

**WEST VIRGINIA UNIVERSITY
PHYSICIANS OF CHARLESTON**

**CORPORATE COMPLIANCE
PLAN**

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CHARLESTON**

CORPORATE COMPLIANCE PLAN

TABLE OF CONTENTS **SECTION**

Compliance Plan OverviewI

Code of Conduct II

- **Purpose**
- **Introduction**
- **Principles & Standards:**

Legal Compliance

- **Anti-Trust**
- **Tax**
- **Fraud/Abuse**
 - **Anti-Kickback Laws**
 - **Prohibition on Self-Referrals (Stark)**
 - **False Claims Act**
 - **Billing in General**
 - **Billing and Coding Specifics**
 - **Write-Offs**
 - **Documentation**
 - **Prohibition on Doing Business with Excluded Individuals**
- **Non-Discrimination**
- **Lobbying & Political Activity**
- **Accuracy & Retention of Records**
- **Licensure & Certification**

Business Ethics

- **Honesty in Communications**
- **No Misappropriation of Proprietary Information**
- **Financial Reports to be Timely & Accurately Made**
- **Control of Funds**
- **New Business Units or Locations**

Confidentiality

- **Patient Information**
- **Proprietary Information**
- **Personnel Actions/Decisions**

Conflicts of Interest

- **Outside Financial Interests**
- **Services for Competitors/Vendors**
- **Participation on Outside Boards of Directors/Trustees**
- **Honoraria**

Business Relationships

- **Gifts & Gratuities**
 - **Gifts From Patients**
 - **Gifts Influencing Decision-Making**
- **Contracting**
- **Business Inducements**

Protection of Assets

- **Internal Control**
- **Financial Reporting**
- **Travel & Entertainment**
- **Personal Use of Corporate Assets Prohibited**

Application of Code of Conduct

- **Applicable to All Employees & Agents**
- **Discipline/Sanctions for Violations**
- **Amendment**
- **Acknowledgment & Certification Form**
- **Employee Investigative and Audit Response Guidelines**

Components of Compliance PlanIII

- A. Compliance Program Administration**
 - **Compliance Officer**
 - **Corporate Compliance Committee**
 - **Policy & Procedures Committee**
- B. Standards and Procedures**
- C. Employee Education/Training**
- D. Queries & Reporting; Open Lines of Communication**
- E. Auditing & Monitoring**
- F. Enforcing Disciplinary Standards**
- G. Responding to Detected Violations**

Compliance Related Policies & Procedures.....IV

- A. Coding & Billing:**
 - **Corporate Compliance Committee Composition & Processes (B-1)**
 - **Billing for CPT Code 99211 (B-2)**
 - **Medicare “Incident To” Billing (B-3)**
 - **Teaching Physician Documentation (B-4)**
 - **Medicare Advance Beneficiary Notices (B-5)**
 - **Documentation Guidelines (B-6)**

- **Internal Audit Processes (B-7)**
- **Fee Reductions (B-8)**
- **Access WVUPC (B-9)**
- **Teaching Physician Requirements: Evaluation & Management Services-Primary Care Exception (B-10)**
- **Student Health Billing Procedure (B-11)**
- **Sanction Screening (B-12)**
- **Mandatory Compliance Training: Enforcement (B-13)**
- **Code of Conduct: Education and Certification (B-14)**
- **Policy & Procedure Development (B-15)**
- **Compliance Hotline Operation (B-16)**
- **Deficit Reduction Act (False Claims Education) (B-17)**
- **Modifier 25 (B-18)**
- **Compliance Reports and Investigations (B-19)**

SECTION I

COMPLIANCE PLAN OVERVIEW

West Virginia University Physicians of Charleston (hereinafter “WVUPC”) is committed to the highest standards of professional ethics and to compliance with all applicable laws and regulations. We recognize that our organization’s academic and health care operations involve significant legal and ethical responsibilities, and we understand that these responsibilities extend to not only our patients, but also to our fellow employees, students, health care partners and to the public at large.

Given the highest level of professional and ethical responsibility which has been entrusted to us, we must consistently demonstrate our commitment to the honesty and integrity of our work. The Board of Directors of WVUPC has, therefore, adopted this Compliance Plan in order to provide compliance assistance and guidance to our employees in order to ensure that our work and the mission of our organization is pursued in an ethical and legally appropriate manner.

Many complex laws and regulations govern the health care industry, and the standards of conduct set forth within this Plan cannot possibly cover every potential legal situation or issue. Consequently, the objective of this Plan is to provide an overview of applicable legal requirements, and to alert employees to the types of conduct which could result in violations of the law.

The provisions of this Plan are mandatory, and violation of the principles and standards set forth herein can result in serious personal and professional consequences. For employees, such consequences may include a variety of disciplinary sanctions up to and including dismissal, as well as possible criminal prosecution. For the WVUPC organization, such consequences may include significant monetary penalties and fines, criminal prosecution, exclusion from the federal health care programs and, of particular importance, loss of our organization’s reputation for professional integrity.

Every employee of the WVUPC organization is encouraged to communicate any compliance concerns or potential violations of this Compliance Plan to the WVUPC Compliance Officer and/or to corporate management. No adverse action or retribution will be taken against any employee who has made a good faith report of any suspected violations or irregularities.

This Compliance Plan has been developed in accordance with the United States Office of Inspector General's (OIG) Compliance Program Guidance for physician practices, and is intended to incorporate, in their entirety, all of the obligations to be fulfilled by the WVUPC corporation as set forth in the Corporate Integrity Agreement ("CIA") entered into by WVUPC with the Office of Inspector General of the United States Department of Health and Human Services on January 27, 2006. Through its implementation, WVUPC seeks to prevent the violation of applicable health care laws and regulations through a variety of measures, including but not limited to education, periodic audit and review, remedial education and disciplinary intervention. This Plan is intended to be a "living" document and will be updated periodically to reflect the most current compliance information available.

This Compliance Program was established by the unanimous vote of the WVUPC Board of Directors on January 22, 2004, and was amended by unanimous vote of the Board on April 27, 2006.

