



NUVANCE HEALTH

WHISTLEBLOWER PROTECTION POLICY

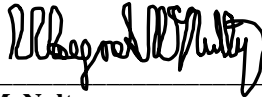
October 29, 2021

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Title: Nuvance Health Whistleblower Protection Policy	Policy Location/Owner: Corporate Compliance																								
Subject: Nuvance Health’s prohibition of Retalitory Conduct	Policy Number: COMP-1-3-19																								
Approved by: Nuvance Health Board of Directors (original) Audit & Compliance Committee of the Nuvance Health Board of Directors (2020 & 2021 renewal)	Effective Date: October 29, 2021																								
	Revision History: October 31, 2019 (original) October 21, 2020 (renewal) October 29, 2021 (renewal)																								
Approval Date: 10/5/19; 10/13/20; 10/19/21	Scheduled Renewal Date: October 2022																								
<p>For Use At/Scope: This Policy governs whistleblower protection requirements and associated responsibilities at Nuvance Health as set forth in § III of this Policy including, without limitation, the following facilities, units and entities:</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Nuvance Health System</td> <td><input checked="" type="checkbox"/> Putnam Hospital Center</td> <td><input checked="" type="checkbox"/> Sharon Hospital Medical Practice</td> </tr> <tr> <td><input checked="" type="checkbox"/> Other Nuvance Entities Not Listed</td> <td><input checked="" type="checkbox"/> Sharon Hospital</td> <td><input checked="" type="checkbox"/> Thompson House</td> </tr> <tr> <td><input checked="" type="checkbox"/> Danbury Hospital/New Milford (Campus)</td> <td><input checked="" type="checkbox"/> Vassar Brothers Medical Center</td> <td><input checked="" type="checkbox"/> Other HQ Entities Not Listed</td> </tr> <tr> <td><input checked="" type="checkbox"/> Northern Dutchess Hospital</td> <td><input checked="" type="checkbox"/> Nuvance Health Medical Practice</td> <td><input checked="" type="checkbox"/> Western Connecticut Health Network, Inc.</td> </tr> <tr> <td><input checked="" type="checkbox"/> Norwalk Hospital</td> <td><input checked="" type="checkbox"/> Health Quest Systems, Inc.</td> <td><input checked="" type="checkbox"/> Nuvance Health Medical Practice CT, Inc.</td> </tr> <tr> <td><input checked="" type="checkbox"/> Taconic ACO</td> <td><input checked="" type="checkbox"/> HQ Home Care</td> <td><input checked="" type="checkbox"/> Western Connecticut Home Care</td> </tr> <tr> <td><input checked="" type="checkbox"/> Western Connecticut Healthcare Network ACO</td> <td><input checked="" type="checkbox"/> Nuvance Health Medical Practice, PC</td> <td><input checked="" type="checkbox"/> Other WCHN Entities Not Listed</td> </tr> <tr> <td></td> <td><input checked="" type="checkbox"/> Heart Center</td> <td></td> </tr> </table>		<input checked="" type="checkbox"/> Nuvance Health System	<input checked="" type="checkbox"/> Putnam Hospital Center	<input checked="" type="checkbox"/> Sharon Hospital Medical Practice	<input checked="" type="checkbox"/> Other Nuvance Entities Not Listed	<input checked="" type="checkbox"/> Sharon Hospital	<input checked="" type="checkbox"/> Thompson House	<input checked="" type="checkbox"/> Danbury Hospital/New Milford (Campus)	<input checked="" type="checkbox"/> Vassar Brothers Medical Center	<input checked="" type="checkbox"/> Other HQ Entities Not Listed	<input checked="" type="checkbox"/> Northern Dutchess Hospital	<input checked="" type="checkbox"/> Nuvance Health Medical Practice	<input checked="" type="checkbox"/> Western Connecticut Health Network, Inc.	<input checked="" type="checkbox"/> Norwalk Hospital	<input checked="" type="checkbox"/> Health Quest Systems, Inc.	<input checked="" type="checkbox"/> Nuvance Health Medical Practice CT, Inc.	<input checked="" type="checkbox"/> Taconic ACO	<input checked="" type="checkbox"/> HQ Home Care	<input checked="" type="checkbox"/> Western Connecticut Home Care	<input checked="" type="checkbox"/> Western Connecticut Healthcare Network ACO	<input checked="" type="checkbox"/> Nuvance Health Medical Practice, PC	<input checked="" type="checkbox"/> Other WCHN Entities Not Listed		<input checked="" type="checkbox"/> Heart Center	
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<p>Applicability: Applies to all Nuvance Health workforce members, business affiliates, and agents as described in § IV of this Policy</p>																									
<p>Associated Nuvance Health Policies and/or Guidance: This policy should be read and followed in conjunction with: (i) the Compliance and Ethics Program Charter; (ii) the 9/30/21 Memorandum from the Nuvance Health Chief Compliance Officer regarding the Deficit Reduction Act of 2005 (“DRA”); and (iii) the various Nuvance Health East and West compliance-related policies and procedures.¹</p>																									
<p>Additional Comments: Periodic review and update of this policy is required but in no event shall such review be performed on less than an annual basis. Annual renewal required. Approval of all substantive changes and the annual renewal by the Audit and Compliance Committee of the Nuvance Health Board of Directors.</p>																									
<p>Signature: </p> <p>Wayne A. McNulty Chief Compliance, Audit & Privacy Officer</p>	<p>Date: <u>10/29/2021</u></p> <p>Page #: Page 3 of 15</p>																								

