

# 2025 CODE OF CONDUCT

Ethical Guidelines for  
Shared Health

**RESPECT  
PROTECT**



**John Cole**  
CEO  
Shared Health

## A Special Message From JOHN COLE

Dear Employee,

Our work at Shared Health is built on quality, expertise and service — to our customers and partner organizations, and to the many member lives we touch and help support every day.

Our work is about solutions — sharing our valued knowledge, experience, and success with Managed Care Organizations across the nation, helping them build and sustain successful plans and programs of their own.

It takes the highest level of integrity and trust to be an effective, valuable and responsive partner for government programs and plans. It's a foundation for our own efforts, as well as a key component that we work to share with each of our partners and customers, to help them ensure their success from the very start.

Shared Health has earned a reputation for integrity, honesty and ethics. As employees, we each have a responsibility to support and strengthen this foundation of trust that is so vital to all of our relationships. With that in mind, our Code of Conduct is published to provide guidance on acceptable behaviors in the workplace.

The standards and guidelines within the Code of Conduct collectively address questions you may have related to conflicts of interest, legal compliance, and other issues that may affect your day-to-day responsibilities.

Please take time to read, review and understand the Code of Conduct. These guidelines are important in achieving our business goals at Shared Health — and in protecting our reputation and integrity as a trusted business partner for our customers.

If there is something that you do not understand, or if you are aware of an actual or potential violation of the guidelines within the Code of Conduct, report it to management. You can do this without fear of retaliation or discrimination.

On behalf of Shared Health, I want to thank you for your dedication to our purpose, your commitment to our customers, and your proven expertise. I appreciate all your efforts toward building and maintaining our culture of service and reputation for excellence.



John Cole



**Charriet Womble**

Medicare Compliance  
Officer

## A Special Message From CHARRIET WOMBLE

At Shared Health, we all strive to adhere to the laws, regulations and protocols that make us a trusted partner in the health of our members. At the core of the rules we follow is our commitment to ethics and ethical decision-making. The Code of Conduct is our guide for putting those ethics into action.

From navigating regulatory changes, to fighting fraud, to demonstrating best practices for treating each other and our members with respect, the standards laid out in the Code of Conduct offer more than just a set of rules to follow. They reflect the principles we live up to every day.

Corporate Compliance works in conjunction with Operations and Internal Audit to ensure that collaboration, transparency and ethical standards are a core part of our organization's culture. It's a three-part line of defense that helps protect the integrity, reputation and operations of the company. Your role in upholding these standards is critical.

Thank you for familiarizing yourself with the Code of Conduct, and for playing your part in offering that peace of mind throughout the Enterprise.

*Charriet Womble*

Charriet Womble

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## About the CODE OF CONDUCT

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**The Code of Conduct is designed to provide us with the knowledge needed to conduct our business activities in an honest, open and fair manner.**

**Adherence to the Code of Conduct is mandatory for all employees, contractors and officers (referred to as “Everyone” or “We” unless otherwise noted) – no one is exempt.**

We want our suppliers, business contacts and delegated vendors to adopt a code of conduct particular to their own organization that reflects a commitment to detect, prevent and correct any occurrences of unethical behavior or fraud, waste and abuse. We also require our delegated vendors to report concerns or suspected violations of the Code of Conduct. We are willing to share our own Code of Conduct, along with related policies and procedures, with these entities in order to convey our commitment to a corporate culture of ethics and compliance.

## Our Profile

Shared Health provides the tools needed to help health plans across the country build and operate successful Managed Care plans. Shared Health specializes in providing innovative technology and services that deliver managed care solutions for the underserved, chronically ill, and long-term services and supports populations.

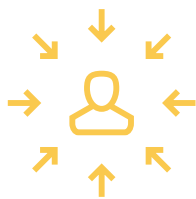


**Shared Health**

Where knowledge  
meets need

## COMPLIANCE PROGRAM

Our Enterprise Compliance Program is designed to help enforce our Code of Conduct and strengthen our reputation for **integrity, honesty and ethics** in business. These are core values we strive for and vital components of our mission. Having an effective compliance program supports our Beliefs:



**Member  
Focus**



**Financial  
Stewardship**



**Ethical  
Decision-making**



**Independent  
Blue**



**Community  
Commitment**



**Engaged,  
Diverse Employees**

**We are committed to compliant, lawful and ethical conduct.**

*If you are aware of a violation of the standards in the Code of Conduct, you must report it.  
Failure to do so is considered to be a compliance violation.*

## Your Role

No matter where we are working, at home or in the office, we all have an obligation to perform our jobs in a manner consistent with the Code of Conduct. One of the benefits of doing so is pure and simple satisfaction – it feels good to do the right thing.

