



**noridian**  
Healthcare Solutions

VENDOR  
Code of Conduct

**noridian**  
Healthcare Solutions

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# Message

FROM THE PRESIDENT

Dear Valued Vendor:

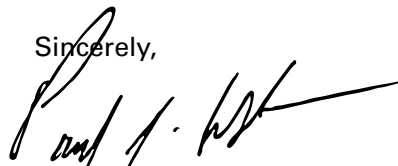
At Noridian Healthcare Solutions (Noridian) we are committed to conducting business ethically and with Integrity, in full compliance with applicable laws, regulations and contractual requirements. Every day we practice a culture of ethical behavior by putting our values into action while carrying out our daily responsibilities. We expect the same commitment from all individuals, companies or others working for or on behalf of Noridian, directly or indirectly.

Noridian values the role vendors play in the success of our organization. The Noridian Vendor Code of Conduct (Vendor Code) provides general principles based on laws, regulations and Company policies to guide your work with Noridian,

Please carefully review the Vendor Code and become familiar with the principles and requirements. Noridian appreciates your commitment to making compliance and ethics a top priority. While knowing what the Vendor Code requires is important, it cannot outline every situation you will encounter and it is important to determine what is "right" in certain circumstances. It's not always easy. If you should have any questions, please contact your Noridian Business contact or Jeanne Narum, Noridian Compliance Officer at (701) 277-5112.

Our Vendors are a critical and necessary component in the success of our mission and operations. Thank you for your commitment to compliance and ethical integrity.

Sincerely,



Paul Wilson  
Interim President and Chief Executive Officer

# Section 1

## OUR VALUES



Noridian’s purpose is to deliver affordable solutions to improve the care and health of those we serve. Noridian’s values are at the heart of how we operate to achieve our purpose and objectives.

These values include:

- **Constant Innovation**  
We seize opportunities to advance progressive change.
- **Service Excellence**  
We provide value through quality service.
- **Responsible Stewardship**  
We manage all resources entrusted to us with efficiency and care.
- **Effective Collaboration**  
We work together toward a common purpose.
- **Integrity**  
We do the right thing.

Noridian has an unwavering commitment to integrity in all that we do. By incorporating integrity as one of the Company’s values, we aspire to maintain a culture that not only embraces the principle of doing the right thing, but also doing things the right way.

This Vendor Code of Conduct (“Vendor Code”) applies to all individuals, companies or others, working for, or on behalf of, Noridian, directly or indirectly, including vendors, suppliers, and first-tier, downstream and related entities (collectively “Vendors”) and their employees, agents, contractors, consultants or temporary employees. The Vendor Code defines the general principles which all Vendors are expected to follow when doing business with us. to be accountable for our actions.

## LEGAL AND REGULATORY COMPLIANCE

We expect our Vendors to comply with the laws and regulations applicable to their respective business, including any laws and regulations made applicable to them through their business agreements with us. the right thing, but also doing things the right way.

# Section 2

## REPORTING YOUR CONCERNS



As a Vendor for Noridian, you have a responsibility to report any issue or concern you believe, in good faith, may constitute noncompliance with any law or regulation in connection with work performed for Noridian or violates this Vendor Code, whether such noncompliance's involve your employees, your contractors or Noridian employees or contractors.

You may report your concerns with the Noridian Compliance Officer or any member of the Compliance and Ethics Department:

- By telephone
- By email
- In-person

You also have the option to report anonymously using any of the following mechanisms:

- Compliance Hotline – 701-281-8601 or toll free at 1-888-264-2227
- Openboard e-reports ([www.openboard.info/NMIC](http://www.openboard.info/NMIC))
- Compliance Post Office Box:
- Compliance, PO Box 242,  
West Fargo, ND 58078-0242

### NO RETALIATION POLICY

Noridian expects its Vendors to maintain a strict No Retaliation Policy. Retaliation is any action that might discourage an employee from making or supporting a charge of wrongdoing or misconduct in the workplace.

