

# Highmark Health Third Party Code of Business Conduct





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# Overview

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In today's business and legal environments, acting ethically and with a high degree of integrity differentiates a company from its competition as an organization that can be trusted. Highmark Health's Integrity and Compliance Program requires that compliance be everyone's responsibility from the top to the bottom of the organization as well as Third Parties. The Integrity and Compliance Program is guided by our Core Values and Principles of Integrity and is designed to promote a culture that encourages ethical behavior and commitment to comply with applicable federal and state laws, rules, regulations and guidance.

The Third Party Code of Business Conduct ("Third Party Code") applies to those who conduct business with and/or on behalf of any Highmark Health company, such as vendors, consultants, subcontractors, suppliers and producers, herein referred to as "Third Parties."

We recognize that Third Parties are independent entities and their cultural environments may be different from Highmark Health's; however, Third Parties have a critical role in our success, and Highmark Health strives to conduct business with those who share similar values in compliance and ethics. Therefore, Third Parties and their employees and agents are expected to comply with standards of conduct as described in the Third Party Code and share and subscribe to our commitment to ethical business practices. The Third Party Code sets the ethical tone for conducting business with Highmark Health. Our Integrity and Compliance Department is available to offer guidance and support.

## Highmark Health's Obligations to Third Parties

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The Third Party Code is designed to provide clear guidance of the business conduct expected of all employees. It reflects our commitment to the highest standards of ethical business conduct.

The Third Party Code provides guidance to all Highmark Health employees in carrying out their daily activities within appropriate ethical and legal standards. These obligations also apply to relationships with other employees, customers and Third Parties.

### Mission

Highmark Health is an interdependent system designed to deliver high-quality accessible, understandable and affordable experiences, outcomes and solutions for our customers.

### Vision

Highmark Health's dedicated and respected employees will be leaders in the health care industry, working to improve the total health care experience of our customers.

### Values

**People Matter** — Every person contributes to our success. We strive for an inclusive culture, regarding people as professionals and respecting individual differences while focusing on the collective whole.

**Stewardship** — Working to improve the health of the communities we serve and wisely managing the assets which have been entrusted to us.

**Trust** — Earning trust by delivering on our commitments and leading by example.

**Integrity** — Committing to the highest standards encompassing every aspect of our behavior, including high moral character, respect, honesty and personal responsibility.

**Customer-focused Collaboration** — Because no one person has all the answers, we actively seek to collaborate with each other to achieve the right outcomes for our customers.

## Core Behaviors

### Customer First

**We place the customer at the center of everything we do!**

- We put ourselves in the customers' shoes
- We anticipate our customers' needs
- We simplify the customer experience
- We deliver solutions that go a step beyond
- We appreciate our customers' loyalty to Highmark Health

### Transformational Leadership

**We are driven to create the future of healthcare!**

- We inspire through vision and action
- We are proactive in driving change
- We are authentic in who we are and what we do and operate with a high degree of integrity
- We embrace courageous conversations
- We challenge ourselves to continuously improve

## Ethical and Compliance Standards

- Highmark Health aspires to maintain a culture that embraces the principle of not only doing the right things, but also doing things the right way.
- All Highmark Health employees have the responsibility to epitomize Highmark Health's values and to perform their job with integrity.
- Highmark Health commits to dealing fairly with customers, Third Parties and competitors, and resolves to not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material factors, or any other unfair-dealing practice.

**Courage** — Empowering each other to act in a principled manner and to take appropriate risks to do what is right to fulfill our mission.

**Innovation** — Committing to continuous learning and exploring new, better, and creative ways to achieve our vision.

**Excellence** — Being accountable for consistently exceeding the expectations of those we serve

### Trust Working Together

**We collaborate to achieve shared success!**

- We involve the right partners at the right times
- We cultivate a diverse and inclusive culture and treat each other with honesty and respect
- We influence through relationship and not through position
- We trust one another to make the right decisions and do the right things
- We share risks and rewards

### Purposeful Execution

**We value outcomes, not activity!**

- We set clear priorities and expectations
- We take ownership of our commitments and wisely manage the assets entrusted to us
- We take calculated risks
- We are relentless in our pursuit of excellence
- We recognize and celebrate results

## Legal and Regulatory Compliance

- All Highmark Health employees must observe the applicable laws, rules and regulations governing the company's products and services.
- Highmark Health respects and honors the intellectual property rights of others and will not use any copyrighted or patented materials without a license or approval.

