



Code of Ethics

Effective January 1, 2017

nThrive / nthrī-v /

The power to **thrive**.

To **grow** and develop successfully.

To **flourish** and **succeed** to the nth degree.



**Joel
Hackney**

Chief Executive Officer

Dear Colleague,

Who we are at nThrive is defined by our VMVA, our values, mission, vision and approach. These are not just words but are the guiding principles for how we work; how we interact with clients and with each other; and are the very core of how we conduct our business.

While it begins with always adhering to the law and to internal and external compliance regulations, it is more than that. To be an nThrive colleague carries a responsibility to always act with integrity and with the highest ethical standards. Our Code of Ethics, outlined here, defines the expectations that we have for each other and for our business interactions. It requires that each of us lead the way on a daily basis and that we foster open communications at every level and that we always put our principles and our values first. That, after all, is what makes nThrive and our colleague community so unique.

Joel

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Our organizational DNA

All that we are and everything that we do begins with our vision, mission, values and approach to working with our clients — we affectionately call this our **VMVA**.

We think of it as our organizational DNA. It's what fuels us to be the kind of partner you can be proud to work with. **It is our promise to you that we will thrive together.**

// VISION

We empower health care for every one in every community

// MISSION

We transform financial and operational performance, enabling health care organizations to thrive

// VALUES

We care about health care — today and tomorrow, and we live by these values: Courage, Authenticity, Respect, Excellence and Service

// APPROACH

We are Focused, United, Nimble and Accountable

Our Values

We live by our values

Courage // We are willing to take bold steps, face challenges, make innovative decisions and act on what is right in order to help transform health care.

Authenticity // We appreciate our diverse backgrounds and experiences and we share and listen to each other's unique perspectives.

Respect // We value everyone and believe in an open and collaborative culture where everyone is treated with compassion and dignity.

Excellence // We drive positive change. This requires each of us to reach beyond our comfort zone, imagine possibilities and proceed with clarity of vision. We relentlessly strive for being the best in all that we do for our colleagues, clients and communities.

Service // We serve our colleagues, clients and communities by caring and being committed to their needs.

Our Approach

Behaviors we exhibit to operationalize our Vision, Mission and Values

Focused // Consistently spends time and resources on those things that generate the highest quality and biggest impact. Remains curious and passionate about the work while executing on the critical few business priorities and objectives.

United // Operates as one team with an aligned set of metrics. Creates an inspiring and challenging set of goals and lays the path for reaching them. Brings people and processes together to encourage teamwork and celebrate successes.

Nimble // Exhibits speed as a competitive advantage. Displays and encourages a high level of energy. Demonstrates decisiveness and the ability to take bold, responsible risks and adapts easily to meet the needs of the business.

Accountable // Takes responsibility, aligns work with overall strategy and executes with excellence and results. Exhibits a strong "say-do" ratio.



Introduction to the code of ethics



Our principles of business ethics

We engage in behavior which is inspired by our core values. Our principles of business ethics serve to define “the way we live our values” and how we approach conducting business on a daily basis. Our principles of business ethics are:

- **We act with integrity.**
- **We comply with laws, regulations and Company policies.**
- **We follow the Code of Ethics.**
- **We commit to doing the right thing.**

Our core responsibilities

Our Code of Ethics applies to all colleagues including independent contractors, consultants, or other individuals who do business on our behalf.

Our board members, executive leadership team and management are expected to:

- **Promote a culture of integrity and compliance.**
Champion the importance of “doing the right thing” within our teams.
- **Lead by example through everyday actions.** Walk the talk. Never encourage or direct colleagues to conduct business at the expense of ethical conduct or non-compliance with the Code of Ethics, laws, regulations or Company policies.
- **Encourage open and honest communication.** Foster an environment where colleagues feel comfortable raising concerns without fear of retaliation.

