

# Code of Conduct



# Table of Contents

<b>Introduction</b> .....	3
<b>Message from Audit Committee</b> .....	4
<b>Mission, Vision, and Core Values</b> .....	5
<b>About the Code of Conduct</b> .....	6
<b>Conflicts of Interest</b> .....	7
Conflict of Interest Disclosures.....	7
Common Scenarios and How to Manage Them .....	8
<b>Entertainment, Gifts, and Favors</b> .....	9
<b>Prohibited Affiliations, Political Activity, and Interactions with Government Entities</b> .....	10
Prohibited Affiliations - State and Federal Exclusions, Sanctions & Debarment .....	10
Lobbying.....	10
Political Activities.....	10
Interactions with the Government .....	10
Media Relations.....	11
Policies, Procedures and Standards .....	11
Accurate Reporting.....	12
Leader Accountabilities .....	13
<b>Reporting a Concern</b> .....	14
Violations .....	14
Non-Retaliation Policy .....	14
Where to Report a Suspected Code of Conduct or Compliance Violation .....	14
Fraud, Waste, and Abuse Reporting Mechanisms....	15





# Introduction

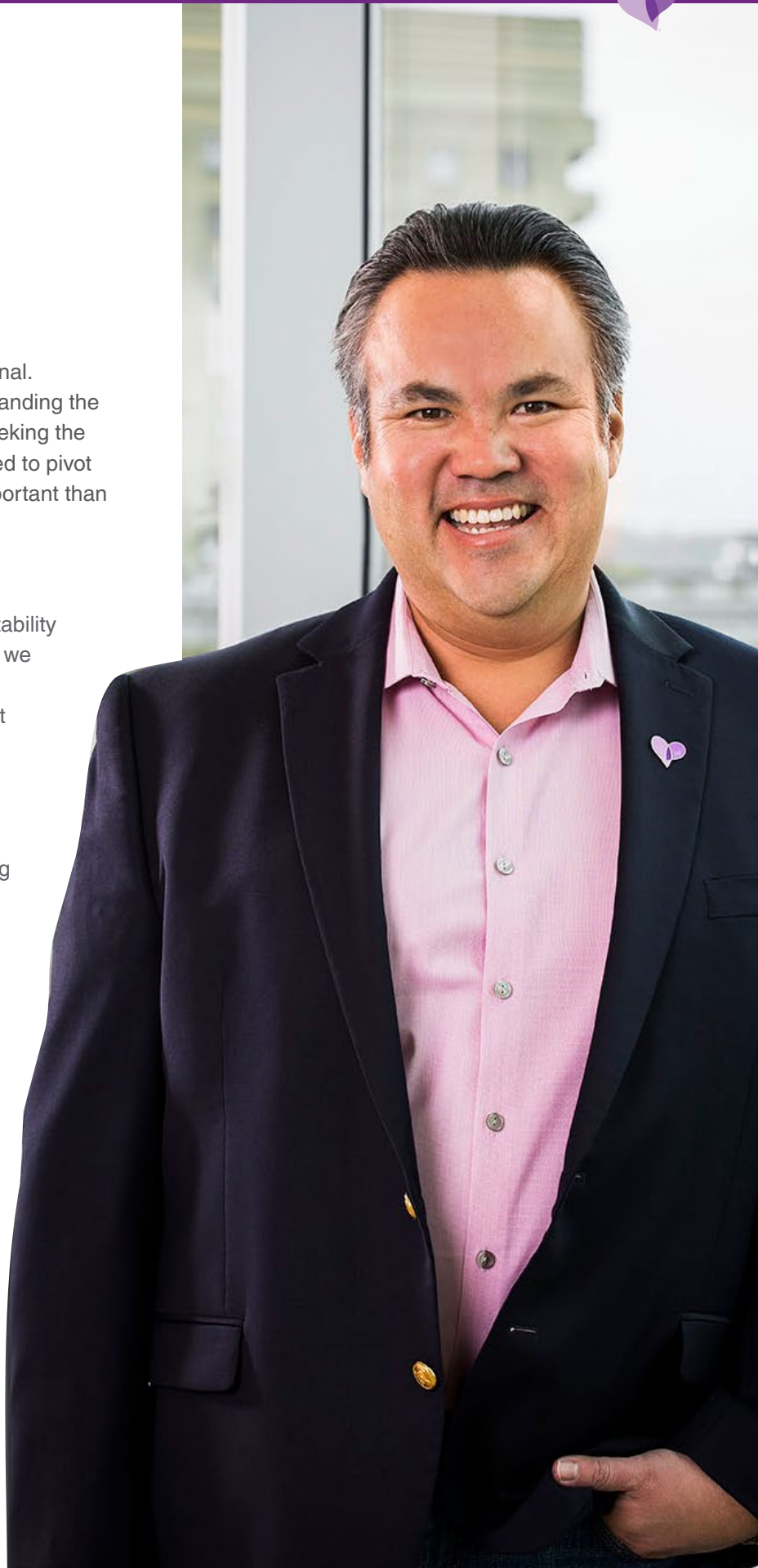
## Message from CEO Erhardt Preitauer

The health care industry is both dynamic and personal. Navigating it requires strong fundamentals. Understanding the regulations that impact our business. Proactively seeking the changes in the markets. Collaborating when the need to pivot arises. Ultimately, though, there is nothing more important than our own personal accountability.

### **Our integrity.**

Successful health care companies demand accountability from everyone who represents them. As employees we have the unique opportunity to ask internal experts to interpret varying rules and regulations that impact our multi-state, multi-plan organization when we cannot find those answers on our own. They are one of many resources, like this Code of Conduct document, that are available to help find answers to important questions and guide daily decision-making processes. When our values meet a grey area, they are guideposts.

By choosing CareSource, our members place their trust in us. They expect we will provide the best care possible. Thanks to our compliance program, we mitigate risk by seeking “Yes, and” solutions within our control. But, back to integrity. Integrity-based decision making and behaving ethically builds trust and confidence with our members, providers, regulators and one another. We expect our employees, and anyone representing CareSource, to do the right thing when no one is looking. But, sometimes a gut-check is necessary—each of us has the obligation to report the things that just don’t feel right. If you see something, I can’t stress enough that you must say something. We are at the ready when those questions and concerns come up. Never hesitate to ask. Never compromise your integrity.



