CBHS IPA, LLC

AND

CBHS INC.

CORPORATE COMPLIANCE PLAN

December 2022 Review

CBHS
CORPORATE COMPLIANCE PLAN

BOARD APPROVED 2/3/2023

I. Introduction and Compliance Program Coverage

CBHS IPA, LLC and CBHS Inc. (collectively referred to as "CBHS" or the "Organization") has a comprehensive Corporate Compliance Program (the "Program"). CBHS is committed to managing its business operations in accordance with ethical standards, contractual obligations, and all applicable statutes and regulations. The terms of the Program apply to, and govern CBHS and CBHS's employees, board members, contractors, network and affiliate members, and other appointees, volunteers, interns, and other persons associated with CBHS such that the person or affiliate contributes to CBHS's entitlement to payment under Medicare or Medicaid or other grants or government payments (collectively "Affected Individuals"). The Organization has adopted the Program to promote its compliance with all applicable federal, state, and local laws and regulations.

CBHS IPA, LLC is certified as an independent practice association under 10 NYCRR § 98-1.5(b)(6)(vii). CBHS is also a Behavioral Health Care Collaborative (BHCC) comprised of a network of providers delivering the entire spectrum of behavioral health and disability services in the Hudson River Region with a mission to support its members' efforts to provide effective behavioral health care services to the Medicaid, Medicare, and uninsured population. CBHS is developing business initiatives to integrate and manage care,and provide cost effective outcome-based services required for the future.

II. The Purpose of the Compliance Program and Compliance Plan

The primary goals of the Program, as set forth in this Corporate Compliance Plan (the "Plan")[1], are to:

- Prevent fraud, abuse and other improper activity by creating a culture of compliance within the Organization;
- Detect any misconduct that may occur at an early stage before it creates a substantial risk of civil or criminal liability for the Organization; and
- Respond swiftly to compliance problems through appropriate disciplinary and corrective action.

[1] "Corporate Compliance Plan" refers to this document that provides a high-level overview of the structure and components of Organization's compliance initiatives and activities that, when taken as a whole and operationalized, comprises the Organization's "Compliance Program".

The Program reflects the Organization's commitment to operating in accordance not only with the strict requirements of the law, but also in a manner that is consistent with high ethical and professional standards. The Plan and Program apply to the full range of the Organization's activities, including relationships with patients, clients, affiliated providers, third party payers, subcontractors, and among Affected Individuals.

Affected Individuals are expected to: (1) familiarize themselves with the Organization's Code of Conduct and compliance procedures; (2) review and understand the key policies governing their particular functions and responsibilities; (3) report any fraud, abuse or other improper activity through the mechanisms established under the Program; (4) cooperate in Organization audits and investigations; and (5) carry out their functions and responsibilities in a manner that demonstrates a commitment to honesty, integrity and compliance with the law.

The Plan and Program are regularly reassessed and are constantly evolving to address new compliance challenges and maximize the use of the Organization's resources. Affected Individuals are encouraged to provide input on how the Program might be expanded or improved.

III. The Elements of the Program

The Program's design is based on compliance guidance provided by various federal and state governmental entities.[2] The key elements of the Program, which are discussed in greater detail in the sections referenced below, are as follows:

- Code of Conduct and Key Policies and Procedures (Section IV);
- Compliance Oversight (Section V);
- Compliance Training (Section VI);
- Communication and Reporting Compliance Problems (Section VII);
- Disciplinary Measures (Section VIII);
- Risk Identification and Internal Audits and Reviews (Section IX);
- Responding to Compliance Issues (Section X); and
- Policy of Non-Retaliation and Non-Intimidation (Section XI).

IV. Code of Conduct and Key Policies and Procedures

A. Code of Conduct

The Organization is committed to conducting all of its activities and business with honesty and integrity. This Code of Conduct sets forth the basic principles that guide Organization decisions and actions. The Code of Conduct is not intended to address every potential compliance issue that may arise in the course of the Organization's business. All Affected Individuals are expected to familiarize themselves with the Code of Conduct and should rely on the standards contained in the Code in carrying out their duties. Violations of the Code of Conduct can result in disciplinary action, including suspension and dismissal.

1. Compliance with Applicable Laws. It is the duty of Affected Individuals to uphold all applicable laws and regulations. All Affected Individuals must be aware of the legal requirements and restrictions applicable to their respective positions and duties. The Organization shall implement programs necessary to further awareness of, and to monitor and promote compliance with laws and regulations. Questions about

[2] Guidance includes U.S. Department of Health and Human Services' Office of Inspector General and the requirements imposed on health care providers under Section 363-d of the New York Social Services Law and Part 521 of Title 18 of the New York State Codes, Rules and Regulations.

the legality or propriety of any actions undertaken by or on behalf of the Organization should be referred immediately to the Organization's Compliance Officer for clarification.

