

# Vendor Code of Conduct

2022

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# Welcome Message from the CEO & CCO...

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The Highmark Wholecare Vendor Code of Conduct (“Vendor Code”) establishes standards of lawful and ethical business conduct with which our business partners must comply.

The Vendor Code applies to those who conduct business with and/or on behalf of any Highmark Wholecare 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 that of Highmark Wholecare. However, Third Parties have a critical role in our success, and we strive to conduct business with those who share similar values in compliance and integrity. Every Third Party who engages in a business relationship with us has an obligation to comply, understand and follow the principles set forth in this Vendor Code.

Please take the time to read and periodically review the material in this Vendor Code. It is your responsibility to disseminate this Vendor Code within your organization to staff who work on our business and to make sure everyone understand and follows its contents. Therefore, Third Parties and their employees and agents are expected to comply with standards of conduct as described in the Vendor Code and share and subscribe to our commitment to ethical business practices. We ask you to assist us in supporting the values and principles that are critical to our continued success.

Thank you in advance for your cooperation.

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Ellen Duffield  
*President, Chief Executive Officer*



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Bret Bissey, FACHE, CHC  
*Vice President, Chief Compliance Officer*



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# Our Obligation to Third Parties

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

## Our Mission

To care for the whole person in all communities where the need is the greatest.

## What We Believe In

### EMBRACE CHALLENGES

Our community deserves the best. Let's go the extra mile to make our service, our process and ourselves better. Continuous striving is the road to growth.

**"What can I do to excel?"**

### BE ACCOUNTABLE

Our members rely on us, and we rely on each other. Let's commit to keeping our word and being collaborative.

**"Am I keeping my word to those who rely on me?"**

### HAVE HEART

Let's listen to our community and colleagues. Because no matter their experience, economic status, background or circumstances, our goal is to help them.

**"Have I taken time to listen and understand?"**

### DO GOOD

Our community comes first and we are happy to serve it. No matter our job function, we are all in service of caring for our members.

**"What good can I do today?"**

### CELEBRATE DIFFERENCES

We reflect the community we serve and celebrate the things that make our members and associates unique.

**"Do I make everyone feel like they belong?"**

## Principles of Integrity

Highmark Wholecare 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 Wholecare associates have the responsibility to epitomize Highmark Wholecare's values and to perform their job with integrity.

Highmark Wholecare 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.

## Legal and Regulatory Compliance

- All of our employees must observe the applicable Federal and State laws, rules and regulations governing the company's products and services.
- We respect and honor 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 Wholecare:

- Treats its associates 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 associates, 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.

### Compliance Hotline:

**1-844-718-6400**

### Fraud, Waste, and Abuse Hotline:

**1-800-685-5235**

Email: [SIU@HighmarkWholecare.com](mailto:SIU@HighmarkWholecare.com)

# Our Expectations for Third Parties

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**We strive to provide an environment that promotes fairness and equal opportunity, where differences in backgrounds are respected, and discrimination not tolerated.**

We in turn expect our 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 Vendor 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 Wholecare.

## Ethical and Compliance Standards

**Third Parties are expected to:**

- Cooperate with Highmark Wholecare'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 Wholecare.

## Legal and Regulatory Compliance

**All Third Parties must:**

- Observe the applicable laws, rules and regulations governing our products and services. We respect and honor the intellectual property rights of others and will not use any copyrighted, patented, or proprietary materials without a license or approval.

- Conduct business activities in full compliance with the applicable federal and state laws, regulations, and contractual obligations while conducting business with or on our behalf of.
- Comply with all anti-corruption laws.
- Retain and dispose of Highmark Wholecare's business records in full compliance with all applicable legal and regulatory requirements.
- Comply with all other applicable laws and regulations.

