



# 2019

## CODE OF CONDUCT

PRINCIPLES THAT GUIDE US

Standards and Ethical Guidelines  
for Onlife Health

**Onlife**<sup>®</sup>  
HEALTH



**Mark McConnell**

CEO & President  
Onlife Health

## A Special Message From **MARK McCONNELL**

Dear Employee,

Onlife Health and our parent company, BlueCross BlueShield of Tennessee, both have a well-deserved reputation for integrity, honesty and ethics in business.

Our role in fostering a culture of wellness for our customers – and supporting the health and wellness needs of the people we serve in Tennessee and around the nation – drives positive change. While we are constantly adjusting to meet the needs of the market, one thing will not change: our collective commitment to do the right thing.

As Onlife employees, we each have a responsibility to support and strengthen this foundation of trust that is so vital to all of our relationships. With that in mind, our Code of Conduct is published each year to provide guidance on acceptable behaviors in the workplace.

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

Please take time to read the Code of Conduct. These guidelines are important in achieving our business goals and protecting our solid reputation built through your dedication and hard work.

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

On behalf of Onlife Health, thank you for your dedication to our mission and purpose. I appreciate all of your efforts toward Onlife Health's continued success and reputation of excellence.

A handwritten signature in black ink, appearing to read 'Mark McConnell', with a stylized flourish at the end.

Mark McConnell





## Our Profile

Onlife Health is a national wellness company dedicated to transforming lives through healthier living.

With more than 15 years of industry experience, Onlife fosters highly personalized, sustained engagement that begins with a deep understanding of each client's unique wellness goals and culture. Combining the use of a dedicated health coach, support communities, onsite events and the latest technologies, Onlife creates a tailored program based on individual clients' and employees' needs. Onlife Health provides employer and health plan wellness solutions that engage individuals in healthy living anytime, anywhere. We continuously engage the individual participant so the wellness support they need is Always On™.

## VISION:

To become the most respected and admired health and wellness company in our chosen markets.

## OUR VALUES:

- **Customers First** – we anticipate, understand and focus on our customers' needs and make these needs our first priority.
- **Culture of Health** – we foster an environment of healthy living in which health permeates our workplace.
- **Commitment to Excellence** – we commit to operational excellence and continuous improvement in all that we do.
- **Candor in Communication** – we promote an environment of openness and teamwork in which the sharing of opinions, knowledge and ideas is expected of everyone.
- **Celebration** – we embrace success and take time to acclaim both our individual and collective achievements.

## OUR SHARED VALUES ARE:

We strongly believe shared values inform and guide the conduct of people in our company.

More than anything, it is our conduct that demonstrates our mission to our customers – and ultimately extends our mission to our employees, business partners, fellow Tennesseans, and members across the United States.

Our Code of Conduct is published to be your first reference for upholding our values and staying true to our purpose. It is meant to provide you with specific examples for interpreting our values into action.

Please read the following Code of Conduct carefully and refer to it throughout the year.

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## OUR MISSION

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To transform  
lives through  
engagement in  
healthier living  
while impacting  
health-related  
costs.

Code of Conduct

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## About the CODE OF CONDUCT

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

Both our success as individuals and the success of our Company depend on our ability to build trusting relationships with our customers, providers and others with whom we have business relationships. A culture of ethics and compliance should be promoted as we perform our day-to-day jobs.

Our Enterprise Compliance Program is designed to help enforce our Code of Conduct and strengthen our reputation for integrity, honesty and ethics in business. These are core values we strive for and vital components of our mission to provide peace of mind through better health. Having an effective Compliance Program enables us to achieve our strategic goals of delivering the best value to our members and demonstrating excellence and agility.

We all have an obligation to perform our jobs in a manner consistent with the Code of Conduct. One of the benefits of doing so is pure and simple satisfaction – it feels good to do the right thing. In addition, following the Code of Conduct will be a factor considered in annual performance evaluations and promotional decisions.

