



COMPLIANCE PROGRAM

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A. COMPLIANCE PROGRAM OVERVIEW

Common Ground Healthcare Cooperative's ("CGHC") mission is "Putting Members First. Pursuing Better Healthcare." In furtherance of this commitment, CGHC strives to promote honesty, integrity and ethical behavior to nurture a culture of compliance with all applicable Federal and State Laws, rules, regulations, guidance and contractual agreements that apply to its operations.

CGHC is committed to the implementation of standards of conduct and/or compliance policies and procedures ("P&Ps") to conduct business based on the highest ethical standards and in strict compliance with applicable federal and state Laws and regulations. CGHC's Compliance and Integrity Code of Conduct ("COC") communicates the overarching principles and values that guide our business practices and day-to-day actions. The COC provides an underlying framework of compliance. The COC provides direction to CGHC constituents on how to report any suspected, potential, or actual noncompliance and/or Fraud, Waste, and Abuse ("FWA"), while also sharing the company's policy of non-intimidation and non-retaliation for good faith participation in the Compliance Program. CGHC's Compliance Program document, including any associated policies and procedures, are maintained to support CGHC's mission for an effective Compliance Program. Collectively, the COC, Compliance Program description, and any associated policies, procedures, or related program descriptions (e.g., the FWA Program) are CGHC's Compliance Program. The purpose of CGHC's Compliance Program is to establish and maintain an effective program to prevent, detect, and correct any FWA and/or noncompliance. The Compliance Program is developed by CGHC's Compliance Officer ("CO"), reviewed by the internal Compliance Committee, approved by the Compliance and Integrity Committee ("CIC") of the Board of Directors ("Board"), and adopted by report to CGHC's full Board.

This Compliance Program may be amended from time to time. To the extent that there is any conflict between the principles, standards, policies or procedures enumerated in the most current Compliance Program and those principles, standards, policies or procedures enumerated in earlier versions of the Compliance Program, the most current Compliance Program will control.

This Compliance Program does not address the specific standards for accreditation of CGHC through the National Committee on Quality Assurance (NCQA). However, CGHC's NCQA accreditation is required for its Qualified Health Plan certification. An NCQA accreditation means that CGHC's health plan consistently excels in clinical activities, access to providers, patient satisfaction, and communication. In interpreting compliance with federal and state Laws and regulations, CGHC Personnel should ensure that any changes are also compliant with the standards for NCQA accreditation.

B. WHO DOES THE COMPLIANCE PROGRAM APPLY TO?

This Compliance Program applies to all CGHC Board directors, committee members, officers, managers, supervisors, and staff members (i.e., "Personnel") who handle or participate in any of our lines of business, such as our individual and small group commercial products. In addition, this Compliance Program applies to all Delegated and Downstream Entities ("DDE"), including but not limited to Contractors, subcontractors, Vendors, and Providers who contract with CGHC to perform a core service. The Compliance Program protects our members and our communities in addition to

protecting our organization. Compliance is everyone's responsibility from the top to the bottom of the organization.

C. WHAT ARE OUR EXPECTATIONS?

As CGHC Personnel, we are required to read and be familiar with this Compliance Program at the time of hire, appointment or contracting, and annually thereafter. CGHC expects all company Personnel, Contractors, Vendors, and DDEs to behave in an ethical, compliant, and lawful manner. CGHC also expects that these parties report issues of potential or actual noncompliance and/or FWA through appropriate mechanisms, and collaborate, as needed, to ensure that reported issues are addressed and corrected. We should learn to recognize potential noncompliance and/or potential or actual FWA issues that may arise during work, report them to the appropriate channel, and assist in remediating them, as needed. We should strive to improve our processes to minimize compliance risks to CGHC, our Members, and our State and Federal regulatory agencies.

Ultimately, each of us is a champion and an advocate for compliance and is a part of our culture of compliance.

CGHC's commitment to compliance includes the requirement that our Personnel ensure that our DDEs and other Contractors are in compliance with all applicable regulations.

D. DISSEMINATION

This Compliance Program description, including the COC, is disseminated as follows:

1. **Board and Personnel**
 - a. **Initially:** CGHC disseminates the documents to Personnel within 90 days of hire, appointment or contract.
 - b. **Annually:** CGHC shall disseminate the documents to the aforementioned Personnel annually thereafter.
 - c. **Ad hoc:** CGHC disseminates the documents to the Personnel when any substantial updates are made to the documents.
2. **Contracted External Entities:** The Compliance Department disseminates the documents by posting to the CGHC public website.

