



Compliance Plan and Policy Manual

Compliance Officer/Committee Chair:

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	Policy# KACO-COMP-001	Effective Date: 11/7/2013	Reviewed Date:	Revised Date: 03/13/2017
	Title: Compliance Plan		Owner: Chief Compliance Officer	
	Approved by: Board of Managers		Date: 03/13/2017	

DEFINITIONS:

N/A

PURPOSE:

To describe the elements of the Compliance Plan.

POLICY:

The Keystone Accountable Care Organization, LLC (the "ACO") is fully committed to conducting its activities in compliance with all federal, state and local laws and regulations and in conformance with the highest standards of business integrity. The policies, standards and procedures outlined herein reflect the dedicated commitment of the ACO's Board of Managers to full compliance with legal, regulatory and ethical standards. This Corporate Compliance Plan (the "Compliance Plan") is designed to help all members, partners, participants, participant employees, managers, contractors, officers, directors, and employees of the ACO achieve these objectives by establishing a general overall framework for conducting our activities with integrity and accountability for a shared set of ethical and legal principles. In particular, this Compliance Plan is established to promote ethical and lawful conduct and to ensure full compliance with applicable laws and regulations, including those laws and regulations relating to the Medicare Shared Savings Program ("MSSP") and federal health care program reimbursement. While this Compliance Plan cannot address every possible issue that may arise in the conduct of the ACO's services it does provide the overall policies and standards to guide all to whom the Compliance Plan applies. All members, partners, participants, participant employees, managers, contractors, officers, directors, and employees of the ACO should embrace this Compliance Plan and utilize it to guide them in their everyday activities. By adhering to these principles, the ACO will achieve the legal compliance required under the law and to which the Board of Managers expects all members, partners, participants, participant employees, managers and contractors to adhere to.

REQUIREMENTS:

Compliance Program Officer and Committee

- 1) While ultimate responsibility and oversight of the ACO's compliance activities rests with the Board of Managers, the Board has established the position of Compliance Officer. The ACO's Compliance Officer is the focal point of all compliance activities and should be viewed by all employee members, managers and contractors as a valuable and confidential resource for questions related to compliance.
- 2) The Compliance Officer is responsible for:
 - a. Overseeing all day-to-day aspects of the ACO's compliance program;

- b. Ensuring the effectiveness of the compliance program through auditing and monitoring;
- c. Ensuring alignment of the compliance program with applicable federal and state laws and regulations and organizational policies and procedures;
- d. Ensuring that adequate education and training is provided to all employees and managers on various aspects of our compliance activities;
- e. Developing policies and procedures designed to ensure compliance and to test whether the ACO is, in fact, meeting its obligations;
- f. Reporting regularly to the Board of Managers on the progress regarding the ACO's ongoing compliance with applicable laws;
- g. Receiving and investigating reports of potential non-compliance or other conduct that may violate applicable laws, regulations and policies;
- h. Developing policies that encourage reporting of non-compliance or suspected fraud, waste and abuse without the fear of retaliation.
- i. Responding appropriately to compliance questions and inquiries.

3) Structure, duties and responsibility of the Compliance Committee:

Compliance Committee has representation from each partnering organization. Duties and Responsibilities include:

- a. Ensuring alignment of the compliance program with applicable federal and state laws and regulations and organizational policies and procedures;
- b. Ensuring that adequate education and training is provided to all employees and managers on various aspects of our compliance activities;
- c. Developing policies and procedures designed to ensure compliance and to test whether the ACO is, in fact, meeting its obligations;
- d. Developing policies that encourage reporting of non-compliance or suspected fraud, waste and abuse without the fear of retaliation.
- e. Assist the Compliance Officer in carrying out his or her duties and responsibilities. For example, the Compliance Committee shall assist in the analysis of the organization's risk areas and shall oversee monitoring of internal and external audits and investigations.
- f. Receive reports on compliance issues, and monitor related follow-up and corrective action.

The Chief Compliance Office shall convene Compliance Committee meetings, as necessary, to meet the ACO's compliance needs, but in any event the Committee shall meet no less than annually.

Written Policies, Procedures and Standards

- 1) Keystone ACO has established policies, procedures and standards to ensure its business and operations are conducted in accordance with ethical obligations, and legal and regulatory requirements.
- 2) Adherence with the ACO's policies is the best way to ensure the ACO will meet its obligations under the law and, therefore, such adherence is a job requirement of all.
- 3) Periodically reviewing, updating, and amending the ACO Compliance Program, including the Standards of Conduct and the Compliance Policies and Procedures, as appropriate.

Code of Conduct

- 1) All members, partners, participants, participant employees, managers, contractors, officers, directors and employees of the ACO must comply with the Code of Conduct. Each participating organization's adherence to the code of conduct is an essential component for the Keystone ACO compliance plan. The code of conduct established general ethical and compliance expectations for members, partners, participants, participant employees, managers and contractors, and others who perform functions or provide services to the Keystone ACO.
- 2) The Code of Conduct for participating organizations is available as separate policy in the compliance manual, electronically on the Keystone ACO website or by contacting the Compliance Officer or a member of the compliance committee.

Education and Training

The ACO shall provide effective education and training to all members, partners, participants, participant employees, managers, contractors, officers, directors and Provider/Suppliers, so that they understand (1) the ACO's commitment to compliance and the objectives and requirements of the ACO's Compliance Program, and (2) the important role that each individual plays in achieving Compliance Program objectives.

- 1) All employees will receive training regarding this Compliance Plan and the requirements imposed on the ACO under the law. All new employees in organizations comprising this ACO will receive such training upon hire. In addition, as noted above, the Board of Managers will receive specific training in order that the Managers effectively exercise oversight over the ACO's compliance program.
- 2) Contractors such as those providers/suppliers who have entered into a participation agreement will be provided with a copy of this Compliance Plan and will be contractually committed to adhering to applicable laws and regulations. Such contractors will, however, be deemed to have met the education and training standards of the ACO if they certify that they have met the fraud, waste and abuse certification requirements required for enrollment in the Medicare Program.
- 3) Periodic refreshers will be provided to ensure that all remain fully equipped to ensure our complete compliance with our legal and ethical responsibilities. These refreshers will occur at least on an annual basis and more frequently as deemed appropriate by the Compliance Officer or the Board of Managers.
- 4) Participating organizations will ensure that it Keystone ACO workforce members complete required compliance education. Completion of compliance education will be documented in according with existing systems used by participating organizations. At a minimum, such documentation must include a) the name, organization and department of the workforce member participating in the education; b) the completion date; c) a summary of the education materials used in the training.
- 5) At a minimum compliance education training will cover:
 - a. Physician Self-Referral, Anti-Kickback Statutes and Civil Monetary penalties laws
 - b. Antitrust
 - c. MSSP ACO Regulations and Guidelines
 - d. Marketing Requirements
 - e. Reporting and Investigating suspected violation and complaints
 - f. Non-retaliation
 - g. Conflict of interest requirements

- h. Data Sharing and other information security requirements
- i. Records retention

Duty to Report

Each ACO officer, director, employee, and Covered Contractor is required to report any practice that the individual believes in good faith does or may violate the ACO's Standards of Conduct, Compliance Policies and Procedures, or applicable laws and regulations. Using the communication process set forth in this policy.

