

Summa Management Services Organization



Code of Ethical Conduct



Summa Management Services Organization (SMSO) is committed to promoting strong business ethics and accountability within our company. We work in a complex and ever-changing healthcare and regulatory environment and although we each have different roles and responsibilities, we all want to do the right thing. As an employee, you are responsible for understanding healthcare compliance basics, determining what you need to do to be compliant and understanding the consequences of violating the laws and/or compliance policies.

This Code of Ethical Conduct is a guide to your decisions and actions. It provides a framework for decision-making and provides resources for handling the complex ethical, professional and legal requirements we must meet. Please read this Code of Ethical Conduct carefully.

We expect every member of the work force (full or part-time), temporary employee, consultant, intern, vendor, contractor and Board members who are part of our organization to understand and follow this Code of Ethical Conduct.

Compliance is everyone's responsibility!

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Summa Management Services Organization (SMSO) Code of Ethical Conduct

Summa Management Services Organization (SMSO) is pleased to provide the Code of Ethical Conduct which describes the principles that guide our work. SMSO has a tradition of ethical behavior. The Code of Ethical Conduct provides guidance to all affiliated entities: Summa Insurance Company (SIC), SummaCare (SC), Summa Integrated Services Organization (SISO), Summa Management Services Organization (SMSO) and Apex Health Solutions, hereinafter individually and collectively referred to as the “Company.”

The Code of Ethical Conduct supplements the mission, vision and values of the Company, and applies to all members of the workforce and to Board members. The workforce includes employees (full or part-time), temporary employees, consultants, interns and volunteers. Hereafter, the term “Employees” is used to refer to all members of the workforce. The term “the Board” is used to refer to all members of the SummaCare Board of Directors.

As Company Employees, it is essential that we comply with not only the written word but also with the spirit of these principles. Although the Code of Ethical Conduct covers some examples of ethical and business issues and scenarios, a single document cannot provide all the answers. Specific policies and procedures provide additional guidance.

Please be aware that just as industry standards and legal and regulatory requirements evolve, Company standards, policies and procedures are amended from time to time.

Do the right thing

This Code of Ethical Conduct is a guide to your decisions and actions. It provides a framework for decision-making and guidance for handling the complex ethical, professional and legal requirements we must meet.

What we Expect from Employees and the Board

Employees and the Board are expected to:

- Read the Code of Ethical Conduct
- Understand and comply with the Company's policies and guidelines, to the extent applicable
- Raise concerns and report possible code violations
- Participate in compliance, regulatory or business ethics training opportunities
- Ask the difficult questions and challenge each other in a professional and respectful manner to address issues
- Seek help from a supervisor or Compliance, if an issue is unclear
- Confirm and verify each year that you have read and understand the Code of Ethical Conduct.



Principle I – Member Rights

Members have certain rights, which the Company is committed to honoring.

Members have the right:

- To expect that the Company will treat their protected health information in a confidential manner consistent with the requirements of the Health Insurance Portability and Accountability Act (HIPAA) and other federal and state laws;
- To expect the Company to respond to their requests or concerns within a reasonable timeframe;
- To voice complaints, including civil rights complaints, about the Company or the coverage and services it provides;
- To file appeals if they disagree with coverage or payment decisions made by the Company;
- Receive timely and accurate information about the Company including its services, its practitioners and providers and its members' rights and responsibilities;
- Be treated with fairness, respect and dignity;
- To receive annually a copy of the Notice of Privacy Practices (NOPP) with a complete description of member privacy rights;
- To participate with their healthcare professionals in making decisions about their healthcare;
- To candid discussions of appropriate or medically/surgically necessary treatment options for their conditions, regardless of cost or benefit coverage;
- To request language and/or technological assistance needed due to disability or limited English proficiency.

If you know or suspect that one or more of these member rights has been, or is being violated, you must report this as a possible issue of noncompliance. See Principle VII, on page 14.

Do the right thing

- Provide high quality service to all members without regard to race, creed, age, gender, sex, religion, national origin or disability.
- Treat all members with dignity, respect and compassion at all times.



Principle II – Conflicts of Interest

We make decisions based on sound business judgment unclouded by any personal interest, relationship pressure or potential for personal gain.

Conflicts of Interest

We refrain from participating in outside activities or having financial interests that influence or appear to influence our ability to make objective decisions for the Company. We never use our official position or influence to gain an improper advantage, economic or non-economic, for ourselves or our family members, vendors, members, customers or associates.

Note: Unless otherwise stated, for this Code, “Family members” includes a spouse, child, parent or sibling, naturally or by law or marriage, regardless of where they reside and any person(s) residing in the same household.