E. COMPLIANCE PROGRAM ELEMENTS

The Compliance Program is governed and implemented via a series of applicable policies, procedures, and guidance. If an applicable policy exists outside of the Compliance Program, it will be referenced accordingly.

The Compliance Program is made up of the following 7 core elements:

- Element 1: Policies, Procedures, and Standards of Conduct
- Element 2: Compliance Officer, Compliance Committee, and Oversight
- Element 3: Compliance Training and Education

- Element 4: Effective Lines of Communication
- Element 5: Disciplinary Standards
- Element 6: Monitoring, Auditing, and Identification of Compliance Risks
- Element 7: Prompt Response, Compliance Investigation, and Corrective Action Plans

ELEMENT 1: POLICIES, PROCEDURES, AND STANDARDS OF CONDUCT

As stated above, CGHC maintains a COC, Compliance Program description, and associated policies and procedures for an effective Compliance Program. CGHC's COC provides an underlying framework of compliance. The COC provides directions on how to report any suspected, potential, or actual noncompliance or FWA. The COC communicates the company's policy of non-intimidation and non-retaliation for good faith participation in the Compliance Program. CGHC's Compliance Program document, including any associated policies and procedures, are maintained to support CGHC's mission and an effective Compliance Program.

As stated within the Compliance Program documents, CGHC complies with all applicable federal and state Laws and regulations that pertain to government programs, such as insurance licensure, non-discrimination, HIPAA, QHP, the Federal False Claims Act, Anti-Kickbacks, and the Social Security Act.

Compliance P&Ps are kept current with applicable Laws, standards of conduct and other legal requirements. They deal with risk areas specific to CGHC including, but not limited to contracting, Personnel screening, regulatory reporting, record access and retention, documentation, Personnel training and education, and monitoring.

Compliance P&Ps are a resource for Personnel and are designed to enhance their ability to perform their responsibilities in compliance with applicable Laws and other contractual or legal requirements. Therefore, the P&Ps are detailed and specific. Compliance P&Ps are made available to all Personnel initially, ad hoc when substantial updates are made, and at least annually thereafter. To the extent that there is any conflict between the principles, standards, or policies enumerated in the COC and those principles, standards, or policies enumerated in any operational P&Ps, the principles, standards, or policies enumerated in the COC will control.

ELEMENT 2: COMPLIANCE OFFICER, COMPLIANCE COMMITTEE, AND OVERSIGHT

CGHC designates a Compliance Officer ("CO") and a Compliance Committee ("CC") to oversee the enforcement and effectiveness of the Compliance Program. The Board maintains high level oversight of CGHC's Compliance Program.

COMPLIANCE OFFICER

1. The Board has designated the CO as the individual within CGHC who is responsible for overall development, implementation and administration of CGHC's Compliance Program, including enforcement activities. The CO is employed by the company, reports directly to the company's Chief Executive Officer ("CEO"), and has a dotted line reporting relationship to the Board for all compliance purposes and has unfettered access to the Board regarding any items the CO deems necessary. In addition, the CO will report on a regular basis to the company's CEO, internal Compliance Committee ("CC"), and the CIC of the Board.

2. The CO is responsible for ensuring that:
 - a. Policies and procedures are reviewed and updated as necessary;
 - b. Personnel, Vendor, and Contractor screening mechanisms are in place and are operating properly;
 - c. Contractors and Vendors are informed of the requirements of the Compliance Program, as appropriate;
 - d. Personnel and DDEs are receiving education and training regarding the Compliance Program and that such education and training are documented;
 - e. CGHC's FWA Program, an adjunct to CGHC's Compliance Program, is fully effectuated and effectively strives for the identification and resolution of suspected, detected, or reported instances of noncompliance and FWA are addressed timely and appropriately;
 - f. Lines of communication are available with operational areas, regulators, and other parties, as appropriate. Communications should include pathways for operational areas to ask compliance questions;
 - g. Engagement of company business partners is conducted for operational awareness and identification of compliance risks, including collaboration with the company's Internal Audit Department, when needed;
 - h. Monitoring procedures, which include risk assessment completion(s), metric monitoring, and audits, are implemented in accordance with the Compliance P&P to detect compliance and/or FWA problems;
 - i. Mechanisms are maintained for potential or actual noncompliance or FWA reporting without fear of intimidation or retaliation;
 - j. Procedures are developed which encourage Personnel, Members, Providers, Vendors, DDEs, and Contractors to report suspected FWA and other potential compliance problems or concerns.
 - k. Reports and other matters related to compliance are promptly and thoroughly investigated and acted upon;
 - l. Adequate steps are taken to correct any identified compliance problems (e.g., corrective action plans) and prevent the recurrence of such problems;
 - m. Products offerings are checked for compliance with all Qualified Health Plan and CO-OP Program Standards and steps are taken to correct any deficiencies in these areas;
 - n. The Compliance Program has adequate staffing, the Compliance Committee meets no less than quarterly, and CO acts as CC Chair;
 - o. The company's Compliance Program, which is inclusive of the FWA Program, is fully executed and maintained;

