

# MHN Compliance Plan

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## I. Introduction

MHNU Corporation (“MHN” or the “Company”) recognizes that compliance is central to good business practices, and that its employees, managed entities (such as MHN ACO, LLC), vendors and Business Associates should play an active role in compliance activities. MHN has a strong commitment to establishing and maintaining an effective Compliance Program that promotes ethical business conduct. As such, MHN has established a comprehensive Compliance Program designed to provide a mechanism for preventing, detecting and reporting any non-compliance with applicable laws and regulations as well as company policies.

### A. MHN’s Compliance Vision and Mission

MHN is committed to conducting business and treating people with the highest standards of honesty, integrity and fairness. The mission of our Compliance Program is to enable MHN to serve as a model for achieving the Triple Aim through provider led, patient-centered healthcare, all within a culture that promotes compliance with the law, regulations, and contract terms that apply to our operations.

### B. The Seven Elements of an Effective Compliance Program

MHN’s Compliance Program is structured around seven elements that have been repeatedly outlined in guidance issued by the U.S. Department of Health and Human Services, Office of the Inspector General<sup>1</sup>:

1. The designation of a Compliance Officer and Compliance Committee
2. Written standards of conduct, policies and procedures
3. Training and education
4. Open lines of communication
5. Monitoring and auditing
6. Investigation
7. Corrective action

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<sup>1</sup> See generally, Compliance Program Guidance for Individual and Small Group Physician Practices (65 Fed. Reg. 59434; Oct. 10, 2000); Supplemental Compliance Program Guidance for Hospitals (70 Fed. Reg. 4858; Jan. 31, 2005); Compliance Program Guidance for Hospitals (63 Fed. Reg. 8987; Feb. 23, 1998).

This document serves as a companion document to MHN’s Compliance Work Plan, as well as the Compliance Policies and Procedures. MHN employees, managed entities, and Business Associates that have any question about the application of Compliance program policies and procedures, should direct their questions to the Compliance Officer, their supervisor, or a member of the Compliance Committee.

## II. Designation of a Compliance Officer and Compliance Committee

### A. Compliance Officer

The specific duties of the MHN Compliance Officer are to ensure that the following compliance tasks are completed and maintained on an ongoing basis:

1. Standards, policies and procedures are established, reviewed and updated as necessary;
2. Employee and vendor screening mechanisms are in place and are operating properly;
3. Employees are receiving adequate education and training that focuses on the components of the Compliance Program on a regular basis and that such education and training is documented;
4. Monitoring and audit procedures are implemented from time to time in accordance with audit policies adopted by MHN;
5. Effective lines of communication for reporting violations and clarifying policies are established and maintained;
6. The Compliance Program is implemented and updated as necessary in light of changes in the needs of the Company or changes in the law, the standards and procedures of the Government, and private payor health plans;
7. Complaints and other concerns regarding compliance are promptly investigated and documented; and
8. Adequate steps are taken to promptly correct any identified problems and prevent and monitor for the reoccurrence of such problems.

The Compliance Officer will regularly review relevant OIG Fraud Alerts, Advisory Opinions, Compliance Guidelines, the current OIG Work Plan, and similar federal and state guidance to identify potential compliance issues for MHN. The Compliance Officer will take appropriate action to ensure that MHN addresses risk factors identified by OIG and takes reasonable action to prevent improper conduct from occurring.

## B. Compliance and Risk Management Committee

The Compliance and Risk Management Committee will report to and assist the MHN Board of Directors in carrying out its fiduciary duty of overseeing regulatory, compliance and quality matters that have an impact on the Company. This Committee meets monthly (with members collaborating at least monthly on ongoing projects and managed entity compliance activities) and will work with the Compliance Officer in the implementation of the Compliance Program. The Compliance Committee will provide MHN with increased oversight in addition to that provided by the Compliance Officer. Details on the composition, procedures and contemplated duties are available in the Compliance and Risk Management Committee Charter.

## III. Written Standards of Conduct, Policies and Procedures

MHN has adopted policies and procedures to ensure compliance with applicable laws and regulations. These policies and procedures are available on MHN's Sharepoint drive. A hard copy of these policies and procedures can be found in a manual titled "MHN Compliance Policies and Procedures Manual," which is maintained in MHN's administrative office, as well as in the Compliance Folder in the Shared Drive. Employees are required to maintain familiarity with these policies and procedures and thus should regularly review them carefully.

The Compliance Officer will regularly review the policies and procedures to ensure that such policies meet the Company's needs, making revisions and additions for approval by the Board or Company leadership, as appropriate.