***Adherence to the Code of Conduct is mandatory for all employees, contractors, officers and members of the Board of Directors – no one is exempt.***

We are committed to compliant, lawful and ethical conduct. Anyone who violates the Code of Conduct, corporate policies and/or corporate procedures will be subject to disciplinary action, which could range from a verbal reprimand up to termination of employment.

If you have a question about whether your actions, or the actions of someone else, might violate the Code of Conduct,



discuss the issue with your supervisor or manager. If for some reason you do not feel comfortable doing so, you can always contact Corporate Compliance through the confidential Compliance Hotline (423-535-7900 or 1-888-343-4221).

If at any time you are aware of an actual or potential violation of the Code of Conduct, you must report it to management or Corporate Compliance as soon as possible. We also require our delegated vendors to report concerns or suspected violations of the Code of Conduct. For more information on how to report a compliance concern, please refer to the section at the end of this document. Failure to report a violation of the Code of Conduct is, in itself, a violation of the Code of Conduct.

You may make a report without fear of retaliation or discrimination. Neither the Company nor any of its employees may retaliate or discriminate against anyone who, in good faith, provides information regarding any conduct which the employee reasonably believes is a violation of the Code of Conduct or state/federal laws or regulations. See the policy *Raising Concerns at Work* for details.

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



### ? Situation:

Where can I find the policies and procedures that pertain to my job/role?

### 💡 Solution:

All Company Policies and Procedures are located in the Company Policies and Procedures Tool. You can access this Tool on [web@work](mailto:web@work) under Tools & Policies.

## Standard 1 COMPLY WITH LAWS AND POLICIES

Because of the nature of our business, our Company is subject to many complex legal requirements. We are expected to be ethical and professional at all times. To do that, we must understand the laws and policies that apply to our jobs/roles and follow them.

**All employees, contract workers, officers and members of the Board of Directors must complete the annual Compliance Training, including training to address fraud, waste and abuse.** Extra training programs focusing on specific areas are offered as needed.

### To be compliant, we must:

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

If the Company's attorneys believe we are in material violation of any state or federal law, they are required to address those concerns.

**SIMPLY  
PUT** | Know and follow the laws,  
policies and procedures that  
pertain to your job.

*We are each individually responsible for following this standard and reporting suspected violations. Failure to comply will result in appropriate disciplinary action, up to and including termination of employment.*

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

## Standard 2

### REPORT DATA TRUTHFULLY AND ACCURATELY

Information used during our daily job duties should be recorded and reported truthfully and accurately. When submitting a report, confirm that it is the most accurate and complete data that is available. If there is any doubt, ask for clarification.

#### For example:

- Hours worked
- Production or performance data
- Business expenses
- Project status

If we are working under a contract, it is especially important that we record all information and follow requirements stated in the contract. Costs should not be assigned to contracts that are outside the specifications of a contract or that go against generally accepted accounting practices.

Never inaccurately record hours worked or items completed on any project. Never ask another employee to change data that would wrongly reflect time worked or results achieved. Submitting false or inaccurate data is a violation of the Code of Conduct and may also have legal implications.

In an ethical workplace, we never alter, omit, conceal or enter false information in any Company document. If a co-worker or supervisor asks you to do so, or to use false information, do not do it. In addition, do not try to inappropriately influence or manipulate external auditors as they review our data.

**SIMPLY  
PUT** | Record and report information accurately; that includes your hours worked, performance data and business expenses.



#### ? Situation:

I discovered an error in a report that went to an external entity. What should I do?

#### 💡 Solution:

You should either contact your management and advise them of the error or contact Corporate Compliance.

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

Talk to your manager or to another manager in your division, or contact Corporate Compliance. You can make an anonymous report by calling the Compliance Hotline at 423-535-7900 or 888-343-4221.



## Standard 3

### INFORMATION MANAGEMENT COMPLIANCE

Employees, contractors and officers at every level and location are responsible for following the policies and standards guiding the creation, use, retention and disposal of information.