All of us are expected to:

- **Be compliant.** Understand and follow the Code of Ethics. Comply with laws, rules, regulations, Company policies and our contractual obligations.
- **Exercise good judgment.** The Code of Ethics may not specifically address every scenario which may arise in the ordinary course of business. In determining a proper course of action, we should use good judgment in line with the spirit and intent of our core values and the Code of Ethics, avoiding even the appearance of improper behavior.
- **Seek additional guidance and ask for help.** In addition to the Code of Ethics, we review other relevant policies and procedures as necessary to help guide our actions. When in doubt as to how to proceed, we seek clarification from our management, Human Resources representative or the Compliance Office.
- **Be accountable.** We are accountable for our own decisions and actions (or inaction).
- **Speak up and take action – raise concerns and report misconduct.** If we have knowledge of conduct which may be illegal, unethical, or that may otherwise be in violation of the Code of Ethics or Company policy, we have a duty to report it. We use one or more of the following methods when reporting misconduct:
 - We speak with our manager or executive leader.
 - We contact our Human Resources representative.
 - We contact our Compliance Office. Our Compliance Office complianceoffice@nthrive.com is responsible for the administration of our corporate compliance program.

- We contact our Compliance Helpline. The Compliance Helpline is an independently administered service staffed by professionals 24/7 who are not employed by the Company. We may report a concern to the Compliance Helpline, anonymously if we choose, by phone (800) 826-6762 or on-line at www.alertline.com – Organization Name: nThrive

We follow our **Compliance Helpline Information for Colleagues** guidelines.

Reporting and investigating alleged misconduct

Each of us has an obligation to report any misconduct observed or that otherwise comes to our attention. Examples of misconduct include waste or abuse of any government funding. Such concerns should be immediately reported via one or more of the available reporting mechanisms (as noted above).

The Company takes all reports of alleged misconduct seriously. The Company promptly and thoroughly investigates any potential violation and good-faith report, and coordinates appropriate follow up action and resolution. It is our responsibility to cooperate with internal investigations to the best of our ability. All investigations are conducted following established procedures regarding confidentiality. Accordingly, we may or may not be fully aware of the outcome or recommended actions resulting from an investigation.

Introduction to the code of ethics



No retaliation

The Company values input from colleagues who raise concerns, identify potential violations, and participate in Company investigations. The Company does not retaliate, and will not tolerate retaliation, against any colleague for reporting a good-faith complaint with management, Human Resources, the Compliance Office or the Compliance Helpline, or for participating in an investigation of any complaint. This means that the Company does not terminate, demote, suspend, threaten, harass or in any other way discriminate against a colleague for reporting a concern in good-faith or participating in good-faith in an investigation.

If we believe we have been retaliated against or witnessed retaliation, we have an obligation to report it via one or more of the available reporting mechanisms (as noted above).

Violations of the code of ethics – colleague discipline

Our failure to comply with the Code of Ethics, including failure to report a violation of the Code of Ethics, knowingly making a false accusation, being dishonest with investigators, refusing or otherwise failing to disclose pertinent information to investigators, or otherwise interfering or refusing to cooperate with an investigation, may result in disciplinary action up to and including termination of our employment or relationship with the Company.

Business records – accuracy and completeness

We have a duty to maintain accurate and complete business records which meet the Company's legal, financial and operational obligations and protect the Company's reputation and credibility.

- We ensure that all business records including accounting records, timekeeping, product and service offering information, correspondence and public communications are complete, accurate, fairly presented and timely.
- We never misstate facts, omit critical information, distort the truth, or falsify any records or reports to mislead others.
- We adhere to policies and procedures regarding our business expenses, including travel-related expenses, and submit timely, accurate and complete expense reports.

We follow our **Travel and Expense Policies**. Among other things, this requires that we submit timely expense reports for business-related expenses, that we do not seek reimbursement for non-reimbursable expenses, and that we do not use any corporate credit card for any personal expense.

Business records – retention, destruction and legal holds

Business records are a subset of all of the information we produce on a daily basis in the performance of our job duties and are critical Company assets given their business value. We are committed to managing our business records in regard to both proper retention and destruction in satisfaction of our legal, regulatory and business requirements.

Retention and destruction

We ensure that we understand: i) what business records should be retained; ii) how long should they be kept; iii) what are the appropriate methods of storage; and iv) if, when and how they should be properly disposed.