- Follow the principles in the Code of Conduct
- Complete your annual conflict of interest questionnaire timely and accurately; update if needed
- Know and follow the policies and procedures that apply to the company and your department
- Seek advice if you have compliance or ethical questions
- Complete mandatory training on time
- Protect confidential information
- Report any violations of the Code of Conduct or suspected fraud, waste or abuse



## Managers/Leaders

- Be the example. Act with integrity and promote compliance and ethics
- Create an environment where your team is comfortable coming to you with concerns
- Never value business results over ethical or compliant conduct
- Consider adherence to the Code of Conduct as a factor in annual performance evaluations and promotional decisions

Anyone who violates the Code of Conduct, corporate policies and/or corporate procedures will be subject to disciplinary action, which could range from education and/or training up to termination of employment.

## WHERE KNOWLEDGE MEETS NEED



- The Code of Conduct provides you the information to conduct business in a manner that is honest, open and fair.
- Adherence to the Code of Conduct is mandatory for Everyone – no one is exempt.
- We are expected to be ethical and professional at all times.



- Enterprise Compliance Program
- Raising Concerns at Work Policy

**Q U E S T I O N ?**  
**NEED TO MAKE A REPORT?**

*Talk to your manager or to another manager in your division, or contact Corporate Compliance. You can make an anonymous report by calling the Compliance Hotline at 800-832-9471.*



## **SPEAK UP REPORT VIOLATIONS**

We are all responsible for identifying and preventing noncompliance and fraud, waste and abuse. Reporting violations reinforces a culture of compliance. If at any time you are aware of an actual or potential violation of the Code of Conduct, you must report it to management or Corporate Compliance as soon as possible. Failure to report a violation of the Code of Conduct is, in itself, a violation of the Code of Conduct.

The Chief Compliance Officer will designate someone to review all reports to determine if there is a reasonable basis for initiating an investigation. The company reserves the right to take appropriate action to address immediate concerns. Such actions include, but are not limited to, restriction of system access, change of work location, or suspension.

To the extent possible, all reported concerns will be handled in a confidential manner and no information will be released to anyone without a specific need to know. All investigations will be conducted promptly with the conclusion communicated to the appropriate individuals and management. If the investigation determines the reported concern is valid, a determination will be made as to the appropriate disciplinary action or if any corrective action is needed.

Employees, contractors, officers, members of the Board of Directors, or others that are found to have violated any laws, governmental regulations, or company policies will face appropriate case specific disciplinary action which may include demotion or termination of employment as applicable.

***The non-retaliation promise:*** Neither the company nor any of its employees may retaliate or discriminate against any employee who, in good faith, lawfully provides information to the company regarding any conduct which the employee reasonably believes is a violation of the Code of Conduct, or state/federal laws or regulations.

*If you are aware of a violation of the standards in the Code of Conduct, you must report it.  
Failure to do so is considered to be a compliance violation.*



You are expected to cooperate in any investigation. Failure to cooperate or intentionally giving false, misleading or inaccurate information or withholding information will result in disciplinary action, up to and including termination.

The company strictly forbids any type of retaliation for reporting a violation or cooperating with an investigation.

If you have a question about whether your actions, or the actions of someone else, might violate the Code of Conduct, here are the options you have to report your concern:

- **Talk with your direct supervisor or manager or someone else in your division management.**
- **Contact Corporate Compliance. There are several ways to report your concerns to Corporate Compliance:**
  - **Call the Compliance Hotline at 800-832-9471** or via a link to a web form on [sharedhealth.com](http://sharedhealth.com). These reporting sources go to an independent external vendor that will ensure your anonymity.
  - **Send an email message to the Compliance department** at [compliancehotline@sharedhealth.com](mailto:compliancehotline@sharedhealth.com). This is not an anonymous reporting method.
  - **Contact any member of the Compliance team.**
  - **Put your concern in writing** and send it to the following address:  
**1 Cameron Hill Circle  
ATTN: Corporate Compliance Department  
Chattanooga, TN 37402**

If you report a violation through any of the methods listed above, you have met the requirements of the Code of Conduct and our Compliance program. No further action is needed other than to cooperate in any investigation that may be triggered by your report.



## **All company policies and procedures are located in the company Policies and Procedures Tool.**

*You can access this Tool on web@work under My Benefits > Self Service > Policies & Procedures.*

## **Q U E S T I O N ? NEED TO MAKE A REPORT?**

*Talk to your manager or to another manager in your division, or contact Corporate Compliance. You can make an anonymous report by calling the Compliance Hotline at 800-832-9471.*

# UNDERSTAND AND COMPLY WITH LAWS, POLICIES AND GOVERNMENT PROGRAMS

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The Code of Conduct applies to all lines of business. Because of the nature of our business, our company is subject to many complex legal requirements.