What is information management compliance? As stewards of the information that is entrusted to our Company, we each have a responsibility to manage and protect the content we create and receive. This can include documents, spreadsheets, raw data, email, reports, contracts, phone calls from members and more. If we use it to do our job or produce it for a business reason, then we have an obligation to manage it efficiently and transparently.

Different types of information have different retention requirements, which is the amount of time that the information must be saved. As information creators, recipients and owners, we are the first line of defense to ensure that our Company is maintaining and protecting information for the appropriate amount of time to meet government rules, contract requirements, industry standards and sound business practices.

You can learn more about requirements specific to your job by talking to your manager or reading the retention timelines that are detailed in the *Records Retention Schedule*.

The *Records Retention Schedule* lays out the requirements for how long to keep the information our organization creates and maintains. The schedule is based on content-type and pays no attention to whether the record is in paper, electronic or any other format. Since it is our goal to maintain only the official record, it is important to note that copies and duplicates are never to be retained for longer than the official record. For example, when a paper record is scanned, the electronic image generally becomes the official record. The paper (or copy) becomes transitory, and can be destroyed.

#### ? Situation:

Roger has identified some old records that are taking up too much space and slowing down system performance. He decided that since the information is so old, it would benefit everyone if he cleaned up the system by archiving or destroying the records. How could Roger consider Information Management Compliance?

#### 💡 Solution:

To comply with the Information Management Compliance policy and to ensure this information is being maintained to meet all requirements, he must first review the Records Retention Schedule and the Legal Hold Order requirements that apply to his specific situation.

*We are each individually responsible for following this standard and reporting suspected violations. Failure to comply will result in appropriate disciplinary action, up to and including termination of employment.*

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

It is also important to remember that a Legal Hold Order may be issued for information that would otherwise be deleted or destroyed. For example, if the retention time has expired on some health records, but that information is related to a legal dispute, then the information must be saved. Legal will provide additional information in such a case. You must comply with all Legal Hold Orders. Failure to follow a Legal Hold Order issued by the Legal Division can result in severe penalties against the Company.

If you have questions concerning the management of information, contact Information Management Compliance via email at GM, Information Management Compliance.

## SIMPLY PUT

A record is any document or data created for a work purpose. Follow corporate policies for creating, using and storing Company records and information.

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

*Talk to your manager or to another manager in your division, or contact Corporate Compliance. You can make an anonymous report by calling the Compliance Hotline at 423-535-7900 or 888-343-4221.*





## Standard 4

### PROTECT CONFIDENTIAL INFORMATION

We should not share confidential information with anyone in or outside the Company, unless he/she has a valid business need for the information and permission from management to receive it. If approval is received, share only the minimum information required.

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

Confidential information includes much more than members' health information. Examples of confidential information include:

- Protected Health Information (PHI) – such as medical records and other types of member data
- Information related to business strategies and operations that has not been publicly released
- Pricing or financial data
- Marketing strategies
- Proprietary computer software
- Information about planned mergers or acquisitions
- Information about fellow employees, contractors, subcontractors or vendors, such as credit card information, Social Security numbers, personal medical information and other non-published/private information
- Proprietary information concerning providers, medical suppliers or health care institutions
- Intellectual property
- Information in regard to purchasing and procurement
- Stored member credit card information and card holder data
- Information that is identified as confidential
- Passwords and/or access codes

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

#### ? Situation:

Shelly is out of the office unexpectedly due to a family emergency. She calls her co-worker and asks her to log in and put an out-of-office message on Shelly's email and gives her user ID and password to her co-worker. Is this OK?

#### 💡 Solution:

No, Shelly should not share her password with her co-worker. She should work with her manager to either obtain the proper access to log in remotely or her manager should request access to Shelly's emails and update her out-of-office message.

