North American Partners in Anesthesia

Corporate Compliance Plan

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The Corporate Compliance Program for North American Partners in Anesthesia

NAPA Management Services Corporation (NMSC) for itself and on behalf of the anesthesia-related entities to which it provides compliance support (which together comprise North American Partners in Anesthesia (“NAPA”)) has developed and adopted this Compliance Plan.

At NAPA, we take pride in living our Mission, Vision, and Core Values to deliver an exceptional experience for every patient and client, every day. Our core values embody the following elements:

**Integrity**
We do the right thing for our patients and stakeholders; we approach decisions and take action using an ethical frame of reference; we do what we say we will do.

**Excellence**
We strive to continuously improve; we are committed to the safety of our patients and employees; we benchmark quality outcomes and strive to meet and exceed those benchmarks; we have a healthy dissatisfaction with the status quo.

**Respect**
We employ a team-based, collaborative style; we encourage all of our employees and clients to contribute their ideas, recognizing that good ideas can come from anywhere.

**Inspired Leadership**
We aspire to a visionary approach to our business; we strive to be innovative and to demonstrate thought leadership in the markets we serve utilizing evidence-based decision-making.

Consistent with these Core Values, the NAPA Compliance Program strives to enhance an atmosphere of respect, honesty and integrity by embodying a culture within NAPA that promotes prevention, detection and resolution of instances of conduct that do not conform to federal and state laws and regulations.

The Plan establishes an overall framework for internal policies, procedures and mechanisms which will give guidance to assist each of us in complying with the laws and regulations that
apply to our activities. Underpinning the Compliance Program, are NAPA’s established policies and procedures, which are subject to ongoing development and improvement.

I. **Code of Conduct**

At the foundation of the Compliance Program is the NAPA Code of Conduct (the “Code”). The Code is a separate document that conveys a set of principles and guidelines established to provide a clear understanding of our obligations for complying with all relevant laws and regulations and how to conduct ourselves ethically in all aspects of our work.

The Code explains the expectations we have and the critical importance of being honest and just in all our interactions with our patients and clients. It also details how to report a violation or concern about potential illegal or inappropriate actions.

The Code reflects NAPA’s commitment to respect, honesty and integrity in conjunction with some of the guiding principles:

- We shall act in accordance with the ethics of our profession and this Code of Conduct
- We are committed to complying with all federal and state laws and regulations governing our operations, in particular to those addressing:
  - Healthcare Fraud, Waste and Abuse
  - Physician Billing and Claims
  - Anti-Kickback and Physician Self-Referral
  - Confidentiality and Privacy
  - Governmental Reviews

Failure to comply with applicable laws and regulations or other provisions of the Code or the Compliance Program will be viewed as a serious matter and will result in disciplinary action. A zero tolerance policy for illegal, improper or unethical behavior has been adopted by NAPA.

For the Code to be truly effective, we need the participation and support of every entity, all departments, and all employees that comprise NAPA. The NAPA Compliance Program and Code of Conduct have the support of the highest levels of leadership and, even more important,
they deserve your support. In addition to using sound judgment in following these standards, each of us has the responsibility to report ethical and legal concerns, to a supervisor, to the Compliance Office at (516) 945-3312, or to NAPA through the confidential Compliance Hotline at (800) 750-4972.

II. Written Compliance Policies and Procedures

An effective compliance program should define the expected conduct of its employees through the establishment of written, dynamic policies and procedures. This conduct is more specifically defined in the Code of Conduct, and the Employee Handbook, as well as in policies and procedures that address the specific risk areas of NAPA. Policies and procedures pertaining to each department are the responsibility of those departments in conjunction with NAPA’s Compliance Program.

The detailed compliance policies and procedures shall be maintained in the NAPA Compliance Office and copies of all policies will be available on First Class under the Compliance and Privacy Folder. The Program will have policies related to the following areas, among others:

- Billing and coding
- Fraud, waste and abuse in healthcare
- Health Insurance Portability and Accountability Act (“HIPAA”)
  - Privacy Rule
  - Security Rule
- Health Information Technology for Economic and Clinical Health Act (“HITECH”)
  - Breach notifications
- Exclusion monitoring
- Reporting compliance concerns
- Non-retaliation for reporting concerns

To effectively manage known risks, adherence to policies and procedures should be reviewed on a periodic basis. In addition, newly identified risks should result in the development of new policies and procedures or revisions to existing ones as well as Corrective Action Plans, where necessary, to address those risks.
III. Oversight of the Compliance Program

NAPA formally designates a Compliance Committee, a Compliance Officer and other subject matter officers, as applicable to oversee the Compliance Program. The structure of, and the reporting relationships for, NAPA’s compliance functions shall be as set forth below.