Communication Processes Including Hotline

- 1) Entities such as the Keystone ACO are subject to numerous federal and state laws and regulations. Therefore, it is vitally important for all ACO employees, members, partners, participants, participant employees, managers and contractors to be vigilant regarding compliance within this complex legal and financial system. Accordingly is the responsibility and expectation of all to report concerns regarding suspected noncompliance. To assist and facilitate in the confidential identification of potential compliance issues, the ACO has established mechanisms for private communication of potential compliance issues. These mechanisms include:
 - a. A hotline **(855-387-4424)** or web reporting form (<http://www.mycompliancereport.com>) by which any person (including any employee, member, manager or contractor) may report any issue on an anonymous basis, although you may also feel free to identify yourself if you like so that we can ask additional questions to aid in our resolving the issue. When using the online form enter the company code **KAC** when prompted.
 - b. Open communication with the Compliance Officer whose duty it is to ensure total compliance by the ACO. Please feel free to contact the Compliance Officer directly with questions or concerns. It is the policy of the ACO that good faith participation in the compliance program including the reporting of any suspected noncompliance or other issue will not result in retaliation against the participant. Individuals shall not be intimidated or retaliated against in response to their good faith adherence to this compliance program.
 - c. Each participating provider office must have on display in a common employee area the compliance hotline number and information on how to report a suspected violation.

Well-Publicized Disciplinary Measures

- 1) Compliance with all applicable laws and regulations is a requirement for all members, partners, participants, participant employees, managers and contractors. In addition, all are expected to adhere to the Code of Conduct and to follow the principles of this Compliance Plan. Also, as noted above, it is an expectation of all that they report compliance issues and identify noncompliance or unethical behavior. Failure to comply with this requirement can result in disciplinary actions.
- 2) The type and severity of the action will depend on the particular facts and circumstances but serious deviations from these requirements can result in termination of a participant from the ACO, termination of employment of an employee and possible termination of the relationship with a

contractor. It is the policy of the ACO that it will institute timely, consistent and effective enforcement of the standards described in this Compliance Plan.

System For Routine Monitoring, Auditing, Record Retention and Identification of Compliance Risks

- 1) Ongoing monitoring and auditing are critical to a successful compliance program. The Compliance Officer will periodically, with a minimum of annually, review aspects of the ACO's operations especially in areas that have been identified by government enforcement agencies as potentially problematic for entities engaged in contracting under the Medicare Shared Savings Plan. A particular area of focus will be the ACO's compliance with its regulatory and contractual commitments under the MSSP. Keystone ACO participating members, partners, participants, participant employees, managers and contractors, and other individuals or entities performing functions or services on behalf of Keystone ACO are required to:
 - a. Maintain and give CMS, DHHS, the Comptroller General, the Federal Government or their designees access to all books, contracts, records, documents, and other evidence (including data relating to Medicare utilization and costs, quality performance measures, shared savings distributions, and other financial arrangements relating to MSSP ACO activities) sufficient to enable the audit, evaluation, investigation, and inspection of Keystone ACO's compliance with program requirements, quality of services performed, right to any shared savings payment or obligation to repay losses, ability to bear risk of potential losses, and ability to repay losses to CMS
 - b. Maintain such books, contracts, records, documents, and other evidence for a period of 10 years from the final date of the agreement period or from the date of completion of any audit, evaluation, or inspection, whichever is later, unless:
 - i. CMS determines there is a special need to retain a particular record or group of records for a longer period and notifies Keystone ACO at least 30 days before the normal disposition date; or
 - ii. There has been a termination, dispute or allegation of fraud or similar fault against Keystone ACO, its members, partners, participants, participant employees, managers and contractors or other individuals performing services or functions related to Keystone ACO activities. In this case, Keystone ACO must retain its records for an additional 6 years from the date of any resulting final resolution of the termination, dispute, or allegation of fraud or similar fault.

Documentation includes copies of all certifications executed in accordance with KACO-COMP-008 whether hard copy or electronic, shall be maintained in each employee's personnel file or Covered Contractor's file (as relevant) or in such other fashion as the Chief Compliance Officer may deem appropriate, consistent with the ACO's document retention policies, but, in no case, for a period of less than ten years.

Responding to Detected Noncompliance and Non-Retaliation

- 1) Any report received will be treated very seriously and will be thoroughly investigated. If upon review it is determined that the ACO has been noncompliant in some regard, the ACO will promptly take all appropriate actions required under the circumstances. The actual response will vary depending on the unique circumstances but in all cases there will be steps taken to ensure

future compliance. Incidences of suspected misconduct related to payment from the MSSP or related to services provided under that program will result in a timely inquiry into the conduct. In some cases, the ACO may be required to voluntarily self-report the matter to an appropriate authority and the ACO will promptly take such steps.

- 2) Anyone who reports a concern, regardless of the method chosen, is protected from retaliation.
- 3) Any reported compliance issues will be appropriately addressed and documented.

Contractors

From time-to-time, the ACO enters into service agreements with Contractors that assist the Company in performing its contractual obligations to Clients who engage the ACO to provide consulting services in connection with federal health care program reimbursement. The ACO requires such Contractors to comply with the ACO Standards of Conduct, as well as the ACO's Compliance Policies and Procedures.

The Standards of Conduct summarize ethical principals that guide the ACO and its constituent entities. The ACO shall disseminate a copy of its Standards of Conduct, and any revised versions, to its Contractors.

Screening Prospective Contractors

Before entering into a contract with a prospective Contractor, and annually thereafter, ACO shall screen (or shall engage an outside entity to screen) the Contractor against:


1. The HHS-OIG's List of Excluded Individuals and Entities, which may be accessed on the Internet at <https://exclusions.hhs.gov>; and
2. The GSA's Excluded Parties List System, which may be accessed on the Internet at <http://www.sam.gov/>.

A Shared Commitment By All

The ACO's compliance with its legal duties depends on the actions of each and every members, partners, participants, participant employees, managers and contractors. The consequences of noncompliance can be extremely serious and the ACO cannot afford for even one individual to jeopardize the future of the ACO by not taking their responsibility seriously. Those in a managerial or supervisory role have a special responsibility to ensure that those who they are responsible for fully understand and completely adhere to this Compliance Plan. The Board Managers must take an active lead in promoting compliance. All have a unique responsibility for the ACO's compliance with the law and together we can ensure that the ACO's mission will continue into the future with the highest of standards.

Questions

Any questions concerning the CP Policies and Procedures, or questions that are not specifically addressed in the CP Policies and Procedures, should be directed to the ACO's Chief Compliance Officer.

	Policy# KACO-COMP-002	Effective Date: 11/7/2013	Reviewed Date: 03/13/2017	Revised Date:
	Title: Code of Conduct		Owner: Chief Compliance Officer	
	Approved by: Board of Managers		Date: 11/7/2013	

DEFINITIONS:

“**Keystone ACO**” refers to Keystone Accountable Care Organization, LLC, a not-for-profit company.