¹ Information regarding the, Charter, DRA and other compliance-related policies and guidance may be found on the Intranet and Internet at: <https://dimensions.health-quest.org/sites/Auditing/SitePages/Communication%20Regarding%20the%20Deficit%20Reduction%20Act%20of%202005.aspx> (for Nuvance West) and <file:///C:/Users/390035/Downloads/September%2030%202020%20Federal%20Deficit%20Reduction%20Act%20of%202005%20Nuvance%20Health%20Notice%20Official%20PDF.pdf> (for Nuvance East).

I. POLICY

A. **Overview:** Nuvance Health is steadfast in its protection of whistleblowers and strictly prohibits retribution, harassment, intimidation or any other form of retaliation against Covered Individuals (as that term is defined in § IV below), as well as patients and other Nuvance Health stakeholders (collectively “Protected Persons”), that in good faith, make a compliance report or complaint, engage in protected activities or have otherwise participated in the Nuvance Health Compliance and Ethics Program (the “Program”).²

B. **“Retaliation” defined:** Retaliation includes any of the following actions taken by a Covered Individual against a Protected Person who has participated in good faith in the Program:

- (i) The discharge, discipline, reprisal, suspension, demotion, failure to promote, adverse impact on compensation, change in responsibilities or any other adverse employment action or negative consequence or detrimental change in the terms or conditions of employment, whether formal or informal;³
- (ii) Adverse contractual action;
- (iii) Intimidation, retributory action, abuse, harassment or threats of violence;
- (iv) Penalization;⁴ and
- (v) Discrimination.⁵

C. **“Good faith” defined:** The term good faith means the reporting of a prohibited activity that a Protected Person reasonably believes to be true and reasonably believes to be a prohibited activity as described in § VI below.⁶ Note, Protected Persons are advised that they do not necessarily receive immunity for participating in or otherwise being a part of the prohibited activity that is the subject of their report.⁷

² See generally, N-PCL § 715-b [a]; 18 NYCRR § 521.3 [c][8]; EPTL § 8-1.9 [e][1].

³ See Labor Law § 740 [1][e]; see also CSGA § 31-51m; CSGA § 19a-498; 31 USC § 3730 [h]; N-PCL § 715-b [a]; Office of the New York State Attorney General Charities Bureau, *Whistleblower Policies Under the Nonprofit Revitalization Act of 2013*, Guidance Document 2015-5, V. 1.0 (4/15), (hereinafter “NYSAG-CB *Whistleblower Policy Guidance*”), p.5, available at: https://www.charitiesnys.com/pdfs/Charities_Whistleblower_Guidance.pdf (last accessed on 10/14/21).

⁴ See Labor Law § 741 [1][f].

⁵ See *id.*

⁶ See, generally, *NYSAG-CB Whistleblower Policy Guidance*, p.5.

