

Compliance Policy

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[Compliance Program Guidance \(with Addendums A and B\)](#)
[Compliance Program Requirements Frequently Asked Questions](#)
[Self-Disclosure Submission Requirements and Instructions](#)

Compliance Officer

CCMP has a designated Compliance Officer (CO) who is vested with responsibility for the day-to-day activities of the compliance program.

1. The CO is accountable to the Chief Executive Officer and has access to the CCMP Board of Governors.
2. The CCMP Board of Governors, CEO, and compliance committee receive quarterly reports from the CO on the progress of adopting, implementing, and maintaining the compliance program.
3. The CO's primary responsibilities include:
 - 3.1. Overseeing and monitoring the adoption, implementation and maintenance of the compliance program and evaluating its effectiveness.
 - 3.2. Drafting, implementing, and updating no less frequently than annually or, as otherwise necessary, to conform to changes to Federal and State laws, rule, regulations, policies and standards, a compliance work plan which shall outline the required provider's proposed strategy for meeting the OMIG compliance program requirements.
 - 3.3. Reviewing and revising the policies and procedures and standards of conduct, to incorporate changes based on CCMP's organizational experience and promptly incorporate changes to Federal and State laws, rules, regulations, policies and standards.
 - 3.4. Reporting directly, on a regular basis, but no less frequently than quarterly, to CCMP's Board of Governors, chief executive, and compliance committee on the progress of adopting, implementing, and maintaining the compliance program.
 - 3.5. Assisting CCMP in establishing methods to improve CCMP's efficiency, quality of services, and reducing CCMP's vulnerability to fraud, waste and abuse.
 - 3.6. Investigating and independently acting on matters related to the compliance program, including designing and coordinating internal investigations and documenting, reporting, coordinating, and pursuing any resulting corrective action with all internal departments, contractors and the State.
4. The CCMP CO has the following other duties:
 - Oversight of the CCMP Quality Management Program (QMP) for HHSA and HHSC
 - Hiring, training, and ongoing supervision of the CCMP Quality Improvement Specialists (QIS's)
 - Oversight of new CMA Onboarding, and CMA Program Closures
 - State policy analysis and advocacy
 - Contributing to improvements with data collection, analysis, and sharing.

The CEO assesses whether the other duties hinder the CO in carrying out their primary compliance responsibilities, and whether the CO is able to satisfactorily perform their responsibilities during the annual compliance program effectiveness review, or whenever the CO's duties change.

5. CCMP has assessed that the CO has been allocated sufficient staff and resources to satisfactorily perform their responsibilities for the day-to-day operation of the compliance program. This is reassessed during the annual compliance program effectiveness review.
6. The CCMP CO is not subordinate to the provider's general counsel or financial officer.

Compliance Committee

The CCMP Compliance Committee meets quarterly, and reports to the CEO and the Board of Governors.

The Compliance Committee is chaired by the CO. Members are the Chief Operating Officer (COO), Senior Quality Improvement Specialist (QIS), and the Administrative Coordinator.

The Compliance Committee ensures that all Affected Individuals complete compliance training and education during orientation and annually, along with other duties outlined in the Compliance Committee Charter..

CCMP Compliance Committee Charter

Authority:

The Committee will be called the CCMP Compliance Committee. It is authorized by the Community Care Management Partners (CCMP) Board of Governors.

Purpose:

The committee is responsible for providing oversight and governance of compliance related matters, supporting the Compliance Officer in the development, implementation, monitoring, and maintenances of the CCMP compliance program and generally assisting the Compliance Officer in carrying out their duties and responsibilities. The Compliance Committee reports directly and is accountable to CCMP's Chief Executive Officer and Board of Governors.

Membership

The Compliance Committee is chaired by the Compliance Officer or designee. Additional composition includes:

- CCMP staff including but not limited to the Chief Executive Officer, Quality, and Operations staff.
- Representative(s) of the CCMP Board of Governors.

Appointment and Term; Authority

The Chair of the Compliance Committee may modify the Compliance Committee membership based on the matter pending before the Committee as necessary to address the needs of the Company upon notice and approval by the Company's Board of Governors.

The Compliance Committee will have the authority to review all Company documents and other information, and interview any company personnel, as necessary to discharge its duties and responsibilities.

Compliance Committee Duties; Meetings.

1. The purpose of the Compliance Committee meetings shall be, among other responsibilities, to discuss compliance issues, , review compliance policies, review developments in law (including Department of Health, Office of Mental Health, Office of the Medicaid Inspector General, and Medicaid standards and regulations), ensure that all Affected Individuals complete compliance training and education during orientation and annually, develop work plans, advise on corrective action plan implementation and disciplinary actions, and assign responsibilities for meeting Compliance Program requirements.
2. The Compliance Committee duties will include support of the Compliance Officer in:
 - 1.1. Understanding the regulatory environment in which CCMP operates, as well as the legal requirements with which the company must comply and risk areas specific to CCMP's programs.
 - 1.2. Developing and revising documents for the Compliance Program, including compliance policies that address specific risk areas, to ensure that they are current, accurate, and complete.

- 1.3. Ensuring that the training topics covered in the Compliance Training Policy are timely completed.
 - 1.4. Recommending and monitoring internal and external reviews, as well as audits and investigations, for the purpose of identifying compliance concerns within the Company and implementing corrective and preventive actions.
 - 1.5. Recommending and monitoring, in conjunction with the relevant departments, the development of internal systems and controls to carry out CCMP's Compliance Program.
 - 1.6. Developing the appropriate strategy and approach to promote compliance with Compliance Program standards and implementing tools to facilitate the detection of any potential violations, such as hotlines and fraud reporting mechanisms.
 - 1.7. Ensuring that CCMP has effective systems and processes in place to identify compliance program risks, overpayments and other issues, and effective policies and procedures for correcting and reporting such issues
 - 1.8. At least annually updating CCMP's Board of Governors on Compliance Committee activities, recommendations and any other work product produced by the Compliance Committee, either through collective report or representation by the Compliance Officer.
 - 1.9. Advocating for adoption and implementation of required modifications to the compliance program.
2. The Compliance Officer shall arrange Compliance Committee meetings as necessary to meet CCMP's compliance needs, but in any event, the Compliance Committee shall meet no less than quarterly each year.
 3. Compliance Committee Member Responsibility. Each member of the Compliance Committee will be responsible for:
 - 1.1. Reviewing the Compliance Committee meeting agenda and all associated documents in advance of the Compliance Committee meeting. The agenda will be prepared in advance by the Compliance Officer and submitted to the Compliance Committee electronically.
 - 1.2. Attending the Compliance Committee meetings and being prepared to discuss the agenda items based on their area of expertise.
 - 1.3. Attending ad hoc meetings called by the Compliance Officer to address issues requiring immediate attention.
 4. Confidentiality. Compliance Committee members shall treat information presented or distributed in connection with Compliance Committee business as confidential and shall refrain from discussing any matter related to the Compliance Committee outside of the established process or using information obtained in their capacity as Compliance Committee members other than for the purpose for which that information was originally collected.

Standing Agenda Items

- Quarterly Audits done by CMAs
- External Audits done by CCMP

- Compliance Trainings
- Compliance Issues (New, Continuing, and Closed)

Documentation

The Compliance Committee must prepare and maintain confidential minutes for each Compliance Committee meeting. The minutes shall, at a minimum, include: the date, time and location(s) of meeting; a list of attendees; a summary of the issues discussed, and a summary of any decisions made.

