



VENDOR CODE OF CONDUCT

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Table | OF CONTENTS

MESSAGE FROM THE PRESIDENT 1

COMPLIANCE AND ETHICS 2

Our Values	2
Legal and Regulatory Compliance	2
Nondiscrimination in Health Programs	2

REPORTING YOUR CONCERNS 3

No Retaliation Policy	3
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CONFLICTS OF INTEREST 4

Business Courtesies	4
Kickbacks and Bribes	5

**PROTECTING ASSETS
AND INFORMATION 6**

Fraud, Waste and Abuse	6
Records Retention	7
Audits	7

**POLITICAL ACTIVITIES
AND CONTRIBUTIONS 8**

Government Contracts	8
Dealing with Excluded or Ineligible Persons	8
Organizational Conflicts of Interest	8
Publicity	9



Message

FROM THE
PRESIDENT

Dear Valued Vendor:

Noridian Mutual Insurance Company, including its affiliates and subsidiaries (collectively “NMIC”), is committed to conducting business ethically, with integrity, and in compliance with applicable laws, regulations and contractual requirements. To have a culture that centers on ethical integrity, we need to put our values into action as we carry out our daily responsibilities. We expect the same commitment from all individuals, companies or others, working for, or on behalf of, NMIC, directly or indirectly.

We value our Vendors and the role they play in the success of NMIC. The NMIC Vendor Code of Conduct (“Vendor Code”) is designed to provide vendors with the general principles that must be followed when doing business with NMIC. These principles are based on the laws, regulations and NMIC policies.

Please take the time to become familiar with the principles and requirements of the Vendor Code. Your commitment to making compliance and ethics a top priority as you work with NMIC is appreciated.

While knowing what the Vendor Code requires is important, it is equally as important to figure out what is “right” in certain circumstances. And it’s not always easy. If you should have any questions, please contact NMIC Compliance Officer Mary Walker at (701) 277-2861.

We regard our Vendors as a critical and necessary component in the success of our mission and operations. Thank you for your commitment to compliance and ethical integrity.

Sincerely,

A handwritten signature in black ink that reads "Tim Huckle". The signature is written in a cursive, flowing style.

Tim Huckle
President and Chief Executive Officer

Section 1

COMPLIANCE AND ETHICS

OUR VALUES

NMIC's purpose is to deliver affordable solutions to improve the care and health of those we serve. NMIC's values are at the heart of how we operate to achieve our purpose and objectives. These values include:

- **Integrity:** We do the right thing
- **Effective Collaboration:** We work together toward a common purpose
- **Service Excellence:** We provide value through quality service
- **Constant Innovation:** We seize opportunities to advance progressive change
- **Responsible Stewardship:** We manage all resources entrusted to us with efficiency and care
- **Enthusiasm:** We enjoy our work and have fun doing it.

NMIC has an unwavering commitment to integrity in all that we do. By incorporating integrity as one of the Company's values, we aspire to maintain a culture that not only embraces the principle of doing the right thing, but also doing things the right way.

This Vendor Code of Conduct ("Vendor Code") applies to all individuals, companies or others, working for, or on behalf of, NMIC, directly or indirectly, including vendors, suppliers, and first-tier, downstream and related entities (collectively "Vendors") and their employees, agents, contractors, consultants or contingent workers. The Vendor Code defines the principles which all

Vendors are expected to follow when doing business with us.

LEGAL AND REGULATORY COMPLIANCE

NMIC is subject to a wide variety of federal, state and local laws and regulations. We expect our Vendors to comply with the laws and regulations applicable to their respective business and when providing services to NMIC.

NONDISCRIMINATION IN HEALTH PROGRAMS

No individual may be excluded from participation in, be denied the benefits of, or otherwise be subjected to discrimination on the basis of race, color, national origin, sex, disability or age by Vendor, its employees, officers, directors, agents, or subcontractors in the performance of any contract for NMIC. Vendor shall comply and require its employees, officers, directors, agents, and subcontractors to comply with ACA Section 1557 (42 U.S.C. § 18116) and the implementing regulations issued by the U.S. Department of Health and Human Services, Office for Civil Rights (45 C.F.R. Part 92) in the performance of services under any contract with NMIC. Vendor agrees to participate in training by NMIC regarding compliance with ACA Section 1557, if requested by NMIC, and to permit NMIC to conduct periodic audits of its compliance with ACA Section 1557.

Section 2

REPORTING YOUR CONCERNS

As a Vendor for NMIC, you have a responsibility to report any issue or concern you believe, in good faith, may constitute noncompliance with any law or regulation in connection with work performed for NMIC or violates this Vendor Code, whether such violations involve your employees or subcontractors or NMIC employees or contractors.

