

Policy Name:	Compliance	Policy Number:	MGT.005
Approval Body:	Board of Directors	Approval Date:	12/12/18
Review Committees & Dates:	VHAN Management by Compliance, Policies, and Procedures Committee (11/29/18)	Effective Date:	12/12/18
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Responsible Administrator:	David Posch, Executive Director	Next Review Date:	12/2021

SCOPE

This policy applies to VHAN Board and Board Committee members, members of all VHAN leadership teams and working groups sponsored by the Board or Board Committees, VHAN Management and other workforce members,² network participating providers (“Participants”) (including their workforce members and other agents), and agents, contractors, and vendors when engaged in activities relating to VHAN (collectively, “Covered Persons”).

PURPOSE

This policy establishes the commitment of Vanderbilt Health Affiliated Network, LLC, (VHAN) to ethical practices and to compliance with all applicable legal requirements and outlines VHAN and Covered Persons’ related responsibilities.

POLICY

I. INTRODUCTION

VHAN is committed to compliance with all applicable laws, rules, and regulations, and to the highest standards of ethics, honesty, and integrity in pursuit of its mission of clinical integration. VHAN’s Compliance Program supports prevention and detection of any violations of law, regulation, or contract relating to VHAN programs and services, clinical operations, network operations and management, payer contracting and incentive payment processes, and management and use of related data. VHAN also provides support, training, and educational resources to encourage compliance and ethical conduct.

Covered Persons are responsible to follow, in all activities related to VHAN and its mission, all applicable laws, rules, and regulations and VHAN policies and other VHAN Rules, and to maintain an environment that is committed to integrity and ethical conduct. VHAN Participants are required to comply, and to require their workforce members providing services related to VHAN to comply, with all applicable federal and state laws, regulations, and rules.

¹ This policy replaces and expands on the content of VHAN Standards of Conduct approved by the Board 9/17/2015. The Standards of Conduct are retired on the effective date of this policy.

² Most VHAN Management and other workforce members are workforce members of VHAN’s Management Company who have assignments in support of VHAN (see Section II.A.).

VHAN and Participants are also subject to the compliance requirements of their VHAN Participating Hospital, Physician Practice, and Post-Acute Care Provider Agreements, and other VHAN and Participant contracts.

II. COMPLIANCE PROGRAM GOVERNANCE AND MANAGEMENT

VHAN's Board of Directors has authority and responsibility regarding the powers, duties, and responsibilities vested in VHAN by applicable law and regulations. VHAN's Operating Agreement establishes the Board's overall responsibility for VHAN's compliance program.

A. **Compliance Management.** VHAN has contracted with a Management Company for day-to-day operation and management of VHAN, including meeting key requirements for VHAN compliance such as maintaining and implementing VHAN's Compliance Plan(s).³

B. **VHAN Compliance Officer.** The Management Company informs the Board on appointment of VHAN's Compliance Officer, who is responsible for the day-to-day operations of the Compliance Program, and determines the Compliance Officer's reporting and duties except as otherwise established by the Board.

C. **Legal Counsel.** The Management Company and the appointed Compliance Officer consult with VHAN's legal counsel as may be necessary or appropriate to monitor and enforce the Compliance Plan, and to coordinate and direct investigations of compliance issues.

D. **Risk Monitoring and Assessment.** The Compliance Officer meets periodically with key members of VHAN Management to review strategy and operations for compliance concerns and to provide guidance and receive input on any compliance issues.

VHAN will conduct periodic risk assessments to evaluate and prioritize the compliance-related risks facing VHAN. Risk assessments will consider the potential impacts of applicable events of noncompliance in light of the likelihood of occurrence for each such event under existing VHAN policies and procedures and VHAN business relationships. The Compliance Officer will present the results of these risk assessments to VHAN Management and oversee the development and implementation of appropriate compliance work plans to address identified risks.