## Diversity

- We are committed to diversity and endeavors to make everyone feel welcome.
- Employees respect the unique attributes of others and recognize and embrace the many diverse perspectives and ideas that each brings to the workplace.

## Safe, Healthy, and Harassment-Free Work Environment

To continue to keep a safe and healthy workplace, Highmark Health:

- Treats its employees and visitors with professional respect and courtesy.
- Will not tolerate any harassment, which may be of a sexual, physical, written or verbal nature, from our employees, customers, Third Parties, outside business invitees or visitors.
- Maintains a safe and healthy work environment, free of illegal drugs, alcohol and workplace violence.
- Will not tolerate actions or threats by anyone who disrupts business or places employees, customers, Third Parties or visitors at risk of harm.

# Highmark Health's Expectations for Third Parties

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Highmark Health strives to provide an environment that promotes fairness and equal opportunity, where differences in backgrounds are respected, and discrimination not tolerated. Highmark Health in turn expects its business partners, including Third Parties, to respect and share this commitment.

Third Parties have the responsibility to comply with and are expected to respect the Highmark Health Third Party Code and to conduct business activities and interactions ethically and with integrity. As such, Third Parties must review the Code on an annual basis and adhere to the following standards when conducting business on behalf of Highmark Health.

## Ethical and Compliance Standards

Third Parties are expected to:

- Cooperate with Highmark Health's commitment to a safe and harassment-free workplace.
- Treat those whom you encounter with professional respect and courtesy — regardless of their position, age, race, sex, religion, national origin, ancestry, creed, sexual orientation, mental or physical disability, veteran status, or any other differences of a personal nature — while conducting business with or on behalf of Highmark Health.

## Legal and Regulatory Compliance

Third Parties must:

- Conduct business activities in full compliance with the applicable federal and state laws, regulations, and contractual

obligations while conducting business with or on behalf of Highmark Health.

- Comply with all anti-corruption laws, including the United States Foreign Corrupt Practices Act, and not make any direct or indirect payments (including promises to pay, or authorizations to pay) of money, gifts or anything of value to officials of foreign governments.
- Comply with antitrust and fair competition laws and regulations when conducting business with or on behalf of Highmark Health.
- Retain and dispose of Highmark Health's business records in full compliance with all applicable legal and regulatory requirements.
- Comply with all other applicable laws and regulations.

## Government Contract Compliance

A substantial portion of Highmark Health and its subsidiaries' and affiliates' businesses relate to their roles as government contractors. As a result, Highmark Health must abide by certain laws and regulations. Therefore, Third Parties are required to abide by additional requirements and obligations while dealing with Highmark Health's government business.

The following government business requirements apply to Third Parties whose contracts support Medicare Advantage and Medicare Prescription Drug programs. Set requirements provide that Third Parties:

- Are prohibited from doing business with any person or entity that is currently debarred, suspended, excluded, or declared ineligible to perform work under any government contract or subcontract. This will necessitate monthly inquiries to various government databases to ensure continued compliance. Highmark Health reserves the right to audit Third Parties' screening process to ensure compliance with the

Centers for Medicare and Medicaid Services (CMS) requirements.