We recognize that the appearance of a conflict of interest can be just as damaging as an actual conflict. Real or potential conflicts of interest are reported promptly to Compliance, whenever they arise.

Guidelines for Specific Types of Business Conduct and Conflicts of Interest

Gifts

Never accept a gift, favor, service or entertainment, if your acceptance could be viewed as influencing a business decision or action. Only gifts that are ordinary, customary expressions of social or business friendship or courtesy (meals, entertainment, golf, etc.) may be accepted.

Employees are prohibited from attempting to influence the decisions of others, including public officials, by offering them money, services or other things of value. Money (cash or cash equivalents) and travel that is not business related can never be accepted. Employee travel that is to be paid for by vendors must be approved by the Chief Compliance Officer.



Business Entertainment

There may be times when an individual or organization with whom you do business, or are contemplating doing business with, extends an invitation to a social event, such as a meal, sporting or theatrical event, in order to further or develop a business relationship.

You may accept such an invitation so long as the entertainment is not intended to induce a favorable business action. The following rules apply:

- Topics of a business nature must be discussed during the event and the host must be present.
- The costs for such an event must be reasonable and appropriate.
- Travel expenses and overnight lodging may not be financed by the individual or organization extending the invitation, without prior approval from the Chief Compliance Officer.

If you have any questions about the propriety of a gift, contact the Company Compliance Department or the Compliance Hotline before accepting or offering the gift. The legal consequences to you and to the Company of a mistake in this area can be significant.

Outside Activities and Employment

We are proud of our many Employees who are active within the communities we serve. When you are involved in outside activities, it is important that your activities not create an actual or potential conflict of interest with your Company employment. These activities, whether with or without compensation, must not negatively impact your job performance for the Company or harm the Company's reputation in the community. When participating in outside activities, you must abstain from any discussion affecting the Company, except when specific prior approval has been given by the Chief Compliance Officer. When abstaining from these discussions, you should ensure that any notes or minutes of such discussions reflect your abstention and the reason for doing so.

Outside activities may not involve the use of Company business, member or Employee information or assets, and non-Company materials may not be distributed in the workplace. We have an Electronic Social Bulletin Board in Outlook for your use in communicating information about outside activities and events.

Professional Societies and Vendors

Participating in professional society meetings and seminars can be valuable in broadening Employee knowledge and competence. However, payment for this participation must not constitute a conflict with the interests of the Company. You must obtain prior approval from the Chief Compliance Officer before accepting payment.

- If the approved activity occurs during your paid work-time, any honorarium for your participation must be made payable to the Company and submitted to Human Resources for deposit into the Employee Activity Fund.
- If the activity occurs during your unpaid time off and the Company does not pay your expenses for the activity, you may retain any honorarium earned.
- Reimbursement for travel expenses related to participation in professional society meetings and seminars, in return for your participation, does not qualify as an honorarium, as long as you do not receive reimbursement from the Company as well.

Do the right thing

- The best way to avoid a potential conflict of interest is to ask questions and address any situation that has the potential to be misinterpreted by others.
- If you are unsure about what poses a conflict of interest, talk to your supervisor or the Chief Compliance Officer.
- Make decisions in the best interest of the Company.
- Resolve conflicts of interest in an open, transparent manner.
- Complete the annual Conflict of Interest Disclosure Statement timely, upon request.
- Immediately report any situation that arises and presents an actual or potential conflict of interest.



Principle III – Regulatory Compliance

We perform our jobs in accordance with the laws, regulations and accreditation standards that apply to the Company. In situations where the Company has discretion in how to implement regulatory requirements, (e.g. HIPAA Privacy and Security), we follow written policies, procedures and other job aids.

Specific Guidance on Regulatory Compliance

Government Contracts

The Company is a health plan that has a Medicare contract with the Centers for Medicare and Medicaid Services (CMS). The Company also offers Qualified Health Plans on the federally-facilitated Marketplace (FFM) and the federally-facilitated Small Business Health Options Program (FF-SHOP).

We must conduct business in a way that fully complies with all CMS, ODI, and ERISA laws and guidance, including but not limited to:

- The False Claims Act;
- Anti-Kickback Statute;
- Health Insurance Portability and Accountability Act (HIPAA);
- Regulatory sub-guidance such as the Medicare Managed Care Manual (Part C) and the Medicare Prescription Drug Benefit Manual (Part D)

Employees must not offer, promise, or give a gift of any value to government employees that might influence or reward them for their official acts or decisions.

With regard to serving its Medicare members, the Company does not employ or contract with individuals who have been debarred, excluded or suspended from participation in Medicare.