CCMP's Risk Areas, Organizational Expertise, and Affected Individuals

CCMP is a New York State Health Home, that provides oversight and support to a network of 50+ Care Management Agencies (CMAs). CCMP provides training on state policies, auditing of charts, referrals, and an electronic health record for both documentation and billing.

CCMP's risk areas are primarily located in the CMA Network.

CMA's have direct oversight over their employees, who perform care management for members enrolled in the CCMP Health Home.

CMA Risk Areas:

- Determining member eligibility for services
- Completing member assessments and plans of care
- Billing for monthly core services

In addition, there are general risk areas that apply to CCMP staff and CMAs:

- Unauthorized disclosure of PHI/PII

The individuals who are affected by CCMP's Risk Areas ("Affected Individuals") are CMA staff, CCMP staff, and the CCMP Board of Governors.

CCMP's Organizational Expertise is in the provision of training, billing, and quality oversight of Care Management services.

CCMP Code of Conduct

CCMP is committed to ethical and responsible conduct as the fundamental guiding principle for its Affected Individuals who act on its behalf. The Code of Conduct distills the basic principles and expectations of behavior for CCMP's Affected Individuals.

1. All CCMP staff receive a copy of the Code of Conduct at the time of hire.
2. All members of the CCMP Board of Governors receive a copy of the Code of Conduct when appointed to the Board.
3. The Code of Conduct is included in the Compliance Program Training in TalentLMS and is posted on the CCMP website.

Compliance with Legal and Institutional Requirements

We must abide by the letter, as well as the spirit, of all applicable laws, regulations and institutional policies.

Adherence to Ethical Standards

We must adhere to the highest ethical standards of conduct in all activities.

Respect for Members

All members are entitled to equal access to care and to be treated with care and respect. In addition, we must respect the privacy of members and comply fully with special confidentiality rules.

Respect for One Another

We are all entitled to be treated fairly and respectfully. Discrimination and harassment based on race, color, religion, national origin, age, gender, marital status, military status, disability, citizenship, genetic predisposition, spousal abuse or any other characteristic protected by law are strictly prohibited.

Maintenance of Accurate Records and Documents

All records, documents and reports must be accurate, complete and in compliance with

institutional and governmental requirements. All bills for services must be based on the services actually provided, medically necessary and supported by the required documentation.

Avoidance of Conflicts of Interest

We must discharge our duties and responsibilities in the best interests of our institution and may not use our position (or confidential information gained therefrom) for personal advantage. We must comply fully with the CCMP policies on Conflicts of Interest.

Adherence to Proper Business Practices

We must conduct our business activities on the basis of fair competitive practices. All purchases of services and supplies must be from qualified and reliable sources based upon objective factors and may not personally benefit employees.

Reporting of Violations

Affected Individuals are required to come forward with any information regarding an actual or possible violation of our Code of Conduct or institutional policy and cooperate fully in the investigation of any alleged violation.

False Claims and Prevention of Fraud, Waste, and Abuse

In order to comply with the requirements of the Federal Deficit Reduction Act of 2005, 18 NYCRR Part 521 SubPart 521-1 regarding federal and state false claims laws, CCMP requires all Affected Individuals to assist in the prevention and detection of any fraud, waste, and abuse, and ensures that all reports are investigated and otherwise handled in an appropriate manner. CCMP prohibits the submission of a false claim for payment from a federal or state funded health care program. The submission of a false claim violates federal and state law, may result in significant administrative and civil penalties under the federal False Claims Act and/or New York State False Claims Act, and may also violate federal and state criminal laws.

DEFINITIONS:

Fraud means any type of intentional deception carried out or misrepresentation made by a person with the knowledge that the deception or misrepresentation could result in the receipt of an unauthorized benefit by such person, organization or another individual or entity.

Waste is the inappropriate utilization and/or inefficient use of resources; the overutilization of services, or other practices that, directly or indirectly, result in unnecessary costs to the Medicaid program.

Abuse means activities that are inconsistent with sound fiscal, business or medical practices and result in (i) an unnecessary cost to the state or federal government or any organization or the Health Home or (ii) the reimbursement of services that are not medically necessary or fail to meet professionally recognized standards for health care.

False Claim may refer to false claims for payment, false documentation that supports a claim for payment, false documentation related to money owed to the government, retained overpayments, and/or concealment of information in order to improperly avoid or decrease money owed to the government. It generally requires knowledge of the false claim.

False Claims Laws

One of the primary purposes of false claims laws is to combat fraud and abuse in government health care programs. False claims laws do this by making it possible for the government to bring civil actions to recover damages and penalties when healthcare providers submit false claims. These laws often permit qui tam suits as well, which are lawsuits brought by lay people, typically employees or former employees of healthcare facilities that submit false claims. There is a federal False Claims Act. New York has adopted a similar false claims act that contains qui tam and whistleblower protection provisions that are similar to those found in the federal False Claims Act. Additionally, New York has adopted a generally applicable Medicaid antifraud statute that is intended to prevent the submission of false and fraudulent claims to the New York Medicaid program.

FEDERAL FALSE CLAIMS LAWS

Under the federal False Claims Act, any person or entity that knowingly submits a false or fraudulent

claim for payment of United States Government funds, or knowingly retains an overpayment of such funds more than 60 days, is liable for significant penalties and fines. The fines include a penalty of up to three times the Government's damages, civil penalties ranging from \$10,957 to \$21,916 per false claim, as adjusted by the Federal Civil Penalties Inflation Adjustment Act of 1990, plus the costs of the civil action against the entity that submitted the false claims. Generally, the federal False Claims Act applies to any federally funded program. The federal False Claims Act applies, for example, to claims submitted by healthcare providers to Medicare or Medicaid.

One of the unique aspects of the federal False Claims Act is the "qui tam" provision, commonly referred to as the "whistleblower" provision. This provision allows a private person with knowledge of a false claim to bring a civil action on behalf of the United States Government to recover the funds paid by the Government as a result of the false claim. If the suit is ultimately successful, the whistleblower who initially brought the suit may be awarded a percentage of the funds recovered. In addition, the United States Government may elect to join the qui tam suit. In this case, if the suit is successful, the percentage of the funds awarded to the whistleblower is lower because the Government will take over the expenses of the suit.

However, regardless of whether the Government participates in the lawsuit, the court may reduce the whistleblower's share of the proceeds if the court finds that the whistleblower planned and initiated the false claim violation. Further, if the whistleblower is convicted of criminal conduct related to their role in the false claim, the whistleblower will be dismissed from the civil action without receiving any portion of the proceeds.

The federal False Claims Act also contains a provision that protects a whistleblower from retaliation by his or her employer. This applies to any employee who is discharged, demoted, suspended, threatened, harassed, or discriminated against in his or her employment as a result of the employee's lawful acts in furtherance of a false claims action. The whistleblower may bring an action in the appropriate federal district court and is entitled to reinstatement with the same seniority status, two times the amount of back pay, interest on the back pay, and compensation for any special damages as a result of the discrimination such as litigation costs and reasonable attorney's fees.