- Are prohibited from offering or accepting any kickbacks, gifts, entertainment, gratuities or anything of value from suppliers, consultants or government officials in exchange for an unfair competitive advantage.
- Must keep company records that are accurate and complete; appropriately reflect transactions and events; conform to applicable legal, regulatory and accounting requirements; and meet its applicable control procedures. These records are necessary to ensure that Highmark Health meets its contractual obligations with the state and federal government.
- Must cooperate with investigations by government agencies and are prohibited from knowingly making false or misleading statements to a government official.
- Must report compliance concerns and suspected or actual violations related to the Medicare Advantage and the Medicare Prescription Drug program.
- Must comply with applicable federal and state laws, rules, regulations and contractual obligations.
- Must validate that general compliance and training specific to fraud, waste and abuse (FWA) has been completed for all employees who have involvement in the administration or delivery of Medicare Advantage and the Medicare Prescription Drug program. This training must be completed within ninety (90) days of initial hiring and annually thereafter. Proof of training must be kept for a period of contract year plus 10 years. Highmark Health reserves the right to audit Third Parties' training programs to ensure compliance with the CMS requirements.

## Conflict of Interest

Third Parties shall avoid actual, or the appearance of, conflicts of interest while doing

business with Highmark Health. For example, Third Parties:

- Must not deal directly with any Highmark Health employee who has a financial interest in the Third Party, or whose spouse or immediate family member holds a financial interest in the Third Party, in the course of negotiation or performance of its contract with Highmark Health.
- Must not deal directly with any Highmark Health employee who is the spouse or immediate family member of the Third Party's representative.
- Must disclose any material transaction or relationship that reasonably could be expected to give rise to a potential conflict of interest.
- Must not influence a business decision, either directly or indirectly through the Third Party's relationship with Highmark Health, which allows for personal gain or may adversely affect Highmark Health.

## **Gifts, Gratuities, Kickbacks and Expenses**

Third Parties:

- Must comply with Highmark Health's gifting policy and avoid offering gifts or anything of value to our employees where a business decision could be, or could be perceived to be, compromised. Also, avoid offering or accepting gifts or anything of value while acting on behalf of Highmark Health.
- Must report to Highmark Health any and all entertainment, gifts or other items that are received by Highmark Health's employees. Exempt from reporting are food, beverages and moderately priced meals or tickets to local events that are supplied by and attended in the interest of building positive business relationships.
- Must comply with anti-kickback laws and not request, solicit, receive, offer, give or make payments of any kind, whether

directly or indirectly, that would encourage a person to refer a person to another person for the furnishing of any item or service covered by the federal government.

- Must comply with Highmark Health's expense reimbursement policy applicable to Third Parties.

## **Safe, Healthy and Harassment-Free Work Environment**

Third Parties:

- Must treat everyone, including Highmark Health employees, with dignity and respect.
- Must not possess, use, and/or distribute illegal drugs and/or alcohol while on Highmark Health-owned or -leased property.
- Must comply with all applicable laws and regulations regarding working conditions and labor laws.

## **Information Privacy and Security**

A significant amount of Highmark Health's business involves the processing and use of information that is private and sensitive and that is protected by numerous federal and state laws. Both Highmark Health and its Third Parties must abide by these laws to the extent applicable.

Highmark Health's information systems are the exclusive property of Highmark Health and are to be used for business purposes only. This includes but is not limited to desktop computer equipment; hard drives; printers; peripherals; software and operating systems; telephones; and network and/or Internet-related accounts providing electronic mail ("email"), browsing, newsgroup access, social networking access and/or file-transfer capabilities.

Authorized users must exercise good judgment and professionalism when creating, editing, publishing, storing or transmitting content on Highmark Health's systems. This applies to all systems and applications, including but not limited to email, video, audio, images or pictures. Third Parties:

- Must protect the security of computer systems.
- Must protect information used to access computers, networks or systems. Protecting information used to access computers ultimately protects Third Parties as well as Highmark Health.
- Must safeguard the confidentiality of personally identifiable information (PII) and Protected Health Information (PHI). Third Parties may also be exposed to confidential and proprietary information. Third Parties may have access to such information only if they need it to perform their job and they may use and disclose it only as permitted or required by law and their contract with Highmark Health.

Any breach of this obligation to maintain the confidentiality of proprietary information, PHI and PII will be viewed very seriously and may result in termination of the contract.

Highmark Health has the right to audit Third Party Security controls to ensure that security compliance meets expectations.

