



Code of Conduct

A large, abstract graphic composed of overlapping, semi-transparent blue and grey geometric shapes, resembling a stylized wave or a series of connected blocks, positioned at the bottom of the page.

2011

This Code of Conduct is a statement of UCare’s most important ethical and legal expectations for our employees and Board of Directors.

While this Code of Conduct is critical, it is only as meaningful as the corporate culture of integrity and openness that it supports. Each one of us must strive to integrate ethics and compliance into our everyday work. Indeed, UCare’s mission and values – and this Code of Conduct – express a consistent message of doing the right thing for our members, coworkers, company, business partners, and government agencies, whether in our work for UCare Minnesota or UCare Wisconsin, Inc.

UCARE MISSION

UCare will improve the health of our members through innovative services and partnerships across communities.

UCARE VALUES

Integrity

UCare stands on its reputation. We are what we say we are; we do what we say we do.

Community

UCare works with communities to support our members and give back to the communities through UCare grants and employee volunteer efforts.

Quality

UCare strives to continually improve our products and operations to ensure the highest quality of care for our members.

Flexibility

UCare seeks to understand the needs of our members, providers, and purchasers over time and to develop programs and services to meet those needs.

Respect

UCare respects its members by providing quality care and services that recognize their unique needs. UCare respects its employees by providing a supportive work culture that encourages their development and embraces their diversity.

UCare’s Board of Directors and management team are committed to the principles described in this Code of Conduct and to maintaining a culture of compliance. Please carefully read this Code of Conduct and know that UCare expects you to understand and use this document as a guide for your work.

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A. Letter from the CEO

September 2011

Dear Coworkers and Business Partners:

Quality, honesty, and integrity in everything we do are important values to all of us at UCare Minnesota and UCare Wisconsin, Inc. (UCare). Since this Code of Conduct was last updated, much has changed in our industry and more changes are sure to occur. Yet this core principle still applies: Each day we commit to providing the best quality health coverage and services in keeping with our mission and corporate values. This also means being aware of and following the constantly changing regulations and



requirements that affect our business. UCare's Compliance Program continues to help us follow all applicable laws, government regulations, and contract requirements.

A key element of the Compliance Program is our Code of Conduct. Our Code of Conduct is rooted in our mission and values and re-affirms the values and professional standards that exist at UCare. We expect that all subcontractors and those who perform delegated services also act in an ethical and compliant manner, consistent with our Code of Conduct.

Our Code of Conduct was designed to serve the following purposes:

- To communicate the commitment of UCare's management to compliance with laws, regulations, policies, ethical business practices, and the basic standards expected in the workplace; and
- To ensure that all employees understand their responsibility for keeping UCare in full compliance with these laws and regulations and how they are critical to UCare's Compliance Program.

Our Code of Conduct and our Compliance Program have the full endorsement of the Board of Directors, as well as the management team. Get to know UCare's Code of Conduct – *your* Code of Conduct. It provides an overview of the Compliance Program and the most important business practices that have compliance requirements. While the Code of Conduct does not cover the specifics of every situation that you may encounter, it is a resource when you have questions. The management team stands

ready to answer your questions about this document and the Compliance Program in general.

Each of us is responsible for making sure UCare's Compliance Program is effective. *When we see or hear something that does not look or sound right, we have a duty to ask, "Is this the right thing?" and then let management know.* Also, our Corporate Compliance Director may be contacted with questions at any time and must receive reports of any potential violations in a timely manner.

The Corporate Compliance Director can be reached at 612-676-3523, or reports can be made anonymously to the Compliance Voicemail Box at 612-676-6525. I can assure you that retaliation for reporting issues to management, the Corporate Compliance Director, or the Compliance Voicemail Box will not be allowed.

The Board of Directors and management team of UCare join me in pledging our full commitment to upholding our Code of Conduct and our Compliance Program, as we seek to fulfill our mission of ensuring excellent health coverage and services to our members.

Sincerely,

Nancy J. Feldman
President and CEO
UCare Minnesota
UCare Wisconsin, Inc.

B. Doing the Right Thing for our Members

Medically Necessary Covered Services

UCare is committed to ensuring our members have access to medically necessary covered services.