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



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

We must each protect the confidential information we use every day. We can do this by keeping information in a secured and safe location, whether it is in a paper or an electronic format. Do not leave confidential information or electronic devices exposed or unattended in a public area. Likewise, do not discuss confidential information in public areas like the elevator, cafeteria or outside of the Company.

If you have Privacy related concerns, such as member PHI, contact the Privacy Office at (888) 455-3824 or via email: [Privacy\\_Office@bcbst.com](mailto:Privacy_Office@bcbst.com). If you wish to report your concern anonymously, call the Compliance Hotline at (423) 535-7900 or (888) 343-4221.

**SIMPLY  
PUT** | Keep confidential  
information safe  
and protected.

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

*Talk to your manager or to another manager in your division, or contact Corporate Compliance. You can make an anonymous report by calling the Compliance Hotline at 423-535-7900 or 888-343-4221.*



## Standard 5

### AVOID CONFLICTS OF INTEREST

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

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

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

**Compliance with this standard requires full disclosure from all employees, contractors, officers and members of the Board of Directors.** Remember, if it looks as though someone has an unfair advantage or might gain financially, then it could be a conflict and must be reported.

#### ? Situation:

Richard, an employee and Debra, a member of our Company's Board of Directors have both been asked to serve on a board of directors for General Hospital's charitable foundation. Is this a conflict of interest?

#### 💡 Solution:

Depending on Richard's position with the Company, it is unlikely that his involvement with General Hospital's charitable foundation would be a conflict of interest; however, as a member of our Company's Board of Directors, Debra is prohibited from serving on the board of a health care provider or a subsidiary or affiliate of a health care provider.

#### Examples that may create conflicts of interest:

- Financial interests (self or family member) in a competitor, companies doing business with our organization or companies seeking to do business with our organization
- Secondary employment
- Gifts and entertainment (giving or receiving – discussed further in Standard 6)
- Vendor- and third-party-sponsored workshops, seminars and training sessions
- Service on industry- or business-related boards, charities or advisory groups (compensated and noncompensated)
- Acceptance of an honorarium for participating in a work-related activity such as, but not limited to, speaking engagements, panels, workgroups or surveys

*We are each individually responsible for following this standard and reporting suspected violations. Failure to comply will result in appropriate disciplinary action, up to and including termination of employment.*

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

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

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

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

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

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

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

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## SIMPLY PUT

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Be transparent by declaring any situations in which you may have a conflict of interest. If it looks as though you might have something to gain personally – report it.

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

*Talk to your manager or to another manager in your division, or contact Corporate Compliance. You can make an anonymous report by calling the Compliance Hotline at 423-535-7900 or 888-343-4221.*



### **Situation:**

Tom went to a seminar and entered a drawing for a prize. He won! Can he keep the prize?

### **Solution:**

While reasonably priced gifts and meals are allowed in some situations, other factors are also considered. Tom should disclose the prize to Corporate Compliance for evaluation.

## **Standard 6**

### **DEAL ETHICALLY WITH CUSTOMERS, SUPPLIERS AND THIRD PARTIES**

#### **Business decisions**

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

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

#### **Gifts and gratuities**

Everyone likes to be appreciated and receive a gift. However, as employees, we represent the Company. If you receive a gift, consider whether the person giving you this gift is doing so to influence a transaction with our Company. If the answer is yes, there may be a conflict of interest (see Standard 5).

Never accept any gift if it appears to create a conflict of interest.

**Cash or cash equivalents (gift cards) may not be accepted without prior approval from Corporate Compliance.**

Any business gratuity that is offered to us or that we offer to someone else must be reasonable, nonrecurring and consistent with local business practices. It must also fill a legitimate business purpose and be given at an appropriate time and location.

Reasonable business gratuities such as meals, refreshments or entertainment can have a legitimate business or educational purpose.

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

*We are each individually responsible for following this standard and reporting suspected violations. Failure to comply will result in appropriate disciplinary action, up to and including termination of employment.*

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



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

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

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

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

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**SIMPLY  
PUT**

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Don't accept  
or offer  
inappropriate  
gifts, favors  
or bribes. If  
in doubt, ask  
Corporate  
Compliance.