## State & Federal Regulations

Third Parties will comply with all federal and state laws governing participation in Highmark Wholecare's PA Medicaid Program, including but not limited to The Americans with Disabilities Act (42 USC §§ 12101 et seq.), Rehabilitation Act of 1973 (29 USCA §§ 701 et seq.), and The Affordable Care Act (ACA) and Patient Protection and Affordable Care Act (42 CFR §438.3(f) (1) and 42 CFR 438.1000(d)). Third Parties will not discriminate against employees by reason of participation in or decision to refrain from participating in labor activities protected under the Public Employee Relations Act (43 P.S. § 1101.201, et seq.), Pennsylvania Labor Relations Act (43 P.S. §§211.1-211.13), or National Labor Relations Act (29 U.S.C. §§ 151-169), as applicable and to the extent determined by entities charges with such Acts' enforcement, and shall comply with any provision of the law establishing organizations as employees' exclusive representatives.

# Government Contract Compliance

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

The following government business requirements apply to Third Parties whose contracts support both federal (Medicare) and state (Medicaid) contracts.

## 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 Wholecare 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 Wholecare 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, Medicare Prescription Drug program, or our state contracts.
- 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 Highmark Wholecare's Medicare and/or Medicaid business. 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. We reserve the right to audit Third Parties' training programs to ensure compliance with the CMS and state requirements.
- Must assuring the accuracy and completeness of data for government reports and certifications by validating the data for accuracy. It is illegal to cause another employee to provide inaccurate or incomplete information, or obstruct, mislead, or delay the communication of information or records for the government.
- Must notify and receive approval from Highmark Wholecare's Compliance Department prior to any engagement with an offshore entity to fulfill or partially fulfill Third Parties obligations to support Highmark Wholecare's Medicare and/or Medicaid contracts.



# Certification for Contracts, Grants, Loans, and Cooperative Agreements

- In accordance with 31 U.S. Code § 1352, Third Party agrees that no federal appropriated funds have been paid or will be paid, by or on behalf of the Third Party, to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or cooperative agreement.
- If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, we ask that you notify us immediately.

## Conflict of Interest

Third Parties shall avoid actual, or the appearance of, conflicts of interest while doing business with Highmark Wholecare.

### Third Parties, for example:

- Must not deal directly with any Highmark Wholecare 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 us.
- Must not deal directly with any Highmark Wholecare 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 Wholecare, which allows for personal gain or may adversely affect our organization.

## Gifts, Gratuities, Kickbacks and Expenses

Third Parties are discouraged from accepting or offering any gift or entertainment that is not incidental to the business relationship. Gifts and entertainment of a nominal nature may be an acceptable business practice as a means to build goodwill. However, offering or accepting gifts that are not incidental to a business relationship, or might be perceived to gain favor or to compromise a business decision, must be avoided.

Third Parties may accept ordinary advertising items of minimal value, but may not accept cash, check, or money orders in their own name from any member, provider, or outside company that does business with, is seeking to do business with or is a competitor of Highmark Wholecare. Under no circumstance should Third Parties offer money, gifts, services, or anything of value, directly or indirectly, to any government official or employee in connection with a government contract. Third Parties 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.

There should not be any payments to government officials to secure sales or obtain favorable treatment made by any Third Party on behalf of Highmark Wholecare. Gifts of substantial value to or extravagant entertainment of, government officials or employees is prohibited because these actions could be construed as attempts to influence government decisions. Gifts, assistance or entertainment provided for any government official or employee should not compromise or appear to compromise that person's integrity.

## Safe, Healthy and Harassment-Free Work Environment

### Third Parties:

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

Employees are required to conduct themselves in a professional and ethical manner to maintain a professional work environment at all times when interacting with any Third Party, when present at any of the Third Party facilities or otherwise engaged in the conduct of Highmark Wholecare's business or representing Highmark Wholecare off-campus. We do not tolerate conduct that interferes with its operations, or creates an obscene or threatening work environment for co-workers, Third Parties, customers, or the public.

# Information Privacy and Security

A significant amount of Highmark Wholecare'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 we and our Third Parties must abide by these laws to the extent applicable.