⁷ See *id.*

D. Examples of “Protected Activities”: The following actions, when engaged in good faith, are examples of activities protected under this Policy:⁸

- (i) Reporting or threatening to report potential compliance issues including, without limitation, the violation of applicable Federal or State law⁹ including, for example, the commission of healthcare fraud and the submission of false or fraudulent claims;¹⁰
- (ii) Reporting or threatening to report conduct that constitutes improper quality of patient care;¹¹
- (iii) Participating in the Nuvance Health Compliance and Ethics Program;
- (iv) Reporting or threatening to report corruption, unethical practices, mismanagement, gross waste of funds, abuse of authority or danger to the public safety;¹²
- (v) Investigating, or participating in the investigation of, potential compliance issues;¹³
- (vi) Objecting to participate in a policy, activity, or practice that violates applicable Federal or State law or constitutes improper quality of patient care;¹⁴
- (vii) Performing self-evaluations, audits and remedial actions;¹⁵
- (viii) Exercising rights afforded under the U.S. and State constitutions;¹⁶
- (ix) Reporting to appropriate officials as set forth in N.Y. Labor Law §§ 740 and 741 or CGSA § 31-51m¹⁷;

⁸ The Examples of protected activities listed in ¶ “D” of § I of this Policy not only include the reporting of instances of prohibited conduct, but also include the provision of testimony or other information by witnesses to such prohibited conduct.

⁹ Note, for purposes of this Policy, the term “law” shall mean all criminal, civil, and administrative laws, rules, codes, and regulations and corresponding applicable case law. For purposes of this Policy the term “State”, which includes any local government within said State, shall mean: (i) the State of New York and the State of Connecticut; (ii) any State in which Nuvance Health is an enrolled provider in said State’s Medicaid program; and (iii) consistent with the U.S. Constitution, any State that has promulgated laws that apply to Nuvance Health.

¹⁰ Labor Law § 740 [2][a]; *see also, generally*, 18 NYCRR § 521.3 [c][8].

¹¹ *See* Labor Law § 741 [2][a].

¹² CGSA § 4-37j.

¹³ *See* 18 NYCRR § 521.3 [c][8].

¹⁴ *See* Labor Law § 740 [2][c]; *see also* Labor Law § 741 [2][b].

¹⁵ *See* 18 NYCRR § 521.3 [c][8].

¹⁶ CGSA § 31-51q.

¹⁷ *See* 18 NYCRR § 521.3 [c][8].

- (x) Filing a complaint or instituting or causing to be instituted any proceeding under the Occupational Safety and Health Act.¹⁸
- (xi) Fulfilling the responsibilities of Covered Individuals set forth in § V of this Policy; or
- (xii) Reporting or threatening to report the commission of any prohibited activity listed in § VI below.¹⁹

II. PURPOSE

The purpose of this *Whistleblower Protection Policy* (the “Policy”) is to:

- (i) Facilitate, without fear of retribution, the good faith disclosure and reporting by Protected Persons of conduct or other activities, which they have become aware of, that may:
 - Constitute fraud or other violations of applicable Federal or State Law;
 - Constitute a violation of Nuvance Health’s internal policies and procedures; or
 - Otherwise violate the requirements of the Program; and
- (ii) Communicate Nuvance Health’s strict prohibition against the engagement of retaliatory conduct by Covered Individuals.

III. SCOPE

This Policy governs whistleblower protection requirements at all Nuvance Health facilities, units and entities including, without limitation, the following:

- (i) Nuvance Health;
- (ii) Health Quest Systems, Inc. (“HQSI”);
- (iii) Western Connecticut Health Network, Inc. (“WCHN”);

¹⁸ 29 U.S.C. § 660 [c][1].

¹⁹ N-PCL § 715-b [a].