2. Conduct Affairs in Accordance with the Highest Ethical Standards. Affected Individuals shall conduct all activities in accordance with the highest ethical standards of the community and their respective professions at all times and in a manner which upholds the reputation and standing of the Organization. Affected Individuals shall not make false or misleading statements to any client, person or entity doing business with the Organization.

3. Antitrust. All Affected Individuals shall comply with applicable antitrust laws. The Organization and Affected Individuals shall involve outside legal counsel, as necessary, to address any organizational or business decisions that involve a risk of violating antitrust laws. Any agreements among competitors to fix prices, allocate markets, or to refuse to deal with a certain competitors, customers, or suppliers pose a risk of violation of antitrust laws. CBHS will implement safeguards to ensure data and pricing information is kept confidential and data is accessed by network members only to the extent reasonably necessary for operation of the network and allowable by law. In addition, CBHS will ensure all managed care contracting will be done in accordance with antitrust laws.

4. Conflicts of Interest. All Affected Individuals must faithfully conduct their duties in their assigned roles solely for the purpose, benefit, and interest of the Organization and those whom it serves. All employees and board members have a duty to avoid conflicts with the interests of the Organization and may not use their positions and affiliations with the Organization for personal benefit. Employees and board members must consider and avoid not only actual conflicts but also the appearance of conflicts of interest.

5. Highest Standards for All Aspects of Care. All Affected Individuals must support the Organization's mission to ensure services are performed of the highest quality which respond to the needs of those served. The care provided by those associated or affiliated with the Organization, including its participating providers and affiliated providers, must be reasonable and necessary to the care of each individual and appropriate to the situation, and such care must be provided by properly qualified individuals. All such care must be properly documented as required by law and regulation, payer requirements and professional standards, and be in furtherance of the Organization's objectives, which include to:

- Improve access, and continuity of care, wellness, and positive life outcomes for persons in need of behavioral health and long-term care services;
- Integrate and coordinate the provision of behavioral health, medical and long-term care;
- Reduce inpatient and other institutional treatment by creating effective community-based alternatives;

- Lead high quality care management;
- Promote evidence-based/best practice models;
- Develop capacity for the critical functions of Electronic Health Record Interoperability;
- Establish quality outcome standards and tracking systems;
- Implement staff development aligned with innovation;
- Deliver high-quality/lower cost services that are sustainable; and
- Operate effective managed care businesses, including the assumption of risk.

6. Provide Equal Opportunity and Respect the Dignity of All Clients. The Organization is committed to ensuring services are provided for persons, without regard to age, race, color, ethnicity, religion, gender, gender identification, and sexual orientation. We are dedicated to maintaining an environment which respects the dignity of each individual in our community. Discrimination in any form or context will not be tolerated.

7. Confidentiality. Affected Individuals have access to a variety of sensitive and proprietary information, the confidentiality of which must be protected. All such persons must adhere to the appropriate laws, regulations, policies, and procedures to ensure that confidential information is properly maintained and that inappropriate or unauthorized release is prevented. Affected Individuals, as appropriate, shall create and keep records and documentation which conform to legal, professional, and ethical standards.

8. Integrity with Each Payer Source. Affected Individuals shall ensure that: all requests for payment for all services are reasonable, necessary and appropriate; issued by properly qualified persons; and billed in the correct amount with appropriate supportive documentation. CBHS and Affected Individuals will also ensure compliance with all managed care contracting requirements.

9. Honesty and Integrity. All business practices of the Organization must be conducted with honesty and integrity and in a manner that promotes a positive and professional reputation with clients, payers, vendors, regulatory agencies, and other providers.

It is the duty of each Affected Individual to uphold the standards set forth in the Code of Conduct and to report violations by following the reporting procedures established by the Program. Board members, executives, and supervisors of the Organization have a special duty to adhere to the principles and enforce the standards set forth in the Code of Conduct; to support employees in their adherence to the Code of Conduct; and to recognize, detect, and report violations. It is a violation of the Code of Conduct to take any action in retaliation against or to intimidate anyone who reports, in good faith, suspected violations of the Code of Conduct or other Organization policies and procedures.