## **To be compliant, we must:**

- Understand and follow the laws and regulations that apply to our individual jobs
- Read and follow all corporate policies
- Ask questions if we do not understand a policy or rule
- Complete our annual Compliance training on time



## **Managers/Leaders**

Make sure your policies and processes are documented in the corporate Policies and Procedures tool and that your employees are familiar with them.

**Ensure your staff completes Compliance training upon hire and annually.**

## **Government Programs**

Our government contracts are governed by additional laws and regulations. Failure to comply may even lead to the loss of the company's ability to participate in government programs, or you may be barred from working on such programs in the future. If the company's attorneys believe we are in material violation of any state or federal law, they are required to address those concerns.

If your position in the company requires you to have personal contact with governmental entities and officials on behalf of our company, you must know and understand all regulatory requirements appropriate to such contacts.

Contact with governmental entities and officials may, at times, be considered lobbying. Such activities are regulated at both the state and federal levels. If you have questions about your actions, contact Corporate Compliance before you act.

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## False Claims

It is a crime to knowingly make a false claim for payment or a false statement to the government. It is also a crime to falsify data that is submitted to the government. This is true even if you are not doing so in an attempt to obtain payment. Both you and the company could be subject to criminal prosecution for noncompliance and could be subject to severe penalties and fines.

## Whistleblower Protection

There are laws that protect employees who provide allegations of violations of the law and/or governmental false claims concerns in good faith. These laws protect employees from retaliation by their employers and are generally known as whistleblower protection laws. The employer cannot discharge, demote, suspend, harass or in any manner retaliate against the employee for making a good-faith report. If retaliation occurs, the employee may be entitled to reinstatement with the same seniority status had the retaliation not occurred, litigation costs and reasonable attorneys' fees. In addition, employees may be entitled to a portion of any damages recovered.

## Anti-Kickback Statute

The offer or receipt of money or reward in return for referrals for, or recommending purchase of, supplies and services reimbursable under government health care programs is prohibited. This action as well as others outlined in the laws can result in fines or more severe punishment for you or the company.

## Antitrust

We are committed to fair competition, transparency and compliance with antitrust laws. Our employees, agents and representatives must avoid any conduct that violates antitrust laws. We prohibit any agreements or practices that restrain trade, suppress competition or harm consumers. Discussions with competitors regarding pricing, terms or market strategies are strictly regulated. Employees must not engage in anticompetitive conversations or share sensitive competitive information with competitors.

### ? Situation:

You have been asked to coordinate a lunch meeting that will include several Governmental officials. You would like to have the lunch catered. Is this permissible?

### 💡 Solution:

No, Government employees and representatives are subject to strict rules concerning gifts, meals, entertainment and other gratuities. However, because your meeting is related to business activity, you may offer minor refreshments to all individuals present.

**Q U E S T I O N ?**  
**NEED TO MAKE A REPORT?**

*Talk to your manager or to another manager in your division, or contact Corporate Compliance. You can make an anonymous report by calling the Compliance Hotline at 800-832-9471.*

## Report Government Investigations

From time to time, we may be asked to cooperate with a government investigation or to respond to a request for information from the government. The request may come through official channels to management, or you may be contacted directly.

When the company receives official requests for information or cooperation, our Compliance and Legal departments will provide the company's response. If you are contacted directly by government investigators and are asked to meet with them individually, not as a representative of the company, to discuss activities in connection with your employment, you should immediately notify Corporate Compliance that you have been contacted.

Whether or not to cooperate with a government investigation as an individual is up to you alone. You will not be disciplined, punished or otherwise retaliated against if you decide to speak to or if you refuse to speak to a government investigator. However, if you do decide to speak with government investigators, you must be accurate and truthful in your answers to their questions, or you and the company could be subject to criminal prosecution. You may also request that a personal attorney be present at any interview.

**Do not provide government investigators with documents or data that belong to the company or are in its custody in response to a request for information without first obtaining authorization from Corporate Compliance or Legal.**

Contact your immediate management or Corporate Compliance if you have any questions or concerns about dealing with the government as a customer or potential customer or when interacting with government representatives.

**Peace of Mind**  
through **Better Health®**



- We must understand the laws and policies that apply to our jobs/roles and follow them.
- Read and follow all corporate policies.
- Know the rules and restrictions when working under a government contract.
- It is a crime to knowingly make a false claim for payment or a false statement to the government.
- Notify Corporate Compliance if you are contacted by a government investigator.



