



Corporate Compliance Program Manual



Dear MAS Colleague:

Medical Answering Services (MAS) prides itself on the delivery of non-emergency Medicaid transportation services with integrity for the betterment of our community and those we serve.

To achieve our mission, we are guided by a common set of ethics and values that direct us in everything we do. MAS has a reputation, achieved and maintained through the integrity and ethical business standards of our employees, for conducting ourselves in compliance with applicable laws and regulations. Because the environment continues to evolve at rapid pace, it is the commitment of MAS to maintain this reputation by enforcing the highest standards of ethics, efficiency and conduct through a Corporate Compliance Program.

We take a proactive approach to assure that we continue to maintain our corporate ethics and practices by establishing a Corporate Compliance Program which is defined in this Manual.

A formal Corporate Compliance Program is integral to the achievement of these goals. It empowers employees, vendors and volunteers to detect any problems and provides a means to solve those problems. It is critical each of us understand our individual responsibility to not only personally adhere to these standards, but also actively participate in and promote compliance as representatives of MAS.

A Compliance Hotline and mailing address have been established for you to use confidentially to ask questions, seek guidance or report any situation you believe violates the provisions of this program. I encourage you to bring any concerns you may have to the attention of our Corporate Compliance Officer, Jennifer Bartlett, at fraud@medanswering.com so that we may further enhance the quality of our corporation. Examples of information that could be reported on the hotline include: provision of inappropriate services, conflicts of interest, breaches of enrollee confidentiality, and in general unethical conduct, etc. Employee human resource questions or concerns, such as job performance issues, discrimination, or abuse of overtime should continue to be reported directly to the Human Resources Department rather than through the hotline.

A Compliance Hotline is available 24 hours a day and is 1-877-639-1777 and will be answered, at a minimum, by a voicemail system to take your information. A compliance staff member will retrieve messages each day, and the information you provide in your message will be kept confidential, to the maximum extent possible. If you prefer, you may send your information in writing to Corporate Compliance Officer, at MAS, PO Box 12000, Syracuse, NY, 13218 or you may submit your concern via the website at www.medanswering.com. Lastly, you may use the locked drop box at the front door of any MAS building. You have my assurance that there will be no retribution or adverse consequences for asking questions or raising concerns about conduct or compliance issues.

As a corporation, we are committed to those ideals reflected in our Code of Ethics. We all must be equally committed to assuring that our conduct consistently reflects our words. So, I ask that

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Reviewed, revised by Compliance Committee, 10/18/17 JB

Revised 12/7/17, JB



you review the manual thoroughly. Your adherence to its spirit, as well as its specific provisions, is essential to our future.

Sincerely,

Jennifer Bartlett
Vice President of Compliance, Quality Assurance and Medicaid Policy

Our Ethics and Code of Conduct

Definition and Purpose

We are committed to the ethical treatment of those to whom we have an obligation following the basic ideals set forth below:

- For our enrollees, we are committed to facilitating efficient non-emergency transportation services with a choice;
- For our employees, we are committed to honesty, fairness and just management; providing a safe and healthy working environment; and respecting the dignity due everyone;
- For the communities where we live and work, we are committed to acting as concerned and responsible neighbors, reflecting all aspects of good citizenship;
- For our vendors and providers, we are committed to fair competition and the sense of responsibility; and
- For our regulators, we are committed to appropriately providing enrollee and vendor services, in compliance with applicable contracts and laws.

The goal in adhering to these standards is to ensure that we meet our commitment to ethical behavior and to comply with applicable laws and regulations. These standards also include critical elements of MAS' Corporate Compliance Program as well as how we strive to behave in all our daily interactions.

Each employee has an obligation to observe and follow the company's policies to maintain proper standards of conduct at all times. If an individual's behavior interferes with the orderly and efficient operation of the company, corrective disciplinary measures will be taken.

Progressive disciplinary action may include a verbal warning, written warning, final written warning or discharge. The appropriate disciplinary action imposed will be determined by the company. The company does not guarantee that one form of action will necessarily precede another.