Our approval or denial of services must be based on UCare's policies and procedures, including appropriate consideration of benefit coverage and medical necessity. We believe preventive services have an important place in the care continuum. If we learn of a problem with the quality of care provided, we will investigate and take appropriate corrective action. UCare uses member surveys, credentialing, case management, quality assurance studies, and utilization reviews to monitor appropriate health care delivery.

No Incentives for Providers to Deny or Restrict Care

Our policy is to comply with federal and state requirements concerning physician incentives. UCare will never offer or give providers anything of value in exchange for denying or restricting medically necessary care for a particular member. Payment arrangements that place physicians at financial risk for referral services are appropriate, but they must be reviewed closely by appropriate staff to ensure compliance.

Clear, Accurate, and Appropriate Marketing Information

We provide members and potential members clear, accurate, and appropriate information about our services and members' rights. Our policy is to comply with all federal and state requirements for government agency review of marketing materials and other materials distributed to members.

Employees with direct contact with members and potential members are trained to provide accurate information. If an inaccuracy is discovered – particularly in materials describing benefits and plan rules – members will be informed as soon as possible. UCare representatives are prohibited from conducting door-to-door marketing, and all sales and marketing activities must comply with applicable Medicare and Department of Human Services guidelines.

No Illegal Gifts

UCare does not offer cash or monetary rebates to individuals to induce their enrollment and follows applicable federal anti-kickback laws and laws prohibiting

inducement. However, we may offer promotional gifts of nominal value in compliance with regulatory agency marketing requirements. In addition, health promotion programs may provide members gifts in exchange for using preventive health-related services.

Employees involved in marketing and health promotion programs must consult their supervisors, Government Relations staff, or the Corporate Compliance Director if they have any questions about providing members and potential members with gifts or incentives.

Required Benefits

UCare complies with all benefit requirements imposed by law and defined by government agencies such as the Center for Medicare and Medicaid Services (CMS) or the Minnesota Department of Human Services (DHS). For example, we do not require providers or members to seek UCare's prior approval before providing or receiving urgent care and emergency medical services. In addition, we do not deny claims for payment where the service provided meets the criteria of a medical emergency, according to a prudent layperson standard.

Open Communication

UCare never imposes incentives or requirements on physicians to discourage free and open communication about health care treatment options with members. We proactively respond to member concerns and questions. At a member's request and as required by law, we provide information or access to information. For example, we must respond to a member's question about how we pay providers.

Appeals and Grievances

We follow federal and state requirements in responding to appeals and grievances (or complaints) in a timely fashion. We also provide appeal information to members as required by law, so they know their rights. When a member's appeal relates to an urgent health need, we expedite the appeal process according to regulatory guidelines.

No Discrimination

UCare markets to eligible persons regardless of their health status unless otherwise permitted by law. According to regulatory requirements, we do not deny, limit, or condition enrollment in Medicare Advantage plans on the basis of a person's health status, except for those with end-stage renal disease. In addition, we do not target sicker enrollees and encourage them to disenroll from any of UCare's products for any reason, including avoiding payment for their expected medical costs.

UCare's members must receive services free of any illegal discrimination, including violation of federal and state civil rights laws.

We also make meaningful efforts in marketing, member communication, and health care delivery to recognize cultural differences among members and potential members. For example, we may provide member materials in a format accessible to a member with a disability or in the native language of a person who speaks English as a second language. We cover language and sign interpreter services when members are eligible for such services.

Maintaining Member Confidentiality

Employees will follow UCare's policies and procedures to ensure that confidential information about members is protected. Violation of confidentiality requirements results in disciplinary action, up to and including termination of employment. Any unauthorized release of or access to protected health information must be reported to a supervisor, the Privacy and Data Security Officer, or the Corporate Compliance Director.

Furthermore:

- UCare does not disclose member information to others outside of UCare unless the information is needed to do their jobs, and we obtain any necessary member authorizations.
- UCare prohibits selling confidential member information.
- We monitor our conversations involving confidential information to ensure that only those who need to know the information can hear it.
- Employees with access to confidential member information may use such access only for business purposes.
- UCare makes sure that member information is secure from access by people who do not have a right to see it.
- Contracts with third parties who need access to member information must include requirements that satisfy federal and state privacy rules.