- Policies and Procedure Tool on [web@work](#) under My Benefits > Policies & Procedures
- Compliance Communication and Education Policy
- Raising Concerns at Work Policy
- Hiring of Government Employees Standard
- United States Federal, State and Local Government Employment Questionnaire
- Federal False Claims Act
- Federal Program Fraud Civil Remedies Act of 1986
- State False Claims Act
- State Medicaid False Claims Act
- Affordable Care Act
- Federal Anti-Kickback Statute
- Consolidated Appropriations Act

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# PROTECT INFORMATION AND COMPANY ASSETS

## Accurate and Truthful Reporting

Maintaining accurate books and records is vital to conducting business in a sound and efficient manner.

**If we are working under a contract (i.e. State of Tennessee, BlueCare, Federal Employees Program, Medicare, etc.), it is especially important that we record all information and follow requirements stated in the contract.**

Our relationships with our customers and business partners depend on the exchange of accurate information.

**Media inquiries should always be referred to Corporate Communications for a response.**

### ? Situation:

Jerry works from home and sends Shared Health information to his personal email address so he can print what he needs from his personal computer and printer. Is this ok?

### 💡 Solution:

No. Jerry should not send Shared Health information to his personal email address. If he has a business need to print frequently, he should request a personal printer; otherwise, he should send his information to the printer and print it when he is on campus.



## Artificial Intelligence

Artificial Intelligence (AI) is the intelligence of machines or software as opposed to the intelligence of humans. **When using AI tools for business purposes, SharedHealth workforce may only use those approved by the Technology Assurance Council.** Additionally, it's important to establish and adhere to ethical, compliant and secure practices in generative AI, including policy formulation, contractual agreements and ongoing legal compliance.



## Everyone

**In an ethical workplace, we never alter, omit, conceal or enter false information in any company document.** Submitting false or inaccurate data is a violation of the Code of Conduct and may also have legal implications. Do not try to inappropriately influence or manipulate external auditors as they review our data.



## Managers/Leaders

Ensure there are adequate internal controls for your area of responsibility to prevent and detect improper or inaccurate records or transactions.

Ensure staff is trained to handle confidential information appropriately.

Be familiar with retention requirements specific to information created by your department.

**Q U E S T I O N ?  
NEED TO MAKE A REPORT?**

*Talk to your manager or to another manager in your division, or contact Corporate Compliance. You can make an anonymous report by calling the Compliance Hotline at 800-832-9471.*

# CONFIDENTIAL INFORMATION

We should not share confidential information with anyone in or outside the company, unless he/she has a valid business need for the information and permission from management to receive it. If you have access to restricted information such as Group 44 data or sensitive information from Workday (such as SSN or salary), do not share that information or store that information in a location that may be accessed by individuals that do not have access rights to that data.



Special rules and contract requirements direct how we handle information. Penalties for mishandling information can be severe for both the individual and the company.

## Confidential Information includes but is not limited to:

- **Protected Health Information (PHI)**
  - Information such as claims or membership information, medical records and other types of member data
  - Individually identifiable information about our members such as names, addresses, credit card information, personal medical information, and other private information
- **Personally Identifiable Information (PII)**
  - Information about fellow employees, contractors or vendors, such as credit card information, Social Security numbers, personal medical information and other nonpublished/private information\*
- **Intellectual property**
  - Information related to business strategies and operations that has not been publicly released
  - Pricing or financial data
  - Marketing strategies
  - Proprietary computer software
  - Information about planned mergers or acquisitions
  - Passwords and/or access codes
  - Proprietary information concerning providers, medical suppliers or health care institutions
  - Information in regard to purchasing and procurement
- **Internal Corporate Communications**
  - Data and information that is intended for Shared Health internal use only to support company operations and inform employees

\* Nothing in this provision shall be interpreted to restrict employees from discussing their wages and any other terms and conditions of employment, as protected by Section 7 of the National Labor Relations Act

We cannot use confidential documents belonging to competitors or other stakeholders. For example, if you are aware of a new employee who has brought confidential documents to the company from a previous employer, you should contact Corporate Compliance promptly.

*If you are aware of a violation of the standards in the Code of Conduct, you must report it.  
Failure to do so is considered to be a compliance violation.*



If you have privacy related concerns, such as member PHI, contact the **Privacy Office at 888-455-3824 or via email: [Privacy\\_Office@sharedhealth.com](mailto:Privacy_Office@sharedhealth.com)**. If you wish to report your concern anonymously, **call the Compliance Hotline at 800-832-9471**.