You must notify the Chief Compliance Officer if you know of any other reason why you might not be permitted to perform work directly or indirectly related to a government-sponsored program, or if you know of anyone who works or is affiliated with the Company who is in this situation.

You must not give or accept “kickbacks” or “rebates” (that is, anything of value) in connection with a government contract. Be accurate and complete when you represent, certify, negotiate or work with a federal government contract. You must give the federal government cost, pricing and other required data that is current, complete and accurate. You and the Company may be liable for false, incomplete or misleading:

- Proposals, quotes and rates,
- Reconciliations,
- Certificates, or
- Other documentation and statements.

Similarly, the boundaries of ethical, and in some cases legal, conduct prohibiting any form of reciprocity extends to doing business with our contracted providers.



Political Contributions and Activities

The Company is not permitted to engage in excessive lobbying activities at the state or federal levels, nor may its assets be used to support or oppose political candidates. While Employees are encouraged to participate in federal, state, and local government, they must be sure that their activities are not viewed as activities involved in on behalf of the Company. Further, Employees will not be reimbursed in any manner for their involvement in political activities.

Antitrust

It is unlawful to enter into an agreement or attempt to agree with competitors to fix prices, divide geographic markets or make any agreement that artificially raises the price of our services or improperly reduces competition. Seek advice from your supervisor or manager before taking any action that may compromise fair competition or compliance with antitrust laws. Supervisors and managers contacted concerning antitrust matters should immediately contact the Legal Department.

Do the right thing

- Don't assume the way things have always been is appropriate.
- Ask questions, seek guidance and raise concerns.
- Use the resources available to you.
- If you suspect or know that someone has violated the Code of Ethical Conduct, our policies, or any applicable laws or regulations, you must report the violation.
- Be knowledgeable and comply with the Company's policies and procedures.



Principle IV – Workplace Standards

Fair Treatment of Employees

We strive to create and maintain a professional atmosphere where Employees are treated with respect, dignity, and fairness and where Employees may develop their skills and potential, based on ability and job performance. We believe in teamwork and individuality, respecting differing points of view while building consensus. Every Company supervisor, manager, and Employee is responsible for creating a work environment in which integrity concerns can be raised without fear of retaliation.

All Employees, directors and providers shall refrain from behavior, such as violence, threats of violence, carrying weapons, alcohol intoxication or use of any illegal drug or controlled substance while on Company property or while using Company equipment.

Inappropriate and disrespectful verbalization, and sexual or other harassment are also prohibited. All Employees are expected to avoid any behavior or conduct that could reasonably be interpreted as harassment of Employees or persons who do business with the Company.

Diversity and Equal Opportunity Employment

We recognize and value the diversity of our Employees, members, providers and communities and view this diversity as essential to our success. The Company prohibits discrimination in any work related decision on the basis of race, color, religion, national origin, age, sex, disability, veteran or citizenship status or any other characteristic protected by law. All employment related decisions will reflect this commitment.

Agents, Contractors and Vendors

All agents, vendors, and contractors who have or desire business relationships with the Company are expected to abide by the principles in this Code of Ethical Conduct when doing business with the Company. If you have knowledge of agents, contractors or vendors who violate the Code in their relationship with the Company, you must report this to your supervisor and/or the Chief Compliance Officer.

Professional Accountability

Members, Employees, providers and visitors have the right to be free and safe from disruptive behavior. All Employees are expected to deliver professional services in a manner that is respectful of one another, our physicians, practitioners, other providers, business partners and our members. Failure to do so may result in corrective action up to and including termination of employment.

We hold our Employees and independent contractors accountable for maintaining their required professional credentials, such as licenses, certifications or other accreditations and for complying with the ethical standards of respective professions.

- Sales representatives are required to hold and maintain all licenses mandated by the State of Ohio Department of Insurance.
- All Employees and Board members are expected to participate in mandatory training, including compliance training.



Principle V – Data Privacy, Integrity and Security

Information and ideas of the Company are important to our success. We must comply with all policies and procedures designed to ensure proper recording, retention, transmission, confidentiality and security of all clinical and business information.

Health Insurance Portability and Accountability Act (HIPAA)

Members have the right to expect that their medical and financial information will remain confidential. We will not disclose confidential member information to an unauthorized person or entity. We will disclose Protected Health Information (PHI) only as outlined in the Notice of Privacy Practices and in accordance with the HIPAA Privacy Rule.

Information Security

Company Employees may not disable or circumvent any Company security controls protecting our computer system, such as passwords, firewalls, encryption and screen-blanking mechanisms.