# Message from the **Audit Committee**

On behalf of the Audit Committee of the Board and all Board and Committee members, we would like to thank you for your hard work and dedication to the CareSource mission. We are comforted in the fact that you have been trained in the elements of compliance and ethical behavior. We challenge each of you to strive for the highest ethical and compliance standards. Know that you have the support and confidence of the entire Audit Committee and all Board and Committee members to execute the Company's vision and mission.

As you review the Code of Conduct, identify one area of your work where you can apply these concepts each day. That will keep the culture of compliance at CareSource strong and vibrant and ensure the utmost integrity in all we do.





# Mission, Vision, and Core Values

At CareSource, our mission is one we take to heart. In fact, we call our mission our “heartbeat.” It is the essence of our company, and our unwavering dedication to it is a hallmark of our success.

## Our Heartbeat

To make a lasting difference in our members’ lives by improving their health and well-being.

## Our Vision

Transforming lives through innovative health and life services.

- ✓ We value our employees
- ✓ We live the mission
- ✓ We drive innovation through learning and continuous improvement
- ✓ We demonstrate accountability to deliver results
- ✓ We collaborate to support a matrix environment





# Code of Conduct

CareSource, including its affiliates and subsidiaries, and their employees, contractors, consultants, vendors, and the Board of Directors (The Board), are expected to act with integrity. Performing your work with integrity starts with knowing and understanding the laws and regulations that govern our organization and the work we do, the internal policies and procedures, and how it all ties together to provide the best possible care for our members.

The Code of Conduct outlines our commitments and the expectations when conducting business on behalf of CareSource and should be considered a toolbox that can help you navigate challenges you may encounter, while performing your duties as well as a guide on how to conduct yourself ethically and contribute to the building of an ethical culture. Everyone who conducts business on behalf of CareSource is responsible for living the values expressed in CareSource's Code of Conduct.

The Code of Conduct cannot account for every situation you may encounter, but can equip you with the tools, in combination with your own good judgement, to make the best decision possible. Be sure to speak with your supervisor or the Ethics & Compliance Department about any questions or concerns that you have.