All employees are expected to treat all co-workers, supervisory staff and management with respect and courtesy. This includes refraining from profanity, inappropriate discussions and distractions while at work.

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Reviewed, revised by Compliance Committee, 10/18/17 JB

Revised 12/7/17, JB



The following may result in disciplinary action, up to and including discharge:
Violation of the company's policies, safety rules, compliance program and any actions constituting a conflict of company interest include but are not limited to;

- insubordination;
- unauthorized or illegal possession, use or sale of alcohol or controlled substances on work premises or during working hours;
- unauthorized possession, use or sale of weapons, firearms, or explosives on work premises;
- theft or dishonesty;
- physical or sexual harassment;
- falsifying documents/records;
- disrespect towards fellow employees or visitors;
- performing outside work or use of company property, equipment, or facilities, relating to outside work while on company time;
- poor attendance and poor performance.
- Approving unnecessary services, including but not limited to setting up unnecessary travel, and not providing or honoring vendor choice for the enrollee;
- Approving services for themselves or a member of the house in which the employee also lives;
- Simultaneous employment by another firm that is a competitor of or vendor to MAS;
- Carrying on company business with a firm in which the employee, or a close relative of the employee, has a substantial ownership or interest;
- Holding a substantial interest in, or participating in the management of, a firm to which the company makes sales or from which it makes purchases;
- Borrowing money from customers or firms, other than recognized loan institutions, from which our company buys services, materials, equipment, or supplies;
- Accepting gifts or entertainment from an outside organization or agency;
- Speculating or dealing in materials, equipment, supplies, services, or property purchased by the company.
- Participating in civic or professional organization activities in a manner that divulges confidential company information;
- Misusing privileged information or revealing confidential data to outsiders;
- Using one's position in the company or knowledge of its affairs for personal gains;
- Engaging in practices or procedures that violate antitrust laws, commercial bribery laws, copyright laws, discrimination laws, campaign contribution laws, or other laws regulating the conduct of company business.
- Any violation of any MAS policies

Why is this Important?

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Reviewed, revised by Compliance Committee, 10/18/17 JB

Revised 12/7/17, JB



As the overall health care industry rapidly evolves, our ability to serve our enrollees, vendors and the medical community lies increasingly within in our ability to maintain our sense of integrity and ethics. Every day, we have decisions and choices to make. We must tell people things they don't want to hear. Amid intense public and media scrutiny in the health care world in general, we must demonstrate that we recognize and accept our responsibility to behave and respond in an ethical manner not only to our enrollees, vendors and providers, but also to our community and to the health care environment.

In such an environment, the laws and regulations governing transportation services are numerous and can be complex. All service providers, including MAS, are subject to questions and investigations regarding non-compliance with laws and regulations. In some cases, the consequences of these investigations have resulted in financial penalties, sanctions, corrective action plans, etc. for providers in the health care industry. MAS wants to make sure there continues to be no basis for charges of these types against MAS or its employees.

Our Corporate Compliance Program

Introduction

MAS has a Corporate Compliance Program (the Program) to demonstrate our commitment to comply with all federal and state laws and regulations.

MAS' Program applies to salaried and hourly staff, executive and administrative personnel, contracted personnel, vendors and volunteers, where and when appropriate. (collectively referred to as "employees and other agents").

Program policies and procedures have been established to ensure that employees and other agents have access to guidance and protocol that should be followed in performing their duties. See Attachment B for a list of corporate compliance program policies. **The policies and procedures set forth in this Program document are mandatory and must be followed as a condition of employment or affiliation with MAS.**

To obtain further information or guidance about applicable MAS policies or laws and regulations, we urge you to contact our Corporate Compliance Officer, Jennifer Bartlett at fraud@medanswering.com, or the Compliance Hotline, 1-877-639-1777.

Common Areas of Compliance Risk, Conflicts of Interest, and Conduct Violations:

For the compliance program to achieve maximum effectiveness, all of MAS' employees must play an integral part in the monitoring of MAS' day-to-day operations. That means that each employee must be familiar with the state, federal and MAS rules and regulations under which the employee works.