# Section 3

## CONFLICTS OF INTEREST



Vendors must avoid any actual, or even any appearance of, conflicts of interest while doing business with Noridian. To avoid a conflict of interest with Noridian and its employees, a Vendor:

- Must not interact with any Noridian employee who has a financial interest in the Vendor, or whose immediate family members hold a financial interest in the Vendor. A prohibited financial interest does not include an indirect ownership interest in a mutual fund or similar investment vehicle, where the employee does not make the investment decisions unless those ownership interests are healthcare related.
- Must not interact with any Noridian employee who is a family member of the Vendor's representative or with whom the Vendor's representative shares a personal relationship.
- Must disclose any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest.

It is not possible to list here every type of conflict of interest that may occur; however, when in doubt, a Vendor should contact its Noridian business contact or the Noridian Compliance and Ethics Officer with the facts of the situation so that Noridian can review the circumstances and determine if a conflict of interest exists. Conflicts of interest are common and can't always be avoided, but they need to be disclosed, documented and effectively managed.

### BUSINESS COURTESIES

Business courtesies offered to or received from individuals and entities with which Noridian does business, or may do business, can create the appearance that our business decisions are influenced by these business courtesies.

Vendors are asked to cooperate with Noridian's policy regarding business courtesies and refrain from offering gifts of cash or cash equivalents, such as gift cards or gift certificates, to Noridian employees. Business courtesies of a nominal value (fair market value of \$50 or less) are generally acceptable, as long as they are infrequent and not seen to threaten our objectivity when making decisions. In addition, Noridian employees are limited to receiving no more than \$150 in nominal business courtesies annually from a single vendor.

## KICKBACKS AND BRIBES

Under no circumstances is a Vendor allowed to offer or accept kickbacks or bribes, which are defined as anything of value offered or provided for the purpose of giving, receiving or rewarding favorable treatment in connection with Noridian business. Kickbacks and bribes can take many forms and are not limited to direct cash payments or credits. In general, if you could gain personally through the transaction, it is prohibited. These practices are not only unethical, but in many cases, illegal.

# Section 4

## PROTECTING ASSETS AND INFORMATION



Confidential information is one of the most valuable assets entrusted to Noridian. We have a responsibility to ensure our use and protection of this information meets the requirements established by federal and state laws, which include but are not limited to Health Insurance Portability and Accountability Act (HIPAA), Health Information Technology for Economic and Clinical Health (HITECH) and the Privacy Act. Confidential information includes Protected Health Information (PHI), Personally Identifiable Information (PII), and other proprietary information of Noridian's members, employees, vendors or customers.

Vendors are also required to safeguard the confidential information they may be exposed to while providing services to, or on behalf of, Noridian. Vendors whose work with Noridian requires the use and disclosure of PHI are considered HIPAA Business Associates and are required to execute a Business Associate Agreement with Noridian that complies with Noridian's Business Associate obligations to the federal government.

Vendors with access to any proprietary or confidential Noridian information, such as product information or operating systems, will be required to execute a confidentiality agreement.

In addition, Vendors must continue to protect confidential information even after they are no longer providing services for, or on behalf of, Noridian.

### **FRAUD, WASTE AND ABUSE**

Noridian is committed to identifying, preventing, correcting and reporting fraud, waste and abuse. Its Fraud, Waste and Abuse (FWA) Program is an important component of the company's comprehensive compliance suite that protects the integrity of government programs.

All suspected FWA practices must be reported to Noridian's Compliance and Ethics Department that runs the FWA Program. The Department will promptly investigate all reports of alleged FWA, including FWA involving a Vendor or a Vendor's employees and/or agents. Vendors are expected to fully cooperate in such investigations.





## RECORDS RETENTION

Vendors must maintain accurate and complete records of all matters related to their business with Noridian for the period of time required by applicable regulations, policies and their business agreements with us.

Record is defined generally as information created, received, transmitted and/or maintained in the transaction of business and in the performance of legal and/or contractual obligations. Records may exist in any physical format and location, including electronic and paper files, audio and video recordings, and older media storage devices. Records include final copies and any non-identical copies of a final copy (e.g., with hand-written notes) of: memos, correspondence, notes (handwritten or otherwise), charts, graphs, presentations, calendars, email and voice mail messages, reports, photographs and data compilations.

If a litigation matter, government investigation or audit is anticipated, relevant records must not be destroyed until that matter or proceeding is concluded or as otherwise required by law, regulation or our business agreement with the Vendor.