## Company Assets

***Everyone has a part in protecting the assets of the company from theft, waste and misuse. The company provides resources such as telephones, email and internet for business purposes and limited personal use for occasional activities which do not interfere with job responsibilities or violate the law or any company policy.***

Usage of these company assets is monitored to ensure compliance with policies and standards and to identify and prevent inappropriate or malicious content. Internet and telephone usage, and the content of files and emails are not private. You should exercise good judgement when using these assets, including posting content on social media sites. Posting personal comments and/or opinions must not in any way imply the opinions represent the opinions of the company.

- Limit your personal use of the company's phones, email, printers, copiers and internet access
- Never use company time, property or assets to conduct business unrelated to your role with the company
- Report any lost, stolen or damaged company assets to the Help Desk and your supervisor
- Lock your workstation when you leave your desk
- Always wear your ID badge when on company property
- Never conduct company business on your personal email account

On occasion, company assets may be used to support outside activities (such as charitable, civic-minded or pre-approved corporate activities), but only with the prior approval of management.

## WHERE KNOWLEDGE MEETS NEED



- Always record and report accurate and complete data.
- Submitting false or inaccurate data is a violation of our Code of Conduct.
- Confidential information may only be shared in or outside the company if there is a valid business need and approval has been received.
- Only share minimal information when approved.
- Do not discuss or leave confidential information in a public area.
- Follow the policies guiding the creation, use, retention and disposal of information.
- Comply with all legal hold orders.



- Email: [privacy\\_office@sharedhealth.com](mailto:privacy_office@sharedhealth.com)
- Use and Disclosure of Protected Health Information Policy
- Acceptable Use Policy
- Email: [Info\\_MgmtCompliance@sharedhealth.com](mailto:Info_MgmtCompliance@sharedhealth.com)
- Enterprise Records and Information Management Policy
- Records Retention Schedule
- Legal Hold Policy

## QUESTION ? NEED TO MAKE A REPORT?

Talk to your manager or to another manager in your division, or contact Corporate Compliance. You can make an anonymous report by calling the Compliance Hotline at 800-832-9471.

## Working Outside of the Office

Whether you are at home, in the office, or traveling on company business, company and/or member information (including PHI) should be protected at all times. When traveling, keep paper records and electronic equipment (laptops, iPads, etc.) in a locked case or in the trunk of your car.

If working at home, you should lock your screen when you step away from your computer and be cautious having virtual assistants (such as Alexa, Google Home, etc.) within earshot of any discussion of member information. Unless you have a company-issued paper shredder, do not dispose of company information at home. Hardcopy information should be properly disposed of in the secure bins at the office. Do not discuss confidential information in public areas like the elevator, cafeteria or outside of the company.

## Managing and Retaining Information

As stewards of the information that is entrusted to our company, we each have a responsibility to manage and protect the content we create and receive. This can include documents, spreadsheets, raw data, email, reports, contracts, phone calls from members and more. If we use it to do our job or produce it for a business reason, then we have an obligation to manage it efficiently and transparently. We are responsible for following the policies and standards guiding the creation, use, retention and disposal of information.

Various types of information have different retention requirements. As information creators, recipients and owners, we are the first line of defense to ensure that our company is maintaining and protecting information for the appropriate amount of time to meet government and contractual requirements, industry standards and sound business practices.

**The Records Retention Schedule** specifies how long to keep company information. The schedule is based on content type, regardless of format (paper, electronic, other). We should only retain the official record; copies are never to be retained for longer than the official record. For example, when a paper record is scanned, the electronic image generally becomes the official record. The paper (or copy) becomes transitory and can be destroyed.

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## Legal Hold Order

A Legal Hold Order requires that we keep specific information that would otherwise be deleted or destroyed when its retention period has expired. Our Legal department will notify the appropriate parties when a Legal Hold Order is received and explain how it applies to certain records. Failure to comply with all Legal Hold Orders can result in severe penalties against the company.

If you have questions concerning the management of information, contact Information Management Compliance via email at [Info\\_MgmtCompliance@sharedhealth.com](mailto:Info_MgmtCompliance@sharedhealth.com).

## AVOID CONFLICTS OF INTEREST

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A conflict of interest (COI) can occur if someone's personal interests might benefit from his/her business actions or influence his/her ability to act in the best interest of the company.

As a company, we have a responsibility to identify and reduce the risk of actual or possible conflicts of interest. We must each report these situations to management and Corporate Compliance. This information will be evaluated and, if necessary, further action will be taken to mitigate any conflicts.