PURPOSE:

This Code of Conduct has been adopted by the Keystone ACO's Board of Managers as part of the ACO's Compliance Plan in order to provide standards by which all members, partners, participants, participant employees, managers and contractors will conduct themselves. The Keystone ACO is fully committed to conducting its activities in compliance with all federal, state and local laws and regulations and in conformance with the highest standards of business integrity. Individual conduct must be in a manner that protects and promotes integrity and enhances the ACO's ability to achieve its organizational mission. The Code of Conduct is intended to serve as a guide to help all to whom it applies make sound ethical and legal decisions during their day-to-day activities so we can ensure we achieve the level of compliance required by law. The standards and principles contained in this Code of Conduct apply to all ACO members, partners, participants, participant employees, managers and contractors. The ACO Board of Managers fully embraces the concepts contained herein and has formally adopted this Code of Conduct as the policy of the ACO. It is a requirement of all members, partners, participants, participant employees, managers and contractors to fully adhere to the Compliance Plan and Code of Conduct at all times. Failure to comply can have serious consequences for the ACO and for those who do not comply.

POLICY:

Compliance with Laws and Regulations

The Keystone ACO operates in accordance with high legal, moral, and ethical standards and with all applicable laws, regulations, and standards. The ACO will not tolerate false statements by employees to a government agency or other payer. Deliberate misstatements to government agencies or other payers will be grounds for disciplinary action. The ACO will not pay employees, physicians, or health care professionals for referral of clients, or accept payments for referrals we make. The ACO will ensure that all reports or other information required by any federal, state, or local government agency are filed timely, accurately, and in conformance with the applicable laws and regulations. The ACO will not engage, either directly or indirectly, in any corrupt business practice, including bribery, kick-backs or payoffs, intended to induce, influence, or reward favorable decisions of any client, contractor, vendor, government personnel, or anyone in a position to benefit us in any way.

The ACO will not hire or contract with any individual or entity that is currently excluded, suspended, debarred, or otherwise ineligible to participate in the federal health care programs or has been convicted of a criminal offense related to the provision of health care items or services and has not been reinstated in the federal health care programs after a period of exclusion, suspension, debarment, or ineligibility.

Conflicts of Interest

All employees will perform their duties on behalf of the ACO in a truthful and loyal manner.

All employees and Managers will avoid any actions that may be reasonably construed to cause an actual or potential conflict of interest with their responsibilities.


Billing and Coding Integrity

The ACO and its participants will require accurate bills, which include only services actually rendered, using billing codes that accurately describe the services, and are based on documented medical necessity. The ACO and its participants will take every reasonable precaution to ensure that billing and coding is accurate, timely, and in compliance with federal and state laws and regulations.

The ACO will not tolerate the submission of any claims that contain any kind of false, fraudulent, or inaccurate statements. It has adopted policies and procedures to prevent and detect fraud, waste and abuse that are in compliance with both federal and state law. Any employee who lawfully reports a concern is protected from retaliation by these same policies, as well as federal and state laws governing false claims.

Privacy and Security of Information

The ACO will take every precaution to ensure the confidentiality, integrity, and availability of the information it collects and uses for health care and business purposes. The confidentiality protection extends to all information, regardless of location or storage medium, and it applies to both paper and electronic-based information.

	Policy#	Effective Date:	Reviewed Date:	Revised Date:
	KACO-COMP-003	11/7/2013	03/13/2017	
	Title: Conflict of Interests		Owner: Chief Compliance Officer	
	Approved by: Board of Managers		Date: 11/7/2013	

DEFINITIONS:

“Keystone ACO” refers to Keystone Accountable Care Organization, LLC, a not-for-profit company.

“Confidential information” is information obtained through Keystone ACO that has not become public information.

“Conflict of interest” refers to a situation where an interested person has a financial or other interest that may influence, or have the appearance of influencing, their judgment, decisions or actions relating to Keystone ACO.

“Financial interest” a person has financial interest if the person has, directly or indirectly, through business, investment or family:

- An actual ownership or investment interest in any entity with which Keystone ACO has a transaction or agreement, or
- An actual compensation arrangement with any entity or individual with which Keystone ACO has a transaction or arrangement (either independent of or in connection with Keystone ACO’s compensation plan), or
- A potential or actual ownership or investment interest in, or compensation arrangement with which Keystone ACO is negotiating a transaction or arrangement.
- Compensation includes direct and indirect remuneration as well as gifts or favors.
- A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate board or committee, with legal counsel, as appropriate, decides that a conflict of interest exists.

“Outside Activities” are activities involving non-Keystone ACO entities. The following are examples of outside activities that may create a conflict of interest:

- To render directive, managerial or consulting services to any entity or individual that does business with, or is in competition with, Keystone ACO.

“Gifts, remunerations, gratuities and entertainment” consist of things of value given freely and without consideration. To accept gifts, remuneration (in cash or kind), entertainment unrelated to business purposes, or other favors from any entity or individual that does or wants to do business with Keystone ACO - under circumstances from which it could be inferred that such action was intended to or would influence an officer, director, or senior leader in the performance of their duties.

“Inside information” is any information relating to Keystone ACO and its business activities. It may create a conflict of interest to disclose or use information relating to the Keystone ACO’s business for the personal profit or advantage of the officer, director or senior leader.

“Immediate family member” includes a person’s spouse, siblings and their spouses, children and their spouses, and any other person who lives in the same household.

“Interested person” Any director, officer and senior leader who has direct or indirect financial interest as defined below is an interested person.

“Director” refers to an individual appointed to the Keystone ACO Board of Managers.

PURPOSE:

The purpose of this conflicts of interest policy is to protect the interests of Keystone ACO, LLC when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or senior leader. This policy is intended to supplement but not replace any applicable laws governing conflicts of interest applicable to nonprofit and charitable corporations.

POLICY:

To identify and manage potential conflicts of interest throughout the Keystone ACO and identify information as necessary to complete IRS Form 990.

REQUIREMENTS:

Excluded Persons or Entities

- 1) The ACO will not employ or contract with any person or entity that is "excluded" from participation in any governmental payment plan by the Office of Inspector General ("OIG") or any comparable list of debarred or "excluded" providers issued by any other governmental agency with authority over the ACO.
- 2) In addition, the ACO will conduct periodic checks of the OIG's list of excluded parties. The ACO will review all new hires based on the exclusion list of the OIG. All employees will have an ongoing duty to immediately notify the ACO's Compliance Officer if any governmental agency begins proceedings or commences steps that may result in exclusion or debarment.
- 3) An actual ownership or investment interest in any entity with which Keystone ACO has a transaction or arrangement, or an actual compensation arrangement with any entity or individual with which Keystone ACO has a transaction or arrangement (either independent of or in connection with Keystone ACO's compensation plan), or a potential or actual ownership or investment interest in, or compensation arrangement with, any entity or individual with which Keystone ACO is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors.

Duty to Disclose

- 1) In connection with any actual or possible conflicts of interest, an Interested Person must disclose the existence of his or her financial interest and all material facts related thereto.