A similar federal law is the Program Fraud Civil Remedies Act of 1986 (the "PFCRA"). It provides administrative remedies for knowingly submitting false claims and statements. A false claim or statement includes submitting a claim or making a written statement that is for services that were not provided, or that asserts a material fact that is false, or that omits a material fact. A violation of the PFCRA results in a maximum civil penalty of \$5,000 per claim plus an assessment of up to twice the amount of each false or fraudulent claim.

NEW YORK FALSE CLAIMS ACT

The New York False Claims Act (the "NYFCA") makes it unlawful for any person to: (1) knowingly present, or cause to be presented, a false or fraudulent claim for payment or approval; (2) knowingly make, use, or cause to be made or used, a false record or statement material to a false or fraudulent

claim; (3) knowingly make, use, or cause to be made or used, a false record or statement material to an obligation to pay or transmit money or property to a government entity, or knowingly conceal or knowingly and improperly avoid or decrease an obligation to pay or transmit money or property to a government entity; or (4) conspire to commit one or more of the above listed violations. See N.Y. State Fin. Law § 189.

A violator of the NYFCA will be liable to the State for three times the amount of damages sustained by the State and attributable to the violator, plus a civil penalty of at least \$6,000 but no more than \$12,000. Certain liabilities may be reduced if the violator furnishes the New York Attorney General with all information known to the violator within thirty (30) days of receiving such information, provided that the violator does not have knowledge of an investigation at the time the violator furnishes such information. See N.Y. State Fin. Law § 189.

The New York Attorney General investigates suspected violations of the NYFCA and may bring a civil action against a person that has violated the NYFCA. An individual may also bring a private civil action on behalf of the individual and the State, and in the event that the qui tam action is successful, the individual bringing the civil action may be awarded a percentage of the funds recovered. See N.Y. State Fin. Law § 190.

The NYFCA contains an employee protection provision that prohibits an employer from discharging, demoting, suspending, threatening, harassing, or otherwise discriminating against an employee, contractor, or agent for lawfully disclosing information regarding a false claims action against the employer. An employer who violates the employee protection provision is liable to the affected employee, contractor, or agent for all relief necessary to make such person whole, including reinstatement with the same seniority status as if the discrimination had not occurred, twice the amount of back pay, interest on the back pay and compensation for any special damages sustained as a result of the discrimination, including litigation costs and reasonable attorney's fees. See N.Y. State Fin. Law § 191.

Additionally, New York law contains an employee protection provision that prohibits an employer from taking any retaliatory action against an employee because such employee (1) discloses or threatens to disclose any activity, policy or practice of the employer that the employee reasonably believes health care fraud; or (2) provides information to a public body regarding, or objects to participate in, any activity, policy or practice of the employer that the employee reasonably believes is in violation of a federal or state law, rule, or regulation. Retaliatory action includes discharging, disciplining, or otherwise taking an adverse action against such employee. An employer who violates this employee protection provision may be liable to the affected employee for reinstatement, restoration of benefits, back pay and reasonable costs and attorney's fees. Such employer may also be subject to a civil penalty of up to \$10,000. See N.Y. Lab. Law § 740.

NEW YORK MEDICAID ANTIFRAUD STATUTE

New York's medical assistance antifraud laws prohibit certain fraudulent activities in connection with

certain New York health care benefit programs, including New York's Medicaid program. Under New York law, it is unlawful for any person to knowingly, by means of a false statement or representation, by deliberate concealment of any material fact, or by other fraudulent scheme or device on behalf of himself or others, attempt to obtain payment from public funds for services or supplies furnished under New York's Medicaid program. A statement or representation includes any claim for payment made to the State, a political subdivision of the State, or an entity performing services under contract to the State, or any acknowledgment, certification, claim, ratification or report of data which serves as the basis for a claim or a rate of payment. See N.Y. Soc. Serv. Law § 145-b.

A violator may be subject to civil damages equal to three times the amount by which any figure is falsely overstated or, in the case of non-monetary false statements or representations, three times the amount of damages which the State, political subdivision of the State, or entity performing services under contract to the State or political subdivision of the State sustain as a result of the violation or \$5,000, whichever is greater. See N.Y. Soc. Serv. Law § 145-b.

Additionally, under New York law, any person who, with intent to defraud, presents for allowance or payment any false or fraudulent claim for furnishing services or merchandise, or knowingly submits false information for the purpose of obtaining greater compensation than that to which he or she is legally entitled, or knowingly submits false information for the purpose of obtaining authorization for furnishing services or merchandise under New York's Medicaid program is guilty of a criminal offense punishable by fines and imprisonment. See N.Y. Soc. Serv. Law § 366-b.

Reporting and Self Disclosure

1. Reports of potential issues of non-compliance and fraud, waste, abuse, and criminal activity should be directed to the following:
 - Manager or supervisor (CCMP staff only)
 - Management has an open-door policy that encourages and supports open communication and discussion of any concern regarding non-compliance, fraud, waste, abuse, and/or criminal activity. Personnel may consult with their managers or supervisors about any questions regarding operational compliance.
 - Management will respond to any inquiry and are required to promptly report any compliance concern, no matter how small, to the Compliance Officer.
 - CCMP Compliance Program
 - Compliance Officer: Compliance Officer: Ana Tabachneck, 212-609-1838, ana.tabachneck@CCMPHealthHome.org
 - Compliance Hotline: English 844-970-0008 or Spanish 800-216-1288 FULLY ANONYMOUS
 - Compliance Website: www.lighthouse-services.com/ccmphealthhome FULLY ANONYMOUS
2. All compliance issues or concerns, including the identity of the reporting personnel, will be kept confidential, consistent with applicable law and the need to investigate the issues raised.

3. Affected Individuals may report compliance issues or concerns anonymously if they wish through the Compliance Hotline or Compliance Website, which are available 24 hours a day, 7 days a week. However, Affected Individuals are encouraged to identify themselves when making reports so that an investigation can be conducted with a full factual background. CCMP is committed to a strict anti-retaliation and anti-intimidation policy.
4. Affected Individuals are encouraged to provide as much information as possible regarding the question or concern of potential non-compliance, fraud, waste, abuse, or criminal activity. Information that will be helpful in an investigation includes the following:
 - The entity or entities engaged in the alleged activity.
 - The activity that the reporter is concerned is non-compliant, fraudulent, wasteful, abusive, or criminal.
 - Date(s) on which the activity occurred
 - Date(s) the reporting individual(s) discovered the potential issue
 - Departments and other identifying information regarding where the activity has occurred
 - Other individuals to whom this concern was reported and when
 - Other individuals who might be able to give further information
5. Any Affected Individual who reports an issue will be protected from retaliation or discipline. Affected Individuals reporting concerns or suspicious activity will retain “whistleblower” protections under the law.
6. Affected Individuals also can take their concerns to the appropriate government agency. CCMP encourages Affected Individuals to first report information to CCMP to conduct a thorough investigation and take prompt corrective action.

Office of the Medicaid Inspector General

To file a complaint with OMIG, please access the following link

<http://www.omig.ny.gov/index.php/fraud/file-an-allegation>

Office for Civil Rights

To file a complaint with OCR please access the following link

<http://www.hhs.gov/ocr/office/file/index.html>

Office of Inspector General

To file a complaint with the OIG, please access the following link

<https://forms.oig.hhs.gov/hotlineoperations/>

7. Because the failure to report suspected concerns or act against violations can be perceived as acceptance of non-compliance, fraud, waste, abuse, or criminal activity, it is the policy of CCMP that the failure to report a violation may result in disciplinary action against any individual who fails to report or could result in the termination of the employment or contractor relationship.