WHAT IF?

Q: My dad is a UCare member and has questions about charges for services he received at his clinic. Can I help him?

A: You can help in several ways. You can encourage your dad to call Customer Services. That way, his concerns will be logged for future reference. It also helps ensure consistent answers to all UCare members. If your dad would like you on the Customer Services call with him, you can do that. If your dad would like you to call on his behalf, UCare must have documentation that you are your dad's power of attorney or authorized representative.

If you have access to the claims system or other systems that have PHI about your dad, you absolutely must not access those systems to view data for him.

- Staff who have access to medical records must have strict controls to preserve their confidentiality and integrity. Special confidentiality protection may apply to medical records with information about mental health treatment and drug and alcohol abuse treatment.

C. Doing the Right Thing for our Coworkers and Company

Respectful Workplace

Employees deserve a working environment free of discrimination and harassment. UCare does not tolerate any conduct that involves harassment of an employee or that otherwise adversely affects an employee's job or benefits based on the employee's race, color, national origin, age, gender, religion, public assistance status, disability, affectional preference, marital status, or membership or activity in a local commission.

WHAT IF?

Q: At lunch today, one of my coworkers told me about fudging on data in a recent report that would be used for next year's budget planning. This seems to be against the Code of Conduct, but I don't want to get him in trouble. What should I do?

A: While you may want to protect your coworker, reporting potential violations of the Code of Conduct is an obligation and a condition of your employment. If you believe your coworker has violated UCare's Code of Conduct, internal policy, or any law or regulation, you must immediately contact your supervisor or Corporate Compliance.

Any employee who observes or experiences such inappropriate conduct must contact a supervisor or the Human Resources Department. Any employee who intentionally or willfully creates a hostile working environment is subject to disciplinary action up to and including immediate dismissal. The [UCare Employee Handbook](#) provides more information.

Truthful Internal Communication

Employees must make every effort to share accurate information with coworkers. Particular care must be taken when reporting information about key business or compliance operations.

Intentionally misrepresenting information to coworkers will not be tolerated.

Conflicts of Interest

UCare avoids conflicts of interest or the appearance of conflicts of interest. Directors, officers, and management staff are required to comply with UCare's Conflict of Interest

Policy. However, all employees must avoid situations where a personal financial interest or a family member's involvement may affect their ability to make fair and objective decisions when performing their jobs.

WHAT IF?

Q: I'm thinking of starting my own interpreter business for some additional part-time income. I may turn it into full time, but right now I'd like to stay employed by UCare. Is this an issue?

A: Depending upon your UCare responsibilities, starting your own interpreter business may create a conflict of interest. Do you help members find interpreters? Are you involved in reviewing or deciding which interpreters are in UCare's network? Do you process interpreter claims? If so, you will want to avoid situations where your judgment could be – or appear to be – influenced by your own financial interests.

Before starting the business, you must contact your supervisor, Human Resources, or the Corporate Compliance Director to ensure your current job duties are not affected by an actual or perceived conflict of interest.

Employees must avoid even the appearance of a conflict of interest. For example, pursuing a contract with a provider or vendor with whom you or your family has a financial interest would be inappropriate. It also may be a conflict of interest if your work directly affects members who are family members or close friends. If you are faced with a situation that may create a conflict of interest, you must contact your supervisor or the Corporate Compliance Director. In addition, employees may not work for a competitor or for an organization with which UCare does business without supervisor

approval and consultation with the Human Resources Department. Employees confirm this at the time of hire, but also need to confirm when they change supervisors or position responsibilities.

Anti-Kickback Laws

Federal and state anti-kickback laws prohibit UCare and our delegates and providers from knowingly and willfully offering, paying, asking, or receiving any cash or other payment (such as a discount or an item of value), directly or indirectly, in return for referrals, arrangements, or orders for any good or service that could be reimbursed by public health care programs.

WHAT IF?

Q: My neighbor drives a taxi for a company in UCare's transportation network. She offered me baseball tickets if I set up 20 members with rides with her.