- 2) The disclosure required by this section shall be set forth in response to the annual questionnaire. Disclosures shall be voluntarily updated on an interim basis by the Interested Person whenever there has been a material change in the underlying facts and circumstances that create a potential conflict of interest.
- 3) If a Director, Officer or Senior Leader is uncertain as to whether a given transaction creates a potential conflict of interest, they shall seek advice from the Keystone ACO's Chief Compliance Officer.

Determining Whether a Conflict of Interest Exists

- 1) The Board of Managers or the Finance Committee of the Board of Managers shall manage potential conflicts of interest. After disclosure of the financial interest and all material facts, input from legal counsel, and any discussion with the Interested Person desired by the Board or Finance Committee, he or she shall leave the Board or Finance Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Finance Committee members shall decide if a conflict of interest exists.
- 2) If a conflict of interest is found to exist, it shall be addressed as set forth below. If no conflict of interest is found to exist, the transaction or arrangement may be approved by the Board or Finance Committee if it is fair and reasonable and in the best interests of the Keystone ACO.

Procedures for Addressing the Conflict of Interest

- 1) If a conflict of interest is determined to exist as set forth above, then it shall be addressed as follows:
 - a. An Interested Person may make a presentation at the Board or Finance Committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that resulted in the conflict of interest.
 - b. The chairperson of the Board or Finance Committee shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Board or Finance Committee shall determine whether Keystone ACO can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or Finance Committee shall determine by a majority vote of the disinterested Managers whether the transaction or arrangement is fair and reasonable and in Keystone ACO's best interests and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

Violations of the Conflicts of Interest Policy

- 1) If the Board or Finance Committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest:
 - a. It shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or Committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action up to and including termination of employment and participation in the ACO.

Records of Proceedings

- 1) A confidential record of the Board and/or the Finance Committee discussions shall be created and maintained by the Chief Compliance Officer and shall contain:
 - a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Finance Committee's decision as to whether a conflict of interest in fact existed.
 - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

In addition to the confidential record, a set of formal minutes with non-confidential information will be prepared and maintained to document the Board's or Finance Committee's review. The minutes will be reviewed and approved by the Board or Finance Committee in conjunction with review of the confidential record to assure its accuracy.

Compensation Matters

- 1) A voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from any Keystone ACO affiliate(s) for services is precluded from voting on matters pertaining to that member's specific individually identifiable compensation.

Annual Statements

- 1) Each director, officer and senior leader shall sign the annual COI Questionnaire affirming that such person:
 - a. has completed the Keystone ACO Conflict of Interest Questionnaire,
 - b. has read and understands the Conflict of Interest Policy, and


- c. has agreed to comply with the Conflict of Interest Policy.
- 2) The questionnaire will be distributed annually during a Board of Managers meeting and returned to the Chief Compliance Officer.

Periodic Reviews

- 1) To ensure that tax-exempt Keystone ACO operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its status as exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
 - b. Whether any shared savings arrangements with ACO Participants conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the entity's charitable purposes and do not result in inurement or impermissible private benefit.
 - c. Whether agreements to provide health care and agreements with other health care providers, employees, and third party payers further the entity's charitable purposes and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Use of Outside Experts

- 1) In conducting the periodic reviews provided for in Article VIII, Keystone ACO may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

	Policy# KACO-COMP-004	Effective Date: 11/7/2013	Reviewed Date: 03/13/2017	Revised Date:
	Title: Marketing Materials		Owner: Chief Compliance Officer	
	Approved by: Board of Managers		Date: 11/7/2013	

DEFINITIONS:

“Keystone ACO” refers to Keystone Accountable Care Organization, LLC, a not-for-profit company.

“Communications” includes advertisements, mailings, brochures, web pages, phone calls, outreach and community events.

PURPOSE:


To enforce establish requirements for marketing materials and other communications relating to ACO activities.

POLICY:

Any Keystone ACO marketing and communication materials intended for distribution to potential or actual ACO beneficiaries are required to be preapproved by the Centers for Medicare and Medicaid Services (CMS). There is no exception to this policy.

PROCEDURE:

- 1) ACO members, partners, participants, participant employees, managers and contractors will submit marketing and communication materials intended for distribution to ACO beneficiaries to the Director of Operations.
- 2) The Director of Operations will review such materials with the party and recommend edits as necessary.
- 3) The Director of Operations will then share the proposed materials with the Keystone ACO Management Team for approval. Once approved, the materials are submitted to CMS for approval.
- 4) CMS generally approves materials within two weeks of submission.
- 5) Once CMS approves the materials, the Director of Operations will coordinate publication and distribution with the submitting party.

	Policy# KACO-COMP-005	Effective Date: 11/7/2013	Reviewed Date:	Revised Date: 03/13/2017
	Title: Compliance with MSSP Regulations and Guidelines		Owner: Chief Compliance Officer	
	Approved by: Board of Managers		Date: 03/13/2017	

DEFINITIONS:

“**Keystone ACO**” refers to Keystone Accountable Care Organization, LLC, a not-for-profit company.

PURPOSE:


To ensure that all partners, participants, participant employees, managers and contractors know the basic laws and regulations that apply to Keystone ACO and its activities.

POLICY:

Keystone ACO is a participant in the Medicare Shared Savings Program (MSSP) and as such is subject to various laws, regulations and guidelines related to that program. Keystone ACO and its partners, participants, participant employees, managers and contractors will, at all times, adhere to and comply with the requirements of Title 42, Part 425 of the Medicare regulations.

PROCEDURE:

- 1) Develop required processes regarding evidence-based medicine, quality assurance, patient engagement, reporting of quality and cost metrics and coordination of care.
- 2) Keystone ACO will meet all requirements regarding data submissions and quality reporting.
- 3) All CMS requirements for marketing materials and other communication relating to the Keystone ACO’s activities will be met.
- 4) Keystone ACO will publicly report and make transparent all required ACO information in the CMS format. This includes organizational and contact information, shared savings and losses information and results of quality reporting.
- 5) Keystone ACO will post required signage in physician office to notify patients they are participating in an ACO and inform them they have the right to decline to share their health information.

	Policy# KACO-COMP-006	Effective Date: 11/7/2013	Reviewed Date: 03/13/2017	Revised Date:
	Title: HIPAA and Confidentiality/Privacy Issues		Owner: Chief Compliance Officer	
	Approved by: Board of Managers		Date: 11/7/2013	

DEFINITIONS:

“Protected health information (PHI)” is defined as any information, whether oral or recorded in any form or medium, that is created or received by a health care provider and relates to the past, present or future physical or mental health condition of an individual.

“Disclosure” means the release, transfer, and provision of access to or divulging in any other manner of information outside the entity holding the information (HIPAA).

“Data Use Agreement (DUA)” is defined as an agreement with the Center for Medicare Services that must be executed prior to the disclosure of data from CMS’ Systems of Records to ensure that the PHI disclosure will comply with the requirements of the Privacy Act, the Privacy Rule and CMS data release policies.

PURPOSE:

To provide a policy for the use and disclosure of Confidential Information and to fulfill the regulatory requirements as set in the Health Insurance Portability and Accountability Act of 1996 ("HIPAA").