## IV. Training and Education

A compliance training and education program that includes training for appropriate MHN personnel will be implemented. These education programs will be mandatory in some circumstances. Training will be conducted at the beginning of employment with MHN and periodically during employment as needed.

Examples of compliance training subjects include:

- Code of Business Conduct and Ethics
- Healthcare laws prohibiting fraud, waste and abuse laws, including the Antikickback Statute, False Claims Act and Stark Law
- The Health Insurance Portability and Accountability Act (HIPAA) of 1996 and The Health Information Technology for Economic and Clinical Health (HITECH) Act
- Conflicts of Interest

## V. Open Lines of Communication

MHN shall maintain open lines of communication and direct access to the Compliance Officer for all employees and contractors. MHN will supply employees with information regarding contacting the Compliance Officer with ethical or legal questions or reports of suspected unethical or illegal behavior. In order to ensure open communication, MHN has established and will maintain a designated telephone number to allow anonymous reporting of suspected ethical or legal violations.

MHN does not tolerate retaliation against any employee who, in good faith, reports an ethical or legal violation.

It is the responsibility of every employee and contractor to abide by applicable laws and regulations and to support MHN's compliance efforts. Failure to speak up could result in disciplinary action. Any employee who has a good faith belief or concern that the Compliance Program or applicable laws may be violated has an obligation to promptly report such belief or concern either orally or in writing to the Compliance Officer. Employees and contractors have direct access to the Compliance Officer via the compliance hotline number: 1-800-401-8004. All requests for anonymity or confidentiality when reporting an issue on the hotline or to a supervisor or to the Compliance Officer will be respected.

The Compliance Officer and CRMC will periodically assess the effectiveness of the reporting mechanisms and make improvements as necessary. The Compliance Officer will address all matters reported in an effective and timely manner so as to reinforce the importance of compliance to those reporting and to identify and correct any compliance issues identified with appropriate discipline, education, training, revision of policies, or otherwise, as indicated. Additionally, the Compliance Officer will maintain appropriate records of the disposition of all confidential reporting. Reports to the Board of Directors on the effectiveness of the confidential reporting system and resolution of compliance issues raised will be made during regular meetings of the Board.

## VI. Monitoring and Auditing

MHN shall monitor compliance with this Compliance Program, and other policies or procedures, via internal audits and other means. Such monitoring will also be used to evaluate the effectiveness of the Compliance Program. The Compliance Officer shall ensure that MHN implements and follows a regular program of monitoring and auditing appropriately selected processes, practices, and bills to assure continuous compliance with applicable laws, regulations, MHN policies, and the requirements of federal and state healthcare programs, and to effectively identify, resolve, and prevent future violations of applicable laws, regulations, and company policies. When violations do occur, and, where appropriate, the Compliance Officer shall self-report the violations where required or advisable. The Compliance Officer shall implement

and administer such a program of monitoring and auditing in consideration of compliance concerns identified by OIG or other governmental authorities, trade organizations, historical areas of concern at MHN, issues associated with high volumes or high dollar amounts, unusual complexity, or confusion. The Compliance Officer will seek to implement such a program in a cost effective manner gauged to use resources inside and outside of MHN efficiently in the identification of compliance issues. Outside counsel and auditors will be engaged periodically as deemed appropriate by the Compliance Officer or the Board of Directors.

## VII. Investigation

It is MHN's policy to fully cooperate with federal and state authorities in any investigation. The Compliance Officer, or Executive Director will be notified of the arrival of any agent or representative of a state or federal authority, who shall be asked to present identification or credentials and any search warrant. Such persons shall be asked to await arrival of the MHN representative contacted. MHN employees shall not destroy or hide any documents or records, give any false or misleading statements, or encourage anyone else to do so, but may decline to answer questions until they have consulted with the Compliance Officer or legal counsel. Any such investigation shall be considered confidential, and MHN employees shall not discuss the nature of any investigation except as directed by the Compliance Officer. The Compliance Officer shall be notified regarding all non-routine communications from federal or state regulatory authorities. Please see EC.013 for additional information.

## VIII. Corrective Action

Strict compliance with MHN's Compliance Program and its requirements is a condition of employment. MHN has developed policies regarding the appropriate disciplinary actions for misconduct, violating policies and procedures, or violating the Anti-Kickback Statute, the Stark Act, or False Claims Laws, or State anti-kickback, self-referral or false claims laws or the HIPAA electronic transaction, privacy and security standards.