A: Your neighbor's offer could be considered a kickback. When helping members find the services they need, we need to keep our help free of influence. Even though the neighbor isn't offering money, she expects something in return for your access to members and steering their decisions. You must immediately contact your supervisor or Corporate Compliance. Not only is the neighbor's offer an issue for you, but UCare must investigate this kind of report with the network provider.

Because this is a very complicated area that includes many exceptions, contact the General Counsel if you question whether this law may apply to a particular activity. Violations of the law carry serious penalties, including imprisonment.

Appropriate Business Expenses

Employees, officers, and directors may seek reimbursement or payment from UCare only for appropriate business expenses. Documentation, such as copies of receipts or invoices, must support the business expense as required by the [UCare Employee Handbook](#) and the [UCare Supervisor Resource Manual](#).

Overnight Travel

Expenses for overnight travel (not including mileage) must be necessary for the performance of the person's work for UCare.

Gifts, Meals, and Entertainment

Providing gifts, meals, or entertainment for current or potential business partners may be appropriate if consistent with the person's duties for UCare. However, the value may not exceed what is reasonable and customary to develop and strengthen business relationships. If employees have any doubt about whether providing a gift, meal, or entertainment is appropriate, they must seek prior approval from their Director. Directors must consult, as appropriate, their Senior Vice President, who may discuss the matter with the Chief Executive Officer or Corporate Compliance Director.

Membership

Corporate or individual membership dues in professional or industry organizations may be appropriate if related to UCare's business or the individual's duties. Employees must seek prior approval for payment of such dues through the budget process or from their supervisor.

UCare Property

Generally, the personal use of UCare property – including supplies, equipment, and information – is prohibited unless approved by a supervisor. Reasonable, occasional, and brief use of the telephones (except long-distance calls), e-mail, and the Internet for personal reasons is permitted if that use is consistent with company policy. Check with your supervisor about appropriate use for your particular job. For more information about appropriate use of computers and other UCare property, refer to UCare’s policies for [ISP007 Computer Use](#), [ISP008 Remote Access](#), [ISP009 Removable Media](#), and [ISP010 Mobile Device](#).

Any use of UCare property for personal financial gain or for unlawful purposes is strictly prohibited.

Records

UCare expects that records are maintained according to its [Record Retention Policy](#). Knowing what to keep, what to destroy, and how to destroy it promotes efficiency, cost savings, confidentiality, and legal compliance.

Records created as part of our business are the property of UCare and cannot be used for personal purposes.

Altering records or intentionally creating false records is strictly prohibited. Records related to a lawsuit or active government investigation must not be destroyed unless permitted by UCare Senior Management in consultation with legal counsel. In addition, confidential records, such as those containing member information or personnel information,

WHAT IF?

Q: I received a subpoena for documents. It seems official, so may I gather the records to submit to the requester?

A: If you receive a subpoena for documents or testimony, immediately forward the request to the Legal Department. You’ll receive direction from the Legal Department if any help is needed from you.

Q: A coworker says she stores the business records relating to projects she manages in her personal e-mail folder and system drive. She often looks through the records and deletes any items older than one year, regardless of the content. Is that okay?

A: No. Business records – evidence of UCare’s official business or documents required by law – must be accessible to coworkers who may need them. Laws and regulations often govern the length of time certain documents must be saved. If you have questions about whether a document is a business record or how long a record needs to be kept, look at [UCare’s Record Retention Policy](#).

must be secured in a manner to ensure their confidentiality. Such records may be used only for business reasons and in compliance with applicable law.

Political Activity

UCare encourages employees to be politically active on their personal time. However, to retain its tax-exempt status and to avoid improper corporate support, UCare is prohibited from contributing money or property to any political candidate, party, or organization. UCare does not reimburse employees for political contributions. Also, employees must not use UCare property for personal political activities.

UCare may identify opportunities for employees to express support or opposition to a proposed change in law. Where our experience may contribute to public discourse about a political issue, UCare may take a public position on the issue, either on our own or with local or national industry organizations.