- p. Records and documentation of any noncompliance and/or FWA case investigations are maintained;
 - q. Reporting to governing bodies such as to the CEO, CC, CIC and Board is conducted, as necessary; and
 - r. Coordination with external parties (e.g., law enforcement, regulators, etc.) occurs, as necessary, for any compliance or FWA casework.
3. The CO will maintain appropriate reports of compliance activities. The CO will report in writing at least quarterly to the CC and the CIC, and at least annually to the full Board, and at such other times as the CC, CIC or Board requests. This report will include the status of compliance activities, recommendations resulting from monitoring activities, and any other information requested by the CC, CIC or Board. The CO, in consultation with the CC, will make recommendations to the CEO, as necessary and appropriate, to ensure that sufficient funding, Personnel and other resources are available to design and implement all aspects of the Compliance Program, including ongoing review, development, education and monitoring activities.
 4. The CO will coordinate with CGHC's management with respect to screening Personnel, DDEs and other Vendors and Contractors and disciplining or sanctioning Personnel, DDEs and other Vendors or Contractors (up to and including termination) for violations of the Compliance Program, applicable Laws or contractual requirements.
 5. The CO has the authority to design, conduct and coordinate internal investigations, and assess and implement any resulting corrective action within all sections and departments of CGHC.
 6. The CO has the authority to review all documents and other information which are relevant to compliance activities, including but not limited to, Member records, health care provider records, billing records, and individual Personnel, Vendor, DDE, and Contractor arrangements and agreements with other parties. The CO has the authority to sample, at his or her sole discretion, the records of any Personnel, DDE or other Vendor or Contractor.
 7. The CO has the authority to appoint Personnel to assist in performing the CO's duties, and to perform such duties as he or she may designate.
 8. The CO has the authority to seek the advice of legal counsel on behalf of CGHC with respect to any matter pertaining to compliance.
 9. All Personnel are expected to cooperate with the CO in the development, implementation and ongoing administration of the Compliance Program.

INTERNAL COMPLIANCE COMMITTEE (CC)

CGHC leadership has created an internal Compliance Committee to assist in the development, implementation, ongoing administration, and oversight of the Compliance Program. Members of the committee have a variety of backgrounds with sufficient operational knowledge and decision-making authority within the company. The CO is the Chair of the CC. The Chair may appoint additional Personnel to the CC, or include ad hoc guest attendees, as they deem

appropriate. Members of the committee consist of the executive leadership of the company. The CC reports directly to the CIC and the full Board periodically through the Chair.

The internal CC's responsibilities are specified in the CC Charter and include at least the following:

1. Annually reviewing and approving the CC charter, the Compliance Program, FWA Program, and Compliance and Integrity Code of Conduct documents. Making recommendations to the CIC for final approval of these documents.
2. Providing oversight as needed to ensure that CGHC effectively implements the Compliance Program and the FWA Program, prevents and/or detects violations by company Personnel, Contractors, Vendors, and DDEs of the Laws, regulations, company policy, special conditions imposed on CGHC by any licensing authorities, contractual requirements, and the COC.
3. Overseeing the implementation and completion of the compliance and FWA training and education plan for CGHC staff and the Board of Directors.
4. Ensuring CGHC maintains reporting systems which allow Personnel, Contractors, Vendors, and DDEs to report or inquire about potential violations of the Compliance Program and the COC, confidentially, anonymously and without fear of retaliation.
5. Receiving updates, as appropriate, of reports of potential violations, particularly those that have direct Member impact.
6. Ensuring the Compliance function has sufficient staff and resources needed to efficiently carry-out and complete Compliance and FWA duties.

The duties and responsibilities of the CC include the following related specifically to the FWA Program:

1. Overseeing and providing annual approval of the company's FWA Program and Annual FWA Workplan to include reviewing activities, progress, reports, trends and performance of CGHC's FWA activities.
2. Reviewing significant FWA cases that are referred to the CC by the FWA Workgroup and determining appropriate actions to be taken.
3. Reviewing FWA Workgroup summary reports.