III. POLICIES AND PROCEDURES

VHAN has developed this and other policies and procedures to address many legal and regulatory requirements. However, it is impractical to develop policies and procedures that encompass the full body of applicable law, regulations, and regulatory guidance. Covered Persons shall follow all laws, regulations, and regulatory guidance, whether or not VHAN policies and procedures specify the requirements.

The Management Company supports the Board's governance processes to develop and facilitate adoption, publication, and subsequent review of VHAN Rules. VHAN Rules include policies and procedures developed following the Board's policy for Policy Management (MGT.001). The Compliance Officer may assist VHAN Management and functional areas of VHAN with the development of compliance-related policies and procedures. MGT.001 and its related procedures support Legal and

³ VHAN provides an updated Compliance Plan to its Member annually.

Compliance review of new and revised policies and procedures. Key areas of concern for compliance include the following:

A. **Conflicts of Interest.** The Board has adopted a Conflict of Interest policy, MGT.004, applicable to members of the Board, Committees and other groups created by the Board to support VHAN governance, VHAN officers and medical directors, and VHAN Management. MGT.004 clarifies VHAN requirements regarding conflicts of interest and implements a system for disclosure and resolution of potential and actual conflicts of interest. In addition, VHAN Management has adopted a Workforce Conflict of Interest policy (COI.001) requiring VHAN workforce members disclose possible conflicts of interest and guiding oversight and management of certain identified conflicts.

B. **Market Competition and Antitrust.** The Board-approved Antitrust Compliance Policy, MGT.003, supports Covered Persons' compliance with state and federal antitrust and unfair competition laws and regulations.

C. **Confidentiality and Information Security.** VHAN is committed to the protection of confidential information. Each Participant is required to have its own policies related to information privacy and security, in compliance with HIPAA, HITECH, and other federal and state laws and regulations governing information protection. All Covered Persons have a legal and ethical responsibility to safeguard the privacy of patients and to protect the confidentiality of their health information and all other types of confidential information. All Covered Persons are required to know and comply with laws related to information privacy and security and, as applicable, with the Board's Network Data Governance policies and related procedures. VHAN workforce members are required to know and comply with additional VHAN Management-adopted policies related to information privacy and security. Additionally, VHAN prohibits Covered Persons from sharing confidential information with competing providers, such as salaries or charges for services rendered.

D. **Fraud, Waste, and Abuse.** VHAN is committed to preventing, detecting, and mitigating losses related to fraud, waste, and abuse. VHAN and each Participant shall comply, and shall require all workforce providing services relating to VHAN to comply, with any and all applicable federal and state laws, regulations and rules, and CMS instructions and guidance, including, without limitation: (a) federal criminal law; (b) the False Claims Act (31 U.S.C. §3729 et seq.), Tennessee False Claims Act, and Tennessee Medicaid False Claims Act; (c) the anti-kickback statute (42 U.S.C. §1320a-7b(b)); (d) the civil monetary penalties law (42 U.S.C. §1320a-7a); and (e) the physician self-referral law (42 U.S.C. §1395nn). All Covered Persons are required to report any known or suspected violations of these acts to the Compliance Officer or to the compliance official of the Participant submitting the claim.

1. **False Claims.** A person commits a false claims act violation by knowingly submitting, or causing another to submit, false claims for payment of government funds. Such false claims include falsification of a time and effort report in connection with a claim for reimbursement from a government grant or false statements or claims concerning participation in or reimbursement from a government healthcare program.

2. **Referrals and Kickbacks.** VHAN is committed to the lawful referral of patients within the network for the efficient delivery of appropriate patient care. Covered Persons are encouraged to arrange for medically appropriate patient care in conjunction with the

patient's wishes. The Board-approved In-Network Referral Policy (CPC.002) addresses this requirement.

Payments to hospitals, physicians and other health care providers participating in VHAN will comply with state and federal laws as well as VHAN policies. Covered Persons shall comply with all state and federal laws prohibiting the provision of any remuneration to induce, or in exchange for, the referral of patients or the purchase of items or services reimbursable by a federal or state health care program, such as Medicare, Medicaid, or TennCare.

