



NUVANCE HEALTH

WHISTLEBLOWER PROTECTION POLICY

September 18, 2024



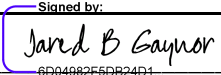
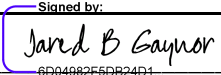
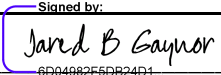
Nuvance Health Whistleblower Protection Policy

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Whistleblower Protection Policy
Policy #: COMP 1-6-19

Title: Nuvance Health Whistleblower Protection Policy	Policy Location/Owner: Corporate Compliance																									
Subject: Nuvance Health's Prohibition of Retaliatory Conduct	Policy Number: COMP 1-6-19																									
Approved by: Nuvance Health Board of Directors (original) Audit & Compliance Committee of the Nuvance Health Board of Directors (2020, 2021, 2022 & 2023 renewals)	Effective Date: September 18, 2024																									
	Revision History:	October 31, 2019 (original) October 21, 2020 (renewal) October 29, 2021 (renewal) November 29, 2022 (renewal) December 15, 2023 (renewal) September 18, 2024 (renewal) ¹																								
Approval Date: 10/5/19; 10/13/20; 10/19/21; 10/26/22; 12/15/23, 9/18/24	Scheduled Renewal Date: September 2025																									
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:																										
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Applicability: Applies to all Nuvance Health workforce members, business affiliates, and agents as described in § IV of this Policy.																										
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 6/28/24 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. ²																										
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.																										
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¹ See footnote 74, *infra*, for further revision history details and interaction of this Policy with whistleblower protection/non-retaliation policy provisions found in the Nuvance *Compliance and Ethics Program Charter*.

² Information regarding the Charter, DRA, and other compliance-related policies and guidance may be found on the Hub at [Nuvance Health](#) internal sites and the [Nuvance Health](#) external webpage.



Whistleblower Protection Policy
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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 "a Protected Person (as that term is defined below in subdivision "C" of this section), 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").³

B. "Retaliation" defined: For purposes of this *Whistleblower Protection Policy* (hereinafter the "Policy"), the term retaliation (or retaliatory conduct) 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;⁴
- ii. Adverse contractual action;
- iii. Intimidation, retributory action, abuse, harassment or threats of violence;
- iv. Penalization;⁵
- v. Blacklisting, coercing, or restraining;⁶
- vi. Discrimination.⁷
- vii. Actions that would have an adverse impact on current or future employment of a former Covered Individual;⁸

³ See generally, N-PCL § 715-b [a]; Social Services Law 363-d [2][a][7]; 18 NYCRR § 521-1.4 [a][2][vii]; EPTL § 8-1.9 [e][1].

⁴ See Labor Law § 740 [1][e]; see also CSGA § 31-51m; CSGA § 19a-498a [a][1]; 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://ag.ny.gov/sites/default/files/regulatory-documents/Charities Whistleblower Guidance.pdf](https://ag.ny.gov/sites/default/files/regulatory-documents/Charities%20Whistleblower%20Guidance.pdf) (last accessed on 9/10/24); 15 U.S.C. § 7a-3 [a][1].

⁵ See Labor Law §§ 740 [1][e] & 741 [1][g].

⁶ See 29 CFR § 1991.102 [a].

⁷ See *id.*

⁸ Labor Law § 740 [1][e].



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- viii. Contacting the U.S. Immigration Authorities or otherwise reporting the suspected citizenship or immigration status of a Protected Person (or that of a family or household member of a Protected Person) to a Federal, State or local agency;⁹ and
- ix. Any threat to take any of the actions listed above in ¶¶ (i-viii) of this subdivision.¹⁰

C. “Protected Person” defined: For purposes of this Policy, the term Protected Person shall include any of the following individuals:

- i. Covered Individuals as that term is defined is defined in § IV below; or
- ii. Patients and other Nuvance Health stakeholders.