A. Governing Bodies

The Board of Directors (the “Board”) of NMSC, has approved this Compliance Program, and has ultimate responsibility for its effectiveness and enforcement across NAPA. In addition, the Board of North American Partners in Anesthesia, LLP (NAPA, LLP) has approved this Program specifically for NAPA, LLP. All changes to this Compliance Plan must be adopted by the Board of NMSC.

B. Compliance Committee

The Compliance Committee will have the responsibility of formulating all compliance policies and procedures and make policy recommendations to the Board for approval. The Committee shall provide advice, counsel and assistance to the Compliance Officer in the performance of his/her duties.

The Compliance Committee shall meet at least quarterly regarding compliance matters. The Committee shall discuss current NAPA compliance issues, relevant new laws or regulations, recommendations or improvements to the Compliance Plan, any matters for which the Compliance Officer desires advice or counsel from the Committee, and any compliance-related matters that any member of the Committee desires to raise.

The Committee shall, at a minimum, include the Compliance Officer and members of Senior Management (Revenue Cycle Management, Finance, Human Resources, and IT) and at least two clinical leaders as appointed by the CEO or his/her designee. The General Counsel shall attend each meeting and shall support the Committee. The Compliance Committee shall provide guidance to the Compliance Officer on an as-needed basis. The Compliance Committee shall also recommend to the Board any and all changes to this Compliance Plan.
C. Compliance Officer and Compliance Coordinator

The Compliance Officer shall be appointed by the Board to implement and carry out the day-to-day operations of the Compliance Program. The Compliance Officer shall serve in that capacity until replaced by the Board or until he or she resigns, whichever occurs first. The Compliance Officer shall oversee policies formulated by the Compliance Committee, develop specific procedures to ensure compliance as directed by the Compliance Committee, and perform the other compliance functions specifically enumerated in this Compliance Plan. The Compliance Officer shall report directly to General Counsel on a regular basis and to the Compliance Committee at least quarterly as to the activity and progress of the Compliance Program.

The Compliance Officer or his/her designee shall have complete authority to investigate alleged violations, in conjunction with General Counsel, shall report the results of the investigation to the Compliance Committee and shall make appropriate recommendations for discipline, if necessary.

The Compliance Officer shall be responsible for the following categories of activities which may be delegated to the Compliance Coordinator:

- Overseeing and monitoring the implementation and on-going activities of the Program including conducting risk assessments to develop the Compliance Annual Work Plan;
- Providing regulatory interpretation and guidance regarding Federal and State regulations;
- Recommending policy, procedure, and process changes, as needed, to maintain compliance with regulatory requirements;
- Developing, coordinating, and participating in an education and training program that focuses on the elements of the Program including Medicare and Medicaid billing requirements, internal policies and procedures pertaining to HIPAA Privacy and Security, as well as other potential risk areas that may be identified through internal assessments and activities;
- Developing and implementing policies and programs that encourage employees to report non-compliance and potential fraud, waste, and abuse violations without fear of retaliation;
- Promptly investigating and documenting each report of potential non-compliance or potential fraud, waste, and abuse;
- Overseeing the development, implementation and monitoring of Corrective Action Plans;
Maintaining a record-keeping system that shall include, but not be limited to, instances of possible non-compliance which come to the attention of the Compliance Officer, a record of disposition of these matters, and all documents submitted to the Compliance Officer in connection with the administration of the Corporate Compliance Plan;

Coordinating employee reviews with the Vice President of Human Resources and the Credentialing Department to ensure that the National Practitioner Data Bank and Exclusion and Sanction Report have been checked with respect to all employees, medical staff, and independent contractors, vendors, and agents as applicable; and

Providing to the Compliance Committee any recommended changes to this Compliance Plan.

IV. Education and Training Programs for Employees

A. Requirements and Content

A significant element of NAPA’s Compliance Program is providing all employees with the knowledge and skills to carry out their responsibilities in compliance with all applicable healthcare regulations as required by both Federal and State governments. Adherence to and promotion of this Program is not only a factor in evaluating the performance of employees, including supervisory, managerial, and administrative personnel, but it is a requirement by both Federal and State governments of an effective compliance program.

The Compliance Officer or his/her designee will strive to ensure that training and education for all NAPA employees, medical staff, contractors, vendors, and agents includes the dissemination of written policies and procedures regarding:

- Applicable State and Federal false claims laws
- Detecting and preventing fraud, waste, and abuse
- Applicable state civil or criminal laws
- HIPAA/HITECH Privacy and Security
- Non-retaliation
- State insurance fraud laws and regulations
B. New Employee Compliance and HIPAA Education

The Compliance Officer or his/her designee will strive to ensure that all new employees complete the web-based Compliance Learning Plan for New Hires, comprised of Code of Conduct, HIPAA Privacy and Security, and general compliance training, which introduces basic compliance education. All new employees are currently required to complete these courses within ninety (90) days of commencing employment. All new employees will receive the Employee Handbook and the Code of Conduct during the onboarding process.