SECTION II

CODE OF CONDUCT

PURPOSE

This Code of Conduct is intended to set forth a non-exclusive summary of guidelines relating to the ethical and legal standards which all WVUPC employees¹ are expected to follow when performing services for or on behalf of our organization.

INTRODUCTION

WVUPC strives to render the highest level of health care services to the patients and families who entrust their health care to us. As a health care organization, we are also committed to the highest standards of professional ethics and to compliance with all applicable laws and regulations. The goals of our Compliance Plan, comprised in part of this Code of Conduct, are twofold: 1) to protect our patients and employees through more effective and efficient compliance efforts and oversight; and 2) to assist faculty and staff with the myriad of complex laws and regulations to which they are subject in a way which facilitates our critical missions. Training and education are key mechanisms for achieving these goals.

This Code of Conduct contains a number of *Principles* which are designed to articulate the compliance policies of WVUPC, and certain *Standards* which are designed to provide additional and more specific guidance regarding each of the stated Principles. All WVUPC employees must familiarize themselves with these corporate compliance Principles and particularly with those Standards which are relevant to their specific employment duties.

The obligations set forth within this Code of Conduct apply to our relationships with our patients, affiliated physicians, residents and students, third-party

¹ As used throughout this document, the term “employee” refers to both WVUPC faculty and WVUPC clinical and administrative support staff.

payors, subcontractors, independent contractors, vendors, consultants, and to one another. Given the number and complexity of the laws which regulate the health care industry, it is impossible to describe within a single document all of the various types of conduct which could potentially lead to legal or ethical violations. Consequently, this Code of Conduct is intended to provide our employees with a general overview of applicable legal requirements, and the various types of conduct which could potentially result in compliance violations. We encourage and expect our employees to consult with the WVUPC Compliance Officer or our Corporate Compliance Committee regarding any compliance related issues, questions or concerns. Employees should feel free to express such concerns without fear of recrimination or reprisal.

After having the opportunity to review this Code of Conduct, all WVUPC employees will be required to sign a “Certification and Agreement of Compliance” relating to the Principles and Standards stated herein. Individually executed certification forms will be maintained by the WVUPC Compliance Officer or his/her designee.

PRINCIPLE 1: LEGAL COMPLIANCE

WVUPC will strive to ensure that all activities by or on behalf of our organization are conducted in compliance with applicable laws.

WVUPC is committed to fostering a working environment in which compliance with applicable laws and sound business practices is woven into our corporate culture. We expect our employees to employ only legitimate competitive practices. We accept responsibility to aggressively self-govern our affairs, and to monitor our adherence to the requirements of the law and to this Code of Conduct.

Employees are required to comply with all applicable laws, regardless of whether or not specifically addressed within this Code of Conduct. If questions arise regarding the existence, interpretation or application of any law, such questions are to be directed to the WVUPC Compliance Officer.

Standard 1.1: **Anti-Trust**

All WVUPC employees must comply with applicable antitrust and similar laws which regulate anti-competitive practices. Examples of conduct which may be violative of such laws include: 1) agreements to fix prices, including price sharing, with competitors; 2) certain exclusive dealing and price discrimination agreements; and 3) unfair trade practices, including bribery, misappropriation of trade secrets, deception and similar practices. Whenever any WVUPC employee is confronted with a business decision which involves the risk of violation of any of these laws, consultation with and advice from the WVUPC Compliance Officer and corporate legal counsel is required.

Standard 1.2: **Tax**

As a non-profit entity, WVUPC is legally and ethically obligated to act in a manner which complies with all applicable laws, including the laws which relate to furtherance of its charitable purposes. Our organizational resources must be utilized in a way which furthers the public good. As a result, WVUPC and its employees must avoid compensation arrangements which are designed to benefit the private or personal interests of any individual, including but not limited to arrangements which are in excess of fair market value.

Standard 1.3: **Fraud/Abuse**

WVUPC is committed to the accurate and proper submission of all insurance claims, including but not limited to those claims submitted to the federal health care programs. WVUPC is also committed to complying with all applicable state and federal laws which relate to the prohibition of fraud and abuse in the health care setting.

1.3.1 **Anti-Kickback Laws:**

Federal laws relating specifically to the Medicare and Medicaid programs prohibit the payment of remuneration, directly or indirectly, to a referral source of Medicare and Medicaid patients, one purpose of which is to induce health care referrals. Therefore, no WVUPC employee shall solicit or receive, or offer to pay or to pay, any

remuneration in any form (including kick-backs, bribes or rebates) in return for the referral of patients.

There are, however, a number of exceptions or “safe harbors” to the federal “anti-kickback” laws which may apply in any given set of circumstances. WVUPC’s Compliance Officer and corporate legal counsel must be consulted to assist in the structuring of, and in the preparation and execution of documentation relating to, legal arrangements between physicians and others with whom a referral relationship might exist.

1.3.2 **Prohibition on Self-Referrals/Stark laws**

Federal laws, known as the “Stark” laws, prohibit a physician from making a referral to an entity with which the physician has a financial arrangement, including a compensation arrangement or ownership interest, unless certain circumstances (safe harbors) are satisfied. Consequently, no WVUPC employed physician may have an ownership or compensation arrangement with another entity to which the physician refers, unless such relationship has been reviewed by the WVUPC Compliance Officer and corporate legal counsel and found to fall within one of the statutory safe harbors.

1.3.3 **False Claims Act**

Federal law prohibits the filing of false claims with the federal health care programs, including but not limited to knowingly filing a claim for services that were not rendered as set forth on the claim form, filing a claim for services that were rendered, but were medically unnecessary, and/or submitting a claim containing information the provider knew to be false. Consequently, all WVUPC employees are expected and required to cooperate fully with all of our organizational efforts which are designed to ensure the accuracy and integrity of our billing operations, including but not limited to routine periodic chart and billing audits, educational programs, and adherence to organizational billing policies and procedures.

No WVUPC employee shall knowingly or with reckless disregard or deliberate indifference file any claim, take any action or commit any behavior which would constitute a violation of the federal false claims laws.