Legal holds

From time to time, the Company may need to retain certain business records beyond the period they would normally be kept, for example due to litigation or other legal reasons. In these situations, retention and preservation of business records is imperative. Legal hold communications are issued by the Legal Department with detailed instructions as to the relevant business records which may not be altered, destroyed, deleted or modified in any way. We have a duty to ensure these instructions are followed. A legal hold remains in effect until we receive notification from the Legal Department that the hold is released.

We follow our **Records Retention and Legal Holds policy**.

Protection, privacy and security of information

We each have a duty to protect, keep confidential, and use sensitive information that does not belong to us personally for authorized business purposes only.

Intellectual property

Our success as a company depends in part on our ability to protect our intellectual property, including any patent, trademark, copyright, trade secret, and other confidential or proprietary information ("Company Intellectual Property"). We protect our intellectual property entrusted to us and take steps to prevent opportunities for loss, misuse, inappropriate disclosure, waste or theft. Except as described below in the Permissible Disclosures section, we do not access, use, or disclose Company Intellectual Property unless required for the furtherance of the Company's business, and then only with assurances that the recipient of the Company Intellectual Property will treat the information as confidential.

Privacy and security of information

We have an ethical obligation, and in some cases a legal duty, to respect the privacy of our colleagues, our clients, and their patients. Confidential and other sensitive information therefore must be accessed and disclosed only on a “need to know” basis in accordance with our assigned job duties. This includes but is not limited to Protected Health Information (“PHI”). This also includes your coworkers’ salary, benefits, and payroll information, personnel files, and information pertaining to performance counseling or other disciplinary matters.

We protect and maintain the security of confidential and other sensitive information, regardless of whether it is stored on paper or electronically and ensure that confidential and other sensitive information is properly encrypted before transmitting it through any communications system.

We follow our **HIPAA** and **Information Security Policies**.

Permissible disclosures

Nothing in this Code of Ethics prohibits any colleague from disclosing information regarding his or her own salary, benefits, performance, or working conditions.

Regardless of any provision in any policy or agreement that conflicts or may appear to conflict: none of us may be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that—

(A) is made both (i) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or

(B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.

Accordingly, we each may disclose in confidence trade secrets to federal, state, and local government officials, or to an attorney, for the sole purpose of reporting or investigating a suspected violation of law. We may also disclose trade secrets in a document filed in a lawsuit or other proceeding, but only if the filing is made under seal and protected from public disclosure. Nothing in any Company policy, including this Code of Ethics, is intended to conflict with 18 U.S.C. § 1833(b) or create liability for disclosures of trade secrets that are expressly allowed by 18 U.S.C. § 1833(b).

Personal use of company resources

The Company provides us with a wide variety of resources (such as computers, phones, and other equipment) for use in conducting Company business. The Company allows our personal use of these resources from time to time, provided that this usage is kept to a minimum and is in compliance with Company policy. Excessive personal use of Company resources increases Company costs and expenses, reduces the availability of the resources for business use, and may adversely affect our job performance.

We have no reasonable expectation of privacy regarding our personal use of any Company resource. In accordance with laws and regulations, the Company may access, search, monitor and archive information from computers, servers, e-mail and other systems, telephones, voicemail systems, offices, desks, cabinets, vehicles, and any other equipment, devices or property belonging to the Company at any time in its sole discretion, regardless of whether the equipment or system has been individually assigned to any particular colleague. Therefore, any personal items, recordings, messages, or other information that any one of us may have placed, stored, or transmitted in or on any Company resource is subject to Company access and review.

Conflicts of interest



We act in the best interest of the Company at all times and have a duty of loyalty to the Company. A conflict of interest can arise when our personal affairs and relationships interfere with our ability to act in the best interest of the Company, or give the appearance of impropriety or divided loyalty.

Business ventures with company

We disclose and seek authorization from management and the Compliance Office regarding any proposed business venture (outside of the standard Company/colleague relationship) between ourselves (and/or our immediate family members) and the Company.

Outside employment

- We do not work for a competitor or current or prospective business partner (an individual/company is considered a prospective business partner when s/he or they or the Company is actively pursuing a business relationship with the other).
- We do not consult, engage or otherwise share our expertise or proprietary knowledge of the Company and industry with outside entities whereby associated beneficiaries of that information (including competitors, potential competitors or those seeking to explore new business ventures) may use it in conflict with the interests of the Company.
- We do not serve on the board of directors (or comparable body) of any known competitor or current or prospective business partner.
- We devote our work time to our Company job responsibilities.