## We must all:

- Follow the law.
- Refer to the Code of Conduct, our leadership, and CareSource policies and procedures in all situations where we have questions, need guidance, or are seeking additional guidance.
- Know that a violation of the Code of Conduct — or a violation of other organizational standards and policies and applicable laws — can result in disciplinary action. Disciplinary action may include coachings, warnings, suspensions or termination of employment, contract or other relationship with the organization.
- Understand our obligation to ask questions and report issues of noncompliance, fraud, waste and abuse or violations of the Code of Conduct.
- Understand and comply with all policies and procedures that apply to us and our work.
- Attest to our commitment to the Code of Conduct.
- Speak up when we see something that isn't right.

# Conflicts of Interest



A conflict of interest can arise in situations where the outside interests of a CareSource workforce member may actually, or potentially, interfere or compete with (or could be perceived as interfering or competing with) CareSource's interests.

You must ensure that your relationships and/or interests outside of CareSource do not, directly, indirectly, or appear to interfere with your duties and responsibilities CareSource. If you are assigned to a role or asked to perform work that you believe may be contrary to these rules and guidelines, you must notify both your leadership and the Ethics & Compliance Department immediately.

Failure to appropriately disclose and work with your leadership to manage a potential conflict of interest could result in disciplinary action up to and including termination.

## Conflict of Interest Disclosures

Employees and the Board must avoid engaging in any activity, practice or act that creates an actual, apparent or potential conflict with the best interests of CareSource. CareSource employees and the Board must immediately disclose any potentially conflicting interests if and when they arise. CareSource has policies related to the reporting and management both for employees and the Board.

Prior to beginning employment with CareSource and each year thereafter, employees are required to disclose information that may constitute a conflict of interest. It is important that you fill out the request for information honestly, accurately, and with as much detail as possible. This requirement is not intended to punish anyone for their activities outside of CareSource, but is intended to protect the employees and CareSource from unintended

consequences. The CareSource Board of Directors utilizes a separate conflict of interest policy to manage their disclosures, but is still required to disclose any information that may constitute a conflict.

Having information to disclose does not automatically mean that you have an impermissible conflict of interest. Common disclosures include having a job outside of your employment at CareSource, having a seat on a board with a Company that CareSource may do business with or having a relationship with a member. It is important that you discuss any disclosures such as these with your manager. Managers have the equally important task of discussing and overseeing mitigation of any real or perceived conflict of interest. If you are unsure if a disclosure constitutes a conflict of interest contact the Ethics and Compliance Department to help you navigate the issue.

It is important that if you begin an activity or relationship during the year that could potentially be a conflict of interest, or become aware of a situation that was previously unknown, that you update your conflict of interest form as well as have a discussion with your manager for their awareness. If you are unsure how to update your form, contact the Ethics and Compliance Department team for assistance.



## Common Scenarios and How to Manage Them

The following are some common scenarios that, if not managed appropriately, could result in a conflict of interest.

**Outside employment, board representation, or business interest:** If you, or an immediate family member, are employed with, serve on the board of, or have a financial, business or personal interest in a business or organization with which CareSource does business, you must disclose that relationship and refrain from making any decision(s) on behalf of CareSource that relate to that business or organization.

**Relationships with members:** In the event you are related by blood or marriage to a CareSource member, you must not make any decisions on behalf of CareSource related to that member or provide any services to that member on behalf of CareSource, including, but not limited to: processing claims related to the member, fielding calls or questions regarding that member, or providing any care management services for that member. Additionally, you must not access that member's protected health information.

**Employment or other relationships with providers:** If you or an immediate family member is employed by (or otherwise have/has a financial interest in) a health care provider that does business with CareSource, you must not make any decisions on behalf of CareSource related to that provider or provide any services for that provider on behalf of CareSource, including, but not limited to: processing claims from that provider or fielding calls or questions from that provider.

**If a friend or relative is employed by a competitor:** Relationships with people who work for a competitor are permissible, but you should be careful not to inadvertently disclose confidential information to them. It is important to let your supervisor and/or the Ethics and Compliance Department know of any activities or relationships that may raise the possibility of a conflict of interest. Please refer to the Conflict of Interest Disclosures section above.