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

*Talk to your manager or to another manager in your division, or contact Corporate Compliance. You can make an anonymous report by calling the Compliance Hotline at 423-535-7900 or 888-343-4221.*



## Standard 7

### UNDERSTAND AND FOLLOW SPECIAL RULES FOR GOVERNMENT PROGRAMS

Although all of the standards discussed in this Code of Conduct apply to government and commercial contracts, additional laws and regulations apply to government business dealings. Failure to comply may even lead to the loss of the Company's ability to participate in government programs, or you may be barred from working on such programs in the future.

#### Please note that, when working on a government program, it is a crime to:

- Knowingly make a false report
- Knowingly submit incorrect data
- Knowingly submit a false claim for payment

Even if you knowingly submit false information that is unrelated to payment, you may still be prosecuted. In fact, you and the Company could receive severe penalties and fines.

If a government employee is selected for a position, a talent acquisition consultant must follow the Hiring of Government Employees Standard and request completion of a United States Federal, State and Local Government Employment Questionnaire. The completed questionnaire will be reviewed with Corporate Compliance to confirm that there are no conflicts of interest PRIOR to extending a job offer. In addition, if a former government employee is hired or retained as a consultant, there may be restrictions on his/her activities. Talk to management or Corporate Compliance for specific examples.

#### ? Situation:

Rebecca, a talent acquisition consultant, finds a great candidate for a new position. The candidate is currently employed by the government. Can Rebecca extend a job offer to the government employee?

#### 💡 Solution:

Guidance must be sought through Corporate Compliance prior to discussing possible employment with a current or former government employee.

*We are each individually responsible for following this standard and reporting suspected violations. Failure to comply will result in appropriate disciplinary action, up to and including termination of employment.*

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

## Some government laws that apply to us:

Under the Federal False Claims Act, the Federal Program Fraud Civil Remedies Act of 1986, the Tennessee False Claims Act, the Tennessee Medicaid False Claims Act and the Affordable Care Act, it is a crime to knowingly make a false claim for payment to the government or to knowingly make a false statement to the government. If you falsify data that is submitted to the government, you have committed a crime. This is true even if you are not doing so in an attempt to obtain payment. Both you and the Company could be subject to criminal prosecution for noncompliance and could be subject to severe penalties and fines. In addition, both you and the Company could be prohibited from working on government projects in the future.

The Federal False Claims Act and the applicable State False Claims Acts protect employees who bring forth allegations of violations of the law and/or governmental False claims concerns in good faith. These laws protect employees from retaliation by their employers and are generally known as whistleblower protection laws. The employer cannot discharge, demote, suspend, harass or in any manner retaliate against the employee for making a good-faith report. If retaliation occurs, the employee may be entitled to reinstatement with the same seniority status had the retaliation not occurred, litigation costs and reasonable attorneys' fees. In addition, employees may be entitled to a portion of any damages recovered. We encourage employees to bring all compliance concerns to Corporate Compliance first. See the policy *Raising Concerns at Work* for details.

If you suspect noncompliance with any law, regulation or policy, you should report it immediately.

The Federal Anti-Kickback Statute prohibits the offer or receipt of money and other remuneration in return for referrals for, or recommending purchase of, supplies and services reimbursable under government health care programs. This action as well as others outlined in the statute can result in fines or more severe punishment for you or the Company. Contact your immediate management or Corporate Compliance if you have any questions or concerns about dealing with the government as a customer or potential customer or when interacting with government representatives.

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## SIMPLY PUT

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Know and follow the additional rules and restrictions that apply when working under contract with the government.

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

Talk to your manager or to another manager in your division, or contact Corporate Compliance. You can make an anonymous report by calling the Compliance Hotline at 423-535-7900 or 888-343-4221.