We must all be alert to, and avoid, situations that are an actual conflict or cause a reasonable member of the public to perceive a conflict. Because even the appearance of a conflict may cause our business partners and customers to question our motives, we must review our activities so that our personal interests do not create such a situation.

**Q U E S T I O N ?**  
**NEED TO MAKE A REPORT?**

*Talk to your manager or to another manager in your division, or contact Corporate Compliance. You can make an anonymous report by calling the Compliance Hotline at 800-832-9471.*

**Compliance with this standard requires full disclosure from Everyone.** Read the Conflict of Interest Questionnaire carefully to determine if you have a situation that needs to be disclosed.

If something in your life changes that creates, or appears to create, a conflict, you must report it immediately. If you are unsure whether you have a conflict, report it just to be on the safe side, or talk to Corporate Compliance to clarify the situation.

## Examples that may create conflicts of interest:

- Full- or part-time employment in addition to your job with the company
- Financial interests (self or family member) in a competitor, companies doing business with our organization or companies seeking to do business with our organization
- A family member's employment with a health care facility or provider
- Gifts and entertainment (giving or receiving)
- Vendor and third party sponsored workshops, seminars and training sessions
- Service on industry or business-related boards, charities or advisory groups (compensated and non-compensated)
- Acceptance of an honorarium for participating in a work-related activity such as, but not limited to, speaking engagements, panels, workgroups or surveys

Everyone should avoid outside activities that unreasonably impact work time, interfere with regular duties, negatively affect the quality of work performed or have a harmful impact on our company's reputation.

We should not pursue business opportunities that are discovered through the use of company property, information or position. Additionally, no loans may be made by the company to any officer or member of the Board of Directors.

Conflicts can occur inside and outside the company. The company maintains an ongoing process for the collection, retention and monitoring of both individual and organizational business activities to facilitate reporting obligations and risk mitigation efforts.

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Communications to all personnel and business associates state the clear expectation that they support avoiding conflicts of interest and understand and promote a commitment to integrity, sound business policies and good corporate governance.

**An organizational conflict of interest** exists when activities or relationships may cause, or appear to cause, the company, its subsidiaries or joint ventures to be unable to give unbiased assistance or advice, perform contractual obligations without impairment, or avoid an unfair competitive advantage.

## Dealing with Customers, Suppliers and Third Parties

Business decisions should be made after reviewing all the facts and deciding what is right for the company and its customers. Decisions should never be made based on the opportunity for personal gain or special favors. That's why offering or accepting a bribe or kickback is not only unethical but, in many cases, illegal.

You and the company could be prosecuted for offering, giving or accepting anything of value, especially if we offer or receive business in return.

The company's goal is to compete fairly and ethically based on the strength and quality of our products. We strive to conduct our business in a way that helps maintain a free and competitive market for our goods and services.

We should never take any actions that appear to involve market manipulation, misrepresentation or any unfair trade practice. Activities that artificially restrain a competitive market are against the law, and we must not engage in activities that violate these laws.

## WHERE KNOWLEDGE MEETS NEED



- A Conflict of Interest is when one's personal interest benefits instead of the company.
- Everyone must disclose a potential or actual conflict of interest by the appropriate deadline.
- Do not pursue business opportunities discovered through the use of company property, information or position.
- All secondary employment must be reported on your conflict of interest questionnaire.
- Never offer or accept a bribe or kickback.
- Gifts or gratuities may never be offered to government employees/contractors.
- All gifts must be reported to Corporate Compliance for review.
- Cash may never be accepted.



- Email: [Compliancehotline@sharedhealth.com](mailto:Compliancehotline@sharedhealth.com)
- Conflicts of Interest Policy
- COI Guidance Scenarios on [web@work](mailto:web@work) under Our Company > Divisions > Corporate Compliance > COI Guidance Scenarios

**Q U E S T I O N ?**  
**NEED TO MAKE A REPORT?**

*Talk to your manager or to another manager in your division, or contact Corporate Compliance. You can make an anonymous report by calling the Compliance Hotline at 800-832-9471.*

### Here are some activities we must AVOID:

- Discussing pricing or supplier relationships with a provider or competitor of the company
- Talking about labor costs or marketing plans with a competitor or potential competitor
- Agreeing to divide the market among our competitors and ourselves
- Making agreements with competitors to refuse to deal with a provider, vendor or supplier
- Soliciting or disclosing contractor bid or proposal information from government officials before the award of a federal or state agency procurement contract to which the information relates
- Mergers and other activities that the Federal Government believes may harm patients or members
- Giving references or recommendations for vendors to parties outside the company

## What should you do if you find yourself in one of these situations?

Immediately end the conversation and, if appropriate, ask that your refusal to participate be documented in the meeting minutes. You should also immediately make a report to Corporate Compliance. All information provided about our products and services must be truthful and accurate and should never contain misleading or deceptive information.