D. “Good faith” defined: For purposes of this Policy, 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.¹¹ 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.¹²

E. Examples of “Protected Activities”: Subject to the considerations, restrictions, and/or requirements outlined below in subdivision “B” of § VIII and §§ XI and XII of this Policy, the following actions, when engaged in good faith, are examples of activities protected under this Policy (hereinafter referred to as “Protected Activities”):¹³

- i. Where specifically authorized under Federal or State law, reporting, contacting or otherwise disclosing (or threatening to report, contact or otherwise disclose) (hereinafter collectively referred to as “Reporting”), to a Supervisor (as defined below in subdivision “G” of this section of the Policy), the Corporate Compliance Office, or Office of Legal Affairs of an Organizational Activity (as that term is defined in subdivision “H” of this section of the Policy) that:

⁹ Labor Law § 740 [1][e].

¹⁰ See Labor Law § 740 [1][e].

¹¹ See, generally, NYSAG-CB Whistleblower Policy Guidance, p.5.

¹² See id.

¹³ The Examples of protected activities listed in subdivision “E” 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. See also, generally, 18 NYCRR § 521-1.4 [a][2][vii].



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- a) Violates applicable Federal or State law¹⁴ or that the Protected Person believes poses:
 - A significant threat to the health of a specific patient;¹⁵ or
 - A substantial and specific danger to public health or safety;¹⁶
 - b) Constitutes improper quality of patient care;¹⁷
 - c) Constitutes corruption, unethical practices, mismanagement, gross waste of funds, abuse of authority;¹⁸
 - d) Constitutes improper quality of workplace safety such as the presence of an unsafe work environment, risk of employee safety or a significant threat to a specific employee's health;¹⁹
 - e) Constitutes the commission of any Prohibited Activity listed below in § VI of this Policy;²⁰ or
 - f) Constitutes "suspected fraud [or] other improprieties"²¹ or is erroneous or otherwise improper.²²
- ii. As specifically provided and authorized under, and consistent with, N.Y. Labor Law §§ 215, 740 and 741 and Conn. Gen Stat. §§ 31-51m, and 19a-498a, and 18 NYCRR § 521-1.4 [a][2][vii][g], Reporting (or threatening to report) any Organizational Activity that may constitute potential fraud, waste or abuse or a violation of applicable Federal and State law or internal

¹⁴ Note, for purposes of this Policy, the term "law" shall mean all duly enacted criminal, civil, and administrative laws, rules, codes, ordinances, 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, as a condition to participate in said program and receive corresponding Medicaid funds, must adhere to applicable laws; and (iii) consistent with the U.S. Constitution, any State that has promulgated laws that the Nuvance Health Office of Legal Affairs has determined apply to Nuvance Health.

¹⁵ Labor Law 741 [1][d].

¹⁶ Labor Law § 741[1][d].

¹⁷ See Labor Law § 741 [2][a].

¹⁸ CGSA § 4-37j.

¹⁹ Labor Law 741 § [1][e], [2][a].

²⁰ N-PCL § 715-b [a].

²¹ U.S. Department of Health and Human Services Office of Inspector General ("OIG"), *General Compliance Program Guidance* (hereinafter "OIG 2023 General Compliance Program Guidance"), § [III][B][1], p. 39 (11/23) (available at: <https://oig.hhs.gov/documents/compliance-guidance/1135/HHS-OIG-GCPG-2023.pdf>) (last accessed on 9/13/24).

²² See *OIG 2023 General Compliance Program Guidance*, § [IV][A][3], p.68 (11/23).



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standards of conduct, or other compliance concern, to a Public Body, as that term is defined in below in subdivision “F” of this section of this Policy.²³

Prior to the Reporting of any compliance concern outlined above to a Public Body, it is expected that every reporting Covered Individual make a good faith effort to notify or otherwise bring such improper conduct to the attention their Supervisor (as that term is defined below in subdivision “G” of this section of this Policy) and afford said Supervisor the opportunity to correct or otherwise address the improper conduct at hand.²⁴

Notwithstanding this expectation, such prior notice is not required under the following circumstances:²⁵