### **? Situation:**

Michael is a new employee who previously worked for a competitor. He still has pricing documents from his old job. Can he use this information when developing a pricing strategy for our Company?

### **💡 Solution:**

No. None of the information in the competitor's documents may be used.

## **Standard 8**

### **COMPETE ETHICALLY AND FAIRLY**

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

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

### **Here are some activities we must AVOID:**

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

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

Immediately end the conversation and, if appropriate, ask that your refusal to participate be documented in the meeting minutes. You should also immediately make a report to Corporate Compliance.

*We are each individually responsible for following this standard and reporting suspected violations. Failure to comply will result in appropriate disciplinary action, up to and including termination of employment.*

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



Be mindful that this standard also applies to our external communications to customers and the community at large. All information provided about our products and services must be truthful and accurate and should never contain misleading or deceptive information.

**SIMPLY  
PUT** | Value and protect  
open and fair  
competition.

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

*Talk to your manager or to another manager in your division, or contact Corporate Compliance. You can make an anonymous report by calling the Compliance Hotline at 423-535-7900 or 888-343-4221.*





## Standard 9

### REPORT GOVERNMENT INVESTIGATIONS

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

When the Company receives official requests for information or cooperation, you will be notified of your responsibilities in relation to the request. If you are contacted directly by government investigators and are asked to meet with them individually to discuss activities in connection with your employment, you should immediately notify Corporate Compliance that you have been contacted.

The decision of whether to cooperate with government investigations is up to you alone. You will not be disciplined, punished or otherwise retaliated against if you decide to do so. However, if you decide to speak with government investigators, you must be accurate and truthful in your answers to their questions, or you and the Company could be subject to criminal prosecution.

Although employees, officers and members of the Board of Directors are free to cooperate with government investigators, you have the right to agree to an interview at the time and place of your choosing or to refuse to speak to a government investigator altogether. You may also request that a personal attorney be present at any interview.

#### ? Situation:

Chris receives a visit from a government investigator at home to discuss Company business. He's not sure if he should answer the questions. What should he do first?

#### 📍 Solution:

Chris must immediately notify Corporate Compliance. No matter where or when the employee is contacted, the first step is always to notify Corporate Compliance. The decision of whether to cooperate with a government investigation is up to the employee.

*We are each individually responsible for following this standard and reporting suspected violations. Failure to comply will result in appropriate disciplinary action, up to and including termination of employment.*

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



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

**SIMPLY  
PUT**

You are not required to personally work with any investigators. But, if you are contacted, report it.

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

*Talk to your manager or to another manager in your division, or contact Corporate Compliance. You can make an anonymous report by calling the Compliance Hotline at 423-535-7900 or 888-343-4221.*



### ? Situation:

Harry, a Company employee, also has a side business as a website developer. Sometimes when he is working for the Company, he gets a thought or idea about one of the websites he is working on. He doesn't have his personal laptop with him at work. Can he log into the website from his Company issued-computer, and make the change?

### 💡 Solution:

No. Harry cannot work on his personal website on Company time or utilize his Company asset to work on his outside business venture.

## Standard 10 SAFEGUARD COMPANY ASSETS, DATA AND BUSINESS INFORMATION

Except where permitted by Company policy, Company assets must be used only for business purposes and should be protected against loss or destruction. In general, you may not use Company assets for nonbusiness purposes. Assets include, but are not limited to, the following items:

- Equipment
- Materials
- Furniture
- Motor vehicles
- Office supplies
- Computer equipment
- Electronic mail system
- Telephone equipment
- Office machines
- Computer software
- Passwords
- Access codes

Assets also include our time, business plans, financial data and other information about our Company. On occasion, Company assets may be utilized to support outside activities (such as charitable, civic-minded or pre-approved corporate activities), but only with the prior approval of management.

Company and/or member information (including PHI) should be protected at all times no matter where you are working. When traveling, keep paper records and electronic equipment (laptops, iPads, etc.) in a locked case or in the trunk of your car. If working at home, store paper records in a locked filing cabinet and shred documents that do not need to be retained.