### **Competitively Sensitive Information**

Competitively Sensitive Information (CSI) is non-public information held by the Highmark Health System, which includes:

- past, present, and future reimbursement rates and rate schedules;
- contracts with providers;
- contracts with payers;
- any term or condition in a payer-provider agreement that could be used to gain an unfair commercial advantage over a competitor or supplier, including but not limited to
  - discounts,
  - reimbursement methodologies, and
  - provisions relating to
    - performance,
    - pay for performance,
    - pay for value,
    - tiering of providers,
    - cost data and methodologies including
      - specific cost and member information and revenue, or
      - discharge information specific to the payer or provider;

- contract negotiations or negotiating positions, including but not limited to
  - offers,
  - counteroffers,
  - party positions, and
  - thought processes;
- specific plans regarding future negotiations or dealings with payers or providers; and
- claims reimbursement data.

All Highmark Health companies have adopted policies for the protection of CSI, and the Pennsylvania Insurance Department requires strict compliance with the policy protecting CSI. These policies prohibit the sharing of CSI among certain corporate affiliates of Highmark Health. Third Parties must abide by this policy. The improper sharing of CSI could result in the reduction of competition, competitive innovation, or pricing. Questions concerning specific uses of CSI should be submitted to [Infomgmtdecisions@highmarkhealth.org](mailto:Infomgmtdecisions@highmarkhealth.org).

### **Customers and Supplier Relations**

Third Parties shall maintain straightforward business relationships with Highmark Health and its customers and suppliers.

Relationships should be based on the cost and the quality of the products and/or services, rather than on personal relationships.

Third Parties shall not take unfair advantage of Highmark Health customers through manipulation, coercion, misrepresentation of information, or abuse of privileged or confidential information.

### **Proper Use of Company Assets**

Third Parties should ensure that Highmark Health's corporate assets are used only for valid business purposes. Corporate assets include not only our equipment, funds and office supplies, but also concepts, business strategies and plans, financial data, and other information about Highmark Health's business. These assets may not be used to derive personal gain.

## Adherence to Fraud, Waste and Abuse (FWA) Guidelines

- Generally, health care fraud is a misstatement of fact knowingly made for the purpose of obtaining health care benefits, services or other things of value.
- Third Parties must not make false or misleading claims, records or statements in order to secure payment of a fraudulent claim on behalf of Highmark Health.
- Highmark Health has policies and procedures in place to detect and prevent

FWA, and expects Third Parties to support the efforts of federal and state authorities by identifying and reporting incidents of FWA to the Highmark Health Integrity and Compliance Department.

- Third Parties who raise questions or report concerns regarding potential or actual FWA matters in connection with any of Highmark Health's government programs are protected from retaliation and retribution for False Claims Act complaints, as well as any other applicable anti-retaliation protections.

## Highmark Health's Expectations for Appointed Producers

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Appointed Producers have the responsibility to comply with and are expected to respect the Third Party Code and to conduct business activities and interactions ethically and with integrity. As such, Appointed Producers must adhere to the following standards when conducting business on behalf of Highmark Health:

- Seek to truthfully, carefully, and accurately present a true picture of covered benefits by learning about and keeping abreast of all relevant products, benefit plans, and applicable legislation and regulation, to the best of your ability.
- Make a conscientious effort to ascertain and understand all relevant circumstances pertaining to the client in order to recommend appropriate benefit plans.
- Inventory current benefit plans with the client to avoid selling duplicative insurance benefits.
- Honestly assess the likelihood that a client will meet underwriting and financial requirements and discover any adverse factor(s), to reduce false expectations of acceptance and adequacy of benefit plan.
- Possess a comprehensive understanding of products in order to honestly, openly, and effectively portray benefit plans and determine a client understanding of key benefits and limitations.
- Clarify and verify the client's grasp of information and review pertinent issues.
- Protect proprietary and competitive information.
- Protect protected health information, confidential and financial information in compliance with existing state and federal laws and regulations.
- Obey all laws, including antitrust, governing business and professional activities and represent products in an ethical manner without fraud, misrepresentation, exaggeration, coercion, scare tactics, or concealment of pertinent facts.
- At all times, fully disclose commission and compensation arrangements to the client.
- Ensure appropriate relationships by not offering or accepting any inducements that

- might compromise a reasonable business decision. Avoid any conflict of interest or the appearance of any conflict of interest.
- Use only authorized promotional materials unless prior written approval has been obtained, and fairly focus your presentation on positive benefit comparisons rather than disparaging remarks about the competition.
- Treat a client or a potential client with courtesy, respect and priority in accordance with thoughtful, ethical and legal business practices.