1.3.4 **Billing in General**

Honesty and accuracy in billing and in the making of claims for payment by a federal health care program, or payment by any third party payor, is vital. Each health care professional employed by WVUPC is expected to cooperate with our corporation's correct billing initiatives, and to comply at all times with applicable organizational billing rules and policies.

Specifically, no WVUPC employee shall submit, authorize or sign a false claim for reimbursement in violation of applicable laws and regulations. Claims for the provision of services and/or supplies should only be submitted by the clinical department that generated the charges, unless an alternative billing arrangement has been approved by corporate management.

1.3.4(a) **Billing & Coding Specifics**

WVUPC employees shall refrain from any of the following practices, and will work cooperatively with corporate management, our Compliance Officer, our Billing/Coding Committee, and our Corporate Integrity Committee to identify and to correct any instances in which mistakes have been found to have occurred in any of the following areas:

- Billing for items/services not rendered or provided as claimed;
- Submitting claims for equipment, services and supplies which are not reasonable and necessary;
- Double billing resulting in duplicate payment;
- Billing for non-covered services as if they were covered;

- Billing for services known to be medically unnecessary;
- Knowingly misusing provider identification numbers, resulting in improper billing;
- Unbundling (billing for each component of a service instead of billing or using an all-inclusive code);
- Failing to properly use coding modifiers;
- Requesting additional payments, other than co-payments and deductibles, from a beneficiary;
- Submission of false cost reports;
- Falsely indicating that a particular health care professional attended a procedure, or that services were otherwise rendered in a manner in which they were not;
- Clustering (billing all patients using a few middle levels of service codes, under the assumption that it will average out to the appropriate level of reimbursement);
- Failing to refund credit balances; and
- Upcoding or otherwise knowingly misstating the level of service provided to a patient on a claim form.

1.3.4(b) Notification of Governmental Investigation or Legal Proceeding

Within thirty (30) days after WVUPC becomes aware of any investigation or legal proceeding which has been brought by a governmental entity or its agents involving an allegation that WVUPC has committed a crime or has engaged in fraudulent activities, WVUPC shall notify the OIG, in writing, of such information. The notification required

shall meet all applicable requirements of the CIA entered into by WVUPC with the federal government on January 27, 2006.

1.3.4(c) Reporting of Overpayments and Other Reportable Events

If WVUPC determines (after a reasonable opportunity to conduct an appropriate review or investigation into compliance related allegations), it shall notify the OIG, in writing within thirty (30) days after making such determination, that a Reportable Event has occurred, as that term is defined by the CIA which was entered into by the corporation on January 27, 2006. The corporation's written report to the OIG shall contain all of the information required by the OIG, including but not limited to information regarding whether the event has resulted in an overpayment to WVUPC, and how the overpayment has been corrected, and a description of the actions the corporation has taken to correct the Reportable Event.

1.3.4(d) Write-Offs

WVUPC employees are not permitted to write-off charges for their services, unless the write-off is consistent with applicable state and federal laws and any related guidance issued by the DHHS Office of Inspector General. Examples of impermissible write-offs include, but are not limited to: 1) the routine waiver of co-payments and deductibles (or "insurance only" arrangements); 2) the provision of professional courtesies to referral sources. Permissible waivers include, but are not limited to, waivers based on indigency.

Waivers and write-offs sought to be implemented by any WVUPC employee must be consistent with WVUPC policy and approved by corporate management.

1.3.5 Documentation

Claims for payment will be coded and billed by the WVUPC clinical department generating such claims based upon the documentation contained in the patient's medical record. WVUPC employees must appropriately document the services and supplies provided to, and/or or the diagnosis and treatment rendered to, each patient.

Medical records will be completed accurately and in a timely manner. Medical record documentation must be complete and legible, and records must be retained in a manner consistent with state and federal law, and with WVUPC's records retention policy.

1.3.6 **Prohibition on Doing Business With Excluded Individuals**

Any health care professionals who wish to become employed by, affiliated with, or otherwise do business with WVUPC or any of its clinical departments may not be an individual who has been excluded from participation in the federal health care programs.

Consistent with the terms of the CIA entered into by WVUPC with the OIG on January 27, 2006, corporate management and all clinical departments of WVUPC must, prior to entry into any business, contract or employment relationship, ensure that any individuals who are subject to hire, or with whom corporate management or any clinical department intends to conduct business, are not excluded from federal program participation. With the assistance of the Compliance Officer, the exclusionary listings found at <http://oig.hhs.gov> and <http://epls.arnet.gov> will be checked as part of the hiring or contracting process, and on a regular basis thereafter in accordance with the terms of the corporation's CIA and its own internal policies and procedures.

All persons seeking employment with WVUPC, or seeking to enter into a contract with the corporation, shall be required to disclose whether or not they are ineligible to participate in the federal health care programs for any reason, and shall be required to make immediate and full disclosure to WVUPC in the event of their later debarment, exclusion, suspension or other disqualifying event.

If WVUPC has actual notice that a screened person has become ineligible to participate in the federal health care programs, it shall remove such person from the responsibility for, or involvement with, WVUPC business operations relating to such programs, and shall abide by all other related provisions of its CIA with the federal government relating to such ineligibility.

Standard 1.4: **Discrimination Prohibited**

Fair and equitable treatment of all employees, patients and others is critical to WVUPC's ability to fulfill its mission, vision and goals. To this end, WVUPC and its employees shall treat patients without regard to race, color, religion, sex, ethnic origin, age or disability of such person.

It is the further policy of WVUPC to recruit, hire, train, promote, assign, transfer, layoff, recall and terminate employees as needed based upon such employee's ability, achievement, experience and conduct, without regard to any classification prohibited by law.

WVUPC shall not permit or tolerate any form of harassment or discrimination on the basis of race, sex, color, disability, age, religion, ethnic origin, or any other classification prohibited by law. Any allegation of harassment or discrimination will be promptly investigated and addressed in a manner consistent with applicable WVUPC human resource policies.