- (iv) Danbury Hospital and its New Milford campus;
- (v) Eastern New York Medical Services, P.C.;
- (vi) Health Quest Home Care, Inc.;
- (vii) Nuvance Health Medical Practice, P.C. (“NHMP”);
- (viii) Hudson Valley Cardiovascular Practice, P.C. (“the Heart Center”);
- (ix) Vassar Health Quest Medical Practice of Connecticut, Inc.;
- (x) Northern Dutchess Hospital;
- (xi) Northern Dutchess Residential Health Care Facility, Inc. (“Thompson House”);
- (xii) The Norwalk Hospital Association;
- (xiii) Putnam Hospital;
- (xiv) Sharon Hospital;
- (xv) Taconic, IPA, Inc. (“Taconic ACO”);
- (xvi) Vassar Brothers Medical Center;
- (xvii) Western Connecticut Home Care Inc.;
- (xviii) Western Connecticut Health Network Physician Hospital Organization ACO, Inc.;
- (xix) Nuvance Health Medical Practice CT, Inc. (“NHMP-CT”); and
- (xx) The Foundations of Nuvance Health.

IV. APPLICABILITY

This Policy applies to all Nuvance Health workforce members, business partners, and agents (collectively referred to as “Covered Individuals”) as described in subdivisions A-C below.

A. Workforce Members: For purposes of this Policy, the term “workforce member” shall include any of the following individuals at Nuvance Health:

- (i) Members of the Nuvance Health Board of Directors, and Members of the Boards of any Nuvance Health related entity listed in § III above;²⁰
- (ii) Officers;
- (iii) Employees;
- (iv) Affiliates;
- (v) Medical Staff Members;
- (vi) Appointees;
- (vii) Volunteers;
- (viii) Personnel;
- (ix) Interns;
- (x) Students;
- (xi) Trainees; and
- (xii) Any individual whose conduct is under the direct control of Nuvance Health, whether or not they are paid by Nuvance Health

B. Business Affiliates: For purposes of this Policy, the term “Business Affiliate” shall include any non-workforce member contractor, vendor, person, subcontractor or third-party, who, in acting on behalf of Nuvance Health:

- (i) Delivers, furnishes, prescribes, directs, authorizes or otherwise provides Federal healthcare program items and services;
- (ii) Performs billing or coding functions;
- (iii) Monitors the healthcare provided by Nuvance Health; and

²⁰ For purposes of this Policy, “members of the Nuvance Health Board of Directors and Members of the Boards of any Nuvance Health related entity” shall be construed to include members of any associated Board committee.

- (iv) Contributes to Nuvance Health’s entitlement to payment under Federal healthcare programs.

C. Agents: For purposes of this Policy, the term “Agent” shall mean individuals or entities that have entered into an agency relationship with Nuvance Health. Agents may fall under the categories of either Workforce Members or Business Affiliates.

V. RESPONSIBILITIES

A. Covered Individuals - all Covered Individuals are responsible for adhering to the requirements of this Policy by:

- (i) Performing their work functions, duties, and role in a legally compliant and ethical manner;
- (ii) Adhering to the requirements of this Policy including, without limitation, refraining from engaging in retaliatory conduct;
- (iii) Promptly reporting, as set forth in ¶¶ “B” and “C” of § VII, *infra*, any act of retaliation, violation of this Policy or prohibited activity that they become aware of; and
- (iv) Completing all Nuvance Health mandated training and education assigned to them that covers or otherwise relates to the topics outlined in this Policy, as well as all other assigned training and education programs.

B. Chief Compliance Officer: The Chief Compliance Officer shall be responsible for the following:

- (i) In consultation with the Chief Human Resources Officer, administering this Policy;²¹
- (ii) Reporting to the Audit and Compliance Committee or the Nuvance Health Board on:²²
 - The Policy’s implementation; and
 - The general type and resolution of whistleblower complaints;
- (iii) Ensuring that he/she, as well as the Corporate Compliance Office, has “sufficient knowledge, resources, and training to carry [out the Policy],

²¹ N-PCL § 715-b [2].

²² N-PCL § 715-b [b][2]; NYSAG-CB *Whistleblower Policy Guidance*, p.4.

maintain records of whistleblower interactions, and identify and address needs for improvement in the [P]olicy”;²³

- (iv) Receiving and investigating complaints of retaliation;²⁴
- (v) Identifying and addressing needs for improvement in the Policy;²⁵
- (vi) Reviewing formally adopted Nuvance Health policies related to: the prevention of financial wrongdoing (*e.g.*, accounting policies and policies related to internal and external financial controls); the prohibition of fraud, theft, embezzlement, bribery and kickbacks, and abuse or misuse of corporate assets; conflicts of interest; unethical conduct; and harassment and discrimination, to determine whether such policies contain, where appropriate, relevant whistleblower protection provisions;²⁶ and
- (vii) Including as part of new employee orientation training and annual compliance training the requirements of this Policy.²⁷