- a) Imminent and serious danger to public health or safety exists;
- b) The improper conduct could be reasonable expected to endanger a minor’s welfare; or
- c) The Covered Individual reasonable believes, in good faith, that:
 - making a report to a Supervisor will result in the destruction of evidence or concealment of the improper conduct;
 - making a report to a Supervisor would result in their physical harm or the physical harm of another person;
 - the Supervisor of the reporting Covered Individual has become aware of the improper conduct and has no intent to correct the same; or
 - with regard to improper conduct related to improper quality of patient care or improper quality of workplace safety, an imminent threat to public health, public safety, or the health of an identified patient or employee exists and reporting the same to a Supervisor would not result in corrective action;

²³ See 18 NYCRR § 521-1.4 [a][2][vii]; see also Labor Law § 740 [1][d]; Labor Law § 741 [1][f]; Labor Law 215 § [1][a][i] Conn. Gen Stat. § 31-51m [a][4], [b]; Conn. Gen Stat. 19a-498a [b].

²⁴ Labor Law §§ 740 [3] & 741[3].

²⁵ See Labor Law 740 [3][a-e] (for subparagraphs a–c and bullets ## 1-3); see Labor Law 741 [3] (for bullet # 4 of bullet #3).



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- iii. Filing a complaint or instituting or causing to be instituted any proceeding under the Occupational Safety and Health Act;²⁶
- iv. Exercising rights afforded under the U.S. and State constitutions;²⁷
- v. Objecting to participate in an Organizational Activity that violates applicable Federal or State law or constitutes improper quality of patient care;²⁸
- vi. Participating in the Nuvance Health Compliance and Ethics Program, which includes, without limitation, engaging in the following activities:
 - a) Performing self-evaluations, audits, and remedial actions;²⁹
 - b) Investigating, or participating in the investigation of, potential compliance issues;³⁰
 - c) Seeking assistance or answers to questions regarding violations of applicable law, this Policy, or the commission of other Prohibited Activities (as that term is described below in subdivisions “A” and “B” of § VI);³¹ or
 - d) Reporting, disclosing or raising compliance issues, concerns, incidents, or suspected violations.³²
- vii. Reporting (or threatening to report), to the extent authorized by applicable Federal and State law, to “a news media outlet, or to a social media forum available to the public at large” of any Organizational Activity of Nuvance Health (or any of its agents) that the reporting Covered Individual, acting “in good faith, reasonably believes constitutes improper quality of patient care or improper quality of workplace safety.”³³

It is expected that, prior to Reporting any such activity to a news media outlet or publicly available social media forum, the reporting Covered Individual make a good faith effort to notify or otherwise bring such improper conduct to the attention of a Supervisor (as that term is defined above in subdivision

²⁶ 29 U.S.C. § 660 [c][1].

²⁷ CGSA § 31-51q.

²⁸ See Labor Law § 740 [2][c]; see also Labor Law § 741 [2][b].

²⁹ See 18 NYCRR § 521-1.4 [a][2][vii][c-e].

³⁰ See 18 NYCRR § 521-1.4 [a][2][vii][b].

³¹ See, generally, *OIG 2023 General Compliance Program Guidance*, § [IV][A][3], p.68 (11/23).

³² See *OIG 2023 General Compliance Program Guidance*, § [III][C], p. 47, & § [III][D], p. 50 (11/23).

³³ See Labor Law 741 [2][a].



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“G” of this section of this Policy) and afford said Supervisor the opportunity to correct or otherwise address the improper conduct at hand.³⁴ Notwithstanding this expectation, such prior notice is not required in matters where.³⁵

- a) The improper quality of patient care or improper quality of workplace safety” being reported “presents an imminent threat to the public health or safety or to the health of a specific patient or specific health care employee; and
- b) The reporting Covered Individual, acting reasonably and in good faith, believes that reporting to a Supervisor would not result in corrective action;

viii. With regard to applicable antitrust laws:

- a) Reporting actual violations of applicable antitrust laws;³⁶
- b) Reporting potential violations of applicable antitrust laws;³⁷ or
- c) Reporting any actual or potential violations of applicable “criminal law committed in conjunction with a potential violation of [applicable] antitrust laws or in conjunction with an investigation by the [U.S.] Department of Justice of a potential violation of [applicable] antitrust laws[.]”³⁸

ix. Fulfilling the responsibilities of Covered Individuals set forth in § V of this Policy;