## Complying With the Highmark Health Third Party Code of Business Conduct

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As a condition of contracting with Highmark Health, Third Parties and their employees and agents are required to review the Code on an annual basis and be knowledgeable of and adhere to the Third Party Code and be responsible for monitoring compliance with the standards in this Third Party Code. Third Parties are expected to seek guidance from Highmark Health when questions arise involving unethical business conduct pertaining to company business and inappropriate behaviors. Highmark Health may in its sole discretion amend this Third Party Code and Third Parties must comply with any such amended Third Party Code.

In addition to any other specific contractual requirement, whenever a Third Party provides services on-site at any Highmark Health campus location, Third Parties must conduct themselves in accordance with and comply with all Highmark Health policies and procedures, including, but not limited to, on-site tour guidelines and other policies addressing the confidentiality of all visible and audible Highmark Health proprietary data.

## Contacts and Reporting Concerns

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You are obligated to report any questionable behavior by Highmark Health employees, a Third Party and/or its employees and agents or potential noncompliance situation, or if you suspect potential or actual FWA, you should contact the Highmark Health Integrity and Compliance Department. In addition to being a resource for Highmark Health employees, the Integrity and Compliance Department is available for questions by Highmark Health business partners like you. When a report is made to the Integrity and Compliance Department, appropriate action is taken to review and/or investigate the report to reduce

the potential for recurrence and ensure ongoing compliance. Third Parties are expected to cooperate with the investigation of a suspected violation of this Third Party Code or violation of any governmental law or regulation. In addition, as required and/or appropriate, the Integrity and Compliance Department may disclose investigation matters to applicable law enforcement or regulatory entities.

Failure to promptly report a known violation may result in action up to and including termination

of the business relationship and is the sole discretion of Highmark Health.

The Highmark Health Integrity and Compliance Department offers various methods for reporting concerns:

- 24/7 Helpline:  
**1-800-985-1056**
- U.S. Post Office Box:  
**Highmark Health Integrity and Compliance Department**  
**P. O. Box 22492**  
**Pittsburgh, PA 15222**
- Fax:  
**Pittsburgh 412-544-2475**
- Email:  
**integrity@highmark.com**

All inquiries to the Integrity and Compliance Department are confidential, subject to limitations imposed by law. When using the Integrity Helpline, you may remain anonymous. If you choose to make an anonymous report, you should provide enough information about the situation to allow the Integrity and Compliance Department to properly perform an investigation. If you do not provide enough details, the ability to pursue the matter will be limited. Highmark Health maintains a reprisal-free environment and has a policy of non-retaliation and non-intimidation to encourage employees, Third Parties and their employees to raise ethical or legal concerns in good faith. Third Parties who raise questions or report concerns regarding potential or actual FWA

matters in connection with any of Highmark Health's government programs are protected from retaliation and retribution for False Claims Act complaints, as well as any other applicable anti-retaliation protections. All inquiries are confidential, subject to limitations imposed by law.

Pursuant to the Defend Trade Secrets Act of 2016, an individual may not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that: (a) is made in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney; and solely for the purpose of reporting or investigating a suspected violation of law; or (b) is made in a complaint or other document that is filed under seal in a lawsuit or other proceeding.

Further, an individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the employer's trade secrets to the attorney and use the trade secret information in the court proceeding if the individual: (a) files any document containing the trade secret under seal; and (b) does not disclose the trade secret, except pursuant to court order.

The Third Party Code sets forth general principles with which Third Parties must comply. More restrictive requirements may be set forth in the contracts between Third Parties and Highmark Health.