Noridian's Legal Department or the Vendor's Noridian business contact will advise the Vendor of any document preservation or other requirements related to any lawsuit, audit or investigation of which Noridian is aware.

## AUDITS

Noridian and federal and state government entities may have the right to access and examine books, documents, papers and other records of a Vendor related to its performance of its business agreement with Noridian, for as long as the Vendor is required to retain such records. The Vendor shall cooperate fully with any such audit or investigation permitted by a government entity under the law or by Noridian under its business agreement.

In the case of a government audit or investigation of a Vendor concerning its business with Noridian, the Vendor shall notify Noridian of such audit or investigation and shall ensure that a Noridian representative is present during the audit or investigation to the maximum extent permitted by law.

As permitted under its business agreement with a Vendor, Noridian may audit or may require the Vendor to audit the Vendor's records to ensure that the Vendor conforms to the negotiated agreement. If the Vendor performs the audit, the Vendor must provide timely written audit results to Noridian or its designated representatives.

# Section 5

## OTHER GOVERNMENT CONTRACT OBLIGATIONS: DOING BUSINESS WITH EXCLUDED OR INELIGIBLE PERSONS



In performing its federal government contract work, Noridian is prohibited by law from subcontracting with any person or entity “suspended” or “debarred” from contracting with the federal government (or “proposed for debarment”) or otherwise “excluded” by the federal government from participating in a federal health care program, such as Medicare or Medicaid.

**NORIDIAN WILL NOT CONDUCT BUSINESS WITH ANY VENDOR SUSPENDED, DEBARRED (PROPOSED FOR DEBARMENT) OR OTHERWISE EXCLUDED FROM GOVERNMENT CONTRACTING, OR WHOSE OFFICERS, DIRECTORS OR EMPLOYEES CANNOT CONTRACT WITH THE FEDERAL GOVERNMENT OR OTHERWISE PARTICIPATE IN A FEDERAL HEALTH CARE PROGRAM. VENDORS ARE RESPONSIBLE FOR TAKING ALL NECESSARY STEPS TO ENSURE THEIR EMPLOYEES INVOLVED IN PROVIDING SERVICES TO NORIDIAN, DIRECTLY OR INDIRECTLY, REMAIN ELIGIBLE TO CONTRACT WITH THE FEDERAL GOVERNMENT OR OTHERWISE PARTICIPATE IN A FEDERAL HEALTH CARE PROGRAM. ORGANIZATIONAL CONFLICTS OF INTEREST**

An organizational conflict of interest (OCI) may occur when, because of other business activities of a Vendor (or the Vendor’s employees or representatives):

(i) the Vendor is unable or potentially unable to render impartial assistance or advice, (ii) the Vendor’s objectivity in performing the contract work might be impaired, or (iii) the Vendor has an unfair competitive advantage in positioning Noridian for work with the federal government. In the healthcare industry, for example, there is the potential that Vendors may contract with both providers and payers (or a payer’s agent, like Noridian), which could raise OCIs that need examining. For this reason, government entities have developed strong OCI policies and rules that Noridian, as an organization and government contractor, must follow.

Noridian thoroughly reviews current and potential Vendors for OCIs to ensure that we are free from any

bias that may affect our professional judgment and that we do not have an unfair competitive advantage in the process of competing for contract awards with the federal government. Noridian is guided by the principles listed under Subpart 9.5 of the Federal Acquisition Regulation and associated interpretation and guidance from the Government Accountability Office and federal courts.

Vendors must disclose any possible OCI to their Noridian business contact or the Noridian Compliance and Ethics Officer so that any conflict is identified and a plan is put in place to mitigate any actual or potential OCI.

## **PUBLICITY**

Vendors are not permitted to distribute advertising, press releases, or any other general public announcement regarding the services they provide to Noridian unless they have obtained prior written authorization from Noridian.

Note: This Vendor Code sets forth general principles with which Vendors must comply. More restrictive requirements may be set forth in the business agreement with Noridian. In addition, this Vendor Code will be automatically amended to incorporate any change or modification of applicable state or federal law, regulation or standard as of the effective date of the change or modification.

***noridian***  
*Healthcare Solutions*

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