Standard 1.5: **Lobbying/Political Activity**

WVUPC expects and requires each of its employees to refrain from any activities which might jeopardize the tax exempt status of our organization, including a variety of lobbying and political activities. The following guidelines apply:

- No individual may make any agreement to contribute money, property or services of any officer or employee of WVUPC, at WVUPC's expense, to any political candidate, party, organization, committee or individual in violation of any applicable law. Employees may, however, personally participate in and contribute to political organizations or campaigns, but only in their individual capacities, and not as representatives of WVUPC. Any such individual contributions must be made with personal funds.
- Where its experience may be helpful, WVUPC as an organization may offer recommendations relating to health care regulation or legislation. Additionally,

WVUPC may, as an organization, analyze and take a public position on issues which have a relationship to our operations and corporate health care mission where such input contributes to the overall understanding of such issues.

- WVUPC has many contacts and dealings with governmental bodies and officials. All such contacts and dealings must be conducted in an honest and ethical manner. No WVUPC employee shall attempt to influence the decision-making process of any governmental body or official through the tender of any improper offer. Any concerns or questions regarding the propriety of a benefit request by a governmental body or official should be addressed with the WVUPC Compliance Officer and corporate counsel.

Standard 1.6: Accuracy & Retention of Records

Each WVUPC employee shares responsibility for the integrity and accuracy of our organization's documents and records in order to comply with applicable regulatory requirements, for quality of care purposes, and to ensure that accurate and complete records are available in the event of litigation.

Employees of WVUPC are specifically prohibited from altering or falsifying any information contained within any patient or business related record or document. All such records and documents shall be maintained and retained in a manner consistent with applicable law and the provisions of the WVUPC records retention policy. No employee may destroy any document generated in conjunction with our professional services except as provided for by law and by organizational policy.

No WVUPC employee, nor any employee of any other organization who renders services in a WVUPC affiliated clinic, may remove an original patient care record or other organizational document from WVUPC premises without the express approval of corporate management. Nor may any individual, employee or otherwise, remove copies of WVUPC records or documents from WVUPC premises or otherwise release copies of such records to any third-party except as required by law and in a manner consistent with organizational policies and procedures.

Standard 1.7: Licensure/Certification

WVUPC employees, and any individuals retained by WVUPC to render services on a contractual basis, who hold any position which requires professional licensure, certification or other specific business credentials, are responsible for maintaining the current status of such credentials, and shall comply at all times with applicable state and federal laws relating to licensure/certification for their respective disciplines. All such employees and contractors shall provide WVUPC with documentary proof of their current licensure prior to commencing work for the organization and thereafter on an annual basis.

PRINCIPLE 2: BUSINESS ETHICS

In furtherance of WVUPC's commitment to the highest standards of business ethics and professional integrity, employees and agents of WVUPC are expected to accurately and honestly represent our organization at all times, and must not engage in any activity or scheme designed or intended to defraud any other person or entity of money, property or honest service.

Standard 2.1: Honesty in Communications

WVUPC requires honesty and candor from our employees in the performance of their responsibilities, and in their communication with others with whom we do business. It is unacceptable for any employee to provide information to any other employee of our organization, or to any of our business partners, which is known or thought to be inaccurate, misleading or incomplete.

Standard 2.2: No Misappropriation of Proprietary Information

WVUPC employees shall not misappropriate confidential or proprietary information which belongs to another person or entity, nor utilize any publication, document, computer program, information or product in violation of the other person's interest in such product or information.

Employees of our organization must not improperly copy, for their own personal use, documents, computer programs or other materials in violation of applicable copyright laws or licensing agreements. Nor shall WVUPC employees utilize confidential business information obtained from competitors, such as customer lists, contracts or other information or documentation in violation of any covenant not to compete, any prior employment agreements, or in any manner reasonably likely to result in an unfair competitive advantage to our organization.

Standard 2.3: **Financial Reports to be Timely and Accurately Made**

WVUPC's corporate management shall ensure that all corporate assets and liabilities are accounted for properly and in a manner which complies with all tax and financial reporting requirements, with Generally Accepted Accounting Principles, and with established WVUPC accounting and financial policies. No false or incorrect financial records shall be made, and all items of income and expense, and all assets and liabilities, shall be accurately and timely entered on the financial records of the WVUPC organization.

WVUPC's business activities result in reimbursement from governmental programs which require the submission of reports relating to the cost of operation, and our employees are expected to fully comply with all federal and state laws relating to the preparation and filing of such cost reports. The laws and regulations which relate to the completion and settlement of cost reports are complex in many respects, and any questions or concerns relating to such reports should be reported to either the Practice Administrator of the clinical department in question, or to the WVUPC Compliance Officer.

WVUPC's accounting department shall adopt guidelines and policies designed to ensure appropriate internal and transactional control. All financial officers and employees must review and comply with such guidelines, policies and procedures as they are developed and implemented.

Standard 2.4: Control of Funds

Each WVUPC department head and practice administrator shall monitor the expenditure of WVUPC funds by persons under his/her authority. Any expenditure or transfer of WVUPC funds shall be made for a valid business purpose, only upon proper authorization, and to the proper recipient.

Standard 2.5: New Business Units or Locations

If WVUPC changes locations or sells, closes, purchases or establishes a new business unit or location related to the furnishing of items or services reimbursable by the federal health care programs, it shall notify the OIG of this fact as soon as possible, but no later than 30 days after the date of change of location, sale, closure, purchase or establishment. The notification to the OIG shall contain all of the information required in the CIA entered into by the WVUPC corporation on January 27, 2006, and each new business unit or location shall be subject to the requirements of that CIA.

PRINCIPLE 3: CONFIDENTIALITY

WVUPC employees shall strive at all times to maintain the confidentiality and privacy of patient and other confidential information in accordance with applicable legal and ethical standards.

WVUPC and its employees are in possession of, and have access to, a broad variety of confidential, sensitive and proprietary information, the inappropriate release of which could be injurious to individuals, to our business partners, and to our own organization. All WVUPC employees are obligated to protect and safeguard confidential, sensitive and proprietary information in a manner which is reasonably calculated to prevent the unauthorized disclosure of information.