F. “Public Body” defined: For purposed of this Policy, the term public body shall mean:³⁹

- i. Any division, board, bureau, office, committee, or commission of any of the following Federal or State bodies:
 - a) Any court (or any member/employee of such court), grand jury, petit jury, regulatory agency, administrative agency, public agency, public authority (or instrumentality of a regulatory agency, administrative

³⁴ Labor Law §§ 740 [3] & 741[3].

³⁵ Labor Law § 741 [2][a], [3].

³⁶ See 15 U.S.C. § 7a-3 [a][1][A][i].

³⁷ See 15 U.S.C. § 7a-3 [a][1][A][i].

³⁸ 15 U.S.C. § 7a-3 [a][1][A][ii].

³⁹ See Labor Law §§ 740 [1][d][i-vi] & 741 [1][f][1-6].



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agency, public agency or public authority), law enforcement agency, prosecutorial office, police, peace officer;

b) Executive branch of government; and

c) U.S. Congress, State legislature, or elected governmental body (or any employee or member any of these three (3) bodies).

G. Supervisor defined: For purposes of this Policy, the term “Supervisor” shall mean any Nuvance Health individual who has been delegated “the authority to direct and control the work performance of the” reporting Covered Individual, or who has managerial authority to take appropriate mitigating action concerning the Prohibited Act that the reporting Covered Individual has issued a compliant or report about.⁴⁰ Some examples of individuals that would be considered a Supervisor under this Policy include the following within the Nuvance Health system:⁴¹

- i. A supervisor, manager, or department head or director of the reporting Covered Individual;
- ii. A division head or leader of the division or unit in which the reporting Covered Individual works;
- iii. A facility director of a facility in which the reporting Covered Individual works;
- iv. A risk manager or an administrator on duty of a patient care facility in which the reporting Covered Individual works;
- v. A human resources business partner within the facility, unit, or entity in which the reporting Covered Individuals works.

Note: If for any reason a Covered Individual is uncomfortable with reporting an Organizational Activity that is a compliance issue or concern or may constitute a Prohibited Activity to a Supervisor, the Covered Individual may make a report to the Corporate Compliance Office as outlined below in subdivision “C” of § VIII of this Policy.

H. “Organizational Activity” defined: For purposes of this Policy, the term “Organizational Activity” shall mean any Nuvance Health activity including, but not limited to, any engagement, performance or failure to perform, action or failure to act, transaction, conduct, policy, procedure, protocol, practice, or act implemented, executed, or otherwise carried out by Nuvance Health (or carried out by a Nuvance Health Covered Individual).

⁴⁰ Labor Law §§ 740[1][f], 741 [1][h].

⁴¹ All references to facilities, divisions, units, hospitals, or departments used in this subdivision of this Policy are referring to those entities operated or otherwise under the control of Nuvance Health.



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 fraud⁴² 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

A. Policy Coverage - 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”);
- iv. Danbury Hospital and its New Milford campus;
- v. Eastern New York Medical Services, P.C.;
- vi. Health Quest Home Care, Inc.;⁴³
- 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.;

⁴² See *OIG 2023 General Compliance Program Guidance*, § [III], Element 2, p.39 and § [IV][3], p. 68.

⁴³ This includes Health Quest Home Care, Inc. (Licensed) and Health Quest Home Care, Inc. (Certified).