**SIMPLY  
PUT** | In general, Company assets should be used to support Company business activities only.

*We are each individually responsible for following this standard and reporting suspected violations. Failure to comply will result in appropriate disciplinary action, up to and including termination of employment.*

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

## Standard 11

### ENGAGE IN POLITICAL ACTIVITIES APPROPRIATELY

You are free to participate in the political process on your own time and at your own expense. However, you must make clear that you are speaking or acting on your own behalf. Never give others the impression that you are speaking on behalf of or otherwise represent the Company, unless authorized to do so by an officer of the Company. The Company does not endorse candidates or engage in prohibited political activities.

All employees, officers and members of the Board of Directors are strictly prohibited from including political contributions on their expense accounts.

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

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

continued ➡



#### ❓ Situation:

David regularly attends political meetings in his neighborhood and has been asked to speak in support of a political candidate. David accepts but makes a slide in his presentation discussing his employment and stating that he does not speak for the Company. He also contacts Corporate Compliance to let them know about his plans to speak. Has David followed the Code of Conduct?

#### 💡 Solution:

David has followed the requirements. Employees are free to participate in the political process on their own time and at their own expense. However, they must make clear that they are speaking or acting on their own behalf. Employees are encouraged to disclose such activities and seek guidance from Corporate Compliance.

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

Talk to your manager or to another manager in your division, or contact Corporate Compliance. You can make an anonymous report by calling the Compliance Hotline at 423-535-7900 or 888-343-4221.





## Standard 11

### ENGAGE IN POLITICAL ACTIVITIES APPROPRIATELY (CONTINUED)

On occasion, individuals who hold office or are campaigning for political position may be allowed or invited to visit the Company campus. Visits may include a tour to learn more about our Company and our operations. Visitors must be escorted at all times.

Candidates may be allowed to talk with employees in public areas of Company facilities. Candidates will be asked not to solicit votes in certain areas of the Company or in employees' individual workspaces.

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

#### ? Situation:

We have a new manager in our department. His expectations and the way he is asking us to perform our jobs has changed significantly from what the prior management required of us. Should I report this as a Code of Conduct violation?

#### 💡 Solution:

No. A different management style or revised expectations from a new manager is not a Code of Conduct violation, unless the new manager is asking you to cut ethical corners or otherwise violate the Code of Conduct in trying to achieve his revised expectations.

**SIMPLY  
PUT**

Never present your ideas or opinions as if they are the Company's views on politics.

*We are each individually responsible for following this standard and reporting suspected violations. Failure to comply will result in appropriate disciplinary action, up to and including termination of employment.*

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



## Standard 12

### MAINTAIN A PROFESSIONAL AND SAFE WORK ENVIRONMENT

We are committed to providing a professional and safe workplace where all employees are treated with dignity and respect. We can each help to maintain this atmosphere by observing all government rules and regulations as well as following corporate policies designed to maintain a harassment-free environment.

All employees, officers and members of the Board should be able to work in an environment free of harassment and discrimination. The Company takes reports of harassment very seriously, and all reports are thoroughly investigated.

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

We must each comply with all laws, regulations and policies related to nondiscrimination in all our personnel actions, which include recruiting, hiring, compensation, evaluations, transfers, promotions, corrective actions, discipline, terminations and staff reductions.

Managers and others within the Company who take on a leadership role are required to support the Compliance Program and ensure the employees under their direction follow its provisions. Management should lead by example and maintain a work environment where employees are comfortable raising issues or asking questions without fear of retaliation. Managers should convey to employees through both words and, most importantly, actions that business results are not to be achieved through conduct in violation of the Code of Conduct.

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

#### ? Situation:

I made a report of what I, in good faith, believed to be a data breach against a co-worker, and now I am being excluded from team meetings. I feel I am being retaliated against for making the report. What should I do?