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Reviewed, revised by Compliance Committee, 10/18/17 JB

Revised 12/7/17, JB



In moving toward such a state of familiarity, MAS must address one of the most common and significant areas of compliance exposure and conflict of interests as also listed above in our Ethics and Code of Conduct policy. There is overlap in some of these areas, which are important enough to bear repeating below:

1. Approving unnecessary services, including but not limited to setting up unnecessary travel, and not providing or honoring vendor choice for the enrollee;
2. Approving services for themselves or a member of the home/house in which the employee also lives;
3. Simultaneous employment by another firm that is a competitor of or vendor to MAS;
4. Carrying on company business with a firm in which the employee, or a close relative of the employee, has a substantial ownership or interest;
5. Holding a substantial interest in, or participating in the management of, a firm to which the company makes sales or from which it makes purchases;
6. Borrowing money from customers or firms, other than recognized loan institutions, from which our company buys services, materials, equipment, or supplies;
7. Accepting gifts or entertainment from an outside organization or agency;
8. Speculating or dealing in materials, equipment, supplies, services, or property purchased by the company.
9. Participating in civic or professional organization activities in a manner that divulges confidential company information;
10. Misusing privileged information or revealing confidential data to outsiders;
11. Using one's position in the company or knowledge of its affairs for personal gains;
12. Engaging in practices or procedures that violate antitrust laws, commercial bribery laws, copyright laws, discrimination laws, campaign contribution laws, or other laws regulating the conduct of company business.

Quality Assurance and Compliance

At MAS, quality assurance is a very important aspect of MAS' operations and there is a dedicated department of talented employees vested with these responsibilities.

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Reviewed, revised by Compliance Committee, 10/18/17 JB

Revised 12/7/17, JB



The Vice President of Medicaid Policy, Compliance, and Quality Assurance oversees all aspects of MAS' Medicaid Policy, Compliance and Quality Assurance activities and adherence to relevant regulations and laws. Additionally, this person works hand in hand with representatives of all levels of the corporation are members of the Compliance Committee and are considered liaisons between the Compliance and Quality programs at MAS. All issues of quality assurance that impact compliance are fully investigated to ensure that all activities are appropriate.

Compliance Program Structure

MAS' corporate compliance program is structured around the essential elements of effective corporate compliance programs identified in the Office of Medicaid Inspector General, NY State Social Services Law Section 363-d and corresponding regulations at 18 NYCRR Part 521 that require providers in the medical assistance program (Medicaid) to have an effective compliance program. Briefly, the essential elements are:

1. **Compliance Standards and Procedures** - The development and distribution of written standards of conduct, as well as written policies and procedures that promote MAS' commitment to compliance (e.g., by including adherence to compliance as an element in evaluating managers and employees) and that address specific areas of potential fraud;
- Compliance Oversight Responsibility** - The designation of a corporate compliance officer and other appropriate bodies, e.g., a corporate compliance committee, charged with the responsibility of operating and monitoring the compliance program, and who reports directly to the President/owner;
2. **Employee Training and Education on Compliance** - The development and implementation of regular, effective education and training programs for all affected employees;
3. **Reporting of Noncompliance** - The maintenance of a process, such as a hotline, to receive complaints, and the adoption of procedures to protect the anonymity of complainants and to protect whistleblowers from retaliation;
4. **Enforcement and Discipline** - The development of a system to respond to allegations of improper/illegal activities and the enforcement of appropriate disciplinary action against employees who have violated internal compliance policies, applicable statutes, and regulations;
5. **Compliance Monitoring and Auditing** - The use of audits and/or other evaluation techniques to monitor compliance and assist in the reduction of identified compliance risk areas;
6. **Response and Prevention** - The investigation and remediation of identified systemic problems and the development of policies addressing the non-employment or retention of sanctioned individuals; and



7. **Non-intimidation and Retaliation** – Good faith participation; encouraging employees, and other agents to report suspected potential issues with freedom from reprisal, intimidation, and retaliation