Compliance Investigations and Corrective Actions

1. It is CCMP policy to promptly investigate compliance reports and any suspicious activity uncovered during periodic process audits and, as appropriate, develop and implement corrective action plans to remediate the issue.
2. The CCMP Compliance Officer is responsible for reviewing all reports, regardless of the method by which the report comes to the attention of the Compliance Program. Each report will be logged in the appropriate location, e.g. Lighthouse.
3. If the initial review of the report reveals a potential instance of non-compliance, fraud, waste, abuse, or criminal activity or a potential violation of the CCMP Code of Conduct or other applicable policies and procedures, the Compliance Officer will fully investigate the report.
 - 3.1. With reports made by CMA's, the CMA may have already started an investigation, which CCMP Compliance Officer will review.
4. The Compliance Officer will involve the Chief Executive Officer, the Board of Governors, and legal counsel as appropriate. Internal or outside counsel, auditors, or health care experts may be engaged to assist in an investigation and analysis of potential liability as is necessary and appropriate.
 - 4.1. If legal counsel determines that legal privileges apply, the investigation will be conducted at the direction of legal counsel and will follow any procedures legal counsel determines necessary to protect the privilege.
5. The investigation will include research of the applicable law, regulation, sub-regulatory guidance, policies and procedures, and interviews with appropriate personnel to determine the scope of the compliance concern that is the subject of the report. In accordance with the CCMP Code of Conduct, Affected Individuals are expected to cooperate and to produce requested information and documents in a timely manner.
6. If there is an indication that CCMP received an overpayment, the Compliance Officer, in consultation with the Chief Executive Officer and legal counsel, will investigate the allegations and underlying facts, quantify the potential overpayment amount, and ensure that any errors are corrected, and refunds are made to the appropriate payors in the required timeframes. For Medicaid overpayments, CCMP will follow the requirements and timeframes for [Abbreviated and Full Self-Disclosures](#), as applicable.
7. If during an investigation, the Compliance Officer determines that CCMP staff should be temporarily relieved of job responsibilities during the investigation, the Compliance Officer will notify the Chief Executive Officer who will consult with the Board of Governors to decide regarding any change in job responsibilities, administrative leave, or suspension.
8. Likewise, if the Compliance Officer determines that CCMP needs to suspend or terminate their relationship, either in full or in part, with any CMA or outside vendor during the investigation, that the

Chief Executive Officer and Board of Governors will be notified.

8.1. Any such suspensions or terminations will be done in accordance with the terms of the applicable contracts.

9. When the investigation is complete, depending on the outcome, the Chief Executive Officer will consult with the Board of Governors to determine whether the CCMP Staff, CMA, or outside vendor relationship will return to its previous status.
10. Confidential documentation regarding each report will be maintained, inclusive of but not limited to:
 - Documentation of the report
 - Description of how/when the report was opened, investigated, and closed
 - Copies of interview notes
 - Copies of key documents
 - A list of witnesses interviewed
 - A list of documents reviewed
 - Results of the investigation
 - Corrective Action Plans for substantiated reports
 - Notification to government agencies and payors
 - Proof of overpayment returns
11. The destruction of documents or other evidence related to an investigation is prohibited.
12. Any Corrective Action Plan must be designed to ensure that the violation or problem does not reoccur, or to reduce the likelihood that it will reoccur, and be based on a root cause analysis. Additionally, the CAP should include, whenever possible, a review of the effectiveness of corrective action following its implementation. If a follow-up review establishes that the Corrective Action Plan has not been effective, then additional or new corrective actions must be implemented. Corrective actions are always documented and may include, but are not limited to, the following:
 - Creating new compliance, business or billing procedures, or modifying and improving existing procedures, to ensure that similar errors will not reoccur.
 - Informing and discussing with the offending Affected Individual(s) both the violation and how it should be avoided in the future.
 - Providing remedial education and training to ensure that Affected Individual(s) understand the applicable rules, regulations, policies, and/or procedures.
 - Conducting follow-up review to ensure that any corrective action instituted has been effective and that the problem is not recurring.
 - Refunding the proper payer any and all overpayments that have been identified or reconciling any payment reported.
 - Recouping from the provider of service.
 - Disciplining the offending Affected Individual(s) as appropriate.
 - Making a voluntary disclosure to an appropriate government agency as appropriate.

13. The Compliance Officer must maintain documentation regarding each Corrective Action Plan including the Affected Individual(s) responsible, the dates for implementation and completion of corrective actions, any disciplinary action taken, and the results of monitoring activity. The Corrective Action Plan completion date will be indicated in the appropriate log once all activities have been completed. The Compliance Officer will also ensure that, where appropriate, the existence, implementation, and effectiveness of Corrective Action Plans are reported to the Chief Executive Officer and the Board of Governors.

Auditing and Monitoring

CCMP has a system for the routine monitoring and identification of compliance risks. CCMP staff and CMAs conduct routine audits of charts and billing records, and CCMP is also subject to regular external audits. The audits evaluate CCMP's compliance program efficacy, and its adherence to Medicaid billing requirements.

Internal Audits:

- CCMP audits its CMAs annually, with a comprehensive Site Visit
 - Smaller CMAs may have Growth Check-Ins until they have enough members to support a full Site Visit
 - Larger CMAs may have more frequent auditing
- CCMP CMA's audit themselves regularly and submit a sample of their audits to CCMP quarterly for review.
- CCMP Data Team runs reports monthly on all aspects of the program to identify any outliers that may indicate a compliance issue.
- CCMP's Electronic Health Record, FCM, runs reports monthly that surface any unusual patterns of billing or voiding, that could indicate a compliance issue.

External Audits:

- Garfunkel Wilde Annual Financial Audit (includes audit of compliance issues)

Auditing and CCMP Risk Areas:

The internal and external audits are designed to cover CCMP's Identified Risk Areas, such as eligibility (consent, Medicaid, qualifying conditions, and appropriateness), care planning, assessments, unauthorized disclosures of PHI, and billing for services.

If audit results identify new risk areas, the compliance program and compliance work plan are updated.

The design, implementation, and results of all audits are documented, and the results shared with the compliance committee and board of governors.

If audit results identify any overpayments, they are reported, returned, and explained in accordance with the [False Claims and Prevention of Fraud, Waste, and Abuse](#) section of this policy, including any necessary corrective actions.

Annual Reviews

CCMP reviews the effectiveness of the Compliance Program annually, to determine if all requirements have been met, and if any revisions or corrective actions are required.

The review is done by the compliance committee, and may include on-site visits, interviews with affected individuals, review of records, surveys, audits, etc.

The results of annual compliance program reviews are shared with the chief executive, senior management, compliance committee and the governing body.

Excluded Providers

CCMP, its network CMAs, and outside vendors, are required to confirm the identity and determine the exclusion status of all staff working with its members. This is inclusive of direct and indirect service provision, billing, and oversight of services billed to Medicaid and Managed Care Organizations.

This is done through a review of the following State and Federal databases at least every thirty (30) days:

- (a) New York State Office of the Medicaid Inspector General Exclusion List.
- (b) Health and Human Services Office of Inspector General's List of Excluded Individuals and Entities;
- and

Proof of monthly exclusion screening may be requested at any time and must be shared promptly with CCMP.