BOARD COMPLIANCE AND INTEGRITY COMMITTEE (CIC)

The Board has delegated a CIC to assist in the oversight of the Compliance Program. The CIC is composed of members of the Board and is facilitated by the CO. The CO or the CIC Chair may appoint additional Personnel to the CIC, or include ad hoc guest attendees, as they deem appropriate. The Chair of the CIC may be appointed by the Board, or the CIC may designate the Chair by majority vote. The CIC reports directly to the Board periodically through the CO and the CIC Chair.

The CIC's responsibilities are specified in the CIC Charter and include at least the following:

1. Reviewing for approval the Compliance Program description, the COC, the FWA Program, and the CIC charter at least annually.
2. Meeting at least on a quarterly basis, or more frequently as necessary, to enable reasonable oversight of the Compliance Program, which includes the FWA Program.
3. Providing oversight as needed to ensure that CGHC effectively implements the Compliance Program.
4. Reviewing and evaluating, at least annually, the performance of the Committee, including compliance by the Committee with the CIC Charter.
5. Reviewing resources assigned to the Compliance Program to assess their adequacy relative to the program's effectiveness.
6. Providing feedback to the Chief Executive Officer on CGHC's Compliance Officer.
7. Performing any other activities consistent with its charter and CGHC's Bylaws and Certificate of Incorporation, as the CIC may deem necessary or appropriate for the fulfillment of its responsibilities.
8. Doing every other act incidental to, arising out of, in connection with, or otherwise related to, the authority granted to the CIC or the carrying out of the CIC's duties and responsibilities.

BOARD OF DIRECTORS

CGHC'S Board delegates day-to-day oversight of the Compliance Program to the CC, CIC and CO; however, the Board remains accountable for reviewing the company's Compliance Program. The Board conducts annual and ad hoc reviews and approvals of the CGHC COC. The Board receives regularly scheduled, periodic updates from the CO and CIC regarding the performance and effectiveness of the Compliance Program, which includes the FWA Program. The Board willingly entertains any ad hoc reporting that may arise.

ELEMENT 3: COMPLIANCE TRAINING AND EDUCATION

CGHC administers effective Compliance and FWA training and education for all CGHC Personnel, at the time of hire or appointment and annually thereafter. Evidence of training completion by Personnel (e.g., sign-in sheets, attestations, certifications, etc.) is maintained by the delivering party.

The CO develops an annual training and education plan that includes the training topics to be delivered and the target audience for each topic. The annual training plan should also incorporate material addressing any concerns identified in audits and investigations. The internal CC reviews the training plan at least annually to ensure that compliance training topics and materials address current needs, including any issues identified through monitoring and auditing and changes to Federal and State health care requirements.

All Personnel must ensure that they are educated about the Compliance Program, including the COC the FWA Program, and, in particular, legal obligations that govern particular work functions.

Personnel will be guided by both the letter and the spirit of this Compliance Program and the COC, which may mean making judgment calls about certain situations. If Personnel have questions regarding the existence, interpretation, or application of any Law or other legal obligation, they should contact the CO.

INITIAL AND ANNUAL TRAINING

As described under section D. DISSEMINATION, CGHC requires all Personnel as appropriate, to participate in programs of training and continuing education with respect to the Compliance Program. CGHC will provide training at least yearly or when a significant change is made to the Compliance Program. New Personnel will receive training within 90 days of hire, appointment or contract with CGHC. Members and Providers also receive compliance and FWA education via Compliance Program document postings to the CGHC website.

Training will include, at a minimum, the introduction or review of the following:

- a. CGHC’s commitment to complying with Federal and State standards, including review of the applicable FWA laws (e.g., the Federal False Claims Act, the Federal anti-kickback statute, PSL, and any applicable State fraud and abuse laws);
- b. The Compliance Program, which includes the FWA Program and COC. Specific topics, based on the seven elements of an effective compliance program should include the...
 - i. Importance of compliance training and education,
 - ii. Importance of following P&Ps and the COC,
 - iii. Oversight of the Compliance Program, including the identity and role of the CO and the roles of the CC and the CIC,
 - iv. Importance of open communication with the CO and procedures for how to ask compliance questions or report potential noncompliance or actual/potential FWA, emphasizing the non-retaliation policy when disclosing or raising compliance concerns,
 - v. Means through which CGHC enforces its written policies and procedures equitably and impartially, and
 - vi. How compliance identifies risk and conducts monitoring and auditing; and
- c. Conflict of Interest identification and reporting.
- d. Training on the Health Insurance Portability and Accountability Act (“HIPAA”) and the importance of maintaining the confidentiality of Protected Health Information (“PHI”).
- e. An Information Technology best practice orientation to ensure the security of Personally Identifiable Information (“PII”).