Our information systems are the exclusive property of Highmark Wholecare 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 Wholecare'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 Wholecare.
- 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 us.

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.

We have the right to audit Third Party Security controls to ensure that security compliance meets expectations.

# Competitively Sensitive Information (CSI)

**Competitively Sensitive Information (CSI) is non-public information held by the Highmark Wholecare 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.

Third Parties may not disclose or permit the disclosure of Highmark Wholecare competitively sensitive information to any competitor of Highmark Wholecare or to any person or entity who might be in a position to disclose such matters to our competitors. The improper sharing of CSI could result in the reduction of competition, competitive innovation, and/or pricing.

## Customers and Supplier Relations

Third Parties shall maintain honest business relationships with Highmark Wholecare and its Members 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 Wholecare members or business relationships through manipulation, coercion, misrepresentation of information, or abuse of privileged or Confidential Information.

If the Third Party immediately resolves a member complaint/ grievance, they shall accept and document oral and written grievances (an expression of dissatisfaction) and report such grievances to their Highmark Wholecare contact within thirty (30) days.

## Proper Use of Company Assets

Third Parties should ensure that Highmark Wholecare'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 our business. These assets may not be used to derive personal gain.

We reserve the right to open, inspect, and have access to all Highmark Wholecare assets, whether maintained on our premise or maintained at a Third Parties' place of business. Any misuse of these assets will subject the Third Party to disciplinary action in accordance with our policies and procedures.

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

We are committed to detecting, correcting, reporting, and preventing fraud, waste, and abuse (FWA). 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 Wholecare. We have policies and procedures in place to detect and prevent FWA, and expect Third Parties to support the efforts of federal and state authorities by identifying and reporting incidents of FWA to the FWA Hotline. The Fraud and Compliance Hotlines give employees, Third Parties, providers or Members the capability of making either identified or anonymous reports of suspected FWA or Compliance violations. Third Parties may make reports via calls placed to the Hotlines at 412-255-4340 or 800-685-5235.

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

# Our Expectations for Agents & Brokers

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**Agents & Brokers have the responsibility to comply with the Vendor Code and to conduct business activities and interactions ethically and with integrity. As such, Agents and Brokers must adhere to the following standards when conducting business on behalf of Highmark Wholecare:**

- Seek to truthfully and accurately present an accurate description of covered benefits by learning about and keeping abreast of all relevant products, plans, and applicable laws, regulations and CMS-issued guidance.
- Make a conscientious effort to ascertain and understand all relevant circumstances pertaining to the potential member.
- Review current benefit plans with the potential member to avoid selling duplicative benefits.
- Assess the likelihood that a potential member will meet all requirements and ascertain any adverse factors to reduce false expectations of acceptance and adequacy of a benefit plan.
- Possess a comprehensive understanding of products in order to honestly and effectively discuss benefit plans and determine a potential member's understanding of benefits and limitations.
- Clarify and verify the potential member's grasp of information and review pertinent issues.
- Protect protected health information, confidential and financial information in compliance with existing state and federal laws and regulations.
- Obey all laws, including antitrust and kick-backs, 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 potential member.
- Maintain appropriate relationships by not offering or accepting any inducements that might compromise a reasonable business decision. Avoid any conflicts of interest or the appearance of any conflicts of interest.
- Use only authorized promotional materials.
- Do not make disparaging remarks about the competition.
- Treat a potential member with courtesy, respect and priority in accordance with thoughtful, ethical and legal business practices.

# Reporting Violations of the Vendor Code

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**As a condition of contracting with us, Third Parties and their employees and agents are required to review the Vendor Code on an annual basis and be knowledgeable of and adhere to the Vendor Code and be responsible for monitoring compliance with the standards in this Vendor Code.**

Third Parties are expected to seek guidance from us when questions arise involving unethical business conduct pertaining to our business and inappropriate behaviors. Highmark Wholecare may in its sole discretion amend this Vendor Code and Third Parties must comply with any such amended Vendor Code.