You may report your concerns to the NMIC Compliance Officer:

-  By telephone at (701) 277-2861
-  In-person

You also have the option to report anonymously using any of the following mechanisms:

-  Compliance Hotline: 701-281-8601 or toll free at 1-888-264-2227
-  Openboard e-reports (www.openboard.info/nmic)
-  Compliance Post Office Box: Compliance
PO Box 242
West Fargo, ND 58078-0242

NO RETALIATION POLICY

NMIC maintains a strict No Retaliation Policy. Retaliation is any action that might discourage an employee from making or supporting a charge of wrongdoing or misconduct in the workplace.

Speak up immediately

if you see or suspect activity that may be a violation of NMIC's Vendor Code or related policies, law, regulation or contractual requirement.

You ensure the continued success of NMIC by making certain your actions support our culture and expecting the same of those around you. We encourage you to self-report if you suspect you've violated a law, regulation, contractual requirement, the Vendor Code or other NMIC policies.



Section 3

CONFLICTS OF INTEREST

NMIC is required to report annually and as they occur throughout the year, those personal interests which are or appear to be a conflict of interest in relation to NMIC decisions and transactions.

Vendors must avoid any actual, or appearance of, conflicts of interest while doing business with NMIC. In order to avoid a conflict of interest with NMIC and its employees, the Vendor:

- May not deal with any NMIC employee who has a financial interest in the Vendor, or whose immediate family members hold a financial interest in the Vendor. This does not include an indirect ownership interest in a mutual fund or similar investment vehicle, where the employee does not make the investment decisions.
- Must not deal directly with any NMIC employee who is an immediate family member of the Vendor's representative.
- Must disclose any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest.

It is not possible to list every type of conflict of interest that may occur; however, when in doubt the Vendor should contact their NMIC business contact or the NMIC Compliance and Ethics Officer with the

facts of the situation so NMIC can review the circumstances and determine if a conflict of interest exists. Conflicts of interest are common and can't always be avoided but they need to be disclosed, documented and effectively managed.

BUSINESS COURTESIES

Business courtesies offered to or received from individuals and entities with which NMIC does business, or may do business, can create the appearance our business decisions are influenced by these business courtesies. Therefore, we must carefully evaluate the circumstances in which business courtesies are offered and received.

Vendors are asked to cooperate with NMIC's policy regarding business courtesies and avoid offering gifts of cash or cash equivalents, such as non-merchant specific gift cards or gift certificates, to NMIC employees. Business courtesies of a nominal value (fair market value of \$100 or less) are generally acceptable, as long as they are infrequent and not seen to threaten our objectivity when making decisions. In addition, NMIC employees are limited to no more than \$200 in nominal business courtesies annually from a single vendor.

KICKBACKS AND BRIBES

Under no circumstances is the Vendor allowed to offer or accept kickbacks or bribes for the purpose of wrongfully obtaining or retaining NMIC business or any other favorable action. Kickbacks and bribes can take many forms and are not limited to direct cash payments or credits. In general, if you could gain personally through the transaction, it is prohibited. These practices are not only unethical, but in many cases illegal.



Section 4

PROTECTING ASSETS AND INFORMATION

Confidential information is one of the most valuable assets entrusted to NMIC. We have a responsibility to ensure our use and protection of this information meets the requirements established by federal and state laws which include but are not limited to Health Insurance Portability and Accountability Act (HIPAA), Health Information Technology for Economic and Clinical Health (HITECH) and the Privacy Act. Confidential information includes Protected Health Information (PHI), Personally Identifiable Information (PII), and other proprietary information of NMIC's members, employees, vendors or customers.

Vendors are also required to safeguard the confidential information they may be exposed to while providing services to, or on behalf of, NMIC. Vendors whose work requires the use and disclosure of PHI are considered Business Associates and are required to execute a Business Associate Agreement, as required under HIPAA.

Vendors with access to any proprietary or confidential NMIC information such as product information or operating systems will be required to execute a confidentiality agreement.

In addition, Vendors must continue to protect confidential information even after they are no longer providing services for, or on behalf of, NMIC.

FRAUD, WASTE AND ABUSE (“FWA”)

NMIC is committed to identifying, preventing, correcting and reporting fraud, waste and abuse. The Fraud, Waste and Abuse Program at NMIC is an important component to protecting the healthcare dollars of NMIC members.