Monthly checks of CCMP staff are run by the CEO or their designee and tracked in a spreadsheet.

Annual Attestations

CCMP's Affected Individuals complete annual attestations that cover:

1. Receipt of the CCMP Compliance Policy
2. Completion of annual training requirements
3. Receipt of CCMP Policy Manual (CMA's Only)

Disciplinary Guidelines

Policy:

CCMP ensures that corrective action and disciplinary measures are enacted in a consistent manner for all of CCMP's Affected Individuals. Corrections to unacceptable behavior may be addressed under these guidelines or under other CCMP policies depending on the nature of the conduct and the extent of correction needed.

All Affected Individuals are expected to be aware of and comply with governing laws and regulations, as well as the Compliance Program, CCMP's Code of Conduct, and any other applicable policies and procedures. Adherence to these rules ensures the wellbeing of members, employees, and the organization's business operations. Failure to comply with these rules or other instances of unacceptable behavior will result in corrective action and/or disciplinary measures.

Procedure:

1. Engaging in any of the following actions is a violation of CCMP's Compliance Program standards and will result in the imposition of appropriate disciplinary sanctions:
 - Authorizing, encouraging, directing, facilitating, permitting, or participating in non-compliant behavior, including but not limited to, actions that violate federal and/or state laws and regulations, the Code of Conduct, the Compliance Program, or other CCMP compliance-related policies and procedures.
 - Failing to report a violation, or suspected violation, or federal and/or state laws and regulations, the Code of Conduct, the Compliance Program, or other CCMP compliance-related policies and procedures.
 - Failing to detect and report a compliance violation by a violator's supervisor(s), if such failure reflects inadequate supervision or lack of oversight.
 - Refusing to cooperate in the investigation of a potential violation or issue.
 - Assisting in, participating in, facilitating or ignoring a breach of the Compliance Program.
 - Failing to produce a Corrective Action Plan in a timely manner as requested by the Compliance Officer.
 - Failing to notify the Compliance Officer when Corrective Action Plan deadlines and requirements are not met.
 - Assisting in, participating in, facilitating or ignoring fraud, waste, or abuse issue relevant to our payers, businesses, services, or operations.
 - Retaliating against or intimidating anyone who in good faith participates in the Compliance Program.
 - Engaging in other illegal or inappropriate conduct.
2. Affected Individuals, including management, are required to report any actions they think may be unlawful or that otherwise violate the CCMP Compliance Policy Set and/or the Code of Conduct to the Compliance Officer no later than forty-eight (48) hours after discovery of the event.

3. CCMP's Compliance Officer will investigate all credible allegations of misconduct. All Affected Individuals are required to cooperate in investigations. When a report is received, the Compliance Officer will determine the nature of the report, coordinate the investigation, and coordinate with legal counsel as appropriate.
4. If an investigation determines that a Compliance Program standard has been violated, disciplinary sanctions will be promptly imposed. It is important that any discipline imposed is applied in an impartial, consistent, and equitable basis. In determining disciplinary action for non-compliance or unlawful activity, Affected Individuals are not and will not be insulated from disciplinary action due to their position or role within CCMP. All affected Individuals are subject to the same scrutiny, expectations, and compliance standards. The disciplinary sanctions may vary dependent on the type of Affected Individual (CCMP staff, CCMP Board of Governors, CMA, or outside vendor).
5. In order to ensure consistency, the Compliance Officer, Chief Executive Officer and Board of Governors will meet to discuss any disciplinary actions that were imposed and/or reporting requirements. During these meetings, the parties involved will evaluate whether discipline was applied consistently for similar offenses and types of Affected Individuals.
 - 5.1. The nature and extent of disciplinary sanctions taken in a given case will depend on a variety of factors, including but not limited to, the following:
 - The severity of the violation.
 - Whether the violation was committed intentionally, recklessly, negligently, or mistakenly.
 - Whether the Affected Individual has committed any other violations in the past, and if so, whether those violations are like the one currently at issue.
 - Whether the Affected Individual has previously been disciplined, and if so, the nature of the disciplinary sanction imposed.
 - Whether the Affected Individual self-reported their misconduct before discovery or before such discovery was reasonably likely.
 - Whether the Affected Individual attempted to hide or cover up their misconduct.
 - Whether, and the extent to which, the Affected Individual cooperated with the Compliance Program's investigation in connection with the misconduct.
 - Any other facts or circumstances relevant to the matter.
6. The discipline imposed will be tailored to the facts of the specific situation that needs to be remedied. Disciplinary action may include the following:
 - Written counseling
 - Written warning
 - Final written warning
 - Suspension pending further investigation
 - Termination of employment
 - Termination of Board of Governors representative status

- Termination of contract
 - Specific sanctions set forth by other CCMP policies for certain types of non-compliant behavior
7. The Compliance Officer reports to the Chief Executive Officer and to the Board of Governors and will provide a list of all Affected Individuals who received disciplinary action because of non-compliant behavior, upon request.

Compliance Training and Annual Training Plan

Policy:

CCMP will ensure that all Affected Individuals are trained in the CCMP Compliance Program.

Procedure:

1. CCMP's Compliance Training covers the following topics:
 - CCMP's Risk Areas, Organizational Expertise, and Affected Individuals
 - Role of the Compliance Officer and the Compliance Committee
 - Reporting and Self-Disclosure, including protection from intimidation and retaliation for good faith participation in the compliance program
 - False Claims Act and prevention of Fraud, Waste, and Abuse
 - Code of Conduct
 - Disciplinary Guidelines
 - Auditing and Monitoring
 - Compliance Investigations and Corrective Actions
 - Requirements specific to the Health Home program, including billing requirements
2. Training is available at any time within Talent LMS for CCMP Staff, CMAs, and the Board of Governors.
3. CMA staff must complete trainings at orientation and annually.
4. CCMP CMAs and Board of Governors (members and officers) attest to training completion annually.
 - 4.1. Many CMAs and members/officers of the Board of Governors are part of larger agencies who are obligated to the same compliance requirements as CCMP, and may have compliance policies, programs, and trainings that closely match CCMP's.
 - 4.2. CMA leadership may attest on behalf of their staff, if they provide the trainings, in whole or in part, through other forums.
5. Training Materials are distributed to outside vendors annually.
6. Training attendance is tracked within TalentLMS
7. Training effectiveness is evaluated with knowledge check questions, and trainee feedback surveys.
8. CCMP will maintain records of all Affected Individuals that received training, attested to training, or were distributed training materials including:
 - name of Affected Individual
 - type of Affected Individual (i.e. CCMP staff, Board of Governors member, officer, CMA staff, or outside vendor)
 - type of compliance training(s) received (i.e., annual, orientation, or both)
 - how such training was provided

- date(s) of completion/attestation/distribution
- date of hire for those who received orientation training

Conflicts of Interest and Confidentiality

Not required by OMIG for Compliance Program –applies only to CCMP staff and board members

CCMP ensures that all conflicts of interest involving any CCMP staff or CCMP Board of Governors (member or officer), as well as all appearances of conflicts of interest, are identified and appropriately addressed. It also provides a process to regularly review and address CCMP's relationships with others for actual or potential conflicts of interest, or the appearance thereof. In addition, this Policy is designed to ensure that CCMP Confidential Information is used or disclosed appropriately, in a manner consistent with the requirements of this Policy.