If you have or use Company mobile computing or data storage equipment, you must secure the equipment with a security device or security protocol approved by the Company. When you are not using this equipment, you must keep it in a secure location to avoid theft or any unintended use.

Electronic Communication

All electronic media such as telephone, e-mail, voice mail and Internet access are provided to Employees at the Company's expense solely to facilitate appropriate business communications. The content is the property of the Company and the Company maintains the right to monitor and retrieve all such communications. As Employees, we acknowledge that, unless prohibited by law, we have no expectation of privacy in anything we create, store, send or receive using Company resources.

Disrespectful behavior, such as posted messages that discriminate on the basis of race, sex or other biases, is prohibited. Other prohibitions include recreational "surfing," accessing the Internet for personal use during work hours, downloading software or installing improperly licensed software on Company computer systems, making use of computer games and accessing systems or files to which you are not authorized. The Company has established mechanisms that allow the Company to manage and monitor our Internet connection and Employees are expected to comply with all provisions of Company policy on Internet use. Employees are further prohibited from using mobile devices for any of these designated activities.





Accuracy and Proper Handling of Records

We maintain a high standard of accuracy and completeness in the documentation and reporting of all our records. This applies to letters and memos, electronic information such as email and computer files, voice mail, and information in any other form about the Company or its business activities.

Business records must be maintained truthfully and accurately and shall not contain false or misleading information. Such documentation should be professional, factual and free of editorializing. Financial records must conform to generally accepted accounting principles, as well as Company policies and standards. Employees are expected to follow accounting controls and to cooperate fully with Company audit processes.

Records must never be destroyed or altered, except as specified in the Company's document retention policy. Under no circumstance may records be destroyed or altered to cover up an error or omission. When you discover clerical, accounting, or reporting errors, you must bring them to the attention of your supervisor to document them properly. Never alter information outside the scope of your authority.

Any error, omission or inaccuracy that might require disclosure to a customer, supplier or external authority should be reported to the Chief Compliance Officer for appropriate action.

Do the Right Thing

- Never use or disclose confidential information in a manner that violates the privacy rights of our members.
- Only access protected health information that is necessary to perform your job.
- Do not share or post computer passwords.
- Do not discuss protected health information in public areas such as the lunchroom, elevator, restroom or outside of the workplace.
- If you have a HIPAA-related question, contact your supervisor, the HIPAA Privacy Officer or HIPAA Security Officer.

Principle VI – Asset Protection

We must preserve and protect institutional assets by making prudent and effective use of resources and accurately reporting their use.

Work Ethic

While at work, we must be personally accountable and responsible for the work we do, realizing that compensated time spent nonproductively wastes the Company's human resources. As an Employee, you are expected to be honest, act ethically and demonstrate integrity in all situations. We trust you to do the right thing.

We are expected to take ownership of compliance for our areas of responsibility, identify compliance risks and take prompt action to address them.

Theft and Waste

We must protect equipment and supplies from theft and waste. Unauthorized use, taking or borrowing of equipment, supplies, materials or services is a form of theft or waste. Any workforce member who steals or misuses the Company's property, regardless of value, can be discharged and/or be subject to criminal prosecution.

Internal Controls

The Company has established control standards and procedures to ensure that assets are protected and properly used and that financial records and reports are accurate and reliable. We all share responsibility for maintaining and complying with internal controls.

Travel and Entertainment

Travel and entertainment expenses should be consistent with job responsibility and the Company's needs and resources.

Financial Reporting

All financial reports, cost reports, accounting records, research reports, audits, expense accounts, time sheets and other documents must be accurate and clearly represent the relevant facts. All transactions conducted in the name of the Company are subject to established authorization and recording procedures.

Proprietary Information

Business information about the Company operations is a valuable asset. Business strategies, payment and reimbursement information, and information relating to negotiations with our workforce or third parties must be protected and shared only with those that need to know such information in order to perform their job responsibilities.

Proprietary information means information that is neither known by nor available to the public. Examples include, but are not limited to: pricing information, customer lists, payment and reimbursement information and information relating to negotiations with workforce members or third parties.

Employees shall not reproduce or copy any copyrighted, trademarked or licensed materials, including software, and to ensure that all proprietary information entrusted to the Company is safeguarded.



Principle VII – Reporting

The Company has established the Compliance Hotline, which is available to all who wish to ask questions concerning ethical or legal conduct, or to report any potentially improper action.

The hotline is not intended to replace established communication channels, such as talking with your supervisor or manager, but is an additional method of communicating when a member of the team is uncomfortable using other channels or needs additional assistance. The hotline is available 7 days a week, 24 hours a day.