Outside ownership interests and investments

- We recuse ourselves from any discussion or decision-making associated with a contracting process with a current or prospective business partner when we are in a position to influence the outcome, if we or any of our immediate family members have an ownership or other financial interest.
- We do not make direct investments in or otherwise maintain any ownership interests in our competitors or current or prospective business partners (any ownership interest held in non-directed investments such as most mutual funds, managed accounts, etc. are excluded).

The Code of Ethics does not cover all potential conflict of interest scenarios; therefore, it is important that we always use good judgment and seek guidance and authorization from management and the Compliance Office, when needed.

Non-disclosure and confidentiality agreements

When dealing with any current or prospective business partner, we never share sensitive information about the Company without first securing appropriate legal protections, such as through a non-disclosure agreement. We consult with the Company's Legal team for direction and guidance as needed.

Contracting and impermissible side deals

All commitments with our current or prospective business partners must be effected through our formal contracting process. We do not enter into any oral or written "side deal" which falls outside of this process. We consult with the Company's Legal team for direction and guidance as needed.

Intellectual property of others

We respect and honor the intellectual property rights of the business associates with whom we do business. We have a duty to maintain the confidentiality of any proprietary information belonging to such business associates, and to access and use such information only as permitted by those business associates. We comply with all applicable patent, trademark and copyright laws when using computer software and printed publications. We consult with the Company's Legal team for direction and guidance as needed.

Bribery, gifts, gratuities, and kickbacks

We do not offer nor accept any bribe, kickback, or other improper payment to or from our clients, vendors, or any other current or prospective business partner. We raise any questions or concerns about gifts, gratuities, or other impermissible payments via one or more of the available reporting mechanisms (as noted above). This means:

- We do not accept/provide any "gift" (e.g. airfare, lodging, meal, entertainment, contribution, benefit, favor or other item of value) from/to any current or prospective business partner where the associated value exceeds what is generally deemed 'nominal or reasonable' under the circumstances, as this could be viewed as unethical and/or influence our ability to be objective in business dealings.
- Cash or its equivalent is never an acceptable gift.
- We refrain from accepting/providing any gift where the details of which if disclosed publicly would embarrass the Company or harm its reputation.
- We politely decline any inappropriate gift or alternatively reimburse others for excessive expenses paid on our behalf.
- We consider whether the frequency and timing of providing/receiving even nominal gifts may create the appearance of impropriety.
- We do not knowingly offer/provide any gift that violates another company's policy.

We consult the Compliance Office for guidance and direction as to appropriateness of business gifts.

Charitable contributions

We obtain Executive Leadership Team approval for any charitable contributions made to our clients or others on the Company's behalf.

False claims

We are committed to following local, State and Federal laws, rules and regulations that address the prevention, detection, reporting, and correction of fraud, waste, and abuse of public funding in the conduct of serving our clients. We report any complaint regarding acts which violate the False Claims Act via one or more of the available reporting mechanisms (as noted above). Any such complaint will be promptly reported, investigated, and remedied, as appropriate and required by law.

Consistent with our No-Retaliation policy, retaliation against a colleague because that individual, in good faith, reported a violation or assisted in a complaint or investigation is strictly prohibited. The False Claims Act also protects colleagues from retaliation resulting from such good faith reporting.

Government relations



From time to time, the Company is audited or investigated by a government authority, such as the Department of Labor, the Internal Revenue Service, the Secretary of Health & Human Services, the Office of Inspector General, the Equal Employment Opportunity Commission, the Office of Federal Contracting Compliance Programs, and various state agencies.

We immediately notify the Legal Department of any subpoena or other request for information received from any government agency.

If any government agent presents in person to any Company office or location, we politely ask them to wait while we contact the Company's Legal team for further instruction. If the government agent refuses to wait as requested, we do not impede their entry, and we immediately contact the Company's Legal team for further instruction.



Engage with nThrive
E-mail brand@nThrive.com

From Patient-to-Payment,SM nThrive empowers health care for every one in every community.SM