3. **Care Coordination; Gainsharing; Inducements to Patients.** VHAN is committed to appropriate care coordination and the lawful referral of patients for health care services.

VHAN recognizes that coordinating the care of a patient among health care providers is essential to improving the quality and efficiency of care. In developing and implementing care coordination plans, Covered Persons shall act in the best interest of the patient as determined by the medical judgment of the health care provider, with the involvement and consent of the patient or patient's legal representative.

VHAN does not, and Covered Persons will not, provide remuneration to Covered Persons in exchange for the reduction or limitation of medically necessary services to patients under a physician's care. Likewise, VHAN does not, and Covered Persons should not, make payments or provide items or services of value to patients to influence how Medicare and Medicaid patients select health care providers or suppliers.

4. **Delegated Services.** With respect to any services that VHAN performs as a delegated entity for Medicare Advantage plans or other federal or state managed care plans, VHAN will comply with all applicable legal and contractual compliance requirements that may apply to VHAN as a subcontractor to such plans.

E. **Ineligible Persons.** VHAN does not contract with, employ, or bill for services rendered by any individual or entity that is excluded or ineligible to participate in Federal healthcare programs or suspended or debarred from Federal government contracts or who has not been reinstated in a Federal healthcare program after a period of exclusion, suspension, debarment, or ineligibility. VHAN's Management Company routinely searches the Department of Health and Human Services' Office of Inspector General and General Services Administration's lists of such excluded and ineligible persons. Covered Persons shall report to VHAN if they become excluded, debarred, or ineligible to participate in Federal healthcare programs.

F. **Management, Retention, and Disposal of Documents and Records.** Each Covered Person is responsible for the integrity and accuracy of VHAN documents and records to ensure their availability to support VHAN business practices and actions. Covered Persons may not alter or falsify information on any record or document related to VHAN. VHAN retains documents and records in accordance with the law and terms of contractual arrangements. The policies of the Management Company govern management of all documents and other records held by VHAN Management.

Documents and records include paper documents such as letters and memos, computer-based information such as e-mail or computer files on any storage medium, and any other medium that contains information about VHAN or its business activities. Covered Persons may never destroy records in an effort to remove or delete information that may be relevant to a compliance investigation.

G. Nondiscrimination. VHAN is committed to treating all patients and Covered Persons in a non-discriminatory manner and to the principles of equal employment and affirmative action. Covered Persons will not differentiate or discriminate against any individual because of race, color, national or ethnic origin, ancestry, genetic information,⁴ religion, sex, marital status, sexual orientation, age, health status, veteran's status, handicap, or source of payment. VHAN is committed to maintaining a safe and healthy environment for all members of the VHAN community. Covered Persons who experience harassment or discrimination on grounds protected by this nondiscrimination provision should immediately seek assistance through the Compliance Officer or the compliance official of the Participant with which the Covered Person is associated.

H. No Retaliation. VHAN treats all persons' reports of compliance concerns as confidential to the extent permitted by law and will share these reports with others only on a bona fide need-to-know basis. Neither VHAN, nor any Participant, will take adverse action against persons reporting compliance concerns in good faith, even if the report turns out to be incorrect. VHAN prohibits retaliation against any individual or Participant for reporting in good faith a possible violation or for participating in good faith in an investigation of a reported concern. VHAN also prohibits retaliation against persons for encouraging others to report compliance concerns or encouraging their participation in an investigation of a possible violation.

Retaliation and adverse actions against an individual include the following: discharge, demotion, suspension, harassment, denial of promotion, transfer or in any other manner discriminating or threatening to discriminate against a staff member in the terms and conditions of the staff member's employment. Any person who believes that he or she has experienced retaliatory conduct for reporting a suspected violation of law or policy should report such retaliation through any of the mechanisms for reporting violations.