Charitable Contributions and Sponsorships

UCare may make charitable contributions and sponsor community and business events. Such contributions and sponsorships must be provided for purposes consistent with UCare's mission.

Antitrust Compliance

UCare encourages collaborative relationships with other health care organizations that benefit our members and our business, but we will not participate in price fixing, bid rigging, boycotting, collusion, or any conduct creating an agreement with a competitor in violation of federal or state antitrust laws. Generally, the laws prohibit conspiracies between competitors, improper attempts to monopolize markets or control prices, and certain unfair business practices. Employees who participate in the Minnesota Council of Health Plans – or any other industry association – must follow the antitrust guidelines established by that organization.

Trade Secrets

Trade secrets are confidential information that, if disclosed, would give a competitor a competitive

WHAT IF?

Q: An employee of another health plan called me. She asked how much we pay providers for certain procedures. This doesn't sound right to me. What should I do?

A: Your instincts are good. Such conversations could violate antitrust laws. We don't want to be viewed as potentially agreeing to provider payment amounts – or any other unfair business practice – with a competing health plan. These types of conversations must be avoided and these requests immediately reported to Corporate Compliance.

advantage. Examples of trade secrets are non-public documents such as strategic plans, development proposals, marketing strategies, financial information (including what we pay providers), utilization data, re-organization plans, and personnel information. UCare's policy is that trade secrets may not be disclosed unless permitted by the Chief Executive Officer in consultation with legal counsel. When a government agency requires submission of documents with non-public trade secret information, we must identify the documents as trade secret material. In addition, employees must not seek trade secret information about a competitor.

Information Technology

UCare follows the laws regarding intellectual properties, including patents, trademarks, marketing, copyrights, and software. UCare expects that information technology is managed in accordance with Information Systems policies. We do not copy UCare computer software unless it is specifically allowed in the licensing agreement. UCare only allows authorized persons to have access to computer systems and software based on their job duties and consistent with license agreements. UCare does not allow unauthorized access to its computer system, either directly or by network or telephone.

Employees must never perform actions that could destroy or corrupt electronically stored or processed data.

D. Doing the Right Thing for our Providers and Business Partners

Coding and Billing

Providers must ensure that the required supporting information for proper coding is documented in the patient's medical record and on the claim for payment and that these accurately reflect the care provided. In addition, UCare identifies and responds to potential provider fraud, waste, and abuse. Any false, inaccurate, or questionable claims that could be fraud or abuse must be reported immediately to a supervisor, the

Special Investigations Unit, or Corporate Compliance. If fraud or abuse exists, UCare reports the incident to the appropriate government agency.

Timely Claims Payment

Providers who deliver services to our members deserve our best efforts to ensure prompt and accurate payment. UCare strives to pay clean claims within 30 days of receipt and resolve non-clean claims as required by law in a timely manner. We also must pay interest to providers according to federal and state law. Further, we provide clear billing instructions and are accessible to providers who have billing questions.

Delegation and Contract Oversight

Although UCare delegates certain administrative duties to other health care organizations, we are accountable for ensuring that the delegated duties are performed. We also recognize the importance of reasonable contract oversight that is consistent with legal requirements and with the interests of our members and our business. Prior to contracting with or employing an individual or organization, we will determine whether the individual or organization is excluded from participation from federal health care programs or debarred from federal procurement programs. We also follow UCare's contracting, credentialing, and delegation policies and procedures. For more information, see Policy [CCDO21 Delegation Management](#).

WHAT IF?

Q: Something's not matching up in some claims I'm reviewing. I don't see how the member could have received all the services claimed during one visit to the provider. What should I do?

A: When things don't match or seem possible, that's a good time to ask questions because fraud is a possibility.

If you know or suspect that fraudulent claims are being submitted, you are required to report it to your supervisor or the Special Investigations Unit. If you're uncomfortable doing that, you may report to a member of the Corporate Compliance team in person, by email, or anonymously through the Compliance Hotline at 612-676-6525 or 877-826-6847 (toll free).

WHAT IF?

Q: Some coworkers in my department are seeing the transfer of some of our key tasks to a vendor as "out of sight, out of mind." Is it that simple?