10. Participation in Network. CBHS requires that participating providers, affiliate providers, and suppliers, as well as those providing services on their behalf, have valid and current licenses, certificates and/or registration, as applicable. Affected Individuals shall not be currently suspended, terminated, debarred, excluded or otherwise ineligible to participate in any federal or state health care program, or fail to otherwise meet CBHS's credentialing requirements. All participating network providers must sign a participating provider agreement, which will include a business associate/qualified service organization agreement, as appropriate.

B. Key Policies and Procedures

While the Code of Conduct establishes broad principles to promote ethical behavior, the Organization also recognizes that the development and distribution of comprehensive policies and procedures promoting ethical conduct are essential components of an effective compliance program. These policies and procedures must clearly articulate responsibilities and provide Affected Individuals with sufficient guidance and direction in fulfilling those responsibilities. The Organization has developed several policies and procedures in support of its Compliance Program and may develop additional policies in the future to ensure compliance with law and contractual obligations. All Affected Individuals are required to review and carry out their duties in accordance with the policies applicable to their functions and responsibilities.

V. Compliance Oversight

A. Compliance Officer

The Compliance Officer is an employee of the Organization responsible for overseeing the implementation and modification of the Program. The Compliance Officer reports directly to the Chief Executive Officer or designee. The Compliance Officer also makes periodic (but no less frequently than annually) reports to the Board of Directors on the operation of the Program.

Affected Individuals should view the Compliance Officer as a resource to answer questions and address concerns related to the Program or compliance issues. As discussed in Section VII below, the Compliance Officer maintains an "open door" policy and may be contacted directly by any Affected Individual regarding a compliance-related matter.

B. Compliance Committee

The Compliance Committee is comprised of, at minimum, the Chief Executive Officer or designee, Compliance Officer, and at least one Board member, provided, however the Chief Executive Officer does not have voting rights. The Chief Executive Officer or designee may appoint additional members to the Compliance Committee with varying backgrounds and experience to ensure that the Committee has the expertise to handle the full range of clinical, administrative, financial and operational issues relevant to the Program.

The Compliance Committee meets at least quarterly, or more frequently, as necessary. As it relates to compliance, the Compliance Committee's functions include, but are not limited to, the following:

- Receiving regular reports from the Compliance Officer and providing him or her with guidance regarding the operation of the Program;
- Approving the annual work plan carried out under the Program (see Section IX below);
- Approving the compliance training program provided to all employees, board members, and contractors;
- Analyzing CBHS's contractual, legal and regulatory requirements and risk areas and coordinating with the Compliance Officer to ensure the adequacy of the Program;
- Reviewing and confirming the adequacy of all investigations of suspected fraud or abuse and any corrective action taken as a result of such investigations; and
- Recommending and approving any changes to the Compliance Plan.

C. Board of Directors

The Board of Directors has ultimate authority for the governance of the Organization, including oversight of the Organization's compliance with applicable law. The Board of Directors will delegate at least one member to participate on the Compliance Committee. The Board will also receive reports on the operation of the Program directly from the Compliance Officer at least once each year. The Compliance Officer has the right to bring matters directly to the Board at any time.

VI. Compliance Training

Every employee must attend the basic compliance training session offered by the Organization within 30 days of the commencement of employment and a refresher training session annually thereafter. The basic compliance training session shall cover the contents of the Code of Conduct and the key elements of the Program. Employees are also required to participate in any advanced compliance training sessions recommended by the Compliance Committee which are designed to focus on the specific compliance issues associated with their functions. After each training, employees must acknowledge in writing that they have received training, understand the Code of Conduct and will fulfill their obligations under the Compliance Plan.

Board members must attend a compliance training session within 30 days of the commencement of their term and a refresher training session annually thereafter. Board

members must acknowledge in writing that they have received training, understand the Code of Conduct and will fulfill their obligations under the Compliance Plan.

Contractors and other Affected Individuals that are not employees or board members of CBHS must participate in compliance training either prior to contracting or engaging with the Organization or within 90 days of contracting or engaging with the Organization. Such training may consist of providing the contractor or other Affected Individual access to a copy of the Compliance Plan and affording the contractor or other Affected Individual a mechanism to ask questions about the Plan and Program and receive responses to their questions.