There are a number of key words and terms used throughout this Policy. For your convenience, they are defined either in the Policy itself or in the Appendix to this Policy.

I. CONFLICTS OF INTEREST POLICY

All Members, Managers, Officers and Key Persons of CCMP owe a duty of care and loyalty to CCMP. Among other things, this requires that all those who are part of the Covered Group must, at all times, act fairly, reasonably and in CCMP's best interests, and must refrain from personal, business or financial considerations of any kind that give rise to, or appear to give rise to, an actual or potential conflict of interest between the Covered Group Member's interest and the best interests of CCMP. In addition, CCMP strives to avoid conflicts of interest, or the appearance thereof, in its relationships with others.

Whenever a Disclosable Conflict of Interest exists, the processes set out in this Policy must be followed.

OVERSIGHT

The adoption and implementation of, and compliance with, this Policy shall be overseen by the Board of Governors. The Board may, in its discretion, authorize certain functions relating to the implementation of, and compliance with, this Policy to be performed by one or more CCMP employees (including, but not limited to, CCMP's Compliance Officer), but the Board shall, at all times, retain overall responsibility for the oversight of this Policy.

PROCEDURES:

Annual Written Conflict of Interest Disclosure Statement.

1. Each member of the Covered Group will, at least annually, file a written "Conflict of Interest Disclosure Statement" with CCMP's Compliance Officer or other Board of Managers' designee. Such Statements will seek information as to matters that create a Disclosable Conflict of Interest.¹ The Compliance Officer or other Board designee will collect such Statements, will provide copies of all completed Statements to the Chair of the Board, and may also provide other relevant documents and information to the Chair relating to any matter(s) that are believed to present a Disclosable Conflict of Interest. A record of all such Statements will also be maintained by the Board Secretary.

2. At a minimum, all Conflict of Interest Disclosure Statements will ask the Covered Group member to identify, to the best of their knowledge, at least the following: (a) any entity of which the Covered Group member is a director, trustee, member, owner, officer or employee, and with which CCMP has a relationship, and (b) any transaction in which CCMP is, or is contemplating becoming, a participant and in which the Covered Group member has a Disclosable Conflict of Interest.
3. To the extent any provision of this Policy is inconsistent with the terms of CCMP's Operating Agreement, as the same may be amended from time-to-time, the terms of CCMP's Operating Agreement shall be controlling.
4. Each member of the Covered Group has an affirmative obligation to update their annual written Conflict of Interest Disclosure Statement whenever there are new or changed facts or circumstances that create a Disclosable Conflict of Interest. All updates to the annual Conflict of Interest Disclosure Statement are to be filed with CCMP's Compliance Officer or other Board of Managers' designee. The Compliance Officer or other Board designee will collect such updates and will provide copies thereof to the Chair of the Board. The Compliance Officer or other Board designee may also provide to the Chair other relevant documents and information relating to any matter(s) that are believed to present a Disclosable Conflict of Interest. A record of all such updates will also be maintained by the Board Secretary.
5. Prior to the initial appointment of a Manager, the person contemplated for such appointment shall complete, sign and submit to CCMP's Compliance Officer or other Board of Managers' designee a written Conflict of Interest Disclosure Statement. All such Statements will be filed with CCMP's Compliance Officer or other Board designee. CCMP's Compliance Officer or other Board designee will collect such Statements, will provide copies of each completed Statement to the Chair of the Board, and may also provide to the Chair other relevant documents and information relating to any matter(s) that are believed to present a Disclosable Conflict of Interest. A record of all such Statements will also be maintained by the Board Secretary.

Review by the Board of Managers – General Considerations.

1. All disclosures of matters that are believed to present a Disclosable Conflict of Interest will be forwarded by the Chair of the Board of Managers to the Board of Managers, along with other relevant documents and information relating thereto, if any, for its consideration in a manner consistent with the requirements of this Policy, CCMP's Operating Agreement and applicable law.
2. The Board of Managers will conduct a full review of all such matters. In so doing, the Managers:
 - 2.1. Will consider all relevant facts and circumstances involved in the matter, and in particular, what is fair, reasonable and in the best interests of CCMP;
 - 2.2. Will permit the affected member(s) of the Covered Group, upon request of the Board of Managers, to present information as background or answer questions concerning the matter at a Board meeting prior to commencement of deliberations or voting on the matter;
 - 2.3. Will disregard, and not consider, any attempt to Improperly Influence the deliberations or voting on

the matter by the affected member(s) of the Covered Group. Attempts by affected member(s) of the Covered Group to Improperly Influence the deliberations or voting on a matter are prohibited by this Policy. Even in cases that fall outside the definitions of Related Party Transaction or Member Related Party Transaction, the affected member of the Covered Group may not intervene or seek to influence the decision-maker or reviewer, and the decision-maker, and those responsible for reviewing or influencing the decision, should not consider or be affected by the affected member(s) of the Covered Group's involvement in decisions on matters that may affect the decision-maker or those who review or influence the decision, unless permitted under the rules for Member Related Party Transactions as set out below and in CCMP's Operating Agreement;

- 2.4. Will exclude the affected member(s) of the Covered Group from being present at or participating in the deliberations or voting on the matter, unless such exclusion is inconsistent with the manner in which Member Related Party Transactions are to be considered, as set out below and in CCMP's Operating Agreement; and
 - 2.5. Will not permit any Manager to vote on any transaction between CCMP and another corporation, firm, association or other entity in which the Manager, or the Member which appointed him or her, is a manager, officer or director, or has a direct or indirect substantial financial interest (including, without limitation, a membership or ownership interest of any type), unless the Manager is permitted to vote on the transaction under the voting rules for Member Related Party Transactions as set out below and in CCMP's Operating Agreement.
3. No member of the Covered Group may participate in any reciprocal business arrangements which would have effect of circumventing any provisions of this Policy or the requirements of CCMP's Operating Agreement.

Additional Special Rules for Related Party Transactions and Member Related Party Transactions.

1. Any member of the Covered Group who or which has an interest in a Related Party Transaction or in the Member Related Party Transaction must disclose in good faith all material facts concerning such interest and concerning the full nature of their current and expected relationship to, and involvement in, the Transaction, or such material facts must be known, to those reviewing and deciding the matter in advance of any deliberations or vote, and for Member Related Party Transactions, such disclosure must also be made to, or known by, all Members in advance of any deliberations or vote. In considering a Related Party Transaction or a Member Related Party Transaction, the Board of Managers will review and consider all such disclosures and/or all such known facts.
2. No Related Party may be present at or participate in the deliberations or voting relating to any Related Party Transaction in which the Related Party has an interest. No Member Related Party may be present at or participate in the deliberations or voting relating to any Member Related Party Transaction in which the Member Related Party has an interest, unless permitted to do so under the rules for Member Related Party Transactions as set out below and in CCMP's Operating Agreement. However, the Board of Managers may request that a Related Party or a Member Related Party present information as

background or answer questions concerning a Related Party Transaction or a Member Related Party Transaction at a Board meeting prior to the commencement of deliberations or voting relating thereto.