#### 💡 Solution:

Talk to your manager. If you do not receive a satisfactory explanation as to why you are no longer being included in team meetings, contact Corporate Compliance so they can look into the situation further.

## SIMPLY PUT

Treat co-workers with fairness, dignity and respect. Be aware of all relevant Company policies.

QUESTION?  
NEED TO MAKE A REPORT?

Talk to your manager or to another manager in your division, or contact Corporate Compliance. You can make an anonymous report by calling the Compliance Hotline at 423-535-7900 or 888-343-4221.



## Reporting Violations OF THE CODE OF CONDUCT

Following the Code of Conduct is mandatory for all employees, contractors, officers and members of the Board of Directors. No one is exempt. Anyone who violates the Code of Conduct will receive appropriate disciplinary action, which could range from a verbal reprimand for a minor violation up to and including termination of employment for a more serious violation.

We are all responsible for identifying and preventing noncompliance and fraud, waste and abuse by immediately reporting any suspected or known violations to management or Corporate Compliance.

If you are aware of an actual or potential violation of the Code of Conduct, you must report it to management or Corporate Compliance as soon as possible. You may do so without fear of retaliation or discrimination. You will not be punished or discriminated against because you made a report. See the policy *Raising Concerns at Work* for additional information.

***The nonretaliation promise:*** *Neither the Company nor any of its employees may retaliate or discriminate against any employee who, in good faith, lawfully provides information to the Company regarding any conduct which the employee reasonably believes is a violation of the Code of Conduct, or state/federal laws or regulations. However, any disciplinary action taken because of unrelated performance issues is not considered retaliation. You may also be subject to disciplinary action for knowingly making a false report or for any involvement in a non-compliant activity. Any employee who believes that his/her rights against retaliation or discrimination have been violated should contact Corporate Compliance, which will investigate the matter.*

### You may report compliance concerns in any of the following ways:

**Talk directly with your management.** This is the preferred method you should use to report a suspected violation of the Code of Conduct.

*We are each individually responsible for following this standard and reporting suspected violations. Failure to comply will result in appropriate disciplinary action, up to and including termination of employment.*

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

**Talk with someone else in your division management.** If you continue to have concerns after discussing the issue with your supervisor, or you would feel more comfortable discussing it with someone else, raise the issue with another management-level person in your division or the Human Resources Division.

- **Contact Corporate Compliance. There are several ways to report your concerns to Corporate Compliance.**
  - **Report your concerns anonymously by calling toll-free 1-888-343-4221, locally at 423-535-7900 or via the Internet at <http://www.mycompliancereport.com/report.asp?fid=11&cid=bcot&rpt=1>.** These reporting sources go to an independent external vendor that will ensure your anonymity.
  - **Send an email message to the Compliance Hotline:** The address is [compliancehotline@bcbst.com](mailto:compliancehotline@bcbst.com). This is not an anonymous reporting method.
  - **Contact Corporate Compliance:** If you would like to discuss your concern directly, please contact Corporate Compliance. This is not an anonymous reporting method.
  - **Put your concern in writing:** If you would like to put your concern in writing, include details about your concern and send it to the following address:  
**1 Cameron Hill Circle  
ATTN: Corporate Compliance Department  
Chattanooga, TN 37402**
  - **Compliance staff:** You may raise the issue with any other person or group within the Company assigned to handle compliance matters.

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

Please refer to the corporate policy *Raising Concerns at Work* for additional information regarding asking questions, reporting concerns, investigation of concerns or nonretaliation, as well as potential remedies or actions.

### **Situation:**

We have a new manager in our department. His expectations and the way he is asking us to perform our jobs has changed significantly from what the prior management required of us. Should I report this as a Code of Conduct violation?

### **Solution:**

No. A different management style or revised expectations from a new manager is not a Code of Conduct violation, unless the new manager is asking you to cut ethical corners or otherwise violate the Code of Conduct in trying to achieve his revised expectations.



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