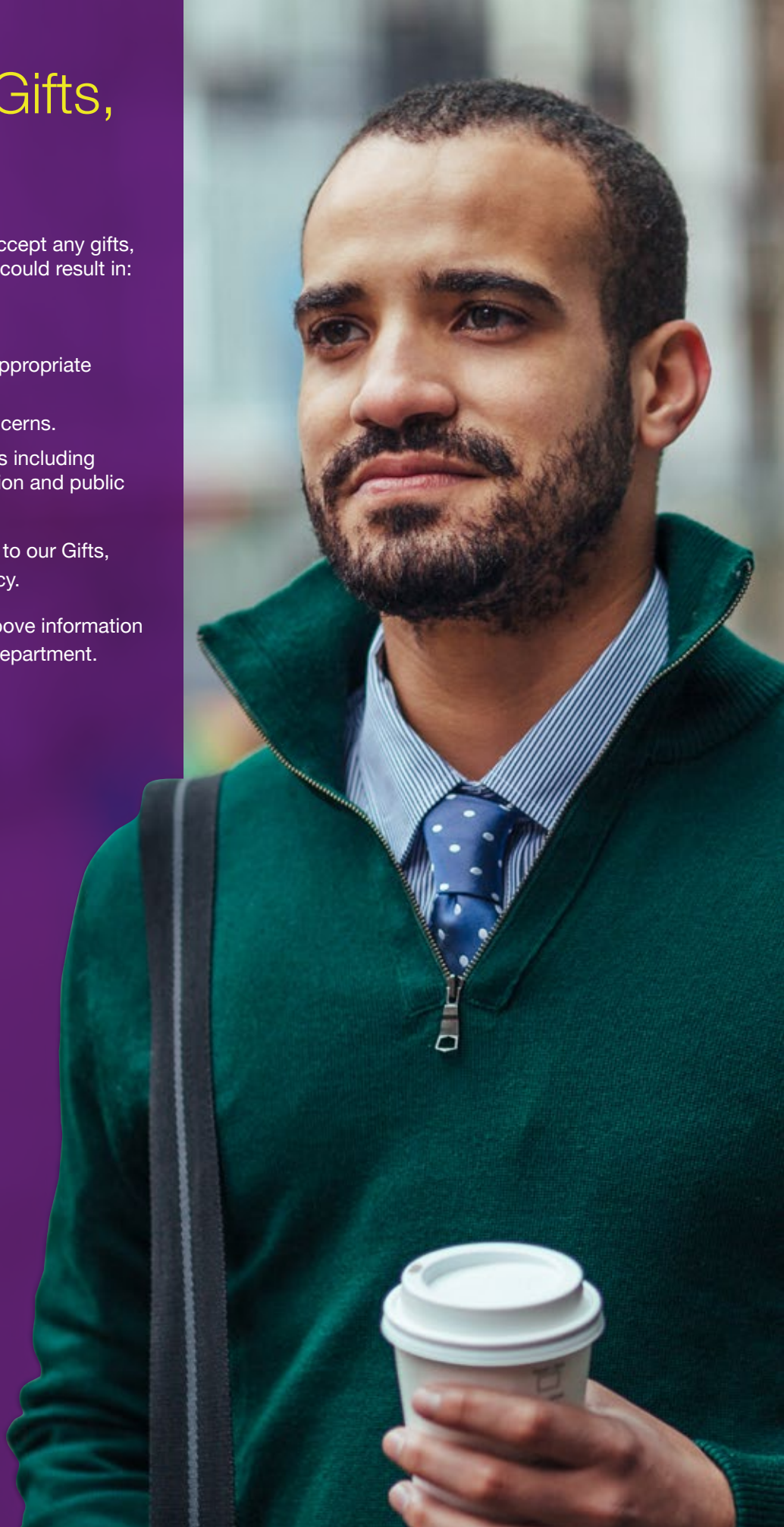
# Entertainment, Gifts, and Favors

CareSource employees cannot solicit or accept any gifts, entertainment opportunities or favors that could result in:

- Inappropriate influence.
- Preferential treatment.
- Overutilization, underutilization or inappropriate utilization of health care services.
- Member safety or quality-of-care concerns.
- A violation of any federal or state laws including those related to referrals, tax exemption and public programs.

For more detailed information please refer to our Gifts, Entertainment, and Business Gratuity Policy.

If you have any questions regarding the above information please contact the Ethics & Compliance Department.



# Prohibited Affiliations, Political Activity, and Interactions with Government Entities.



## Prohibited Affiliations - State and Federal Exclusions, Sanctions & Debarment

We do not do business with individuals and organizations that have been excluded or debarred under federal health care programs or other federal contracts, or who have other restrictions on their eligibility to work with government contractors. CareSource checks employees, the Board, vendors, providers and delegated entities for exclusions, sanctions or debarments at least monthly.