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- x. Northern Dutchess Hospital (“NDH”);
- xi. The Norwalk Hospital Association;
- xii. Putnam Hospital;
- xiii. Sharon Hospital;
- xiv. Taconic, IPA, Inc. (“Taconic ACO”);
- xv. Vassar Brothers Medical Center;
- xvi. Western Connecticut Home Care Inc.;
- xvii. Western Connecticut Health Network Physician Hospital Organization ACO, Inc.;
- xviii. Nuvance Health Medical Practice CT, Inc. (“NHMP-CT”);
- xix. The Foundations of Nuvance Health;⁴⁴
- xx. Nuvance Insurance Company, Ltd.;
- xxi. Western Connecticut Health Network Affiliates, Inc.;
- xxii. Alamo Ambulance Service, Inc.;
- xxiii. New Milford MRI, LLC;
- xxiv. Norwalk Surgery Center, LLC;
- xxv. Physicians Network, P.C.;
- xxvi. SWC Corporation; and
- xxvii. Hudson Valley Newborn Physician Services, PLLC.

B. Scope Limitations - Notwithstanding anything stated hereunder to the contrary, nothing provided in this Policy shall in any way be construed to create or expand:

⁴⁴ This includes: (i) Danbury Hospital & New Milford Hospital Foundation, Inc.; (ii) Norwalk Hospital Foundation, Inc. (iii) Vassar Brothers Hospital Foundation; (iv) NDH Foundation; and (v) Putnam Hospital Center Foundation, Inc.



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- i. A legal obligation for Nuvance Health or any of its facilities, units, or entities beyond that specifically provided under applicable State or Federal law; or
- ii. A legal right or remedy for Protected Persons or other third-parties beyond that specifically provided under applicable State or Federal Law.

IV. APPLICABILITY

This Policy applies to all Nuvance Health workforce members (acting in a full-time, part-time, or per-diem basis, whether they are carrying out their duties, functions, or role remotely, onsite, or any combination thereof), business affiliates, and agents (collectively referred to as “Covered Individuals”) as described below in subdivisions A-C of this section of this Policy.

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;⁴⁵
- ii. President/Chief Executive Officer;⁴⁶
- iii. Administrators;⁴⁷
- iv. Executives and other Senior Managers (regardless of their title);⁴⁸
- v. Managers;⁴⁹

⁴⁵ 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.

⁴⁶ 18 NYCRR § 521-1.2[b][1].

⁴⁷ 18 NYCRR § 521-1.2[b][1]; *see also, generally*, U.S. Department of Health and Human Services Office of Inspector General, *Publication of the OIG Compliance Program Guidance for Hospitals* (hereinafter “OIG 1998 Compliance Program Guidance for Hospitals”), 63 Fed. Reg. 8987, 8996, § [II][E][1] & [III][F] (available at: <https://oig.hhs.gov/documents/compliance-guidance/798/cpghosp.pdf>) (last accessed on 9/13/24).

⁴⁸ *See, generally*, New York State Department of Health Office of the Medicaid Inspector General (“OMIG”), *New York State Social Services Law 363-d and Title 18 New York Codes of Rules and Regulations Part 521, Compliance Program Review Guidance* (10/16) (hereinafter “OMIG 2016 Compliance Program Guidance”), [Definitions and Guidance: All Affected Individuals, p. 3 and p. 5, respectively]; *see also, generally*, New York State Office of Medicaid Inspector General, *Compliance Program Guidance* (with Addendums A and B) (1/2023), p. 17. (highlighting the *OMIG 2016 Compliance Program Guidance* as one of the “Selected References and Authorities” that OMIG “considered in the preparation of [OMIG’s January 2023 Compliance Program Guidance].”) (available at: <https://omig.ny.gov/compliance/compliance-library>) (last accessed on: 9/13/24).

⁴⁹ *See* OIG 2023 Compliance Program Guidance, § [III][E][1], p. 53 at <https://oig.hhs.gov/documents/compliance-guidance/1135/HHS-OIG-GCPG-2023.pdf> (last accessed 3/25/25); *See also, generally*, OMIG 2016 Compliance Program Review Guidance



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- vi. Department heads;
- vii. Supervisors⁵⁰;
- viii. Officers;⁵¹
- ix. Employees;⁵²
- x. Medical Staff Members⁵³;
- xi. Clinicians;⁵⁴
- xii. Appointees;⁵⁵
- xiii. Volunteers;⁵⁶
- xiv. Personnel;
- xv. Interns;⁵⁷
- xvi. Students;⁵⁸
- xvii. Trainees; and
- xviii. Any individual whose performance or other conduct is under the direction and 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, independent contractor, vendor, affiliate, person, subcontractor or third-party, who or that, in acting on behalf of Nuvance Health:

⁵⁰ See *OIG 1998 Compliance Program Guidance for Hospitals*, 63 Fed. Reg. 8987, 8993, § [II][A][9] & 8987, 8996 § [II][E][1] (1998).