Standard 3.1: Patient Information

All WVUPC employees are obligated to maintain the privacy and confidentiality of patient information in a manner consistent with both state and federal

laws, including but not limited to the Health Insurance Portability and Accountability Act of 1996 (“HIPAA”). To this end, employees of WVUPC must refrain from revealing any personal or confidential information relating to patients, except as needed for a legitimate business or patient care purpose in a manner permitted by law. All employees are required to comply with WVUPC privacy policies and procedures. Any and all questions or concerns relating to the confidentiality and privacy of patient information should be addressed with the WVUPC Privacy Coordinator.

Standard 3.2: **Proprietary Information**

Information, ideas and intellectual property of WVUPC are critical to the success of our professional and business endeavors. Information relating to our organization’s competitive position, business strategies, payment/reimbursement information and information relating to contractual negotiations with employees or third parties is protected information and should be shared only with employees having a business need to know in order to perform their job responsibilities. WVUPC employees must exercise care in order to ensure the protection and preservation of our organization’s proprietary information.

Standard 3.3: **Personnel Actions/Decisions**

Salary, benefit and other personal information relating to WVUPC employees is confidential information. Consequently, the contents of personnel files and information, payroll information, disciplinary matters, and other similar personnel information, shall be maintained in a manner designed to ensure confidentiality and compliance with all relevant and applicable laws. Reasonable care must be exercised in order to prevent the release or sharing of information beyond those employees who need access to such information in order to fulfill their job responsibilities.

PRINCIPLE 4: CONFLICTS OF INTEREST

Directors, officers and other key employees of WVUPC owe a duty of undivided loyalty to our organization. Persons holding such positions may not use their positions to profit personally, or to assist others in profiting personally in any way, at the expense of the organization.

All key corporate employees² of WVUPC are expected to conduct their personal activities in such a way as to avoid impropriety, or the appearance of impropriety, which might arise as a result of the influence of such activities upon the business decisions of WVUPC, or as a result of the disclosure or private use of the business affairs or organizational plans of WVUPC.

Standard 4.1: Outside Financial Interests

While not all inclusive, the following will serve as a guide to the types of activities by a key corporate employee of WVUPC which could potentially create a conflict of interest:

- Ownership in, or employment by, any outside concern which does business with WVUPC, excluding stock or investment holdings in a publicly traded corporation;
- Conduct of any business, not on behalf of WVUPC, with any of our vendors, suppliers, contractors, agencies or any of their officers or employees;
- Representation, by a key corporate employee, of a health care organization in any transaction in which such employee, or a household member of such employee, has a substantial personal interest;
- Disclosure or use, by a key corporate employee, of confidential, special or inside information of or about our organization, particularly for the personal profit or advantage of such employee or a member of his/her household;

² “Key corporate employees” as used throughout this Code of Conduct refer to employees whose positions and duties involve the use of discretion, judgment and corporate authority in policy-making, financial and/or administrative decisions and matters.

- Competition with WVUPC, by a key employee of WVUPC, directly or indirectly, in the purchase, sale, or ownership of property or property rights or interests, or business investment opportunities.

Standard 4.2: **Services for Competitors/Vendors**

No key corporate employee of WVUPC may perform work or render services for any competitor of WVUPC outside of the normal course of his or her employment with WVUPC, nor for any organization with which WVUPC does or seeks to do business with, without the express approval of the employee's departmental chair or, for non-departmental employees, the express approval of the Chief Operating Officer. Nor shall any such employee be a director, officer or consultant of any such organization, nor permit his/her name to be used in any fashion in a way which would suggest the existence of a business connection with such outside organization.

Standard 4.3: **Participation on Outside Directorial/Trustee Boards**

Any key employee of WVUPC who seeks to serve as a member of any directorial or trustee board of any organization whose interests may conflict with those of WVUPC must inform and obtain approval from the employee's departmental chair prior to the acceptance or continuation of such service. The following guidelines apply:

- WVUPC employees who are asked to, or who seek to serve on a directorial or trustee board of any organization which would not be expected to impact WVUPC's mission and operations (such as civic, charitable, fraternal and other similar organization) are not required to obtain prior organizational approval.
- All fees or other forms of compensation, other than personal expense reimbursement, which are received by a WVUPC employee for any approved board membership and services, when such services have been provided during the employee's regular work schedule, will be paid over to the WVUPC organization.

- WVUPC retains the right to prohibit membership on any directorial or trustee board where such membership is found to potentially conflict with the interests of the WVUPC organization.
- Questions regarding whether or not a conflict of interest might exist under any given circumstances should be directed to the WVUPC Compliance Officer.

Standard 4.4: Honoraria

WVUPC faculty members are, with the permission of their respective departmental chair, encouraged to serve as faculty or speakers at educational functions and programs, so long as such activities do not interfere with the performance of the faculty member's employment responsibilities to WVUPC. Any honoraria received by WVUPC faculty for any such activities shall be subject to and controlled by the policies of the faculty member's clinical department. Questions regarding the honoraria policies applicable to such activities should be addressed with the chair of the faculty member's clinical department.

PRINCIPLE 5: BUSINESS RELATIONSHIPS

Business transactions with vendors, contractors and other third parties shall be transacted free from offers or solicitation of gifts, favors or other improper inducements in exchange for influence or assistance in a transaction.

Standard 5.1: Gifts & Gratuities

WVUPC intends and desires to preserve and protect its reputation for honesty and integrity, and to avoid the appearance of impropriety with respect to the tender or receipt of gifts and gratuities. The following standards shall be followed:

1.5.1 Gifts from Patients

WVUPC employees are prohibited from soliciting tips, personal gratuities or gifts from patients, and from accepting monetary tips or gratuities. WVUPC employees may accept non-monetary gratuities and/or gifts of nominal value from patients. Questions

regarding the propriety of any given patient gift should be addressed with the WVUPC Compliance Officer.

1.5.2 **Gifts Influencing Decision-Making**

WVUPC employees shall not accept gifts, favors, services, entertainment or other things of value to the extent that decision-making of, or actions affecting, such employee may be influenced.