All compliance training and education content and materials must cover compliance-related issues, compliance expectations, and Program operation. Those required to receive training must be afforded an opportunity to ask questions and receive responses to any questions they have. All education and training relating to the Compliance Plan will be verified by attendance and a signed acknowledgement of receipt of the Compliance training. CBHS has transitioned to the Relias Learning Management Software to complete and monitor the completion of necessary compliance trainingsAttendance at compliance training sessions is mandatory and is a condition of continued employment or, where required, other association with CBHS. All participating providers and affiliated providers in the IPA are required to provide compliance training to staff working on Organization-related matters, and shall provide an acknowledgement and attestation, in the form attached here as Exhibit A, confirming all staff have received such training. Failure to attend or perform required compliance training will result in disciplinary action up to and including termination of the Participating Provider Agreement or other association with CBHS.

VII. Communication and Reporting Compliance Problems

A. Reporting Options

The Organization maintains open lines of communication for the reporting of suspected improper activity. Affected Individuals must promptly report any such activity of which they become aware in any one of the following ways:

- Notifying a Supervisor or Director, who will refer the report to the Compliance Officer or Compliance Committee;
- Notifying the Compliance Officer, who has an open-door policy;
- Notifying any member of the Compliance Committee; or
- Filing a report via phone or the Compliance email: compliance@cbhsinc.org. (anonymously or otherwise).

B. Compliance Hotline

The Compliance Hotline may be accessed by emailing Compliance@cbhsinc.org. To encourage full and frank reporting of suspected fraud or abuse, the Organization gives employees, board members, member organizations, contractors, and all other Affected Individuals the option of filing complaints through the Compliance Hotline confidentially and/or anonymously. Reports received will be treated confidentially unless the matter is turned over to law enforcement. The Compliance Officer is responsible for reviewing all Compliance Hotline reports, assessing whether they warrant further investigation and ensuring that any compliance problems are identified and corrected.

Employees should understand that the Compliance Hotline is designed solely for the good-faith reporting of fraud, abuse and other compliance problems; it is not intended for complaints relating to the terms and conditions of an employee's employment. Any such complaints should be directed to your Supervisor.

VIII. Disciplinary Measures

The Organization shall have disciplinary policies in effect to encourage good faith participation in the Program. Affected Individuals are required to report compliance issues as outlined in the Compliance Plan and are required to assist in the resolution of compliance issues as applicable, including assisting in investigations of compliance issues. Affected Individuals who fail to report suspected problems; encourage, direct, facilitate or permit non-compliant behavior; or participate in non-compliant behavior are subject to disciplinary action in accordance with the Organization's Disciplinary Policy.

A. Employees. Any sanctions related to employee non-compliant behavior or practices addressed under the Compliance Program will be carried out by the Chief Operations Officer in consultation with the Board of Directors. Depending on the nature of the offense, discipline may include counseling, oral or written warnings, modification of duties, suspension, or termination but must be consistently applied and firmly and fairly enforced to different individuals while taking into account several factors, including the severity of the incident, the employment and disciplinary action history of the employee, the employee's knowledge of the subject matter and appreciation of his or her actions, and any other relevant information. Management shall not receive preferential treatment related to disciplinary action.

B. Board of Directors. Board Member sanctions can range from written admonition to, in the most extreme cases, removal from the Board of Directors, in accordance with applicable Operating Agreement, policies, laws and/or regulations. The Compliance Officer shall make a recommendation to the Board of Directors with respect to such sanctions.

C. Other Affected Individuals. Sanctions for other Affected Individuals, including network and affiliate providers and other subcontractors, will range from written admonition, financial penalties (if applicable), and in the most extreme cases, termination of the Affected Individual's relationship with the Organization or participation in CBHS's

IPA. The Compliance Officer shall make a recommendation to the Chief Executive Officer or designee with respect to such sanctions.

IX. Risk Identification and Internal Compliance Audits and Reviews

The Organization seeks to identify compliance issues at an early stage before they develop into significant legal problems.

A. Identification of Key Risk Areas

One way to proactively address potential compliance issues is by identifying key risks by reviewing recent publications issued by government organizations and/or third-party payers. Risk areas can be identified through annual review of the Department of Health and Human Services Office of the Inspector General's ("OIG") and New York State Office of the Medicaid inspector General's ("OMIG's") annual work plans and other resources from those offices. Key risk areas include, but are not limited to the following:

- Compliance with New York State Department of Health Standard Clauses for Managed Care Provider/IPA Contracts and other managed care contracting requirements
- Failure to ensure availability of covered services
- Failure to verify licensure and/or certification of network and affiliate providers
- Failure to comply with contractual requirements relating to data submissions
- Improper disclosure of confidential information of CBHS members
- Improper disclosure of population health and quality improvement information
- Failure to obtain appropriate consent to allow for network-wide data sharing.
- Failure to maintain appropriate documentation to support any grants or other government funds received.