MAS has adopted an oversight structure for its corporate compliance program. This structure includes the Vice President of Medicaid Policy, Compliance and Quality Assurance and Corporate Compliance Officer, and the Compliance Committee, as well as Quality Assurance staff. These entities are firmly committed to supporting all staff, enrollees, vendors, and providers in meeting MAS' high legal and ethical standards, and are responsible for:

- Training and educating employees and associated entities in MAS' corporate compliance program, including continuing education as changes in the regulatory environment occur and contractual obligations;
- Conducting ongoing risk assessments, random monitoring and auditing activities to identify and correct any potential violations of the corporate compliance program;
- Maintaining a Corporate reporting and response protocol for compliance-related questions, concerns or issues;
- Enforcing MAS' corporate compliance program through consistent application of appropriate disciplinary actions;
- Updating the corporate compliance program over time as necessary.

Corporate Compliance Officer

The CCO serves as the centerpiece of MAS' corporate compliance program. The CCO has direct access to MAS' President and Owner and works very closely with Compliance committee members. The CCO is an integral part of developing, designing and implementing of MAS' entire compliance program, and will also be the primary force behind the evolution of the corporate compliance program as the regulatory, contractual obligations and economic environment changes over time. In addition, the CCO will be the principal figure in providing guidance in response to ambiguous and difficult compliance issues, and overseeing the day-to-day operations of the compliance program, including training and education, monitoring and auditing and investigative reviews.

The Compliance Committee

The Compliance Committee is a group of staff from all departments and levels of the corporation that provide support for the day-to-day execution, maintenance and updates of the compliance program. Chaired by the CCO, the CC benefits MAS by bringing to the compliance program the perspectives of individuals with varying responsibilities within MAS, such as operations, finance, quality assurance, human resources, utilization review, etc. as well as employees and managers of key operating units. Please see attachment A for charter including the list of members.



Legal Counsel

MAS has retained the services of Mark Thomas Advisors, PLLC to assist the CCO, and the Compliance Committee to identify and interpret federal, state and municipal laws, regulations and contractual obligations as they apply to MAS, assist in updating our corporate compliance program, and provide further legal advice and perspective with respect to any potential regulatory compliance issues.

Training and Education

For our corporate compliance program to be effective, every employee and affiliate of MAS must be aware of the importance of MAS' compliance efforts and understand his or her individual role and responsibilities in the corporate compliance program. To achieve that state of awareness and understanding, MAS is in the process of implementing a network of training and education seminars, as well as continuing education courses geared around the specifics of our corporate compliance program and current compliance concerns. All employees are required to complete the basic corporate compliance training and education program given at orientation or annually and/or attend additional classes as necessary which varies by the employee's classification and functional responsibilities.

The CCO, in coordination with the Compliance Committee, department directors and managers, will continuously develop and revise training and education seminars addressing department-specific compliance issues. All staff may be required to attend one or more of these department-specific training and education seminars, particularly if you work in certain high-risk areas or departments. These training seminars will be conducted both internally and externally. For further information about specific training and education programs, continuing education courses or the training and education requirements for your employee classification and functional responsibility, please contact Jennifer Bartlett, the Corporate Compliance Officer and Vice President of Medicaid Policy, Compliance and Quality Assurance at (315) 299-2758 or send email to fraud@medanswering.com.

The Compliance Hotline

Any type of error, weakness in controls or wrongdoing, whether intentional or not, can subject MAS and involved employees and other agents to civil and criminal penalties. The Compliance Hotline, 1-877-639-1777 is available 24 hours a day for employees and other agents to ask compliance-related questions, raise concerns and report possible errors or violations of the compliance program. The Hotline voice mail system will record your question, concern or report, at which point the CCO or designee will review and resolve the issue as promptly as possible. Information reported must include as much detail as possible. All information received by the Compliance Hotline will be kept confidential, to the extent possible. The Compliance Hotline is intended to be used for issues relating to Corporate Compliance. Issues concerning wages, benefits or other personnel questions should be made directly to the Human Resources Department.