Standard 5.2: **Contracting**

WVUPC employees may not utilize “insider” information for any business activity conducted for or on behalf of WVUPC. All business relations with contractors must be conducted at arm’s length, and in compliance with all applicable WVUPC policies. Employees must disclose personal relationships and business activities with any outside contractors which could be construed by an impartial observer as having an influence over the employees’ job performance. Employees have a responsibility to obtain clarification from corporate management and the WVUPC Compliance Officer regarding any questionable issues relating to potential conflicts of interest with outside contractors.

Standard 5.3: **Business Inducements**

WVUPC employees shall not seek to gain any advantage through the improper use of payments, business courtesies or other inducements. Offering, giving, soliciting or receiving any form of improper payment or thing of value as a business inducement is prohibited.

Appropriate commissions, rebates, discounts and allowances are customary and acceptable business practices, assuming that they are approved by WVUPC management and do not constitute illegal or unethical payments. Any such payments must be reasonable in value, justified, properly documented, and made to the business entity to whom the original agreement or invoice was made or issued. Such payments should not be made to individual employees.

PRINCIPLE 6: PROTECTION OF CORPORATE ASSETS

All WVUPC employees will strive to preserve and protect WVUPC assets by making prudent and effective use of corporate resources, and properly and accurately reporting financial matters.

The standards set forth below are intended to guide WVUPC employees by articulating our organization's standards as they relate to activities or behaviors which may impact WVUPC's financial health, or which reflect a reasonable and appropriate use of the assets of a non-profit entity.

Standard 6.1: Internal Control

WVUPC has established internal control standards and procedures to ensure that assets are protected and properly used, and that financial records and reports are accurate and reliable. All employees of WVUPC share responsibility for maintaining and complying with internal controls.

Standard 6.2: Financial Reporting

All financial reports, accounting records, research reports, expense accounts, time sheets and other documents must accurately and clearly represent the relevant facts and the true nature of the transaction. Improper or fraudulent accounting, documentation or financial reporting is contrary to the policy of WVUPC, and may be in violation of applicable state and federal law.

Standard 6.3: Travel & Entertainment

Travel and entertainment expenses should be consistent with an employee's job responsibilities, and the needs of our organization. WVUPC employees are not expected to incur financial loss, nor gain, as a result of business travel and entertainment. Employees are expected to use reasonable judgment in the use of WVUPC assets, and should spend corporate assets as carefully and prudently as they spend their own. Employees must comply with all WVUPC policies regarding travel and entertainment expense.

Standard 6.4: Personal Use of Corporate Assets Prohibited

WVUPC employees are expected to refrain from converting assets of the organization to their personal use. All property and business of WVUPC shall be conducted in a manner designed to further our corporate interest, rather than the personal interest of any individual employee. Employees are specifically prohibited from the unauthorized use or taking of WVUPC equipment, supplies, materials or services. Prior to engaging in any activity on company time which will result in remuneration to the employee, or the use of corporate equipment, supplies, materials or services for personal or non-work related purposes, employees must obtain the approval of corporate management.

PRINCIPLE 7: APPLICATION OF CODE TO ALL EMPLOYEES

WVUPC expects each of its employees to abide by the Principles and Standards set forth herein, and to conduct the business and affairs of our organization in a manner consistent with applicable law.

Failure to abide by this Code of Conduct or the guidelines for behavior which are set forth herein may lead to disciplinary action. For alleged violations of the Code of Conduct, WVUPC will weigh all relevant facts and circumstances, including but not limited to the extent to which the behavior was contrary to the express language or general intent of this Code of Conduct, the egregiousness of the behavior, the employee's history with the organization and other relevant factors. Discipline for failure to abide by this Code of Conduct may, in the discretion of corporate management, range from supplemental education to termination.

Nothing in this Code of Conduct is intended to provide, nor should anything contained herein be construed as providing, any additional or supplemental employment or contractual rights for any employees or other individuals.

This Code of Conduct may be modified, amended or altered by the WVUPC Board of Directors at any time, without prior advance notice.



West Virginia University Physicians of Charleston

CERTIFICATION OF RECEIPT OF CODE OF CONDUCT TRAINING

By my signature below, and on the date specified, I certify that I attended the two (2) hour educational session entitled: “Corporate Compliance Plan & Code of Conduct: A Primer for the Faculty, Staff & Associates of WVU Physicians of Charleston.” By my signature below, I also certify that I have received, reviewed and understand the content of the copy of WVUPC’s Code of Conduct which has been provided to me, and agree to abide by its provisions.

Name of Attendee: _____

Title: _____

Department: _____

Date of Training Presentation: _____



West Virginia University Physicians of Charleston

EMPLOYEE INVESTIGATIVE AND AUDIT RESPONSE GUIDELINES

As governmental and public scrutiny regarding compliance with health care laws and regulations increases, the possibility of a governmental investigator or auditor contacting a WVUPC employee at his/her home or place of work increases. The WVUPC organization, through its Board of Directors, encourages each employee who is contacted by a government investigator or auditor to cooperate fully and appropriately. If an employee receives such a visit or is contacted, the following steps are appropriate:

1. Ask the investigator for identification, and check it;
2. Tell the investigator or auditor that it is WVUPC policy that you make two calls. First, call your supervisor or practice administrator, and then contact the WVUPC Compliance Officer, Susan B. Saxe, at (304) 347-1354. In the event that the WVUPC Compliance Officer cannot be reached, Jeffrey K. Matherly, General Counsel for the Corporation should be contacted at (304) 347-1789.
3. You are not legally obligated to talk to an investigator or auditor. Please note that WVUPC does not seek to instruct you one way or the other, but wishes for its employees to understand that there is no legal obligation to talk with governmental investigators or auditors. Consequently, you may request that the interview not occur and/or be terminated until such time as an attorney of your choice is present.
4. You are not authorized to give an investigator or auditor WVUPC documents (including any documents that you prepared at work) without a properly issued court order. Any request for documents should be reported to the WVUPC Compliance Officer and corporate General Counsel;
5. Search Warrants: If a governmental investigator presents a search warrant to you, you may not prohibit the search. However, you should follow the steps outlined above regarding immediate notification to your supervisor, WVUPC's Compliance Officer and General Counsel. Request that the investigator provide you with a copy of the search warrant, and make a log of any and all documents taken, and copies of all such documents if at all possible, prior to their removal;
6. Subpoenas: If an investigator presents a subpoena for corporate documents and records, you are generally not required to produce or provide the documents immediately. The subpoena should be provided to your supervisor, who will then consult with the

WVUPC Compliance Officer and General Counsel regarding the necessary response and document production.