If you become aware that we have a relationship with an individual or a company that is a prohibited affiliation, you should report it immediately to your supervisor or via the Compliance and Ethics reporting mechanisms. Employees who have been suspended, excluded, or debarred from participation in any of the above named programs shall immediately inform the Human Resources Department and the Corporate Compliance Officer.

## Lobbying

CareSource personnel will refrain from engaging in activities that may jeopardize the tax-exempt status of our organization, including improper lobbying and political activities. Any agreement to contribute any money, property, or services of any officer or employee on behalf of CareSource at CareSource's expense to any political candidate, party, organization, committee, or individual must comply with applicable law.

## Political Activities

CareSource encourages all employees to vote and engage in their civic duties. All employees are free to engage in political activities in an individual and private capacity. An employee's individual and private political activities will not influence an employee's compensation, job security, or opportunities for advancement at CareSource.

Any participation in the political process should be conducted on an employee's personal time and must not involve CareSource resources (e.g. funds or other assets). Employees must not explicitly or implicitly suggest in any way that their personal view is one that is supported by CareSource.

## Interactions with the Government

Caresource interacts with governmental officials on a daily basis and we have an obligation to deal fairly, appropriately and in according to the law with public officials and government agencies in every state where we do business. We respond to government reviews and inquiries in a timely and appropriate manner. We also stay actively engaged in public policy advocacy on topics that impact the work we do and the people and communities we serve. CareSource cooperates fully with any requests for information or assistance from local, state or federal agencies. This includes responding to government requests and inquiries in a timely and appropriate manner. On occasion, there might be an investigation. You are expected to cooperate with these investigations and should do so with guidance and assistance from the CareSource Legal Department and CareSource Ethics & Compliance Department.

Contact your supervisor and the Legal Department right away if, as a representative of CareSource, you receive any summons, subpoena, inquiry or other communication from a court, law enforcement official, government agency or lawyer. In situations of requests or inquiries (outside of normal daily interactions) with governmental entities, you are required to contact the Legal Department. The Legal department will determine the best representative to respond to the request. All representatives that respond to governmental requests on behalf of CareSource are expected to do so accurately and truthfully.

This applies to matters in which CareSource is involved directly, like an investigation or lawsuit involving CareSource. It also applies to matters in which CareSource is involved indirectly such as investigations of suppliers, vendors, health care providers, etc.

## Media Relations

CareSource carefully manages the information it shares with the media, which is coordinated by the Corporate Communications and Media Relations team. There are designated company spokespeople who have received media training. All other employees should refrain from speaking to members of the media without prior approval from CareSource Media Relations. Members of the media include, but are not limited to, reporters and producers for television or radio broadcast, newspapers, magazines, online media outlets, bloggers or social media personalities. If you are approached by someone from the media and asked to comment on something pertaining to CareSource, please either (a) do not comment and refer them to CareSource Media Relations, or (b) make it expressly clear that any comments are your own, that you are not speaking on behalf of CareSource, and that the views expressed do not necessarily reflect the views of CareSource.

## Policies, Procedures and Standards:

In order to assist you in your work, CareSource will provide you with policies, procedures and other standards for how you're expected to do your work. These are documents that are more specific to your duties than the Code of Conduct but are consistent with the Code of Conduct.

Working on behalf of CareSource you must understand and comply with the expectations for you and the work you do. You may need to complete training about a policy or other standard and how to follow it.

You can find policies and procedures on MySource.



## Accurate Reporting

CareSource employees are accountable to ensure the accuracy of all business related books, records, accounting, and reporting. It is vitally important that transactions such as these are recorded and retained in accordance with company policy. Employees and others acting on CareSource's behalf are accountable for fair, accurate complete information. Accurate reporting of data to regulators and representations of facts, reports and other governmental filings when dealing with regulators, auditors (internal and external), and others. You should never falsify information and If you find an error or inaccuracy in any of our information, bring it to your leader's attention immediately.



**Question:**

I am preparing a report to be submitted to a state regulator and I do not have time to verify the accuracy of the data. Should I submit it anyway?



**Answer:**

No. This report is potentially inaccurate and may feed into other reports and create other inaccuracies. Inaccurate data could affect how we run our business and have far-reaching impact. Tell your leadership immediately.