## Gifts and Gratuities

Everyone likes to be appreciated and receive a gift. However, as employees, we represent the company. If you receive a gift from a vendor, customer or other external party consider whether the person giving you this gift is doing so to influence a transaction with our company. Never accept any gift if it appears to create a conflict of interest.

**Gifts of cash or gift cards are always prohibited. This includes prizes of cash or gift cards that may be won through a drawing at a business conference or event. Other gifts or prizes may be acceptable, but check with Corporate Compliance for guidance.**

Reasonable business gratuities such as meals, refreshments or entertainment can have a legitimate business or educational purpose. Any business gratuity that is offered to us or that we offer to someone else must be reasonable, nonrecurring and consistent

*If you are aware of a violation of the standards in the Code of Conduct, you must report it.  
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with local business practices. It must also fill a legitimate business purpose and be given at an appropriate time and location.

Gratuities and gifts should never be offered to government employees or contractors.

Example: If you receive a free hotel room while you are presenting at a conference, this could be considered a reasonable business gratuity with management approval. However, if a business associate offers you free hotel accommodations to be used at your convenience and without a work purpose, then this would be considered an inappropriate gift. Remember that such gifts are given to the individual and serve no business purpose.

**We can ask ourselves the following questions to help us decide whether a specific gift or plan for entertainment is acceptable:**

- Am I violating any law, policy or business regulation?
- Based on the business purpose, does it exceed a clear, common business practice/courtesy?
- Is it extravagant, unreasonable or in poor taste?
- Have I offered or accepted numerous gifts involving this individual or entity over a period of time?
- Would the proposed activity bring criticism to the company under public scrutiny?
- Do I feel pressure to reciprocate or grant special privileges as a result of this gift/entertainment, or am I trying to put pressure on someone else to grant special consideration?

If you answered yes to any of these questions, then you should refuse the gift. If you are unsure of the answer, or if you need to confirm that a gift or gratuity is considered reasonable, discuss your concerns with Corporate Compliance.

**? Situation:**

Doug, an employee, is on a planning committee for an upcoming event. His wife, Cathy, has a catering business. Can the committee use Cathy's catering business for their event?

**💡 Solution:**

No, Doug learned about the catering opportunity because of his position on the planning committee. The use of company property, information or position should not be used for personal business opportunities.

## Political Activities

The company encourages its employees to take an active interest and participate in political affairs. You are free to participate in the political process on your own time and at your own expense; however, do not give the impression that you are speaking on behalf of or represent the company unless authorized to do so by an officer of the company. The company does not endorse candidates or engage in prohibited political activities.

Individuals who hold office or who are campaigning for a political position may be invited or allowed to visit the company campus. An employee that wishes to bring an Elected Official or Political Candidate to the campus for tours or engagement with employees, must first receive approval from Government Relations prior to their visit.

Visitors must be escorted at all times by an employee. Company visits may include a tour to learn more about the company and our operations. Candidates may talk with employees in public areas of company facilities, but they cannot solicit votes in any areas of the campus.

Everyone is strictly prohibited from including political contributions on their expense reports.

Some of our employees, officers and members of the Board of Directors voluntarily sponsor a political action committee (PAC). Federal and state laws govern the activities of the PAC, and the PAC follows all of these laws.

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# MAINTAIN A RESPECTFUL, PROFESSIONAL AND SAFE WORK ENVIRONMENT

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## Respect and Professionalism

Our company values diversity of culture, education, experience, physical ability and perspective. We are committed to providing a professional and safe workplace where all employees are treated with dignity and respect. We can each help to maintain this atmosphere by:

- Adhering to corporate policies and government regulations designed to maintain a harassment-free environment
- Reporting instances of harassment or unfair treatment
- Using appropriate tone and style in written and verbal communications

Everyone at the company should be able to work in an environment free of harassment and discrimination. We prohibit harassment and discrimination based on:

- Age
- Race/Color
- Creed
- Religion
- Gender
- Pregnancy
- National Origin
- Marital Status
- Sexual Orientation
- Gender Identity
- Veteran Status: service in armed forces
- Real or perceived disability
- Any other status or condition protected by law

The company takes reports of harassment very seriously, and all reports are thoroughly investigated. Some situations may make you feel uncomfortable but do not rise to the level of harassment or retaliation.

The examples on the following page are not to be considered all-inclusive nor should this prevent you from reporting any concerns to your management, Human Resources or Corporate Compliance.