⁵¹ 18 NYCRR § 521-1.2[b][1].

⁵² 18 NYCRR § 521-1.2[b][1]; see also *OMIG 2016 Compliance Program Review Guidance*, [Definitions: Affected Individuals], p. 3. (10/16).

⁵³ See *OIG 2023 General Compliance Program Guidance*, § [III], p.33 & [Definitions], p.91; see also, generally, *OIG 1998 Compliance Guidance for Hospitals*, 8987, 8996, § [II][A][3] [1998].

⁵⁴ See, generally, *OIG 1998 Compliance Program Guidance for Hospitals*, 63 Fed Reg. 8997, 8991, § [III][A][3] (1998).

⁵⁵ See *OMIG 2016 Compliance Program Review Guidance*, [Guidance: All Affected Individuals], p. 5. & [Definitions: Affected Individuals], p. 3. (10/16).

⁵⁶ See *id.* at [Definitions: Affected Individuals], p. 3.

⁵⁷ See *id.*

⁵⁸ See *id.*



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- i. Delivers, furnishes, prescribes, directs, orders, authorizes or otherwise provides Federal healthcare program items and services;
- ii. Performs billing or coding functions;
- iii. Monitors the healthcare provided by Nuvance Health;
- iv. Contributes to Nuvance Health's entitlement to payment under Federal healthcare programs;⁵⁹ or
- v. Carries out work in furtherance of the Nuvance Health business enterprise.

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 depending on their role, functions, and responsibilities.

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 subdivisions "B" and "C" of § VIII, *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.

⁵⁹ For purposes here, and consistent with 18 NYCRR § 521-1.3 [d] and *OIG 2023 General Compliance Program Guidance*, respectively, this includes, but is not limited to, those non-workforce member persons or those entities who, or that, provide goods and services to Nuvance that: (i) may affect any of the following Nuvance risk areas: (a) billings; (b) payments; (c) ordered services; (d) medical necessity; (e) quality of care; (f) governance; (g) mandatory reporting; (h) credentialing; (i) contractor, subcontractor, agent or independent contractor oversight; and (j) any risk area that is, or should reasonably be, identified by Nuvance through organizational experience (*see* 18 § NYCRR 521-1.3[d]); or (ii) based on their provision of such goods or services, have responsibilities or activities that are within the scope of the WPP (*see* *OIG 2023 General Compliance Program Guidance*, § [III][A][2], p. 36).



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B. Supervisors: Supervisors, as that term is defined in subdivision “G” of § I above, are responsible for promptly addressing any Prohibited Act brought to their attention.

C. 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;⁶⁰
- ii. Reporting to the Audit and Compliance Committee or the Nuvance Health Board on: ⁶¹
 - 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], maintain records of whistleblower interactions, and identify and address needs for improvement in the [P]olicy”;⁶²
- iv. Receiving and investigating complaints of retaliation;⁶³
- v. Identifying and addressing needs for improvement in the Policy;⁶⁴
- vi. Reviewing formally adopted Nuvance Health policies related to:
 - a) the prevention of financial wrongdoing (e.g., accounting policies and policies related to internal and external financial controls);
 - b) the prohibition of fraud, theft, embezzlement, bribery and kickbacks, and abuse or misuse of corporate assets;
 - c) conflicts of interest;
 - d) unethical conduct; and

⁶⁰ N-PCL § 715-b [2].

⁶¹ N-PCL § 715-b [b][2]; NYSAG-CB Whistleblower Policy Guidance, p.4.

⁶² NYSAG-CB Whistleblower Policy Guidance, p.4.

⁶³ *Id.* at p.3.