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Reviewed, revised by Compliance Committee, 10/18/17 JB

Revised 12/7/17, JB



Corporate Reporting and Response

MAS adopts a Corporate Reporting and Response Protocol to guide the Corporate Compliance Officer, and the Compliance Committee (when necessary) through the process of responding to compliance-related questions, concerns or issues identified through MAS' Hotline or through other means. This protocol outlines the process MAS will follow in responding to incidents of potential non-compliance with laws, regulations and contractual obligations. Please refer to the Compliance policies for further guidance.

Please note that employees and other agents are expected to promptly raise issues of concern or report suspected violations. Also note that MAS policy prevents retribution and retaliation against employees who in good faith, report violations or incidents of possible unethical behavior.

MAS is committed to reviewing all reported concerns promptly and confidentially to the extent necessary. In cases where the results of an investigation substantiate reported violations, MAS policy stipulates the initiation of disciplinary action, implementation of systemic changes to prevent similar violations from recurring in the future and the proper reporting to the relevant governing entity.

Enforcement and Discipline

It is the responsibility of each employee to adhere to and help further MAS' compliance efforts in performing his/her job duties. Any acts of misconduct that disrupt or interfere with the safe and productive operation of MAS can result in disciplinary action. The precise disciplinary action will depend on the nature, severity and frequency of the violation, and may result in any combination of verbal warnings, written warnings, suspension, termination or restitution.

Monitoring and Auditing

Ongoing, independent, random monitoring and auditing are crucial to identifying and promptly rectifying any potential compliance violations and ensuring the ongoing effectiveness of our compliance program. Additionally, MAS utilizes annual work plans published by the Office of Inspector General and the Office of the Medicaid Inspector General as well as internal risk assessments to assist in the development of its Annual Compliance Work plan. The Corporate Compliance Officer, with the assistance of the Compliance Committee and department directors and managers, is primarily responsible for commissioning and conducting these audits and assessments and reporting the results to the Compliance Committee.

Supervisors, Managers and Directors are encouraged to request specific reviews or audits of their department's compliance activities. To ensure that important duties under MAS' Compliance Program are properly delegated, the Corporate Compliance Officer shall maintain documentation of all significant requests for reviews or audits in relation to

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the Compliance Program. Requests shall be reviewed and approved in accordance with compliance policy.

Your Role and Responsibilities

Our corporate compliance program relies on all persons employed by or associated with MAS to provide it with the support necessary to ensure that it operates within the boundaries of applicable laws, regulations and MAS policies. Without you, the corporate compliance program cannot succeed. Therefore, MAS has entrusted you with the responsibility of:

- Being honest in your dealings with enrollees, vendors, providers and fellow employees;
- Becoming familiar with and acting in accordance with MAS' Ethics and Code of Conduct as well as the policies, procedures, laws, regulations and contractual obligations that govern the performance of your job;
- Seeking advice or clarification when you are uncertain about how to apply the standards of the Ethics and Code of Conduct, or what MAS expects in terms of proper business actions or practices;
- Listening and responding to questions, complaints or concerns expressed by enrollees, vendors, providers and co-workers; and
- Reporting violations of the standards of the Ethics and Code of Conduct or any policies, procedures, laws or regulations to your supervisor, your Human Resources department, the CCO, or designee, any member of the Compliance Committee or the anonymous and confidential Compliance Hotline set up for compliance-related issues.

The compromise of these responsibilities by any employee in any position due to personal gain or preference, inconvenience or business pressure is a serious matter that can lead to disciplinary actions or termination of your relationship with MAS. Therefore, MAS asks you to take your commitment to compliance very seriously. In return, MAS pledges to provide you access to appropriate resources, training and education programs, and personal guidance available regarding compliance issues that you may encounter in conducting your job responsibilities.

If you have any questions about your role and responsibilities in our corporate compliance program or any compliance-related questions in general, please feel free to the Corporate Compliance Officer, Jennifer Bartlett at (315) 299-2758 or extension 7001 or email fraud@medanswering.com.