A: Overseeing vendor performance is just as important as if we were doing the tasks ourselves. Vendor or delegate oversight starts with building the relationship with the vendor. This means an assessment of the vendor's capabilities to meet or exceed UCare's expectations happens before the vendor starts to take on the tasks. Next, we give the vendor clear expectations about regular monitoring to help ensure we're all on track. Lastly, substandard performance is addressed immediately. Your department is critical to overseeing this process. If you have questions, contact your supervisor or Corporate Compliance.

WHAT IF?

Q: What provider information can I share with coworkers?

A: Just as with Protected Health Information (PHI), only share provider information critical to the task. When sending an e-mail with proprietary provider information (such as peer review information or provider identification numbers) to a coworker, only include the information needed to complete the request. If you're sending to multiple people, send information only to the necessary persons. Also, encrypt an email with sensitive information if you're sending it outside UCare.

Confidentiality of Provider Information

UCare complies with confidentiality requirements in conducting peer reviews of providers. When sharing information about providers outside of UCare, we are factual and sensitive to providers' proprietary interests. Files and records containing provider information are shared only with those employees who need to know the information to perform their work.

Accepting Gifts, Meals, and Entertainment

Employees must not solicit gifts, meals, entertainment, or any gratuity from current or potential business partners.

Accepting gifts, meals, or entertainment offered by current or potential business partners may be appropriate to help develop and strengthen business relationships. However, gifts, meals, entertainment, or any gratuities that are excessive in value, or that may be viewed as potentially affecting an employee's business judgment, must be declined or returned. Employees must take particular care when they are offered gifts, meals, entertainment, or any gratuities

from potential business partners during negotiation of a transaction. Decisions involving business partners must be based only on the value of their goods or services for UCare and our members.

WHAT IF?

Q: Three coworkers and I received an invitation from a vendor to attend a conference at a resort. While it's relevant to our jobs, the main purpose is to learn about other services the vendor could provide for us. The invitation includes travel, lodging, all meals, conference fees, and golf. May we accept?

A: First, discuss the invitation with your supervisor. If you're in the midst of negotiating services from that vendor, you'll want to avoid accepting such an invitation during the negotiation. While an opportunity to strengthen a business relationship, it may be viewed as potentially affecting your business judgment. Can you still objectively evaluate this vendor's performance? You'll also want to consider whether all four accepting the invitation might be seen as excessive. Lastly, if you decide to go, briefing other coworkers on your learning when you return extends the benefit to more than just you.

Gifts If employees are offered or receive a gift, they must disclose it to their supervisor for consideration about whether it is appropriate.

Gifts that are appropriate must be shared with other employees to the extent possible or donated to charitable organizations. This requirement applies to not only gifts from current or potential business partners but gifts from members as well.

Meals If employees have any questions about whether accepting a meal is appropriate, they must consult their supervisor.

Entertainment Before participating in an entertainment event provided by a current or potential business partner, employees must inform their supervisor.

WHAT IF?

Q: I've been helping a member find answers to questions about her coverage. Over time, we've discovered we both really like movies. As a thank you, she surprised me yesterday with a book of movie passes. May I accept them?

A: While the member's gift reflects your excellent customer service, keeping the movie passes might be perceived as inappropriate. After discussing with your supervisor, you'll want to let the member know that while you appreciate her thoughtfulness, you'll be sharing her gift. One option might be to include the book of movie passes in UCare's annual silent auction for charity.

WHAT IF?

Q: I'm sure I won't treat a vendor differently just because I accept an invitation to attend a concert. Isn't that the main concern?

A: No. You'll want to make sure you're working within UCare policy. How will accepting that gift be viewed by others? What will the vendor expect from you in exchange for the gift? Would other vendors think you might overlook substandard performance or hold that vendor less accountable for its performance? Would members or a regulator question your objectivity? We need to avoid the appearance as well as actual improper influence.

E. Doing the Right Thing for Government Agencies

Ethical Business with Government Staff

UCare does not provide government officials or employees with gifts and entertainment in an effort to influence government decision making. Therefore, generally no payment or anything of value may be offered to a state or federal government official or employee. Before an employee provides a government official or employee anything of value, the employee must confirm compliance with applicable federal and state law. In addition, before engaging in discussions with a government official or employee about possible employment at UCare, employees must contact the Human Resources Department for guidance to ensure compliance with conflict of interest laws.

