: (i) an event jeopardizing the ACO's qualification to participate in the MSSP, or violating the terms of the ACO's agreement with CMS; (ii) fraudulent or other unlawful conduct by an ACO Party; and (iii) failure of an ACO Party to fulfill the requirements of their respective ACO Participating Provider Agreement.

(c) **Protection of Confidentiality.** All fact-finding investigations and related activity by the Designated Compliance Official or Compliance Committee shall be conducted such that confidentiality of the investigation, including in some cases the identity of the person reporting the

information, is maximized. The Designated Compliance Official shall coordinate with the ACO's legal counsel during fact-finding investigations as needed, and where application of attorney-client privilege may be a consideration.

(d) **Non-Retaliation.** The ACO maintains a policy of non-retaliation regarding those who report potential compliance issues in good faith.

(e) **Timeline for Resolution.** All compliance issues investigated must be resolved within sixty (60) calendar days of reporting, if possible; provided, however, that the Designated Compliance Official will use their best efforts to resolve all compliance issues, and particularly Significant Compliance Events, as soon as possible following reporting.

(f) **Governing Body Involvement.** All potentially Significant Compliance Events must be reported by the Designated Compliance Official directly to the Governing Body as soon as possible upon identification. The Designated Compliance Official's authority with regard to all compliance issues is subordinate to that of the Governing Body. At least quarterly, the Governing Body will receive a report from the Designated Compliance Official of all compliance issues (whether or not such issues constitute Significant Compliance Events) identified within the preceding quarter.

(g) **Corrective Action.** The Designated Compliance Official and Governing Body have the authority to impose such corrective actions as they deem necessary in order to remediate compliance issues. The Designated Compliance Official may impose additional training or monitoring as corrective action and will provide a report of such corrective action to the Governing Body. The Governing Body may suspend or terminate an ACO Party's ACO participation, in response to compliance violations.

Section 4. **Reporting probable violations to law enforcement.** The ACO will report probable violations of law to appropriate law enforcement officials, to include CMS. The Designated Compliance Official will evaluate all such reported and identified probable violations of law and, in conjunction with the Legal department, shall be responsible for this reporting.

## ARTICLE V

### AREAS OF COMPLIANCE MONITORING

Section 1. The ACO must ensure that compliance with specific regulatory requirements is being monitored, to include the following:

- (a) Quality measures, through review of beneficiary records.
- (b) Compliance with policies addressing the prohibited avoidance of at-risk beneficiaries.
- (c) Patient freedom of choice of providers, through monitoring of beneficiary surveys to determine whether ACOs are improperly restricting referrals to providers within the ACO.
- (d) Compliance with policies against beneficiary inducements.

- (e) Screening and credentialing of ACO providers and suppliers.
- (f) Compliance with ACO marketing requirements, ensuring that marketing materials are not discriminatory, and that they do not violate beneficiary inducement requirements.
- (g) Compliance with the Health Insurance Portability and Accountability Act of 1996 (“HIPAA”) data use agreement allowing the ACO to access beneficiary data for quality assurance, quality improvement, and population-based activities.
- (h) Compliance with the Stark law and Anti-kickback law within the parameters of the waivers permitted for ACOs and approved by the Governing Body.
- (i) Compliance with applicable anti-trust laws, including avoiding improper exchanges of prices or other competitively sensitive information among competing participants.
- (j) Compliance with the ten (10) year ACO record retention rule.
- (k) Governing Body’s maintenance of adequate, contemporaneous written records of all determinations, in order to create and maintain an audit trail.
- (l) Review of contracts underlying ACO participation and relationships with those providing items or services to the ACO on an annual basis.

## **ARTICLE VI**

### **PARTICIPANT AND PROVIDER-LEVEL COMPLIANCE ISSUES**

Section 1. The ACO approaches compliance as an ACO-wide endeavor, extending to each ACO Party. To this end, the ACO respects the autonomy of each individual entity or person to conduct its own internal compliance activities and maintain its own compliance plans, but retains authority to oversee the following:

- (a) **Participant Compliance Plans.** The Compliance Office may request, pursuant to the ACO Participating Provider Agreement, a copy of an ACO participant’s compliance plan and may make recommendations as to provisions which might enhance ACO participation. To the extent a participant’s compliance plan is identified as unsatisfactory under law (e.g., out of compliance with requirements for compliance plans, if so mandated, or otherwise not compliant with regulations), the Designated Compliance Official shall inform the Governing Body.
- (b) **Monitoring for Sanctioned Individuals.** The ACO’s participants, providers, and suppliers will be checked against federal health care exclusions databases, including, without limitation, the List of Excluded Individuals (“**LEIE**”) and the System for Award Management (“**SAM**”) databases on a periodic basis to ensure compliance with exclusions imposed by the Medicare program.

## **ARTICLE VII**

### **METHODS OF REPORTING**

Section 1. The ACO provides ACO Parties with various methods of reporting, which are publicized through policies and procedures and annual compliance training, including reporting to:

- The ACO's Designated Compliance Official
- Anonymously (if desired) through the Compliance Hotline
- Each employee's immediate supervisor

Section 2. **Privacy Incident Reporting Policy.** The ACO's HIPAA policies provide additional information about how to report problems or concerns, either anonymously or in confidence.

## **ARTICLE VIII**

### **COMPLIANCE TRAINING**

Section 1. ACO employees, contractors, Governing Body, participants and providers/suppliers will complete relevant compliance training on at least an annual basis. The compliance training shall focus on ensuring that these ACO Parties know and understand their legal obligations, risk areas within the ACO, the requirement to report compliance concerns, and the process for compliance reporting. The Designated Compliance Official shall be responsible for administering all compliance training, and shall update the Governing Body periodically upon completion of such training.

Section 2. The ACO provides each new ACO Party with access to this Compliance Plan, applicable P&Ps and the ACO's Conflict of Interest policy.

## **ARTICLE IX**

### **PLAN ADMENTMENTS**

The Designated Compliance Official, in conjunction with the Legal department, will periodically review and update the Compliance Plan and program as necessary to reflect changes in applicable laws, regulations, and guidance. Any substantive changes to the Compliance Plan and program must be reviewed and approved by the Governing Body.