Employee Whistleblower Protection Rights Non-Retaliation/Non-Intimidation Policy: Several laws forbid intimidation and retaliation by an employer against any employee who in good faith reports any suspected fraud, waste and/or abuse activity. Additionally, the same holds true for any employee who cooperates with investigators regarding potential

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Reviewed, revised by Compliance Committee, 10/18/17 JB

Revised 12/7/17, JB



non-compliant behavior. In accordance with such laws and its Corporate Compliance Program, MAS fully complies with all applicable “whistle-blower” protections.

I. MAS’ Policies and Procedures to Detect and Prevent Fraud, Waste and Abuse.

For a full listing of MAS’ policies and procedures designed to detect and prevent fraud, waste and abuse, please refer to Attachment B for a listing of MAS’ Corporate Compliance Program Policies.

Reporting and Response Protocol:

As part of its Corporate Compliance Program, MAS has developed and publicized a reporting system whereby employees, vendors, providers and all others can pose compliance-related questions and/or report perceived "Non-Compliance" by others within the corporation confidentially without fear of retribution or adverse consequences. Non-Compliance is defined as failure to comply with applicable state and federal laws, and requirements of federal and state health programs (including, but not limited to Medicaid laws, regulations and various interpretations which apply to MAS) and contractual obligations.

This reporting and response protocol outlines the process MAS will follow in responding to incidents of non-compliance detected through its report system.

Corporate Response

Reporting of Potential Incidents of Non-Compliance:

All employees, vendors, providers, and members of the public are encouraged to promptly report all instances of perceived Non-Compliance for which there is a reasonable indication that Non-Compliance has occurred.

Subsequently, MAS will promptly review all reports received. All records and any subsequent review of reported matters shall be retained by the Corporate Compliance Officer in confidence until such time that the review may require disclosure of the reporting person. MAS will review the concern and verify that Medicaid policy has been adhered to by MAS, the enrollee, vendor and provider as it relates to the area of concern. If any non-adherence to policy is found, further assessment of the trip is performed to identify and document any suspected fraudulent behavior, which is then promptly reported to the proper governing entity. Additionally, the information is then compiled and presented to the Corporate Compliance Officer for review, filing and correspondence with the proper governing entity. All other concerns, determined not to have a suspicion of fraud, require contact with involved parties. MAS works with all

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Reviewed, revised by Compliance Committee, 10/18/17 JB

Revised 12/7/17, JB



parties to find agreeable resolution to concerns. MAS documents concerns in order to track and follow up on patterns and trends which may require more advanced action.

The following reporting options are available to all employees, enrollees, vendors, providers and members of the public:

A. Complete a written Report of Potential Non-Compliance. Once the report is completed, it will be submitted directly to the Corporate Compliance Officer or;

B. Call MAS' Compliance Hotline 1-877-639-1777 to pose a compliance-related question and/or report any potential incident which will be followed up by the Corporate Compliance Officer, and/or designee;

*MAS' Compliance Hotline is available to employees, vendors, providers and the public 24 hours a day. Reports made to the Compliance Hotline are confidential. The Corporate Compliance Officer or designee will acknowledge reports within 72 hours or less.

C. Submit concerns in writing to: MAS, PO Box 12000 Syracuse, NY 13218.

D. Contact the Corporate Compliance Officer directly by phone (315) 299-2758 or schedule an appointment to pose a compliance-related question and/or report any potential incident.

Notifying the President/Owner:

The Corporate Compliance Officer and/or the designee will inform the President/Owner of the nature of an investigation, when an investigation is of a serious nature and appropriate to remain within MAS. The allegations/concerns sent to the Department of Health are only reported to the President/Owner individually when they rise to the appropriate severity level. All others are reported at regular intervals using a reporting mechanism mutually agreed upon between the Corporate Compliance Officer and the President/Owner.