Individuals in specific roles within NAPA may be required to complete additional customized training, specific to their responsibilities and as identified by their departments.

C. Ongoing Training

Through the development of a Compliance Program, employees are required to take Compliance courses based on their roles within NAPA, as well as when required as part of a remediation or corrective action plan. Clinical and Revenue Cycle personnel will receive training regarding billing, coding and documentation. All NAPA employees will receive training on privacy and security laws and regulations, conflicts of interest, federal and state laws and regulations related to fraud, waste, and abuse including the Anti-Kickback Statute, Stark Law and regulations, False Claims Act, Civil Monetary Penalty Act and others.

The focus and/or amount of training and educational efforts is not the same for all employees. The actual amount and content of training reflects necessity, an analysis of risk areas or areas of concern identified by NAPA, the OIG, state regulators, or NAPA’s compliance experience, and the results of periodic audits or monitoring. For instance, targeted training and education will be provided to employees whose actions may affect the accuracy of claims submitted to government payors.

Department directors or managers should consult with the Compliance Officer or his/her designee to identify necessary or advisable training and education for employees of his/her department.
D. Additional Training

The Compliance Officer or his/her designee may establish the need for additional training if issues are discovered in response to identified problems, as part of a Corrective Action Plan, or if requested by a department to address concerns identified by that department.

Additionally, as new federal and state laws and regulations are implemented, the Compliance Officer or his/her designee will develop appropriate training programs and can assist departments in interpreting regulations, implementing training, and the development of policies and procedures in response to regulatory requirements.

V. Open Lines of Communication

NAPA fosters an environment where open, two-way communication lines to the Compliance Officer or his/her designee are accessible to all employees, persons associated with NAPA, executives and governing body members to allow compliance issues to be reported, discussed and reviewed in a timely manner. Communication not only increases NAPA’s ability to identify and respond to compliance problems, it is an essential component to maintaining an effective compliance program. Without assistance from employees, it may be difficult to learn of possible compliance issues and make necessary corrections.

Employees who are aware of or suspect possible fraud, waste or abuse, violations of NAPA policy, or violations of the Code of Conduct have a duty to notify management of such activities, including giving NAPA reasonable time to investigate and respond to such allegations. Having knowledge of inappropriate conduct and choosing not to report it is, in itself, a violation of the Code of Conduct and will result in disciplinary action.

NAPA strives to establish and maintain several independent paths for an employee to report any potential compliance concerns including:

- To an immediate supervisor or other manager (to the extent they are not involved);
- To the NAPA Hotline (including anonymous reporting), by email, or by phone, or;
- To the NAPA Compliance Officer or Compliance Coordinator at any time.

All allegations brought forward by individuals will be investigated. Corrective Action Plans will be implemented as needed to prevent future occurrences. Those employees who find that the
response to their concerns is not sufficient have the right to report their concerns to the appropriate government agency.

All reports brought forward to the Compliance Officer or his/her designee will be treated as confidential, to the extent possible under applicable law. The Compliance Officer, or his/her designee, and NAPA will work to ensure that there will be no intimidation of, or retaliation against, any employee who in good faith reports suspected acts of fraud, waste or abuse, violations or suspected violations of the Code of Conduct, NAPA policies and procedures, or other wrongdoing or misconduct.

VI. Ongoing Monitoring and Auditing

The most effective means to determine whether NAPA’s Compliance Program is successful is to monitor our activities in relation to applicable laws and regulations. This allows us to determine if those activities are being conducted in a compliant manner, and whether existing processes and controls are effective and efficient.

At NAPA, the Compliance Plan includes various monitoring activities to measure compliance through conducting periodic audits and reviews by both internal staff and external consultants. The Compliance Officer or his/her designee will assist management in the design of monitoring systems that are incorporated into the day-to-day processing systems in each department. Such activities shall include:

- Billing and Coding;
- Credentialing;
- Documentation Reviews for Medical Necessity and Quality of Care;
- Inappropriate access to PHI in electronic medical records;
- Exclusion screening for sanctioned individuals and vendors; and
- Other risk areas identified by internal staff, the OIG, state regulators and Medicare Administrative Contractors.

If these reviews identify an issue that requires further assessment, either a concurrent or a retroactive review may be employed (for example, unannounced audits of certain patient records and periodic and systematic auditing of various areas by the Compliance Officer or his/her designee or outside consultants).
The Compliance Officer, or his/her designee, will develop an annual work plan, also known as an internal audit plan, which outlines the areas of focus for the year. The work plan specifies the time for audits, the service areas and functions to be audited. The Compliance Committee will review and approve the annual work plan, make suggested changes, and be apprised of any changes made to the plan. In addition, the results of the work plan are shared with the Compliance Committee and their feedback obtained on outcomes and recommended solutions as problems are identified.