III. TRAINING, EDUCATION, AND ACKNOWLEDGEMENT

A. Required Compliance Training. All VHAN workforce members⁵ and members of the Board will complete VHAN-specific training on this policy and issues addressed by other compliance-related policies. Workforce and Board members may receive additional training as compliance requirements evolve or as specified in VHAN's Compliance Plan.

B. Specialized Additional Training and Resources. VHAN may have additional training for specific roles and functional areas, and other educational resources for specific subject matter areas to assist Covered Persons with compliance questions.

⁴ The Genetic Information Nondiscrimination Act of 2008 (GINA) prohibits discrimination in health coverage and in employment based on genetic information.

⁵ Since most VHAN workforce members are workforce members of the Management Company who have assignments in support of VHAN, they must also complete the Management Company's standard compliance training when hired and annually thereafter.

C. **Participant Training.** Participants must educate all workforce members engaged in activities related to VHAN to their responsibilities under this policy and other VHAN Rules. VHAN may require Participants to provide selective compliance training or support specific compliance information delivery for their workforce, when needed, with Board approval.

D. **Acknowledgement.** All VHAN workforce members and Board and Board Committee members must acknowledge their individual responsibility for knowing and adhering to this policy.

V. QUESTIONS AND REPORTING

VHAN welcomes questions about compliance requirements and issues and offers several options for reporting compliance concerns and complaints.

A. **Questions.** Direct any questions concerning compliance policies or any other legal or business ethics matter concerning VHAN to the Compliance Officer and/or VHAN Counsel. Contact the Compliance Officer at compliance@vhan.com or (615) 936-3624; to reach VHAN Counsel, request assistance through compliance@vhan.com or call VUMC Office of Legal Affairs at (615) 936-0101 and ask for VHAN Legal Counsel.

B. **Reporting Compliance Concerns.** All Covered Persons are required to report promptly any concerns that there may be violations of law, regulation, contract, or policy to the appropriate party. False accusations made with the intent of harming or retaliating against another person can subject the accuser to disciplinary action up to and including termination of employment or termination of VHAN Participation.

1. **VHAN Workforce.** Members of VHAN's workforce may report issues directly to a supervisor, to a member of VHAN Management, to a member of the Board of Directors, or to the Compliance Officer at (615) 936-3624 or compliance@vhan.com. Other options are to report anonymously using the 24-hour toll-free hotline at (866) 783-2287 or <http://www.vanderbilt.edu/integrityline> (because the hotline and website serve multiple organizations, callers should make clear that the issue concerns VHAN), or to submit a report by mail to VHAN Compliance, 3401 West End Ave, Suite 290, Nashville, TN 37203.
2. **Other Covered Persons.** All other Covered Persons may report issues directly to a member of the Board of Directors or to the Compliance Officer at (615) 936-3624 or compliance@vhan.com, make an anonymous report to the 24-hour toll free hotline at (866) 783-2287, or submit a report by mail to VHAN Compliance, 3401 West End Ave, Suite 290, Nashville, TN 37203.
3. **Participant Workforce.** Participant workforce members may also follow the Participant's policies and procedures for reporting compliance concerns. VHAN expects Participant compliance officials to report a VHAN compliance issue using one of the mechanisms above.

VI. RESPONSE TO INVESTIGATION FROM GOVERNMENT AND OTHER AGENCIES

VHAN is committed to cooperating with government investigators as required by law.

- A. **Notification of Inquiry.** VHAN expects Covered Persons to notify the Compliance Officer immediately after receiving an inquiry, subpoena, or other legal request for information regarding VHAN from federal or state investigative agencies.
- B. **VHAN Workforce Responsibilities.** If a VHAN workforce member receives a subpoena, search warrant, or other similar document, the workforce member must immediately contact the VHAN Legal Counsel before taking any action. VHAN's Legal Counsel is responsible for authorizing the release or copying of documents. If a government investigator, agent, or auditor comes to the VHAN offices, a workforce member or his/her supervisor must contact VHAN Legal Counsel before discussing any matters with the investigator, agent, or auditor.
- C. **Cooperation with Investigation.** After coordinating the request with the Compliance Officer and VHAN Legal Counsel, as needed, Covered Persons will fully cooperate with the scope of a government investigation.