POLICY:


The Keystone ACO shall develop, implement and maintain policies and procedures with respect to Protected Health Information (PHI) for the use by its partners, participants, participant employees, managers and contractors designed to comply with the standards, implementation specifications or other requirements of 45 C.P.A. 164.530(i); (Privacy Rule, Administrative Requirements and 164.316(a)); (Security Rule, Policy and Procedure Standard).

PROCEDURE:

- 1) All medical and financial information must be treated as confidential.
- 2) Medical records, treatments, conditions and personal affairs should only be discussed or shared with the attending physician, with persons authorized to receive such information, and with others who require access to the information to perform their duties.
- 3) Only those who require specific information to furnish care, perform quality control activities, bill or collect charges for services, or furnish other administrative services are permitted access to that PHI unless authorized under the law or by a particular patient. This requires that all employees and contractors take reasonable measures to protect the confidentiality of PHI, whether that information is presented in oral, written or electronic form.
- 4) Where applicable Keystone ACO partners, participants, participant employees, managers and contractors will sign and comply with the CMS Data Use Agreement (DUA). Each person agrees to

abide with the CMS Privacy Act System of Records. The User agrees to use the data only for purposes that support the User's study, research or project referenced in this Agreement, which has been determined by CMS to provide assistance to CMS in monitoring, managing and improving the Medicare and Medicaid programs or the services provided to beneficiaries; and the User agrees to ensure the integrity, security, and confidentiality of the data by complying with the terms of this Agreement and applicable law, including the Privacy Act and the Health Insurance Portability and Accountability Act.

- 5) The Health Information Technology for Economic and Clinical Health Act (HITECH) of 2009 adds to the requirements of HIPAA in protecting certain information. The HITECH Act imposes data breach notification requirements for unauthorized uses and disclosures of "unsecured PHI." In general, the act requires that patients be notified of any such unsecured breach. Notification is triggered for unsecured breaches that occur either externally or internally. HITECH may impose significant penalties for any breach that is determined to involve "willful neglect."

	Policy# KACO-COMP-007	Effective Date: 11/7/2013	Reviewed Date: 03/13/2017	Revised Date:
	Title: Minimum Necessary Disclosure of PHI		Owner: Chief Compliance Officer	
	Approved by: Board of Managers		Date: 11/7/2013	

DEFINITIONS:

“Keystone ACO” refers to Keystone Accountable Care Organization, LLC, a not-for-profit company.

“Protected health information (PHI)” is defined as any information, whether oral or recorded in any form or medium, that is created or received by a health care provider and relates to the past, present or future physical or mental health condition of an individual.

“Disclosure” means the release, transfer, and provision of access to or divulging in any other manner of information outside the entity holding the information (HIPAA).

“Authorization” is when the PHI is used in any manner or for any purpose not generally necessary for the treatment, payment or health care operations of the covered entity.

“Minimum Necessary” means that when using or disclosing PHI or requesting PHI from another covered entity, Keystone ACO will make reasonable efforts to limit PHI to the minimum necessary to accomplish the intended purpose of the use, disclosure, or request.

PURPOSE:

This minimum necessary use and disclosure of PHI policy establishes guidelines when using or disclosing PHI or requesting PHI from another covered entity, a covered entity must make reasonable efforts to limit PHI to the minimum necessary to accomplish the intended purpose of the use, disclosure or request.

Minimum necessary does not apply in the following situations:

- 1) Uses or Disclosures to or requests by a health care provider for treatment.
- 2) Uses or disclosure to the patient as provided in regulations.
- 3) Disclosures made to the Secretary of Health and Human Services that are permitted by regulation.
- 4) Uses or Disclosures required by law.
- 5) Uses or disclosures that are required for compliance with regulations.

POLICY:

This policy of minimum necessary use and disclosure of PHI is to ensure Keystone ACO, its partners, participants, participant employees, managers and contractors will use and disclose only the minimum necessary amount of PHI needed to accomplish the intended purpose of the use, disclosure or request.

PROCEDURE:

When applicable, Keystone ACO partners, participants, participant employees, managers and contractors will utilize the following to limit authorized uses, to the minimum information necessary by:

- 1) Keystone ACO Policy to a business need for access.
- 2) Awareness education of workforce members of the prohibition of accessing PHI without a business need.
- 3) Limiting access to PHI held in electronic media to those employees with a business need, approved by the data manager with review of need to be done on a semi-annual basis.
- 4) Enforcement of sanctions for access without a business need.

When applicable, Keystone ACO and its partners, participants, participant employees, managers and contractors will utilize the following to limit authorized disclosures, to the minimum information necessary by:


- 1) Use of a Business Associates Agreement (BAA), with external entities that receive PHI from the Keystone ACO.
- 2) Utilizing request/authorization forms that enable the patient to specify the specific documents and time period of the information to be released.

When a request for all medical records is received with a valid authorization, Keystone ACO reserves the right to initially send an abstract. This will be done in situations where, in our judgment, all records are not required to meet the intent of the request.

Keystone ACO will work with the requestor to provide the data needed to meet the intent of the request.

When applicable, Keystone ACO will utilize the following to limit authorized use, to the minimum information necessary by:

- 1) Limiting access to information resources on a business need to know by Data Manager approval of all authorized users, to include semi-annual review of authorized users.
- 2) Limiting of information, necessary for business operations, visible in public areas, to include white boards, computer screens, patient hallways and other areas of the facilities.

	Policy# KACO-COMP-008	Effective Date: 11/7/2013	Reviewed Date: 03/13/2017	Revised Date:
	Title: Retention and Disposal of Protected Health Information (PHI)		Owner: Chief Compliance Officer	
	Approved by: Board of Managers			Date: 11/7/2013

DEFINITIONS:

“Keystone ACO” refers to Keystone Accountable Care Organization, LLC, a not-for-profit company.

“Participating Organizations” refers to covered entities that are partners and strategic contractors of Keystone ACO.

PURPOSE:

To establish retention and disposal requirements for Protected Health Information (PHI) for Keystone ACO, its partners, participants, participant employees, managers and contractors.


POLICY:

Documentation containing PHI must be retained for a minimum of 10 years from the date of its creation or the date when the documentation last was in effect, whichever is later. If a longer retention period is required due to other legal requirements, the longer retention is followed for all PHI contained in such documentation. PHI contained in documentation relating to Keystone ACO activities is required to be maintained for a period of 10 years from the final date of the agreement period, or the date of completion of any audit, evaluation, or inspection whichever is later unless the Centers for Medicare and Medicaid Services (CMS) determines a longer period is necessary. Once documentation containing PHI has exceeded its retention period, the obligation to safeguard the PHI continues through disposal to ensure that unauthorized persons do not access the PHI.

PROCEDURE:

- 1) Keystone ACO will follow CMS rules for its records containing PHI. In general, all Keystone ACO records, regardless of medium, are maintained for a period of 10 years unless a longer retention is required.
- 2) All records shall be maintained in a readable format regardless of changes in technology.
 - a) Whenever a record is required to be retained, this requirement is satisfied by retaining an electronic record of the information if the electronic record:
 - i. Accurately reflects the information set forth on paper or another medium after it was generated in its final form;
 - ii. The electronic record remained accessible for later reference.