C. Governing Body: The Governing Body of Nuvance Health shall be responsible for the following:

- (i) *Nuvance Health Board of Directors* - The Nuvance Health Board of Directors (the “Board”) shall be responsible for the initial adoption of this Policy;²⁸
- (ii) *Audit and Compliance Committee of the Nuvance Health Board of Directors* - The Audit and Compliance Committee of the Nuvance Health Board of Directors (“the Audit and Compliance Committee”) shall be responsible for:
 - Overseeing the implementation of, and Nuvance Health’s compliance with, this Policy;²⁹

²³ NYSAG-CB *Whistleblower Policy Guidance*, p.4.

²⁴ *Id.* at p.3.

²⁵ *Id.* at p. 4.

²⁶ *Id.*

²⁷ *See id.* at pgs. 4-5.

²⁸ *See* N-PCL § 715-b [a].

²⁹ *See id.* at § 715-b [b][2].

- Ensuring that no Director who is an employee participates in any Audit and Compliance Committee deliberation or voting relating to the administration of this Policy;³⁰
- Ensuring that any person who is the subject of a whistleblower complaint not be present at or participate in Audit and Compliance Committee deliberations or vote on a matter relating to such complaint beyond providing background information or to answer questions posed by the Audit and Compliance Committee prior to the commencement of deliberations or voting pertaining to the subject complaint;
- Receiving reports from the Chief Compliance Officer as described above in ¶ (ii) of subdivision “B” of this section; and
- Adopting any substantive changes to the Policy and the annual renewal of the Policy.

VI. PROHIBITED ACTIVITIES

A. Prohibited Activities: The good faith reporting of *prohibited activities* are protected under the Program and this Policy. Prohibited activities are defined as any action, conduct, transaction or engagement that:

- (i) Results in a violation of:
 - Applicable Federal or State law;
 - Federal healthcare program and private payor requirements; or
 - The Program including, without limitation, this Policy or Nuvance Health’s standards of conduct and associated policies and procedures; or
- (ii) Restricts or otherwise interferes with the engagement of a Protected Activity by a Protected Person.

³⁰ See *id.* Note, under this Policy, and consistent with N-PCL § 715-b [b][2], no Director who is an employee of Nuvance Health may participate in any Board (or committee thereof) deliberations or voting relating to the administration of this Policy. (See N-PCL § 715-b [b][2]). Further, under this Policy and N-PCL § 715-b[3], no “person who is the subject of a whistleblower complaint [may] be present at or participate in [B]oard or [Board] committee deliberations or vote on the matter relating to such complaint”(N-PCL § 715-b [b][3]). Notwithstanding, under this Policy and N-PCL § 715-b[3], the Board or committee thereof may request “that the person who is subject to the complaint present information as background or answer questions at a committee or board meeting prior to the commencement or deliberations or voting thereto[.]”(N-PCL§ 715-b [b][3]).

B. Examples of Prohibited Activities: The following chart provides examples of prohibited activities, the reporting of which is protected under this Policy:

Examples of Prohibited Activities

Fraud, Waste and Abuse, Conflict of Interest and Standards of Conduct

- Improper coding, billing or accounting;
- Improper patient referrals;
- Theft or misappropriation of Nuvance Health assets or government funds;
- Acceptance or offering of inappropriate gifts or gratuities;
- Inappropriate business arrangements;
- Failure to disclose actual or potential conflicts of interest;
- Fraudulent or corrupt conduct;
- Embezzlement, bribery, kickbacks, and abuse or misuse of corporate assets;
- Financial wrongdoing;
- Actual or suspected violations of Federal or State law or Nuvance Health's internal policies and procedures including, without limitation, Nuvance Health Standards of Conduct;
- Failure to comply with Federal healthcare program conditions of participation or private payor requirements;
- Failure to refund overpayments;

Privacy and Security of Patient, Employee, and other Confidential Information

- Inappropriate access, use, disclosure or disposition of confidential patient, workforce member or business information;
- Violations of Nuvance Health's HIPAA, information technology, employee privacy, or record management policies and procedures;