**Q U E S T I O N ?**  
**NEED TO MAKE A REPORT?**

*Talk to your manager or to another manager in your division, or contact Corporate Compliance. You can make an anonymous report by calling the Compliance Hotline at 800-832-9471.*



## HARASSMENT

My co-worker invades my personal space by standing over me in my cube or by standing very close to me when speaking.



This would not be considered harassment unless you advised the co-worker this made you feel uncomfortable and to stop these actions, and the co-worker continues to display this type of behavior.

My co-worker asked me personal questions about my life (marriage status, children, etc.)



This would not be considered harassment unless you advised the co-worker this is not a topic you care to discuss and the co-worker continues to ask these types of questions.



**My manager keeps asking me out for dinner. I have told him no but he keeps asking. He also constantly tries to give me hugs and I have asked him to stop.**



**This would be considered harassment and should be reported to upper management, HR and/or Compliance.**



## RETALIATION



**My manager moved my cube away from the department after I reported him to HR.**



**This would be considered retaliation unless you were advised previously that you would be moving for business purposes.**



**My manager charged me PTO hours after I did not show up for mandatory overtime.**



**This would not meet the legal definition of retaliation but it does violate policy as PTO cannot be charged for mandatory overtime. The employee is subject to discipline, which may include suspension/termination for not meeting the required overtime.**

I was placed on a Performance Improvement Plan after I reported my manager for wrongdoing.



This would not be considered retaliation if there was prior documentation of performance concerns.

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You can make a report to Human Resources or Corporate Compliance without fear of retaliation. You will not be punished or discriminated against because you made a report. However, any disciplinary action taken because of unrelated performance issues is not considered retaliation. You may also be subject to disciplinary action for knowingly making a false report or for any involvement in a non-compliant activity.



## Managers/Leaders

- Comply with all laws, regulations and policies related to nondiscrimination in all our personnel actions (i.e. recruiting, hiring, compensation, evaluations, transfers, promotions, corrective actions, discipline, terminations and staff reductions).
- Support the Compliance Program and ensure the employees under your direction follow its provisions.
- Lead by example and maintain a work environment where employees are comfortable raising issues or asking questions without the fear of retaliation.
- Convey to employees through words and actions that business results should be achieved by adhering to the Code of Conduct.



## Safe Work Environment

Our company provides a safe, secure and drug-free work environment. You may not possess, sell or be under the influence of any illegal substance while at work. Threats or acts of violence or intimidation will not be tolerated. Unauthorized possession of firearms on company property or when conducting company business is also prohibited.

The company must take reasonable precautions to protect employees from workplace hazards. **If you see a potential hazard, please report it to the nearest security official or call Security & Safety at 423-535-3333.**

## WHERE KNOWLEDGE MEETS NEED



- You will not be punished or discriminated against for making a report.
- Failure to report is a violation.
- Report hazards to Safety and Security.



- Raising Concerns at Work Policy
- Anti-Harassment and Discrimination Policy
- Manager's Resource Guide
- HR Business Partners listing on [web@work](mailto:web@work) under Our Company > Divisions > HR & Properties > Departments > HR Client Services > Business Partners

**Q U E S T I O N ?**  
**NEED TO MAKE A REPORT?**

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# CODE OF CONDUCT

## KEY TAKEAWAYS



**The Code of Conduct is designed to provide us with the knowledge needed to conduct our business activities in an honest, open and fair manner.**

**Adherence to the Code of Conduct is mandatory for all employees, contractors, officers and members of the Board of Directors (referred to as “Everyone” or “We” unless otherwise noted) – no one is exempt.**

- Know and understand the policies and procedures
- Protect information and company assets
- Avoid Conflicts of Interest
- Treat your co-workers and members with RESPECT

**Being ethical is making decisions using core values to guide your actions and choices.**

When confronted with an ethical dilemma, stop and think before you decide. Ask yourself:

- Is it legal?
- Is my decision consistent with the spirit of our Code of Conduct and company policies?
- Would I feel comfortable explaining my decision to others?
- What are the consequences?
- Do I have all of the information I need to make the right decision?

**Never compromise our corporate values. Discuss your concerns with your management or someone in Corporate Compliance.**





RESPECT  
PROTECT



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2025 Shared Health Code of Conduct

Shared Health, Inc., a subsidiary of BlueCross BlueShield of Tennessee, provides solutions to managed care organizations with programs that serve chronically ill and vulnerable populations. Founded in 2014, the company partners with plans to improve and expand lines of business in government programs. For more information, visit the company's website at [sharedhealth.com](http://sharedhealth.com).