ELEMENT 4: EFFECTIVE LINES OF COMMUNICATION

CGHC is committed to creating and maintaining open lines of communication between the CO, the CC and CIC, Personnel, Providers, Members, Contractors, DDEs, and Vendors. CGHC will provide independent reporting paths for Personnel, Providers, Members, Contractors, DDEs, and Vendors to report potential or actual FWA, potential compliance issues, or other potential misconduct as they are identified. Reporting paths will allow for anonymity and confidential good faith reporting and may include a one-on-one meeting, telephone hotline, email, or another form of written correspondence. The methods available for reporting compliance or FWA concerns, and the non-retaliation policy, are publicized throughout the company both internally and externally for awareness. CGHC's reporting mechanisms for stakeholders to refer suspicious activity include the following:

- i. Confidential Compliance Hotline (supports anonymous reporting): (855) 358-3898
- ii. Email: CommonGroundHealthcare@GetInTouch.com
- iii. Web Form: www.lighthouse-services.com/commongroundhealthcare
- iv. Email to the Legal & Compliance Department: BeEthical@CommonGroundHealthcare.org
- v. In person to Plan FWA Investigator, Compliance Officer and/or Chief Compliance Officer
- vi. Via Mail:

Common Ground Healthcare Cooperative
Attention: Compliance Department
PO Box 1630, Brookfield, WI 53008-1630

Reporting mechanisms are provided to plan stakeholders for use in reporting such as through manuals, posters, intranet, and internet sites, etc. CGHC has adopted, publicized, and enforces a no-tolerance policy for retaliation or retribution against any party who in good faith reports suspected FWA or noncompliance to ensure whistleblower protections.

CGHC will provide channels to maintain open lines of communication for all Personnel, Providers, Members, Contractors, DDEs, and Vendors, as required, and to ensure ongoing availability of compliance personnel CGHC may use phones, the website, written memoranda, electronic newsletters, posters, bulletin boards, or other forms of information exchange to maintain open lines of communication.

The CO ensures a system is in place to receive, record, respond to and track compliance questions or reports of suspected or detected noncompliance or potential FWA. In addition, pathways are in place for communications from the CO, or designee, to key business partners for distribution of statutory, regulatory, and/or sub-regulatory changes.

ELEMENT 5: DISCIPLINARY STANDARDS

In order to be effective, CGHC maintains consistent and enforceable disciplinary standards to ensure that people who commit a compliance or FWA violation are subject to appropriate disciplinary

actions, up to and including termination of employment, appointment or contract. In addition, CGHC may institute disciplinary actions on parties for failure to report any incident of noncompliance and/or potential FWA, as required. CGHC may also consider the use of incentives to encourage compliance performance and innovation.

Consequences of noncompliant actions may be educational or remedial and non-punitive, they may be punitive sanctions, or they may involve both. Consequences may be appropriate where a responsible individual's failure to detect a violation is attributable to their ignorance, negligence, or reckless conduct. Intentional or reckless noncompliance should subject individuals to significant sanctions.

CGHC will include in training and education its commitment to take disciplinary action or impose other, remedial consequences on a fair and equitable basis. The CO monitors compliance investigations and resulting discipline to ensure consistency.

ELEMENT 6: MONITORING, AUDITING, AND IDENTIFICATION OF COMPLIANCE RISKS

CGHC adopts the doctrine of "trust but verify." We conduct routine monitoring reviews (e.g., operational metrics oversight, data analysis for unusual claim patterns for potential FWA, etc.) and audits (e.g., compliance risk assessment and resulting Annual Compliance Work Plan, Internal Audit Department audit plans, Annual FWA Work Plan, ad hoc events, etc.) of internal operations and external business partners to ensure that they are performing in accordance with State and Federal compliance requirements. Monitoring and auditing activities are based upon annual risk assessment results that depict major compliance and FWA risk areas.