Medical Necessity, Quality of Care, and Patient Rights

- Patient harassment, discrimination, abuse or other patient rights violations;
- Preventable adverse patient events;
- Human subject research misconduct or other scientific research-related violations
- Providing substandard, unsafe or medically unnecessary patient care;

Environmental and Workplace Safety and the Protection of Human Resources

- Workforce member harassment including, without limitation, sexual harassment;
- Workplace incivility or conduct that amounts to a hostile work environment;
- Environmental hazards and other safety concerns;
- Threats of violence;
- Conduct that endangers the safety of the Nuvance Health workforce;
- The improper handling and/or disposal of medical waste, sharps, pharmaceuticals or radioactive or other toxic substances;
- Workforce member discrimination;
- Engagement in retaliatory conduct;
- Conduct that violates the applicable workplace safety requirements including, without limitation, those requirements found under the Occupational Safety and Health Act of 1970 (and the implementing regulations thereof) and relevant State law.

VII. REPORTING

A. Confidentiality: The Corporate Compliance Office shall maintain confidential and anonymous methods for Protected Persons to report whistleblower compliance issues, concerns, complaints, and violations. All reports made to the Corporate Compliance Office through one or more of its confidential methods must be kept confidential whether requested or not by the reporter. Such confidentiality shall be maintained unless disclosure of the reporter is required by applicable law or the matter being investigated is referred to law enforcement for appropriate handling.

B. Reporting Requirements: All Covered Individuals are required to assist Nuvance Health in its compliance efforts by promptly reporting violations of this Policy and related Nuvance Health policies concerning the protection of whistleblowers that the Covered Individual becomes aware of to the Corporate Compliance Office as described in subdivision “C” of this section.

C. Reporting Procedure:

- (i) Covered Individuals and other Protected Persons may confidentially report compliance issues, concerns and Program violations in person, by U.S. mail or interoffice mail, telephone, fax, email, or web submission as follows:

Address:

Nuvance Health Corporate Compliance Office

100 Reserve Road
Danbury, CT 06801

General E-mail Address:

Compliance@nuvancehealth.org

General Office Line:

203-739-7110

General Facsimile Line:

203-739-8576 or 845-475-9761

- (ii) Covered Individuals may report compliance issues, concerns, and Program violations anonymously and confidentially by:
- Calling the 24-hour Nuvance Health confidential and anonymous Compliance Hotline at:
 - **844.YES.WeComply** (for Covered Individuals at Nuvance West)
 - **1-844-395-9331** (for Covered Individuals at Nuvance East);
or
 - Through web submission online at: nuvancehealth.ethicspoint.com

VIII. POSTING OF POLICY ON THE NUVANCE HEALTH WEBSITE

This Policy and all associated Nuvance Health whistleblower-related policies shall be posted on the Nuvance Health website.³¹ The Chief Compliance Officer shall provide a hard copy to any Protected Person who requests the same in that form.³²

IX. DISCIPLINARY ACTION

Covered Individuals who engage in retaliatory conduct or otherwise violate this Policy shall be subject to progressive disciplinary action up to, and including, termination of employment, contract or other affiliation with Nuvance Health.

³¹ N-PCL § 715-b [b][4].

³² NYSAG-CB *Whistleblower Policy Guidance*, pgs. 4-5.

X. PERIODIC REVIEW AND ANNUAL RENEWAL OF POLICY

This Policy shall be reviewed periodically, but in no event less than annually, to determine whether updates or other appropriate amendments are required. All annual renewals and substantive amendments to this Policy must be approved and adopted by the Audit and Compliance Committee of the Nuvance Health Board of Directors.

XI. EFFECTIVE DATE

Upon the approval of and adoption by the Audit and Compliance Committee of the Nuvance Health Board of Directors, this Policy shall be deemed renewed, and thereafter deemed effective as of the “Effective Date” first written above.³³

³³ This Policy was initially approved and adopted by the Nuvance Health Board of Directors on October 5, 2019 and subsequently adopted and approved for renewal by unanimous written consent of the Audit and Compliance Committee of the Nuvance Health Board of Directors on October 13, 2020 and October 19, 2021.