B. Performance of Internal Audits and Compliance Reviews

Another key method of risk identification is the performance of internal audits and compliance reviews. The Organization's Compliance Committee will annually develop a compliance work plan that includes a schedule of internal audits or other reviews for the upcoming year. The audits and reviews will cover aspects of the Organization's operations that pose a heightened risk of non-compliance, including but not limited to, billing, required documentation, and adherence to applicable protocols. A written report shall be prepared summarizing the findings of each audit, and recommending any appropriate corrective action. Reports will be timely presented at a Compliance Committee meeting. Significant findings will be tracked for additional oversight and accountability of the corrective action process. The Organization may rely on compliance reviews conducted by network providers in the IPA to perform its audit and prepare its report.

All Affected Individuals are required to participate in and cooperate with internal and external audits as requested by the Compliance Officer. This includes assisting in the production of documents, explaining program operations or rules to auditors and implementing any corrective action plans.

X. Responding to Compliance Issues

A. Internal Investigations

All reports of fraudulent, abusive or other improper conduct, whether made through the Compliance Hotline or otherwise, shall be promptly reviewed and evaluated by the Compliance Officer. The Compliance Officer determines, in consultation with other Organization personnel as necessary, whether the report warrants an internal investigation. Investigations shall consist of a combination of interviews and document reviews. All investigations will conclude with written findings and recommendations for corrective action to fix the problem and prevent future occurrence. The Organization is committed to promptly and thoroughly addressing compliance problems as evidenced by plans of correction being completed or appropriately revised before the matter is considered closed. In accordance with the Organization's Compliance Investigations Policy, Affected Individuals are required to cooperate fully in all audits and investigations.

B. Government Audits and Investigations

In addition, Affected Individuals are required to cooperate fully in all government audits and investigations, subject to his or her individual rights. All search warrants, subpoenas, and other requests for documents, information, or interviews in the course of a government audit or investigation with respect to CBHS should be forwarded to the Compliance Officer, who is responsible for scheduling any interviews, reviewing and responding to any requests, and as necessary, involving legal counsel.

C. Corrective Action

The Organization is committed to taking prompt and thorough corrective action to address any fraud, abuse or other improper activity identified through internal audits, investigations, reports' by employees or other means. The Compliance Officer, in consultation with the Chief Executive Officer or designee, is generally responsible for reviewing and approving all corrective action plans. However, the Compliance Officer is authorized to recommend corrective action directly to the Board of Directors if the Compliance Officer believes, in good faith, that the Chief Executive Officer or designee is not promptly acting upon such a recommendation. In cases involving clear fraud or illegality, the Compliance Officer also has the authority to order interim measures while a recommendation of corrective action is pending.

Corrective action may include, but not be limited to, any of the following steps:

- Modifying the Organization's existing policies, procedures or business practices;
- Providing additional training or other guidance to Affected Individuals;
- Disciplining employees or terminating contractors and sanctioning board members consistently;
- Notifying appropriate authorities of criminal activity by employees, board members, contractors or others;
- Returning overpayments or other funds to which the Organization is not entitled to the appropriate government Organization or program with best effort to do so within sixty (60) days of identification; or
- Self-disclosing fraud or other illegality through established state and federal self-disclosure protocols, including to the NYS Office of the Medicaid Inspector General (OMIG), NYS Department of Health NYS Medicaid Fraud Control Unit (MFCU), the OIG and Department of Justice, or other organization, as appropriate.

XI. Policy of Non-Retaliation and Non-Intimidation

In accordance with the Organization's Non-Retaliation and Non-Intimidation Policy, the Organization shall have a policy of non-intimidation and non-retaliation for good faith participation in the Program, including for reporting potential issues, investigating issues, self-evaluations, audits, remedial actions, and reporting to appropriate officials as provided in sections 740 and 741 of the New York State Labor Law. No Affected Individuals who files a report of suspected fraud, abuse or other improper activity in good faith will be subject to retaliation or intimidation by the Organization in any form.

With respect to employees, prohibited retaliation and intimidation includes, but is not limited to, terminating, suspending, demoting, failing to consider for promotion, harassing, or reducing the compensation of any employee due to the employee's intended or actual filing of a report. Affected Individuals should immediately report any perceived retaliation or intimidation to the Compliance Officer. However, if an employee has participated in a violation of law or an Organization policy, the Organization has the right to take appropriate action against him/her. While Organization requires its employees to report such concerns directly to the Organization, certain laws provide that individuals may also bring their concerns to the government.