We encourage you to voice concerns regarding violations of the Code of Ethical Conduct or business practices, directly to the Office of Compliance.

No Retaliation for Reporting

The Company prohibits retaliation or harassment against anyone who raises a concern or reports an issue to the Compliance Department.

If you make a compliance report in good faith, you will not face retaliation. Our policy forbids any Employee from engaging in retaliatory acts against anyone who reports a violation or cooperates in an investigation of a potential violation or concern.

Any Employee who engages, or threatens to engage, in retaliation or harassment is subject to discipline, up to and including dismissal for first offense.

SMSO Corporate Compliance Department

The SMSO Corporate Compliance Department, under the leadership of the SMSO Chief Compliance Officer, is responsible for the Code of Ethical Conduct, the Compliance Plan, the Compliance Hotline, and partnering with business leaders to identify, assess and address compliance risks.

Phone: 330-996-5605 or 888-246-2314

Email: compliance@summacare.com

Mail: 10 N. Main Street, Akron, OH 44308

Ask Questions, Seeks Guidance and Raise Concerns

When you do not know which decision is best, or if you suspect someone else is not acting appropriately, the best thing you can do is to reach out and check with the resources available to you. It is better to ask the question than to regret the action.

Support to Help You Do the Right Thing

Help is readily available if you have questions, need information or assistance with any aspect of your role or if you believe you should report a potential compliance issue. The Company has made available a variety of resources to assist you in what is expected in the workplace. This includes, but is not limited to, policies and procedures and education.

If an issue seems unclear, your best resource to go to is your supervisor with your questions or concerns. If that does not clear up the matter, you should seek further assistance until the issue is clearly resolved, including calling the Compliance Hotline.



Appendix

We must know, understand and comply with all laws, regulations and professional organization requirements that apply to our jobs. Applicable rules and regulations include:

False Claims Act

The False Claims Act has both a civil and criminal aspect and protects the Government from being overcharged or sold inferior or non-existent goods or services. It is illegal to submit claims for payment to Medicare or Medicaid that you know or should know are false or fraudulent. The definition of “knowing” includes not only actual knowledge but also instances in which the person acted in a way that was in ignorance or dismissal of the truth. No specific intent to defraud is required.

A provider who submits a claim for services not provided, such as a DME, would be an example of a False Claim. This not is illegal but also affects enrollees which typically have a co-insurance for DME services.

Reverse False Claim

A reverse false claim is where an individual or entity has already received funds or material from the government that ought to be returned. An example of this may include a health plan that obtains interim payments from Medicare throughout the year, and then knowingly files a false cost report at the end of the year in order to avoid making a refund to the Medicare program.

Anti-Kickback Statute

In some industries it is acceptable to reward those who refer business to you. However, in Federal healthcare programs, paying for referrals is a crime. The AKS prohibits asking for or receiving anything of value in exchange for referrals of Federal health care program business. Healthcare anti-kickback laws provide important safeguards and it is our responsibility to understand and uphold these laws. An example of an illegal kickback is providing direct, indirect or disguised payment in return for enrollment or retention of membership.

Physician Self-Referral Law (aka Stark Law)

The Physician Self-Referral Law, commonly referred to as the Stark law, prohibits physicians from referring patients to receive “designated health services” payable by Medicare or Medicaid from entities with which the physician or an immediate family members has a financial relationship, unless an exception (“safe harbor”) applies. Financial relationships include both ownership/investment interests and compensation arrangements.

Acknowledgement

ACKNOWLEDGEMENT OF COMPANY CODE OF ETHICAL CONDUCT

My signature on this form acknowledges that I have read and understand the Company's Code of Ethical Conduct.

I agree to comply fully with the standards contained in this Code and I understand that compliance with this Code and its underlying policies and procedures is a condition of my continued employment or association with the Company. I also understand that the Company reserves the right to amend, modify and update the Code of Ethical Conduct principles and policies.

I also acknowledge that the Code is a statement of principles for individual and business conduct and does not, in any way, constitute an employment contract, an assurance of continued employment, or employment other than at will.

I understand that the principles outlined in the Code of Ethical Conduct are meant to guide my actions. They do not replace or supercede Company policies, procedures or practices.

I understand that if I have any questions regarding the content of the Code of Ethical Conduct, I may contact my immediate supervisor or manager. Additionally, the Company has established a Compliance Hotline where I may call to report a violation of the standards or a concern I may have. If I choose to remain anonymous, I understand that my anonymity will be protected to the extent permitted by law. The number to call for the Compliance Hotline phone number is: 1-330-996-8821.

Name (please print)

Signature

Date

Department



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