3. Prior to entering into a Related Party Transaction or a Member Related Party Transaction in which a Related Party or a Member Related Party has a substantial financial interest, the Board of Managers must consider alternative transactions, to the extent available.
4. CCMP may not enter into a Related Party Transaction or a Member Related Party Transaction unless the transaction is determined to be fair, reasonable and in CCMP's best interest at the time CCMP enters into it, and the reasons for such determination must be contemporaneously documented.

Determination by the Board of Managers

1. The Board of Managers will make a final and binding determination as to (i) whether a Disclosable Conflict of Interest exists, and (ii) what course CCMP will take in connection with the matter, in a manner that is consistent with the requirements of this Policy, CCMP's Operating Agreement and applicable law.
2. Related Party Transactions must be approved by not less than a majority vote of managers.
3. For Member Related Party Transactions, the voting rules set out in CCMP's Operating Agreement apply:
 - 3.1. If fewer than three (3) Members (directly or through a Member Related Party of such Members) have a financial interest in the Member Related Party Transaction ("Interested Members"), it must be approved by a vote of at least three-fourths (3/4) of the Managers who are not designated by the Interested Members, provided that no Interested Member or its designated Manager shall participate in the voting relating to a transaction in which such Member has a financial interest (but such Interested Members and their designated Managers may participate in deliberations relating to such transaction).
 - 3.2. If three (3) or more Members (directly or through a Member Related Party of such Members) are Interested Members, it must be approved by a vote of at least: (I) a Supermajority of the Managers (including the Managers designated by the Interested Members) [*i.e.*, at least three-fourths (3/4) of the entire Board of Managers].
 - 3.3. If three (3) Members (directly or through a Member Related Party of such Members) do not have a financial interest in the Member Related Party Transaction ("Disinterested Members"), a majority of the Managers designated by the Disinterested Members, and otherwise, three-fourths (3/4) of the Managers designated by the Disinterested Members.
4. The Board of Managers will contemporaneously document in writing in appropriate minutes of any meeting at which the matter is deliberated or voted upon, at a minimum, a summary of the matter, a summary of the deliberations, consideration of any alternative transactions, who is present at the meeting, the vote and the basis for the determination, including, but not necessarily limited to, whether the matter is fair, reasonable and in the best interests of CCMP at the time.
5. If the Board of Managers approves a Member Related Party Transaction in which a Member Related

Party has a substantial financial interest, the basis for such approval must be documented in writing, including consideration of any alternative transactions.

Other Reviews

1. On a regular basis, no less than annually, CCMP will also review its relationships with care providers, vendors, contractors, network participants, payers and others in order to determine whether a Disclosable Conflict of Interest exists.
2. This review will be conducted by CCMP's Compliance Officer or other Board of Managers' designee.
3. The Compliance Officer or other Board designee will bring all appropriate matters that are believed to raise a Disclosable Conflict of Interest to the Chair of the Board.
4. The Chair may also be provided with other relevant documents and information relating to any such matters.
5. All such matters will be reviewed by the Board in a manner consistent with the review procedures set forth above.

Examples

Although it is impossible to list every circumstance giving rise to an actual or potential conflict of interest, or the appearance thereof, the following list includes examples of circumstances that create a Disclosable Conflict of Interest.

There is a Disclosable Conflict of Interest if a member of the Covered Group or their Relative:

- *Relationships with CCMP Vendors* - has any financial interest in a vendor; is a member, owner, director, trustee or officer of a vendor; or has a contractual or employment relationship with a vendor.
- *Relationships with CCMP Competitors* - has any financial interest in an entity that competes with CCMP or has a contractual or employment relationship with an entity that competes with CCMP.
- *Gifts or Other Favors* - solicits or accepts any gifts, entertainment, or other favors from any CCMP vendor, or an individual or entity seeking to become a CCMP vendor, under circumstances where it might be inferred that such action was intended to influence the member of the Covered Group in the performance of their duties on behalf of CCMP.
- *Member, Manager or Officer of Another Care Management Agency* - serves as a member, manager or officer of another care management organization which does business with or is affiliated with CCMP, or refers business to, or receives referrals from, CCMP.

- *Relationships between Managers or Between Managers and Officers* - has any family or business relationship with another Manager or Officer of CCMP.

II. CONFIDENTIALITY

Policy:

Any and all discussions and/or other communications among the Members, and/or Managers, officers, employees, agents, contractors, attorneys and/or advisors of CCMP (collectively, "CCMP Representatives") shall be strictly limited to the business and affairs of CCMP and what is in CCMP's best interests. CCMP Representatives shall specifically not discuss, communicate or share Confidential Information outside of CCMP.

Procedure:

1. No CCMP Representative shall use or disclose Confidential Information belonging to, or obtained through their affiliation with, CCMP in any manner and/or to any person or entity, including, but not limited to, for their own benefit, for the benefit of their Relatives or friends, or for the benefit of any other business, entity or professional associate, in a manner not consistent with their duty of care and loyalty to CCMP, unless the Board of Managers has authorized the use and/or disclosure.
2. The requirement to protect and to not use or disclose Confidential Information of CCMP in a manner not consistent with this Policy without express permission of the Board of Managers shall apply at all times while a CCMP Representative is employed, engaged, contracted by, or otherwise a member of, or associated with, CCMP, and shall continue in place following their retirement, withdrawal or termination from CCMP for any reason, or the expiration, non-renewal or discontinuance for any reason of their employment, engagement, contractual relationship, membership in, or association with, CCMP. All CCMP Representatives shall remain subject to this Confidentiality Policy after separation.
3. At the end of a CCMP Representative's term, employment, engagement, contractual relationship, membership in or association with, CCMP, the Representative shall return all documents, papers and other materials of any kind that may contain CCMP Confidential Information unless the Board of Managers has determined, upon written request, that the CCMP Representative has an appropriate need to retain the information in conjunction with a pending or threatened claim.
4. This Policy is not intended to prevent disclosure that is required by law. If a CCMP Representative is requested, or required under applicable law, to disclose CCMP Confidential Information, such individual or entity shall notify the Board of Managers or its designee immediately in order to permit CCMP to seek a protective order or take other action as CCMP deems appropriate prior to such disclosure, including assisting and consulting with such individual or entity regarding the matter.
5. In the event any CCMP Representative becomes aware of any breach or threatened breach of this Policy, the Representative shall provide notice of such breach or threatened breach immediately to the Board of Managers or its designee.

III. VIOLATIONS OF THIS POLICY

If there is reasonable cause to believe that a Covered Group member has failed to disclose a Disclosable Conflict of Interest, or misused or improperly disclosed Confidential Information, the Board of Managers or its designee shall be promptly notified.

The relevant party shall be promptly notified and afforded a reasonable opportunity to explain the alleged failure, misuse or improper disclosure. If after the relevant party's response, and any additional diligence as may be necessary, it is determined that there has been a failure to disclose a Disclosable Conflict of Interest or a misuse or improper disclosure of Confidential Information, appropriate corrective and/or disciplinary action shall be taken consistent with CCMP's Compliance Program, its policies and procedures, its Operating Agreement and/or applicable law.

APPENDIX

For purposes of this Policy, the following words and terms have the following meanings:

Affiliate of CCMP. *Affiliate of CCMP* means any entity controlled by, or in control of, CCMP.

Affiliate of the Member. *Affiliate of the Member* means any entity controlled by, or in control of, the Member.