The purpose of monitoring is constructive as it provides an opportunity to identify and correct any systemic problems or misunderstandings about regulatory requirements so that the same incident of non-compliance does not recur. All employees are expected to cooperate fully with any such auditing and monitoring activities.

All audits and reviews will be thoroughly documented, stored and maintained in the permanent files of the Compliance Office and adequately secured.

VII. Response and Investigation of Compliance Concerns

Any potential violation of NAPA’s Compliance Plan, or potential failure to comply with state and federal laws and regulations and other types of misconduct can jeopardize NAPA’s reputation as a trustworthy, honest and reliable provider. When a report or notification of potential non-compliance is made to managers and supervisors, the Compliance Officer or the Hotline, NAPA shall seek to ensure that all issues reported are promptly and thoroughly investigated.

The NAPA Compliance Officer, or his/her designee, in conjunction with General Counsel, will be responsible for conducting the investigation of potential non-compliance and have full authority to interview any employee and review any document (subject to state and federal laws on confidentiality) deemed necessary to complete the investigation. All employees are expected to cooperate with those investigating such matters and non-cooperation may result in disciplinary action.

When there is reasonable indication of a violation of applicable laws or regulations or a privacy breach, the Compliance Officer, or his/her designee, will seek to ensure that it maintains primary responsibility for conducting the investigation and coordinating corrective action, including but not limited to making restitution to any government agency and instituting disciplinary action as
necessary. If the potential for uncovering illegal conduct or significant liability exposure exists, the internal investigation will be conducted at the direction of General Counsel (and outside counsel as needed), and protected pursuant to attorney-client privilege as appropriate.

VIII. **Disciplinary Action for Non-Compliance**

NAPA encourages good faith participation in the Compliance Program by all employees and these expectations for reporting compliance issues and assisting in their resolution are embodied throughout our culture and articulated in our policies and procedures. If employees are found to be non-compliant by not participating in the Compliance Program, disciplinary policies have been developed which include sanctions for:

- Failing to report suspected compliance problems;
- Participating in, encouraging, directing, facilitating, or permitting non-compliant behavior;
- Failing to perform any obligation or duty required of employees relating to compliance with this Program or applicable laws or regulations; and
- Failure of supervisory or management personnel to detect non-compliance with applicable policies and legal requirements and this Program, where reasonable diligence on the part of the manager or supervisor would have led to the discovery of any violations or problems.

The Compliance Officer, or his/her designee, will seek to ensure that any disciplinary action follows NAPA’s existing disciplinary policies and procedures, including Human Resources policies and procedures, and provisions of applicable employment contracts. Discipline will be applied fairly and uniformly to all employees.

**Summary**

In conclusion, this Corporate Compliance Plan has been developed as part of NAPA’s commitment to operating in an ethical and legal manner. The success of NAPA and its mission depends on the personal and professional integrity of every employee. The Plan is designed to provide helpful guidance to our employees in reaching legal and ethical solutions to the problems they face on a daily basis, and it establishes a mechanism for reporting and resolving potential problems and concerns. All NAPA employees are expected to cooperate with, and abide by, the Compliance Program.
CERTIFICATE OF RECEIPT, READING
AND AGREEMENT TO ABIDE BY COMPLIANCE PLAN

1. I have received and read the Compliance Plan of NAPA.

2. I agree to abide by the Compliance Plan in all respects.

3. I agree that I will not engage in conduct or behavior which is contrary to the Compliance Plan and all policies, statements, and procedures that NAPA adopts to support the Compliance Plan, and I will encourage those employees who I supervise to comply with the Compliance Plan.

4. I understand that my failure to abide by the Compliance Plan is subject to disciplinary sanction, including dismissal, and could result in violations of civil or criminal statute.

5. I understand that, when questions arise of potential non-compliance, I will promptly consult my supervisor, the Compliance Officer or his/her designee, or report issues to the Compliance Hotline.

6. I have the right to request anonymity in reporting instances of non-compliance and, under such circumstances, the Compliance Officer or his/her designee is required to use all reasonable efforts not to disclose my identity.

7. I understand that NAPA has a policy of non-retribution for complaints against employees in regard to non-compliance, and that employees will not be adversely affected for making a good faith complaint concerning a supervisor’s non-compliance, even if that complaint should ultimately prove to be invalid.

8. I acknowledge that I have not been charged with a violation or crime related to health care or third party billing issues and I am not excluded, nor have I ever been suspended, from participation in any state or federal health care programs.

9. I acknowledge that, as of the date of signing this Attestation, I know of no violations of any health care laws or regulations, or violations of NAPA’s policies and procedures; or, alternatively, if such violations are known to exist, I have stated them below or I will contact the Compliance Hotline.

__________________________________________
Signature

__________________________________________
Printed Name

_____________________
Date Signed