⁶⁴ *Id.* at p. 4.



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- e) harassment and discrimination, to determine whether such policies contain, where appropriate, relevant whistleblower protection provisions;⁶⁵ and
- vii. Including as part of new employee orientation training and annual compliance training the requirements of this Policy.⁶⁶

D. 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;⁶⁷
- 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;⁶⁸
 - 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;⁶⁹
 - 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 “C” of this section; and

⁶⁵ *Id.*

⁶⁶ *See id.* at pgs. 4-5. *See also* *OIG 2023 General Compliance Program Guidance*, § [III][C], Element 3, p.47.

⁶⁷ *See* N-PCL § 715-b [a].

⁶⁸ *See id.* at § 715-b [b][2].

⁶⁹ *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]).



- 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 is protected under the Program and this Policy. For purposes of this Policy, a Prohibited Activity is defined as any Organizational Activity that has or is imminently expected to:

- i. Result 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. Restrict or otherwise interferes with the engagement or exercise of a Protected Activity by a Protected Person.

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

- | | |
|---|--|
| <ul style="list-style-type: none"> • 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; | <ul style="list-style-type: none"> • Financial statement fraud and other financial wrongdoing; • Employing or contracting with an Excluded or Ineligible Person or Entity; • Any activity that may constitute potential fraud, waste or abuse; • Violations of U.S. Government's export controls and sanction laws; • 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; |
|---|--|



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- Failure to comply with Federal healthcare program conditions of participation or private payor requirements;
- Failure to timely report and return overpayments and implement appropriate corrective measures;
- Violations of the Civil Monetary Penalties Law or conduct that may lead to the imposition of civil monetary penalties;
- Violations of the Foreign Corrupt Practices Act;
- Failure or refusal to cooperate in an internal investigation involving a violation of the Nuvance Compliance and Ethics Program;

Privacy and Security of Patient, Employee and other Confidential Information

- Inappropriate access, use, disclosure, transmission, or disposition of confidential patient, workforce member or business information;
- Violations of Nuvance Health's HIPAA (as well as other patient privacy and security policies), 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;
- Failure to maintain sufficient medical record documentation to support services provided;
- Providing medical services to patients without being duly credentialed and privileged;
- Human subjects research misconduct or other scientific research-related violations;
- Providing substandard, unsafe, or medically unnecessary patient care;
- Violations of Nuvance Health Federal wide assurance with the U.S. Department of Health and Human Services Office of Human Research Protections;

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;
- Workforce member discrimination;
- Engagement in retaliatory conduct;
- 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;
- Conduct that violates the applicable workplace safety requirements including, without limitation, those



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requirements found under the
Occupational Safety and Health Act of

1970 (and the implementing regulations
thereof) and relevant State law.

VII. WHISTLEBLOWER PROTECTIONS LAWS

A. Overview - There are numerous Federal and State laws that provide whistleblower protections. The scope and types of protections afforded under these laws vary by State. Thus, the whistleblower laws that govern Nuvance Health East facilities (all Nuvance Health facilities, units and entities located in Connecticut), may differ from the whistleblower protections that govern Nuvance Health West facilities (all Nuvance Health facilities, units, and entities located in New York).

B. Federal, New York State, and Connecticut Whistleblower laws - A list and summary of some of the key Federal, New York State, and Connecticut whistleblower protection laws may be found in the June 28, 2024, Deficit Reduction Act of 2005 message from the Nuvance Health's Chief Compliance, Audit, and Privacy Officer, which may be accessed on Nuvance Health's The Hub and external web pages as follows:

- i. [Nuvance Health The Hub](#)
- ii. [Nuvance Health External Webpage](#)

VIII. REPORTING

A. Confidentiality:⁷⁰ 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.⁷¹

B. Mandatory Reporting: 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 below in subdivision "C" of this section of this Policy. Such reporting to the Corporate Compliance Office is expected even

⁷⁰ See, generally, N.Y. N-PCL § 715-b [b][1]; Social Services Law § 363-d [2][d]; 18 NYCRR § 521-1.4[e][1-4].