ELEMENT 7: PROMPT RESPONSES, INVESTIGATIONS, AND CORRECTIVE ACTION PLANS

Upon discovery of a potential noncompliant or FWA issue, CGHC initiates a prompt and thorough investigation of the incident. The investigation is initiated within two (2) weeks of receipt of the incident by the Compliance Department with a preliminary understanding of the case within thirty (30) calendar days. A system is in place to receive, record, respond to and track compliance reports of suspected or detected noncompliance or potential FWA from Personnel, Providers, Members, Contractors, DDEs, and Vendors. CGHC then tracks deficiencies and instances of noncompliance through formal Corrective Action Plans ("CAPs") to ensure that they are remedied and are not likely to recur. External reporting of incidents to proper authorities will occur timely, as required.

Further, CGHC shall cooperate fully with external organizations investigative activities performed by regulatory/investigatory agencies (i.e., law enforcement, etc.) related to potential FWA and/or compliance concerns, upon request and as required.

Regardless of the size or severity of the violation being investigated, a contemporaneous record of the investigation will be maintained, so that a record of the investigation can be compiled. The record will include:

- a. Documentation of the alleged violation;
- b. A description of the investigative process;
- c. Copies of interview notes and key document;

- d. A log of the witnesses interviewed and the documents reviewed;
- e. The results of the investigation; and
- f. Any disciplinary action taken or corrective action implemented.

F. DEFINITIONS

As used in the Compliance Program, unless the context clearly indicates otherwise:

1. "CC" means CGHC's internal Compliance Committee.
2. "CGHC" means Common Ground Healthcare Cooperative.
3. "CIC" means CGHC's Board Compliance and Integrity Committee.
4. "CO" means CGHC's Compliance Officer.
5. "COC" means CGHC's Compliance and Integrity Code of Conduct.
6. "Compliance P&P" means CGHC's compliance policies and procedures that deal with risk areas specific to CGHC including, but not limited to, contracting, Personnel, Provider, Vendor, DDE, and Contractor screening, regulatory reporting, record access and retention, documentation, and Personnel, Provider, Vendor, DDE, and Contractor training and education, and monitoring.
7. "Compliance Program" means all components of CGHC's corporate compliance program, including the Compliance and Integrity Code of Conduct ("COC"), Compliance Program description document, FWA Program, and associated P&Ps.
8. "Contractor" means any person or company retained by CGHC as an independent contractor to provide health care, administrative or technical services for CGHC or Members.
9. "Delegated and Downstream Entities" or "DDE" means Delegated Entities and Downstream Entities collectively.
10. "Delegated Entity" means any party, including an agent or broker, that enters into an agreement with a QHP issuer to provide administrative services or health care services to qualified individuals, qualified employers, or qualified employees and their dependents.
11. "Downstream Entity" means any party, including an agent or broker, that enters into an agreement with a Delegated Entity or with another Downstream Entity for purposes of providing administrative or health care services related to the agreement between the Delegated Entity and the QHP issuer. The term "Downstream Entity" is intended to reach the entity that directly provides administrative services or health care services to qualified individuals, qualified employers, or qualified employees and their dependents.
12. "FWA Program" means all components of CGHC's comprehensive strategy to prevent, detect, and correct FWA which are summarized within a CGHC FWA Program description document. The FWA Program is an adjunct to CGHC's Compliance Program.

13. "Law" means a local, state or federal statute, a regulation or rule promulgated pursuant to statute, or a court or administrative order or directive which is binding on CGHC or Personnel.
14. "Member" means an individual who is enrolled in CGHC either through a direct contract between the Member and CGHC or in accordance with an Employer-sponsored policy.
15. "Personnel" means, individually and collectively, a CGHC Board director, committee member, officer, manager, supervisor, and staff member.
16. "Protected Health Information" or "PHI" means individually identifiable health information, except that which is excluded, that is...
 - Transmitted by electronic media,
 - Maintained in electronic media, or
 - Transmitted or maintained in any other form or medium.

Protected Health Information excludes individually identifiable health information that is...

- In education records covered by the Family Educational Rights and Privacy Act, as amended, 20 U.S.C. 1232g,
 - In records described at 20 U.S.C. 1232g(a)(4)(B)(iv),
 - In employment records held by a covered entity in its role as employer, and
 - Regarding a person that has been deceased more than 50 years.
17. "Qualified Health Plan" or "QHP" means an insurance plan that's certified by the Centers for Medicare and Medicaid to be offered on in a health insurance marketplace and meets the requirements under the Affordable Care Act.
 18. "QHP Issuer" means a health insurer offering a QHP.
 19. "Vendor" means a person who or company that does, or is in a position to do, business with CGHC, other than a Contractor.