All suspected fraud, waste and abuse practices must be reported to the Compliance and Ethics department. The Compliance and Ethics department will investigate reports of FWA, involving the Vendor or the Vendor's employees and/or agents. Vendors are expected to fully cooperate in such investigations. The Special Investigations Unit (SIU) will investigate all other reports of allegations of FWA involving providers and members.

RECORDS RETENTION

Vendors must maintain accurate and complete records

of all matters related to their business with NMIC for the period of time required by applicable regulations, policies and contract provisions.

If a litigation matter, government investigation or audit is anticipated or underway, relevant records must not be destroyed until the matter is concluded. Record is defined as any and all electronic and paper records and anything recorded in any manner, including final copies, any non-identical copies, and memos, correspondence, notes (handwritten or otherwise), charts, graphs, presentations, calendars, telephone messages, reports, photographs, data compilations, voice mails, instant messages, and text messages.

NMIC's Legal Department or the Vendor's NMIC business contact will advise you of any document preservation or other requirements related to any lawsuit, audit or investigation.

AUDITS

NMIC and the Government, including any federal or state agency, shall have the right to access and examine any books, documents, papers and records of the Vendor involving transactions related to any agreement between NMIC and the Vendor, for as long as the Vendor is required to retain records related to NMIC. The Vendor shall cooperate fully with any audit conducted by the Government or by NMIC as required under the agreement between NMIC and the Vendor.

In the case of a Government audit or investigation of the Vendor, concerning NMIC, the Vendor shall notify NMIC of such audit or investigation and shall ensure a NMIC representative is present during such audit or investigation to the maximum extent permitted by law.

NMIC may audit or may require the Vendor to audit the Vendor's records to ensure the Vendor conforms to the negotiated agreement. If the Vendor performs the audit, the Vendor must provide the audit results to NMIC or its representatives.

Section 5

POLITICAL ACTIVITIES AND CONTRIBUTIONS

GOVERNMENT CONTRACTS

A vital part of NMIC business is the work we do for the government. Like our other business, we are committed to conducting our government business with the highest degree of integrity and honesty. In addition, we must comply with applicable government contracting laws and regulations.

Vendors working directly or indirectly on government contracts (e.g. Medicare, Federal Employees Program, Prescription Drug Program, the Affordable Care Act) have a special obligation to know and comply with all the terms of the government contract. In addition, Vendors must not submit false or fraudulent claims for payment or make any false statements or representations. Vendors must cooperate fully with any government requests for information. Vendors must avoid offering or accepting entertainment or business courtesies to government personnel when prohibited by that personnel's agency regulations.

DEALING WITH EXCLUDED OR INELIGIBLE PERSONS

Under federal government programs, NMIC is prohibited by law from contracting or doing business with any person or entity that is currently debarred, suspended,

excluded, proposed for debarment or declared ineligible to perform work under any government contract or subcontract.

NMIC will not conduct business with any Vendor debarred, suspended, excluded or ineligible to participate under any government contract or subcontract, such as Medicare or Medicaid, or whose officers, directors or employees are excluded from participating under such government contracts or subcontracts. Vendors are responsible for taking all necessary steps to ensure their employees who are involved in providing services to NMIC, directly or indirectly, remain eligible to participate under any government contract or subcontract.

ORGANIZATIONAL CONFLICTS OF INTEREST

An organizational conflict of interest (OCI) may occur when a private company provides two types of services to the Government that have conflicting interests or appear objectionable. In the healthcare industry, there is the potential of overlapping interests of vendors or contractors in providing health care services, claims processing and fraud, waste and abuse review. For this reason, government agencies have developed strong OCI policies and rules which NMIC, as an organization, must follow.

NMIC thoroughly reviews current and potential vendors and contractors for organizational conflicts of interest to ensure that we are free from any bias that may affect our professional judgment and that we do not have an unfair competitive advantage in the process of contracting with the federal government. NMIC is guided by the principles listed under Subpart 9.5 of the Federal Acquisition Regulation and associated regulations from the Government Accountability Office and federal courts.

Vendors must disclose any possible OCI to their NMIC business contact or the NMIC Legal Department so that the conflict is identified and a plan is put in place to mitigate any actual or potential OCI.

PUBLICITY

Vendors are not permitted to distribute advertising, press releases, or any other general public announcement regarding the services you provide to NMIC unless you have obtained prior written authorization from NMIC.

Note:

This Vendor Code sets forth general principles with which Vendors must comply. More restrictive requirements may be set forth in the business agreement with NMIC. In addition, this Vendor Code will be automatically amended to incorporate any change or modification of applicable state or federal law, regulation or standard as of the effective date of the change or modification.