Suspected violations of these standards of Conduct *must* be reported to Highmark Wholecare within 48 hours of discovery, including any violations of our policies and standards by any Highmark Wholecare employee of which any Third Party is aware.

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

## Non-Retaliation Policy

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**We maintain a strict Non-Retaliation Policy.**

Retaliation is any action that might discourage an employee or Third Party from making or supporting a charge of wrongdoing or misconduct in the workplace. Highmark Wholecare and its subsidiaries and affiliates are committed to providing individuals with a workplace free of retaliation and intimidation. We regard all reports and allegations of retaliation and intimidation seriously, investigate them promptly and thoroughly, and take appropriate responsive action.

# Contacts and Reporting Concerns

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As a Third Party for us, you have a responsibility to report any issue or concern you believe, in good faith, may constitute noncompliance with any law or regulation in connection with work performed for Highmark Wholecare or that violates this Vendor Code, whether such violations involve your employees or subcontractors or our employees or contractors.

We offer various methods for reporting concerns:

## PRIMARY BUSINESS CONTACT

Third Parties may always report to their primary business contact or such contact's supervisor/manager.

## ANONYMOUSLY THROUGH THE COMPLIANCE HOTLINE:

1-844-718-6400

## ANONYMOUSLY THROUGH THE FRAUD, WASTE & ABUSE HOTLINE:

412-255-4340/1-800-685-5235

Email: [SIU@HighmarkWholecare.com](mailto:SIU@HighmarkWholecare.com)

## VICE PRESIDENT, CHIEF COMPLIANCE OFFICER

Bret Bissey | 412-255-1144 | [BBissey@HighmarkWholecare.com](mailto:BBissey@HighmarkWholecare.com)

Highmark Wholecare

444 Liberty Avenue, Suite 2100

Pittsburgh, PA 15222-1222

## PRIVACY OFFICER

Michelle Jacobi | 412-689-6042

[MJacobi@HighmarkWholecare.com](mailto:MJacobi@HighmarkWholecare.com)

## DELEGATION OVERSIGHT COMMITTEE CHAIRPERSON

Ashima Sood | 412-918-8804

[ASood@HighmarkWholecare.com](mailto:ASood@HighmarkWholecare.com)



# Vendor Acknowledgement

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**We, the undersigned hereby confirm:**

- 1. That we have received and taken due note of the Vendor Code of Conduct (the “Vendor Code”) and commit ourselves to fully comply with its requirements.
- 2. That we agree that Highmark Wholecare or a third party appointed by Highmark Wholecare may carry out periodic, unannounced inspections / audits on our facilities to verify our compliance with the Code.
- 3. That we effectively communicate the contents of the Code to our employees, agents,subcontractors and vendors and ensure all measures required are implemented accordingly.

We also confirm that we have noted that compliance to the Code is an essential prerequisite for business relations between Highmark Wholecare and us as Vendor.

**COMPANY NAME:** \_\_\_\_\_

**REPRESENTATIVE NAME:** \_\_\_\_\_

**JOB TITLE:** \_\_\_\_\_

\_\_\_\_\_  
**SIGNATURE**

\_\_\_\_\_  
**DATE**

**BUSINESS OWNER ATTESTATION:**

I, the business owner, hereby attest that the information provided above is true to the best of my knowledge; should I discover any change to the above attestation I will notify Delegation Oversight immediately.

**REPRESENTATIVE NAME:** \_\_\_\_\_

**JOB TITLE:** \_\_\_\_\_

\_\_\_\_\_  
**SIGNATURE**

\_\_\_\_\_  
**DATE**

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Health benefits or health benefit administration may be provided by or through Highmark Wholecare, coverage by Highmark Wholecare Plan, an independent licensee of the Blue Cross Blue Shield Association ("Highmark Wholecare").