WHAT IF?

Q: I'm part of a team that submits a regular report to a regulatory agency. Data needed for the report from another department or a delegate is always late. That means I either omit that data or submit the report late. I don't have any control over those people so I don't say anything.

A: Whether internal or external recipients, others are counting on your report being both timely and accurate. If you're not getting what you need – whether from coworkers or delegates – to properly complete the report on time, you have a responsibility to ask why not. Even if you're uncomfortable, you must ask a supervisor, someone else in management, or Corporate Compliance.

No False Reporting

Intentionally making a false statement to a government agency is strictly prohibited.

We will make every reasonable effort to report accurate information, including but not limited to encounter data, financial statements, Medicare premium bids, and member status. If employees discover that they reported inaccurate information, they must contact their supervisor or the Corporate Compliance Director for consultation about how to correct the inaccuracy. We do not knowingly make any false statements, verbal or written, to government agencies. We expect compliance with federal and state False Claims laws as they may apply to UCare.

Government Investigations

UCare complies with subpoenas and cooperates with governmental investigations as required by law. If a government investigator contacts an employee, the Corporate Compliance Director or the General Counsel must be contacted immediately. Employees should never attempt to obstruct a government investigation or audit by

lying, making misleading statements, or destroying or altering documents. Under all circumstances, employees must tell the truth to government agents.

Medicare Part D Antifraud Efforts

UCare collaborates with all government agencies, including the Medicare Drug Integrity Contractor (MEDIC), to perform specific program integrity functions for the Medicare Part D Program. We maintain a comprehensive plan to detect and prevent fraud, waste and abuse. Any employee with information on potential violations of federal and/or state criminal, civil,

and administrative laws, rules, and regulations should refer this information to the Special Investigations Unit or the Corporate Compliance Director who will refer, as appropriate, to the MEDIC for further investigation.

WHAT IF?

Q: I'm part of a group implementing a new process. I don't agree with the director's approach to one of the regulatory requirements. When I asked why we're building the process the way we are, I was told not to worry about it, but I do.

A: Asking why you're doing something the way you are is a good idea. If you don't receive an answer that explains why or if you're concerned about the approach, contact another person in management or Corporate Compliance. If you'd rather remain anonymous, you can call the Compliance Hotline at 612-676-6525 or 877-826-6847 (toll free).

F. Code of Conduct Enforcement

UCare expects that our employees and contractors uphold UCare's mission and values and "do the right thing" in their work for UCare. Please use this Code of Conduct and other resources made available to you by UCare to help you make the right decisions.

A violation of the standards described in this Code of Conduct or any UCare policy can result in disciplinary action, up to and including dismissal from employment or termination of your contract. Disciplinary action taken by UCare to uphold our Code of Conduct will be imposed consistently across the organization and in a fair and equitable manner as described in the [UCare Employee Handbook](#) and the [UCare Supervisor Resource Manual](#).

G. Raising a Compliance Issue

Questions and Answers

If I am aware of a situation at UCare that may be against the law or against this Code of Conduct, what should I do?

You must bring the issue to the attention of your supervisor as soon as possible after learning about the issue. If you believe reporting the issue to your supervisor will not help address the issue, your first contact must be Corporate Compliance. If you are not comfortable sharing the issue with your supervisor or the Corporate Compliance Director, you must raise the issue with another director.

It is critical that you share the issue with management. If you want to report the situation without giving your name, use the Compliance Voicemail Box at 612-676-6525 or 877-826-6847 (toll free). Reporting a compliance violation is a condition of your employment at UCare. Failure to report could result in disciplinary action, up to and including termination of employment.

What if I am unsure whether the situation involves a compliance problem?

No question is a “silly” question. In this era of complex health care regulations, we all must ask as many questions as we need to ensure that the highest quality of care and service is provided. It is always best to ask your supervisor or the Corporate Compliance Director if you are not sure whether the issue is a compliance problem. Indeed, asking questions to make sure your work meets compliance requirements is a critical part of an effective compliance program. Even the toughest compliance problems can be avoided or resolved if employees proactively seek help.