VII. RESPONSE AND CORRECTIVE ACTION FOR COMPLIANCE VIOLATIONS

The Compliance Officer, directly or through the Management Company's Office of Legal Affairs or other designated resources, investigates all identified compliance concerns and recommends appropriate corrective action, where needed.

- A. **Review of Compliance Concerns.** VHAN promptly responds to all compliance questions and concerns and systematically investigates all potential instances of non-compliance, engaging additional individuals, including other compliance officials, as appropriate and necessary. All individuals involved in responding to compliance questions and concerns will maintain appropriate standards of confidentiality.
- B. **Reporting Outcome.** If VHAN's investigation determines that a probable violation of law, regulation, policy, rule or contract occurred, the lead for the investigation will provide a report to the Compliance Officer (if not directly leading the investigation), VHAN's Legal Counsel, the VHAN Executive Director, and the compliance official(s) of the Management Company and/or Participant(s) involved in the violation, if applicable. The Compliance Officer, in conjunction with VHAN Legal Counsel, will periodically inform the Board of all material compliance violations that have been identified and actions taken as a result.
- C. **Corrective Action - VHAN Workforce.** The Compliance Officer will report to the Management Company any identified compliance violations by the Management Company's workforce members assigned to provide services to VHAN. The Management Company will report to the Compliance Officer on its own investigations and action(s) it has taken as a result of workforce member(s) non-compliance. As necessary, the Compliance Officer and appropriate supervisor or management team will develop corrective action plans to address the root cause of any substantiated non-compliance issues to ensure that the issues do not reoccur.
- D. **Corrective Action - VHAN-Credentialed Providers and Participant Workforce.** The Board may be asked to consider taking disciplinary action, up to and including termination of VHAN credentials, against VHAN-credentialed providers who fail to comply with federal and state laws and regulations or VHAN Rules in their interactions with VHAN. Each Participant will determine its own corrective action plans and disciplinary action against its providers and workforce members found to have VHAN compliance violations.

E. **Corrective Action – VHAN Participant.** The Board may be asked to consider taking disciplinary action against a Participant when the Participant, its workforce member, or agent has committed a VHAN compliance violation. Each Participant will determine its own corrective action plans to address the root cause of the violation.

F. **Severity of Action.** The disciplinary action recommended and/or taken against a person or Participant shall correspond to the severity of the violation, considering, among other factors, whether the violation was intentional or unintentional and whether the violation created a safety or security risk. Disciplinary action taken against a person may include oral or written warning, disciplinary probation, suspension, reduction in salary, demotion, termination from employment, or revocation of privileges. Disciplinary action taken against a Participant may include oral or written warning, development of corrective action plans, suspension or revocation of shared savings payment distributions, imposition of sanctions, or termination of the Participating Provider agreement.

G. **Notification to Others.** Violations may also result in notification to law enforcement officials, regulatory bodies, accrediting organizations and licensure organizations, as appropriate.

REFERENCES

- VHAN Participating Provider Agreements: Hospitals, Physician Practices, Post-Acute Care Providers
- VHAN Policy: MGT.001 Policy Management
- VHAN Policy: MGT.002 Conflict of Interest
- VHAN Policy: MGT.003 Antitrust Compliance
- VHAN Antitrust Compliance Guide
- VHAN Policy: CPC.002 In-Network Referral
- VHAN Policies for Network Data Governance (DGS.000-DGS.016)
- VHAN Management’s Information Privacy and Security Policies
- VHAN Management’s Conflict of Interest Policy for Workforce

APPROVAL TRACKING

Committee Name and/or Executive Title	Chairperson/Designee Name	Approval Date
VHAN Management by Compliance, Policies, and Procedures Committee	Ann Olsen	11/29/2018
Board of Directors	C. Wright Pinson, MD	12/12/2018