⁷¹ See 18 NYCRR § 521-1.4[e][4] (providing that Nuvance "must ensure that the confidentiality of persons reporting compliance issues shall be maintained unless the matter is subject to a disciplinary proceeding, referred to, or under investigation by [the Medicaid Fraud Control Unit, Office of Medicaid Inspector General] or law enforcement, or disclosure is required during a legal proceeding, and [all] such persons shall be protected under [this Whistleblower Protection Policy]."



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where reporting to external entities, as authorized by applicable Federal and State law and as outlined above in ¶¶ (ii) and (vii) of subdivision “E” of § I, has or is expected to take place.

C. Reporting Procedure:

i. *Confidential Reporting*

Protected Persons may confidentially report compliance issues, concerns, and Program violations, including, without limitation, violations of this Policy, in person, by U.S. mail or interoffice mail, telephone, fax, email, or web submission as follows:

a) Address:

Nuvance Health Corporate Compliance Office
100 Reserve Road
Danbury, CT 06801

b) General E-mail Address:

Compliance@nuvancehealth.org

c) General Office Line:

203-739-7110

d) General Facsimile Line:

203-739-8576 or 845-475-9761

ii. *Confidential and Anonymous Reporting*

Protected Persons may report compliance issues, concerns, and Program violations anonymously and confidentially by:

a) Calling the 24-hour Nuvance Health confidential and anonymous Compliance Helpline at:

- **1-844.YES.WeComply** (1-844-937-9326) (for Covered Individuals at Nuvance West)
- **1-844-395-9331** (for Covered Individuals at Nuvance East); or

b) Through web submission online at: nuvancehealth.ethicspoint.com



IX. 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.⁷² The Chief Compliance Officer shall provide a hard copy to any Protected Person who requests the same in that form.⁷³

X. DISCIPLINARY ACTION

Covered Individuals who engage in retaliatory conduct or otherwise violate this Policy shall be subject to, consistent with applicable collective bargaining agreements, third-party contracts, employment agreements, and peer review procedures, progressive disciplinary action up to, and including, termination of employment, contract or other affiliation with Nuvance Health.

XI. EFFECT OF THIS POLICY WITH REGARD TO EXISTING WORK FUNCTIONS AND RESPONSIBILITIES

Subject to the whistleblower and anti-retaliation provisions set forth in this Policy, Covered Individuals are reminded of their responsibilities and duties to internally report and address the commission (or imminent commission) of a Prohibited Activity (as that term is defined and described above in this Policy at subdivisions “A” and “B” of § VI), as may be required:

- A. Pursuant to the requirements outlined above in § V of this Policy;
- B. As part of their job functions, role, and responsibilities;
- C. Under Nuvance Health’s standards of conduct and other internal policies and procedures including, without limitation, the Nuvance Health *Corporate Compliance and Ethics Program Charter*; and
- D. Pursuant to applicable professional licensure standards or applicable Federal or State law.

XII. DISCLOSURE OF CONFIDENTIAL INFORMATION ONLY PERMITTED WHEN AUTHORIZED UNDER APPLICABLE FEDERAL AND STATE LAW

With regard to reporting or other disclosure of information authorized under this Policy, nothing in this Policy shall in any way be interpreted or otherwise construed to permit the disclosure of protected health information (e.g., the personal, social, financial, medical or other information related to the past, present or future treatment of a Nuvance Health patient, as well as the resulting billing/payment information that may stem from such treatment), personally

⁷² N-PCL § 715-b [b][4].

⁷³ NYSAG-CB *Whistleblower Policy Guidance*, pgs. 4-5.



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identifiable private information, or any other form of confidential information, except where specifically and explicitly permitted under applicable Federal and State law and Nuvance Health's internal standards of conduct including, without limitation, Nuvance Health's privacy, security, and information governance policies and procedures.

XIII. 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.

XIV. 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.⁷⁴

⁷⁴ 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 (the "ACC") on October 13, 2020, October 19, 2021, October 26, 2022, December 15, 2023 and September 18, 2024.