SECTION III
COMPLIANCE PLAN COMPONENTS

Component A: Compliance Program Administration

1. Compliance Officer:

WVUPC shall appoint an individual to serve as its Director of Corporate Compliance and Regulatory Affairs (hereinafter “Compliance Officer”) for a period of no less than the three (3) year duration of the Corporate Integrity Agreement (“CIA”) entered into by the corporation with the Federal government on January 27, 2006. The appointed individual shall be responsible for developing and implementing policies, procedures, and practices designed to ensure compliance with the requirements set forth in the CIA and with Federal health care program requirements. The Compliance Officer shall be a member of senior management of WVUPC, shall make periodic (at least quarterly) reports regarding compliance matters directly to the Board of Directors of WVUPC, and shall be authorized to report on such matters to the Board of Directors at any time. The Compliance Officer shall not be subordinate to the General Counsel, Director of Legal Affairs, or Chief Financial Officer of the WVUPC corporation. The Compliance Officer shall be responsible for monitoring the day-to-day compliance activities engaged in by WVUPC as well as for any reporting obligations created under the corporation.

WVUPC shall report to the Office of Inspector General, in writing, any changes to the identity or position description of the Compliance Officer, or any actions or changes that would affect the Compliance Officer’s ability to perform the duties necessary to meet the obligations in the corporation’s CIA, within fifteen (15) days after such a change.

The appointment of the WVUPC Compliance Officer shall be made by the WVUPC Board of Directors, with advice and input of the Chief Operating Officer of the organization.

1a. Qualifications of Compliance Officer

The WVUPC Compliance Officer shall have the following qualifications:

1. Effective analytical skills required to oversee and assess regulatory monitoring;
2. Effective public speaking skills and the ability to articulate complex regulatory information in understandable terms;
3. Effective interpersonal skills required to work with WVUPC officers and employees, as well as third-party individuals and organizations with whom our organization conducts business;
4. Effective organizational and planning skills, and the ability to handle multiple tasks simultaneously;
5. Effective writing skills; and
6. A thorough understanding of the laws and regulations which apply to areas covered by the WVUPC Compliance Plan.

1b. Responsibilities of Compliance Officer

The WVUPC Compliance Officer shall be responsible for implementing, coordinating and monitoring this Compliance Plan. The duties of the position include, but may not be limited to the following:

- Oversight and coordination of the implementation of all elements of the Plan, in cooperation and collaboration with corporate management, the Corporate Compliance Committee, , and the Board of Directors;
- Provision of guidance to WVUPC management, departmental chairs, faculty, practice administrators and staff in the prevention and detection of, and corrective responses relating to, corporate compliance issues;

- Identification of WVUPC functions and routine business practices which require focused compliance training and monitoring;
- Development and implementation of processes by which this Plan, and any amendments thereto, are communicated and made available to all WVUPC personnel;
- Provision of information, guidance and resources to WVUPC employees on matters relating to corporate compliance;
- Implementation of processes relating to routine, periodic compliance reviews of organizational standards, procedures and billing practices;
- Monitoring developments and changes in statutes, judicial rulings, and rules and regulations which affect corporate compliance requirements, communicating such changes to the appropriate organizational officers and employees, and assistance with remedial activities whenever appropriate;
- Provision of recommendations and assistance to WVUPC clinical departments regarding their compliance efforts and initiatives;
- Development of processes and methods by which WVUPC employees may make anonymous and confidential reports regarding areas covered by this Plan;
- Preparation and maintenance of records relating to the implementation and progress of this Plan;
- Preparation and submission of periodic reports, no less than quarterly, to the Board of Directors, regarding compliance related initiatives and activities;

- Facilitating and assisting with any necessary investigations of potential compliance violations, in coordination and consultation with corporate legal counsel;
- Monitoring and responding to any inquiries, concerns and/or reports of possible compliance violations;
- Collaboration with WVUPC's Corporate Compliance Committee, corporate management and the Board of Directors to ensure that compliance related matters are timely and properly addressed in a manner consistent with applicable law;
- Collaboration with corporate management, the WVUPC Corporate Compliance Committee, and the WVUPC Board of Directors, in the development and implementation of appropriate compliance related training programs for WVUPC employees and representatives.

2. Corporate Compliance Committee

The WVUPC organization shall appoint a Compliance Committee to assist and support the Compliance Officer in fulfilling his/her responsibilities and in providing advice and guidance to the Board of Directors on compliance related issues and matters. The Compliance Committee shall, at a minimum, include the Compliance Officer and other members of senior management as necessary in order to meet the requirements of the corporation's Corporate Integrity Agreement ("CIA") with the Federal government. Representatives from all relevant departments of the WVUPC organization, including billing, clinical, human resources, audit and operations shall be appointed to the Committee.

The Compliance Committee's role and responsibility shall include, but not be limited to, the rendition of assistance to the Compliance Officer and the Board of Directors in the analysis of organization risk areas, areas for which policy and procedure

development are needed, general oversight of the monitoring of internal and external audits, and assistance and input relating to any compliance related investigations and appropriate remedial responses.

The Compliance Committee shall be chaired by the Compliance Officer who shall also serve as a member of the Committee. The Compliance Committee shall also be comprised of the following representatives

- The Chief Operating Officer of the WVUPC corporation;
- Four (4) members of the clinical faculty of the WVUPC corporation, to be appointed by the WVUPC Chair of the Board of Directors, with the advice and input from the Compliance Officer and the Chief Operating Officer;
- Two (2) Practice Administrators to be appointed by the Chair of the Board of Directors, with advice and input from the Compliance Officer and the Chief Operating Officer;
- Two (2) members of the departments of Revenue Cycle and/or internal auditing & monitoring staff to be appointed by the Chair of the Board of Directors, with advice and input from the Compliance Officer and the Chief Operating Officer;
- One (1) representative from the Department of Human Resources, to be appointed by the Chair of the Board of Directors, with advice and input from the Compliance Officer and the Chief Operating Officer of the corporation; and
- One (1) representative from the Department of Information Technology, to be appointed by the Chair of the Board of Directors, with advice and input from the Compliance Officer and the Chief Operating Officer of the corporation.