Notification of Department of Health & Identification of Designee:

In all cases, where a Report of Potential Non-Compliance is received, it will be reviewed and ranked based its degree of severity. It is the Corporate Compliance Officer's responsibility to rank each incident as to the priority in which it will be handled. The CCO will work with the Vice President of Medicaid Policy, Compliance and Quality Assurance to ensure all incidents are ranked appropriately. In certain instances, there may be vague reports made that lead to more questions. In these situations, some further inquiry and/or research must be done as a follow-up to determine if a matter

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Reviewed, revised by Compliance Committee, 10/18/17 JB

Revised 12/7/17, JB



exists requiring DOH notification. There will also be instances where an assertion of wrongdoing is supported by evidence but is not confirmed. At this time, the Corporate Compliance Officer and/or a member of the Compliance team will review available evidence to determine the severity of the issue and the extent of further investigation deemed necessary, and if the information needs to be sent promptly to the DOH for investigation.

In cases where the issue raised is clearly an instance of Non-Compliance, the matter will be remedied expeditiously either internally or by promptly sending it to the Department of Health.

In cases where serious legal concerns may be present, the Corporate Compliance Officer, if designated by President/owner, will seek advice from MAS' legal counsel based on the severity of allegation/concern. When the decision is made to seek outside legal counsel, MAS' President/Owner or designee will initiate contact. Legal advice may be sought to determine the amount of MAS' liability and to determine the proper course of corrective action, disclosure responsibility and disciplinary actions, etc. Additionally, attorney-client privilege considerations will be made at this time. The primary purpose of attorney-client privilege is to encourage full and frank communication between attorneys and their clients and thereby promote broader public interests in the observance of law and administration of justice. The major benefit of the privilege is that the person asserting it, who could be the client or the client's attorney, can refuse to disclose confidential communications that were made for obtaining or providing legal advice.



Attachment A
MAS Compliance Committee Charter:
Committee Members:

Chair: Corporate Compliance Officer & Privacy Officer
President/Chief Executive Officer
Chief Financial Officer
General Manager
Legal Support
Director of Call Center
Call Center Managers (3)
Director of HR
Director of Training
Senior Compliance Member
Floor Supervisor/CSR
Director of Medicaid
Director of IT
Senior Liaison

Purpose: The Corporate Compliance Committee is comprised of leadership and staff who provide support for the day-to-day execution, maintenance and updates of the compliance program and assist with ensuring the protection of individuals' private health information to comply with Federal and State Regulations.

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Reviewed, revised by Compliance Committee, 10/18/17 JB

Revised 12/7/17, JB



Annual Goals: To review, assess and monitor MAS' compliance risk against the items agreed upon in all contracts as well as items published in the annual work plans by the Federal Office of Inspector General and the Office of Medicaid Inspector General of New York. Additionally, the committee is to ensure that all of MAS' Compliance and Privacy related matters are addressed in an accurate and timely fashion.

Timeline: Ongoing

Meeting Schedule: Monthly until 2018

Reporting Structure: The Corporate Compliance Committee ultimately is responsible to the President and Owner of MAS.

Executive Representative(s): President/Owner, General Manager, CFO, and the Corporate Compliance Officer

Quorum and Decision-Making: Nine members shall represent a quorum. The committee will vote on items as deemed necessary by the committee chair. A majority of the members present will approve items presented.

Sub-Committees: Sub-Committees/Workgroups may need to be created on an as-needed basis to further support the efforts of the Compliance Committee. Sub-Committee/Workgroup membership selection will be designated by the Committee members.

Attachment B

Compliance Policies

- 1. Compliance Officer**
- 2. Code of Conduct**
- 3. Conflict of Interest**
- 4. Gifts and Gratuities**
- 5. Trip Concerns**
- 6. Compliance Training**
- 7. Corporate Reporting and Response (to include anonymous reporting)**
- 8. Enforcement and Discipline**
- 9. Non-intimidation, Non-retaliation and Whistleblowers**
- 10. Monitoring, Quality Assurance and Auditing**
- 11. Risk Assessment and Annual Work plan**
- 12. Any other policies to be determined relevant**

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Reviewed, revised by Compliance Committee, 10/18/17 JB

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