## Leaders have a special responsibility when it comes to the Code of Conduct:

- Ensure that employees within your department understand all portions of this Code and relevant policies and procedures.
- Create an environment where your employees are comfortable asking questions, seeking guidance, and speaking up when they see something that doesn't feel right.
- Ensure your staff completes the mandatory training in a timely manner and support them should they ask appropriate questions.
- Consider an employee's adherence to the Code of Conduct when assessing their performance.
- Understand that CareSource does not permit retaliation against any employee for reporting a compliance, fraud, waste or abuse concern in good faith.
- Do not encourage, direct, or tolerate violations of the Code of Conduct, or other requirements and policies and procedures.
- Ensure that issues of suspected or known compliance issues are reported to the Ethics and Compliance Department timely.

Remember, employees who choose to report suspected health care fraud to the government are also entitled to protections against retaliation.



# Reporting a Concern

## Violations

We expect that individuals who represent CareSource conduct themselves in a way that reflects CareSource's mission and values as well as ethical behavior. Please use this Code of Conduct and other resources made available to you to help you make the right decisions. A violation of the standards described in this Code of Conduct or Corporate Compliance Plan can result in disciplinary action, up to and including discharge from employment or contract termination. Disciplinary action taken by the organization to uphold this Code of Conduct will be imposed fairly and consistently, appropriate to the violations in question, and in accordance with our published disciplinary guidelines.

## Non-Retaliation Policy

Any employee who, in good faith, reports a violation or suspected violation of the Code of Conduct or other misconduct will not suffer any penalty, harassment or adverse employment consequence. A violation or suspected violation might include:

- A violation of our state or federal contract.
- Actual or suspected fraud, waste or abuse.
- A violation of state, federal or local law.
- A violation or suspected violation of any other company policy.

This policy is designed to protect employees who are being honest and forthright. Anyone who retaliates against an employee for making a report in good faith or participating in a related investigation, will be subject to appropriate disciplinary action.

If you feel someone has violated this policy, report it via the Compliance and Ethics reporting mechanisms listed in the Code of Conduct. Your report may be submitted confidentially or anonymously. It will be kept confidential to the extent permitted by law.

## Where to Report a Suspected Code of Conduct or Compliance Violation

Employees, contractors, vendors, Board of Directors, and other persons supporting CareSource business are obligated to report any known noncompliance or suspected noncompliance. In order to ensure anonymity and availability, CareSource has partnered with a vendor to provide Ethics & Compliance reporting services. These services are available 24 hours a day, seven days a week.

- Employees should first go to their managers or leadership to report a concern.
- Leaders who have a suspected or known compliance issue reported to them are obligated to timely report the issue using one of the methods listed below.
- For any employee, contractor, vendor, or other person supporting CareSource programs not comfortable reporting a concern to their manager, does not have a manager, wants to report an issue anonymously, or feels their manager is not addressing an issue appropriately, an individual can report a compliance issue to the Ethics & Compliance Reporting Hotline. Issues and concerns should be submitted by all workforce members, including all vendors, temporary employees, contractors, consultants, interns, volunteers, and the Board, using one of the options listed below:
  - Your manager or leadership
  - Your appropriate compliance representative or the Corporate Compliance Officer
  - Anonymous Hotline: 844-784-9583
  - Anonymous Website:  
<http://caresource.ethicspoint.com>
  - CareSource Ethics & Compliance  
P.O. Box 273  
Dayton, OH 45401



## Fraud, Waste, and Abuse Reporting Mechanisms

CareSource works to prevent, detect and correct issues of fraud, waste and abuse in our healthcare system. Anyone acting on behalf CareSource is expected to report any suspected instances of fraud, waste, and abuse. All reports can be made anonymously and will be kept confidential to the extent permitted by law.

- Anonymous Hotline: 877-725-4583
- Internal: x12300
- Email: [fraud@caresource.com](mailto:fraud@caresource.com)
- Fax: 800-418-0248

**To Provide a Written Report:** Write a letter or use the Fraud, Waste and Abuse Reporting Form at [caresource.com](http://caresource.com) or use the Fraud, Waste, and Abuse Reporting form available on MySource under Employee Reporting Options and send to:

CareSource  
Attn: Program Integrity  
P.O. Box 1940  
Dayton, OH 45401-1940

**You do not have to use your name when you write or call. Non-anonymous options for reporting include:**

- Email: [fraud@caresource.com](mailto:fraud@caresource.com)
- Fax: 800-418-0248