- b) Whenever annotations, changes or notes are made on a record and the content is changed (excluding draft versions of the same record), a new and separate record is created and must also be retained in accordance with retention requirements.
- 3) If records cannot be maintained on site, Keystone ACO is responsible for ensuring appropriate and secure storage and the means to retrieve records as required.
- 4) Electronic mail ("email") communications, messages and records are subject to this policy if the content relates to business transactions or the legal obligations of Keystone ACO. The originator/sender of the message is responsible for retaining the message (or the recipient if the message originates outside of Keystone ACO).
- 5) Records constituting, referring or relating to any matter subject to an actual or anticipated investigation, audit or legal claim shall not be destroyed until Counsel has advised otherwise.
- 6) Records that have reached the end of their retention period shall be destroyed regardless of whether the record is stored on-site or off-site unless the records are subject to a litigation hold. Disposed records shall be destroyed such that the records cannot be recovered or reconstructed.
- 7) Questions relating to records retention may be sent to the Keystone ACO Compliance Officer or Counsel.

	Policy# KACO-COMP-009	Effective Date: 11/7/2013	Reviewed Date: 03/13/2017	Revised Date:
	Title: Annual Training and Continuing Compliance Education		Owner: Chief Compliance Officer	
	Approved by: Board of Managers			Date: 11/7/2013

DEFINITIONS:


“Keystone ACO” refers to Keystone Accountable Care Organization, LLC, a not-for-profit company.

PURPOSE:

To establish an annual training and review process for policies relating to compliance and information security practices.

POLICY:

Each year policies relating to compliance, including information security policies, are reviewed annually to ensure they are current with changing regulatory requirements and/or emergent risks. As Keystone ACO provides access to its information systems to its partners, the partners follow the information security policies of Keystone ACO. Keystone ACO will ensure communication of revisions to its partners, participants, participant employees, managers and contractors, as appropriate, subsequent to this annual review. Keystone ACO will provide annual compliance training to all current partners, participants, participant employees, managers and contractors and will provide compliance training for all new affiliates.

	Policy# KACO-COMP-010	Effective Date: 11/7/2013	Reviewed Date: 03/13/2017	Revised Date:
	Title: Licensure and Verification		Owner: Chief Medical Officer	
	Approved by: Board of Managers		Date: 11/7/2013	

DEFINITIONS:

“**License**” (or “**licensure**”) as used in this policy refers to a professional license, registration or certification required by federal or state law or a regulatory agency, and confers legal permission to practice a profession. Licensure is required for certain healthcare employees as identified in a job classification.

PURPOSE:

To protect our patients and ensure compliance with federal and state legal and regulatory requirements, this policy establishes responsibilities and accountabilities for maintaining current licensure.

POLICY:

Keystone ACO, is committed to ensuring that all license, registration and/or certification (“license”) requirements are met by ACO’s staff who are in job classifications that require a license and are not subject to the clinical privileging process conducted by an appropriate Medical Staff Office or other credentialing personnel. Keystone ACO will verify each legally required license, with its partner organizations and will follow-up for all future license renewals. No employee who requires a license, certification or registration to work is permitted to perform work duties of any type without this verification. It is each employee’s responsibility to renew his/her license prior to its expiration according to their organization’s policies. The employee is also responsible for notifying his/her organization and supervisor of any annotation, restriction, condition, expiration, suspension, revocation or qualification to the full scope of licensure. Failure to timely renew a license or notify of a condition that restricts the full scope of licensure are grounds for disciplinary action up to and including dissolution from the ACO program. Any employee working after the expiration of a legally required license, registration or certification will be removed from participation in the Keystone ACO program. Keystone ACO partners and participating provider organizations are responsible for complying with licensure and certification verification requirements for their employees.

PROCEDURE:


New Hire License Verification Process

- 1) Prior to hire, all Keystone ACO partners and participating provider organizations will conduct primary source verification of current and active licensure. Such verification must occur prior to an offer of employment unless the employment offer is contingent upon this verification.
 - a. Keystone ACO partners and participating provider organizations will not schedule a candidate to start employment until after primary source verification is completed. Once primary source verification is obtained, documentation will be placed in the employee’s personnel file, or retained electronically in a manner to allow future retrieval for audit purposes.

- b. Primary source to verify verification procedures will be followed by going to the Pennsylvania Department of State Bureau of Professional and Occupational Affairs License Verification page (<http://www.licensepa.state.pa.us/default.asp>). License status should be active and in good standing. Disciplinary action history will also be verified.
- c. The copy of the primary source verification must include the date the primary source verification was completed.

Renewal of License Verification

- 1) Following hire, the employee is responsible for maintaining an active and current license and following the procedure for their respective Keystone ACO partner's and participating provider organizations licensure renewal process.
- 2) If a physician/employee is unable to work due to an invalid license, the partner and/or participating provider organizations will notify the Keystone ACO Director of Operations, and their participation in the ACO will be suspended.
- 3) An employee whose license has expired, and who continues to work without a license, will be removed from participation in the Keystone ACO Program.

	Policy# KACO-COMP-011	Effective Date: 11/7/2013	Reviewed Date: 03/13/2017	Revised Date:
	Title: Patient Complaints and Grievances		Owner: Chief Compliance Officer	
	Approved by: Board of Managers		Date: 11/7/2013	

DEFINITIONS:

“Keystone ACO” refers to Keystone Accountable Care Organization, LLC, a not-for-profit company.

A **“Complaint”** refers to concern about patient care that is resolved quickly by “staff present” to include local or embedded care managers or a member of the Keystone ACO team. Any written complaints (including email and faxed communications) are considered a **“Grievance”** for the purposes of this policy.

A **“Grievance”** refers to a written or verbal complaint by a patient or the patient’s representative regarding the patient’s care that is not resolved at the time of the complaint and requires formal review, investigation, and resolution within a reasonable timeframe. The Director of Operations will provide oversight and management for grievances.

“Patient” or **“Patients”** includes patient representatives.

PURPOSE:

To provide a process for patients to bring their concerns forward to the Keystone ACO Management, its partners, participants, participant employees, managers and contractors and to have those concerns reviewed, investigated, and resolved within a reasonable timeframe.

POLICY:

A patient has the right to a fair and efficient process for resolving concerns about their care. A patient complaint and grievance process is readily available to any patient or patient representative. Patient grievances will be investigated and resolved within five (5) calendar days of the filing date, unless the nature of the grievance requires additional time. If additional time is required, the responsible care manager will notify the patient no later than five calendar days after the filing date and provide the patient with a date on which a response can be expected. No patient will be retaliated against or have their care impacted because they filed a complaint or grievance.

PROCEDURE:

Provider Practice Complaint Process

- 1) If the patient’s care is managed by a provider practice, the patient will follow that practice’s complaint and grievance process.
- 2) Local or embedded care managers will assist patients with the grievance process applicable to the provider’s practice.