Board of Managers. *Board of Managers* means the body responsible for the management of CCMP.

Confidential Information. *Confidential Information* means all information regarded by CCMP or considered by operation of law to be confidential information, including, but not limited to: (i) any and all discussions and/or other communications among CCMP's Members, and/or Managers, officers, employees, agents, contractors, attorneys and/or advisors; (ii) information regarding CCMP's reimbursement rates, finances, strategic or competitive plans, vendor arrangements, network providers, quality, performance, compliance or legal issues; (iii) issues that may involve CCMP's privileges, protections or immunities, or that is otherwise prohibited from being shared with third parties by virtue of anti-trust or other applicable laws or requirements to which CCMP is bound; (iv) any and all business information and other data and reports of CCMP including, without limitation, personnel information, member/patient-related information, and other data and reports; (v) data and information provided to CCMP which is reasonably considered by CCMP to be confidential or proprietary; (vi) trade secrets and other confidential or proprietary information, such as data bases and programs, contractual terms, member billing or claim-related information, and other information relating to any of CCMP's procedures, systems or operational policies, marketing data or plans; (vii) business opportunity related data and information and any information related to relationships that CCMP may have or be negotiating for or considering, the terms or proposed terms of any such relationships or other information relating thereto; (viii) financial statements, business plans, internal memoranda, reports, audits, investigations, patient surveys, employee surveys, operating policies, quality assurance materials, performance improvement materials, compliance-related materials, methods, processes, techniques,

computer software, equipment, service marks, copyrights, research data, personnel data, financial data, patent-related information, and all other know-how and trade secrets of CCMP; (ix) the terms and methodologies for compensation of CCMP's personnel; (x) the terms of any of CCMP's agreements including, without limitation, employment agreements, vendor agreements, participation agreements (including, without limitation, with government agencies, managed care organizations, care management agencies, and the like); (xi) any and all data, reports and other information and materials derived or developed from Confidential Information; and (xii) any information not generally known by the public, even though such information has been disclosed to one or more third parties pursuant to confidentiality agreements, disclosure agreements or other agreements or collaborations entered into by CCMP.

Covered Group. *Covered Group* means Members, Managers, Officers and Key Persons.

De Minimis Transaction. *De Minimis Transaction or De Minimis* means a transaction or proposed transaction that is immaterial or insignificant to CCMP, considering all relevant factors, including but not limited to: (i) CCMP's overall business or financial operations, its budget and assets; (ii) any impact the transaction might have on the quality of care, treatment or services provided to CCMP's patients/members; and/or (iii) the size and scope of the particular transaction.

Disclosable Conflict of Interest. *A Disclosable Conflict of Interest* means any circumstance that gives rise to, or appears to give rise to, an actual or potential conflict of interest between a Covered Group member's interest (or the personal, business or financial interests of a Relative of a Covered Group member) and the best interests of CCMP. Every Related Party Transaction and every Member Related Party Transaction is a Disclosable Conflict of Interest. In addition, any relationship in which CCMP is involved that is reviewed in the course of the regular "other reviews" conducted as set out in section II.C.3 of this Policy that gives rise to, or appears to give rise to, an actual or potential conflict of interest between the other party's interest and the best interests of CCMP shall be considered to be a Disclosable Conflict of Interest.

Improperly Influence. *Improperly Influence* means coercing, manipulating, or fraudulently influencing the decision-making of a transaction, when the member of the Covered Group engaged in such conduct knew or should have known that the action, if successful, could result in the outcome which he, she or it is not permitted to deliberate or vote on directly.

Key Persons. *Key Persons or a Key Person* means an individual who is not an Officer or Manager of CCMP and who, whether or not an employee of CCMP (i) has responsibilities or exercises powers or influence over CCMP as a whole similar to the responsibilities, powers or influence of Officers or Managers, (ii) manages CCMP, or a segment of CCMP that represents a substantial portion of CCMP's activities, assets, income or expenses, or (iii) alone, or with others, controls or determines a substantial portion of CCMP's capital expenditures or operating budget.

Manager. *Manager* means an individual appointed by a Member to serve on the Board of Managers whether designated as a director, trustee, manager, governor or by any other title.

Member. *Member* means any entity or individual having a membership interest in CCMP.

Member Related Party. *Member Related Party* means with respect to a Member (i) the Member; (ii) any Manager designated by the Member; (iii) any Affiliate of the Member; (iv) any entity in which any individual or entity described in clauses (i), (ii) or (iii) of this definition has a 35% or greater ownership or beneficial interest; or (v) any entity in which the Member or any Affiliate of the Member, collectively with any other Members, has an aggregate of 35% or greater ownership or beneficial interest.

Member Related Party Transaction. *Member Related Party Transaction* means any transaction, agreement or any other arrangement in which a Member Related Party has a financial interest and in which CCMP or any Affiliate of CCMP is a participant or is contemplating being a participant, except that a transaction shall not be a Member Related Party Transaction if: (i) the transaction or the Member Related Party's financial interest in the transaction is De Minimis, (ii) the transaction would not customarily be reviewed by the board or boards of similar organizations in the Ordinary Course of Business and is available to others on the same or similar terms, or (iii) the transaction constitutes a benefit provided to a Member solely as a Member of CCMP in the Ordinary Course of Business, which benefit is available to all similarly situated Members on the same terms. To the extent that a Related Party Transaction is also a Member Related Party Transaction, the rules and processes governing the disclosure, review, deliberations, voting and determination of Member Related Party Transactions as set forth in this Policy and CCMP's Operating Agreement shall be controlling.

Officer. *Officer* means an individual designated as an officer in CCMP's corporate documents and those who are appointed as officers of CCMP in accordance therewith.

Ordinary Course of Business. *Ordinary Course of Business* means a transaction that is consistent either with CCMP's consistently applied past practices in similar transactions or with common practices in the industry in which CCMP operates.

Related Party. *Related Party* means (i) any Member, Manager, Officer or Key Person of CCMP or an Affiliate of CCMP, (ii) any Relative of any individual described in clause (i) of this definition; or (iii) any entity in which any individual or entity described in clauses (i) or (ii) of this definition has a 35% or greater ownership or beneficial interest.

Related Party Transaction. *Related Party Transaction* means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which CCMP or an Affiliate of CCMP is a participant or is contemplating being a participant, except that a transaction shall not be Related Party Transaction if: (i) the transaction or the Related Party's financial interest in the transaction is De Minimis, (ii) the transaction would not customarily be reviewed by the board or boards of similar organizations in the Ordinary Course of Business and is available to others on the same or similar terms, or (iii) the transaction constitutes a benefit provided to Related Party solely as a member of a class of the beneficiaries that CCMP intends to benefit as part of the accomplishment of its mission, which benefit is available to all similarly situated members of the same class on the same terms. To the extent that a Related Party Transaction is also a Member Related Party Transaction, the rules and processes governing the disclosure, review, deliberations,

voting and determination of Member Related Party Transactions as set forth in this Policy and CCMP's Operating Agreement shall be controlling.

Relative. *Relative* means a Covered Group Member's (i) spouse or domestic partner, as defined in New York's Public Health Law, as the same may be amended from time-to-time; (ii) ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren and great-grandchildren; or (iii) spouse or domestic partner of his or her brothers, sisters, children, grandchildren and great-grandchildren.