How do I raise a compliance issue?

How you raise the issue is less important than making sure you raise it. You can raise a compliance issue without giving your name. You can leave a voicemail at the Compliance Voicemail Box by dialing 612-676-6525 or 877-826-6847 (toll free); it is checked daily by Corporate Compliance. Talking with your supervisor or Corporate Compliance is the most obvious way to raise a compliance issue. However, any reasonable method is encouraged, including sending an e-mail, voicemail, or a written note.

What do I do if someone reports a potential compliance issue to me?

If you are a supervisor, manager, director, senior manager, or Human Resources staff person, you may receive reports of possible misconduct. If you do, you must take immediate action. Identify and consider who could be affected, such as employees, members, providers, regulators, or others important to UCare's business. You'll want to choose action based on the type of alleged misconduct. You'll also want to immediately alert Corporate Compliance to help decide on an appropriate action plan to stop any illegal or unethical conduct.

If I raise a compliance issue, is my involvement confidential?

Corporate Compliance makes every effort to limit sharing information about the compliance issue – including the identity of the person raising the issue – to those who need to know about the information to address the issue. However, some compliance issues require sharing information among people within the company to ensure they are effectively resolved.

WHAT IF?

Q: I think I might have a couple examples of suspected fraud. I'm worried about reporting the examples. If I'm wrong, it could get me or someone else in trouble.

A: Reporting is always the right thing; in fact, you must do so. If you make the report in good faith, you won't be reprimanded for making a report that proves unfounded. Corporate Compliance carefully and objectively investigates any alleged wrongdoing. Talk to your supervisor or you can contact Corporate Compliance if you are uncomfortable doing that.

Can my supervisor or anyone else take action against me for raising a compliance issue?

No. UCare policy prohibits retaliation against someone for raising a compliance issue. If retaliation occurs, immediately inform the Corporate Compliance Director. You may be disciplined for your involvement in the compliance violation, but not for raising the issue. Any person who retaliates against someone for raising a compliance issue is subject to disciplinary action. In addition, any coworker who deliberately makes a false accusation with the purpose of harming or retaliating against another coworker is subject to disciplinary action.

What happens after I raise a compliance issue?

In most cases, your supervisor and the Corporate Compliance Director – often with important support from the Government Relations Department – will gather additional information to determine whether the issue is a compliance problem.

All allegations will be thoroughly investigated in an impartial manner and verified before any action is taken. The Corporate Compliance Director respects and protects the rights of all personnel, including anyone who is the subject of a compliance complaint.

What happens when a compliance issue is found?

If a compliance issue is found, UCare takes corrective action to resolve the problem. Corrective actions may include: training; discipline, including but not limited to warnings, suspensions or dismissal; revised procedures; and improved business processes. All employees are expected to cooperate with investigation efforts. If the violation involves a subcontractor, UCare will take appropriate action under the contract, which may include termination of the contract. In addition, it may be necessary to report potential violations of laws and regulations to government agencies, or their designees, such as the MEDIC. Because a violation may involve government penalties, employees also could be subject to fines and criminal action.

Where do I find more information about policies?

Our policies can be found on the UCare Intranet. If you have any questions or need help finding a policy, contact your supervisor or Corporate Compliance.

COMPLIANCE VOICEMAIL BOX: 612-676-6525
TOLL FREE COMPLIANCE VOICEMAIL BOX: 1-877-826-6847
OPERATIONAL 24 HOURS A DAY, SEVEN DAYS A WEEK

Remember: UCare expects this Code of Conduct to guide your work **every day**. Refer to this Code of Conduct whenever necessary. Be familiar with its policies and procedures.

When you're unsure, asking these questions may help you maintain personal integrity and the best interests of UCare.

- Is my action consistent with UCare values?
- Will my decision compromise any of UCare's commitments to employees, members, providers, community partners, or regulators?
- Does my action support UCare policies and procedures?
- Will my decision impact UCare's or my personal reputation?
- Am I putting UCare or me in a compromised position?