- 3) Patients who have a concern may call 855-387-4424 (24/7) to report their concerns confidentially. Patients should state they have a concern related to **care management** and provide details relating to their concern, including:
 - a. Their contact information for follow-up and resolution;
 - b. Where the care was received;
 - c. The name of the provider who gave the service;
 - d. When the service was received;
 - e. A description of why the patient is dissatisfied with his or her service.
- 4) The Director of Operations or designee will contact patients to resolve their concerns.
- 5) Patients may choose to anonymously report their concerns; however, if not enough information is provided, our ability to effectively investigate a concern may be impacted.
- 6) The Director of Operations will document resolution of patient concerns and share these concerns with the ACO's Quality and Safety Committee and the Chief Compliance Officer. Such documentation will be maintained for a period of 10 years from the date of resolution.

Expedited Grievances. All expedited grievances will be resolved within 24 hours.

- 1) An expedited grievance includes a verbal or written complaint from a patient regarding a clinical issue of such an urgent nature that a delay in the review process might seriously jeopardize:
 - a. The life and/or health of the patient;
 - b. The member's ability to regain maximum functioning; or
 - c. An issue that poses an interruption in the ongoing immediate treatment and care of the patient.
- 2) Examples of expedited grievances may include, but are not limited to:
 - a. Patient is having pain and cannot reach the provider's office;
 - b. Patient is out of medication due to a delay in delivery of medication;
 - c. Patient is unable to reach the provider's office to schedule an urgent appointment.
- 3) All written complaints, and those verbal complaints alleging a serious concern, will be reported to the Director of Operations. The Director of Operations and/or the Quality and Safety Committee will provide direction and oversight for the resolution of such complaints.

Reporting

The Director of Operations will report quarterly on patient grievances to the Keystone ACO Quality and Safety Committee.

	Policy# KACO-COMP-012	Effective Date: 11/7/2013	Reviewed Date: 03/13/2017	Revised Date:
	Title: Fraud and Abuse Laws		Owner: Chief Compliance Officer	
	Approved by: Board of Managers		Date: 11/7/2013	

DEFINITIONS:

“**Keystone ACO**” refers to Keystone Accountable Care Organization, LLC, a not-for-profit company.

PURPOSE:

To establish policy for conforming to all Federal and State Fraud and Abuse laws.

POLICY:

The Keystone ACO its partners, participants, participant employees, managers and contractors will at all times adhere to and comply with the requirements of all Federal and State Fraud and Abuse laws. Federal laws, and many state laws, prohibit persons or entities from paying or receiving a kickback or other improper inducement to or from anyone for the referral of a patient or for the purchase of healthcare products or services. Such laws apply not only to physicians and other healthcare professionals, but also to all types of referral sources, such as hospitals, nursing home, case managers, workers' compensation attorneys, and other individuals in a position to influence referrals or purchases. They cover both:

- 1) The offer or payment of a kickback or other improper inducement to secure referrals.
- 2) The request or receipt of an improper payment in exchange for agreement to purchase a healthcare product or service from a particular vendor or contractor.

Improper payments or inducements can take many forms. In addition to cash, kickbacks and inducements can include, but are not limited to:

- 1) Above fair market value lease payments to a referral source (or free or below fair market value lease payments from a referral source).
- 2) Loans to referral sources with below market interest rates or other terms that do not meet commercial lending standards.
- 3) Professional services contracts for more services than are needed or at rates in excess of fair market value.
- 4) Excessive gifts or entertainment.

Improper inducements may be indirect, for example, a payment or concession made to a third party with the expectation that it will be passed on to a referral source. Even the mere offer of a kickback or improper inducement could be a violation of law and could subject the Keystone ACO, its partners, participants, participant employees, managers and contractors to criminal prosecution. Federal law also prohibits the use of gifts or other financial benefits to induce a Medicare patient to receive care.



Compliance Training 101

Introduction

The purpose of the compliance training program is to educate ACO partners, participants, participant employees, managers and contractors, and other individuals or entities performing functions or services related to the ACO's activities to agree, or to comply with applicable laws and policies referenced in the Keystone ACO Compliance manual.

Keystone ACO Compliance Committee

- Chief Compliance Officer/Chair: James Stopper
- Compliance Committee members:
 - Brian Wolfe
 - Jennifer Walsh
 - Sanjay Doddamani, MD
 - Gerald Maloney, DO
 - Kyle Snyder
 - Susan Fetterman

Compliance Manual

- Each Keystone ACO Participating Provider is required to have a hard copy of the ACO compliance manual onsite.
- The manual consists of twelve policies, ACO participants have ultimate responsibility for adhering to and otherwise fully complying with all terms and conditions of the ACO's agreement with CMS.
- The manual will be at a minimum reviewed and updated annually, or as necessary to remain in accordance with governing laws and regulations.

Compliance Plan

- The Keystone Accountable Care Organization, LLC (the "ACO") is fully committed to conducting its activities in compliance with all federal, state and local laws and regulations and in conformance with the highest standards of business integrity. The policies, standards and procedures outlined herein reflect the dedicated commitment of the ACO's Board of Managers to full compliance with legal, regulatory and ethical standards.
- This Compliance Plan outlines the following:
 - Designated Compliance Officer
 - Written Policies, Procedures and Standards
 - Code of Conduct
 - Education and Training
 - Communication Processes Including Hotline
 - Well-Publicized Disciplinary Measures
 - System For Routine Monitoring, Auditing, Record Retention and Identification of Compliance Risks
 - Responding to Detected Noncompliance and Non-Retaliation

Code of Conduct

Compliance with Laws and Regulations:

The Keystone ACO operates in accordance with high legal, moral, and ethical standards and with all applicable laws, regulations, and standards. The ACO will not tolerate false statements by employees to a government agency or other payor. Deliberate misstatements to government agencies or other payors will be grounds for disciplinary action. The ACO will not pay employees, physicians, or health care professionals for referral of clients, or accept payments for referrals we make. The ACO will ensure that all reports or other information required by any federal, state, or local government agency are filed timely, accurately, and in conformance with the applicable laws and regulations. The ACO will not engage, either directly or indirectly, in any corrupt business practice, including bribery, kick-backs or payoffs, intended to induce, influence, or reward favorable decisions of any client, contractor, vendor, government personnel, or anyone in a position to benefit us in any way. The ACO will not hire or contract with any individual or entity who is currently excluded, suspended, debarred, or otherwise ineligible to participate in the federal health care programs or has been convicted of a criminal offense related to the provision of health care items or services and has not been reinstated in the federal health care programs after a period of exclusion, suspension, debarment, or ineligibility. All Keystone ACO partners, participants, participant employees, managers and contractors will perform their duties on behalf of the ACO in a truthful and loyal manner. All Keystone ACO partners, participants, participant employees, managers and contractors will avoid any actions that may be reasonably construed to cause an actual or potential conflict of interest with their responsibilities.

Conflict of Interest

- The purpose of this conflict of interest policy is to protect the interests of Keystone ACO, LLC when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or senior leader. This policy is intended to supplement but not replace any applicable laws governing conflicts of interest applicable to nonprofit and charitable corporations.
- Components of this policy include:
 - Excluded Persons or Entities
 - Duty to Disclose
 - Determining Whether a Conflict of Interest Exists
 - Procedures for Addressing the Conflict of Interest
 - Violations of the Conflicts of Interest Policy
 - Records of Proceedings
 - Compensation Matters
 - Annual Statements
 - Periodic Reviews
 - Use of Outside Experts

Marketing Materials

- Any Keystone ACO marketing and communication materials intended for distribution to potential or actual ACO beneficiaries are required to be pre-approved by the Centers for Medicare and Medicaid Services (CMS). There is no exception to this policy.

Compliance with Medicare Shared Savings Program Regulations and Guidelines

- The Keystone ACO is a participant in the Medicare Shared Savings Program (MSSP) and as such is subject to various laws, regulations and guidelines related to that program. The Keystone ACO will at all times adhere to and comply with the requirements of Title 42, Part 425 of the Medicare regulations.
- Including:
 - Develop required processes regarding evidence-based medicine, quality assurance, patient engagement, reporting of quality and cost metrics and coordination of care.
 - Keystone ACO will meet all requirements regarding data submissions and quality reporting.
 - All CMS requirements for marketing materials and other communication relating to the Keystone ACO's activities will be met.
 - Keystone ACO will publically report and make transparent all required ACO information in the CMS format. This includes organizational and contact information, shared savings and losses information and results of quality reporting.

HIPAA and Confidentiality/Privacy Issues

- The Keystone ACO shall develop, implement and maintain policies and procedures with respect to Protected Health Information (PHI) designed to comply with the standards, implementation specifications or other requirements of 45 C.P.A. 164.530(i); (Privacy Rule, Administrative Requirements and 164.316(a)); (Security Rule, Policy and Procedure Standard)
- All medical and financial information must be treated as confidential.
- Medical records, treatments, conditions and personal affairs should only be discussed or shared with the attending physicians, others who require access to the information to perform their duties or those authorized to receive PHI.
- This requires that all employees and contractors take reasonable measures to protect the confidentiality of PHI, whether that information is presented in oral, written or electronic form.
- Where applicable Keystone ACO partners, participants, participant employees, managers and contractors will sign and comply with the CMS Data Use Agreement (DUA). Each person agrees to abide with the CMS Privacy Act System of Records. The User agrees to use the data only for purposes that support the User's study, research or project referenced in this Agreement, which has been determined by CMS to provide assistance to CMS in monitoring, managing and improving the Medicare and Medicaid programs or the services provided to beneficiaries; and the User agrees to ensure the integrity, security, and confidentiality of the data by complying with the terms of this Agreement and applicable law, including the Privacy Act and the Health Insurance Portability and Accountability Act.

Minimum Necessary Disclosure of PHI

- This policy of minimum necessary use and disclosure of PHI is to ensure Keystone ACO will use and disclose only the minimum necessary amount of Protected Health Information (PHI) needed to accomplish the intended purpose of the use, disclosure or request.
- When applicable, Keystone ACO will utilize the following to limit authorized uses, to the minimum information necessary by:
 - Keystone ACO Policy to a business need for access.
 - Awareness education of workforce members of the prohibition of accessing PHI without a business need.
 - Limiting access to protected health information held in electronic media to those employees with a business need, approved by the data manager with review of need to be done on a semi-annual basis.
 - Enforcement of sanctions for access without a business need.

Retention and Disposal of PHI

- Keystone ACO will follow CMS rules for its records containing PHI. In general, all Keystone ACO records, regardless of medium, are maintained for a period of 10 years unless a longer retention is required.
 - All records shall be maintained in a readable format regardless of changes in technology.
 - If records cannot be maintained on site, Keystone ACO is responsible for ensuring appropriate and secure storage and the means to retrieve records as required.
 - Electronic mail (“email”) communications, messages and records are subject to this policy if the content relates to business transactions or the legal obligations of Keystone ACO. The originator/sender of the message is responsible for retaining the message (or the recipient if the message originates outside of Keystone ACO).
 - Records constituting, referring or relating to any matter subject to an actual or anticipated investigation, audit or legal claim shall not be destroyed until Counsel has advised otherwise.
- Records that have reached the end of their retention period shall be destroyed regardless of whether the record is stored on-site or off-site unless the records are subject to a litigation hold. Disposed records shall be destroyed such that the records cannot be recovered or reconstructed.

Annual Training and Continuing Compliance Education

Each year policies relating to compliance, including information security policies, are reviewed annually to ensure they are current with changing regulatory requirements and/or emergent risks. As Keystone ACO provides access to its information systems to its partners, the partners follow the information security policies of Keystone ACO. Keystone ACO will ensure communication of revisions to its partners, participants, participant employees, managers and contractors, as appropriate, subsequent to this annual review. Keystone ACO will provide annual compliance training to all current partners, participants, participant employees, managers and contractors and will provide compliance training for all new affiliates.

Licensure and Verification

Keystone ACO, is committed to ensuring that all license, registration and/or certification (“license”) requirements are met by the ACO’s staff who are in job classifications that require a license and are not subject to the clinical privileging process conducted by an appropriate Medical Staff Office or other credentialing personnel. Keystone ACO will verify each legally required license, with its partner organizations and will follow-up for all future license renewals.

Patient Complaints and Grievances

- A patient has the right to a fair and efficient process for resolving concerns about their care. A patient complaint and grievance process is readily available to any patient or patient representative. Patient grievances will be investigated and resolved within five (5) calendar days of the filing date, unless the nature of the grievance requires additional time. If additional time is required, the responsible care manager will notify the patient no later than five calendar days after the filing date and provide the patient with a date on which a response can be expected. No patient will be retaliated against or have their care impacted because they filed a complaint or grievance.
- If the patient's care is managed by a provider practice, the patient will follow that practice's complaint and grievance process.
- Local or embedded care managers will assist patients with the grievance process applicable to the provider's practice.

Fraud and Abuse Laws

- The Keystone ACO will at all times adhere to and comply with the requirements of all Federal and State Fraud and Abuse laws. Federal laws, and many state laws, prohibit persons or entities from paying or receiving a kickback or other improper inducement to or from anyone for the referral of a patient or for the purchase of healthcare products or services. Such laws apply not only to physicians and other healthcare professionals, but also to all types of referral sources, such as hospitals, nursing home, care managers, workers' compensation attorneys, and other individuals in a position to influence referrals or purchases. They cover both:
 - The offer or payment of a kickback or other improper inducement to secure referrals.
 - The request or receipt of an improper payment in exchange for agreement to purchase a healthcare product or service from a particular vendor or contractor.

Reporting Compliance Violations

- How do I report Compliance Violations?
 - Calling the Keystone ACO Compliance hotline at 855-387-4424.
 - By logging on to MyComplianceReport.com and completing a report. When prompted Use the Company code KAC.
 - Contact the Chief Compliance Officer or any member of the Compliance Committee.
- Can I file a report anonymously?
 - Yes, both the hotline and web-site allow for anonymous reporting.

Compliance is everyone's responsibility!

By completing this course you attest to understanding the code of conduct for the Keystone ACO and agree to comply with applicable laws and policies referenced in the Keystone ACO Compliance manual.