The Corporate Compliance Committee shall meet at such times and at such frequency as directed by the Compliance Officer or as requested by any of its members in order to conduct compliance related business. Reports relating to the meetings, work and

recommendations of the Committee shall be prepared and provided to the Board of Directors for review upon request.

All committee proposals for formal action relating to corporate compliance issues or concerns shall be presented to the Board of Directors for consideration and majority vote.

3. Billing & Revenue Cycle Committee

WVUPC shall also establish and maintain a Billing & Revenue Cycle Committee to work cooperatively with the WVUPC Compliance Officer and Corporate Compliance Committee on billing and related compliance issues, including but not limited to the rendition of input and assistance to the Compliance Officer as needed in the development of compliance related policies and procedures, and in the development and implementation of corporate processes relating to internal auditing and monitoring.

3a. Purpose of Committee

Accuracy and integrity in corporate billing matters, including correct coding, is critical to the success of this Compliance Plan. Given the highly technical nature of billing and coding issues, the insight and expertise of a committee of certified coders and administrators from a cross section of the WVUPC organization, acting in collaboration and cooperation with corporate management and the WVUPC Compliance Officer, will benefit the development and implementation of technically correct and legally compliant organizational billing, and coding and compliance related policies and procedures, and in communicating relevant updates and/or changes in federal health care program billing rules to all relevant components of the corporation.

The Billing & Revenue Cycle Committee will also assist the Compliance Officer in the implementation of an effective system of internal monitoring and auditing,

and will render assistance and support to the Compliance Officer and/or his or her designee, upon request, in the performance of such auditing activities and in any post-audit remedial activities.

3b. Composition of Committee & Related Processes

The WVUPC Billing & Revenue Cycle Committee shall be comprised of the following:

- The Chief Operating Officer of WVUPC;
- The Compliance Officer of WVUPC;
- The Practice Administrator or a designee of the Practice Administrator from each of the clinical departments of WVUPC ;
- One certified coder from each clinical department; and
- The WVUPC Revenue Cycle Administrator.

The Billing & Revenue Cycle Committee shall address particular billing, coding and related compliance policy issues and concerns which are brought before it for consideration, and shall also assist the Compliance Officer, upon request, in the formulation of compliance related policies and procedures on any identified areas of risk for presentation to, review by, and approval of the WVUPC Board of Directors. The Committee shall also, at the direction of the Compliance Officer, communicate relevant changes or updates in federal health care billing rules and requirements to their respective departments on a regular basis.

The Billing & Revenue Cycle Committee shall meet at such times as deemed necessary by the WVUPC or Compliance Officer, and pursuant to any relevant policies and procedures as may be adopted by the Board of Directors.

Component B: Policies and Procedures

WVUPC shall implement written policies and procedures regarding the operation of its compliance program and regarding its compliance with Federal health care program requirements. Such policies and procedures shall be maintained as part of this Compliance Plan and shall include, but not be limited to, the subjects contained in the WVUPC Code of Conduct, and the proper billing and coding of claims submitted to all Federal health care programs.

Once formally adopted by the WVUPC Board of Directors, all compliance related policies and procedures shall be placed upon the WVUPC compliance website (www.wvupc.org/compliance) for access by all WVUPC employees and other relevant associates. Such policies and procedures shall also be incorporated within and made part of this Compliance Plan.

On at least an annual basis, WVUPC shall review and update its compliance related Policies & Procedures. New or revised policies and procedures shall be made available to all individuals whose job functions related to those policies and procedures, and shall be placed on the WVUPC compliance website.

Component C: Education and Training

1. Generally

Education and training are critical to the success of the WVUPC Compliance Plan, and are the primary mechanisms for preventing and correcting compliance related errors and issues. When conducting compliance training, WVUPC will strive for two fundamental goals: 1) Providing all employees with training on how to perform their jobs in compliance with any applicable state or federal regulations; and 2) Ensuring that each employee understands that compliance with applicable laws is a condition of continued employment.

WVUPC management, departmental chairs and practice administrators will assist the Compliance Officer and other staff who are involved in the educational process by: 1) identifying areas which require training; 2) supporting the training process by enforcement of attendance requirements through appropriate disciplinary sanctions whenever necessary.

The Compliance Officer will be actively involved in the design and implementation of all compliance related training and educational programs. The WVUPC Corporate Compliance Committee and corporate leadership will, in collaboration and cooperation with the Compliance Officer, assist in the planning and implementation of appropriate educational and training programs.

2. Mandatory Training

A training program specific to the areas and issues covered by this Compliance Plan will be developed and implemented, and will be mandatory for all WVUPC employees and other covered/relevant covered persons as such categories of persons are defined by the terms of the CIA entered into with the federal government on January 27, 2006. Such training shall be provided within the time frames provided for in the CIA and as set forth in corporate policy. A form signifying completion of mandatory compliance training must be signed by each WVUPC employee and maintained within the employee's personnel file. A form signifying completion of mandatory compliance training must be signed by each of the corporation's covered/relevant covered persons upon their timely receipt of such training as required by the terms of the CIA and corporate policy, and shall be maintained by the Compliance Officer or his/her designee.

Training programs relating to other specific compliance related issues and concerns, including but not limited to billing and coding issues, specific federal regulatory provisions, and patient privacy and confidentiality, will also be part of the required educational programming for WVUPC employees. All employees employed as of April 14, 2003, and all new employees hired thereafter, will be required to participate in basic

training regarding the provisions of the Health Insurance Portability and Accountability Act of 1996 (“HIPAA”).

An employee’s failure to attend a mandatory training session without cause and without the approval of corporate management may subject that employee to corrective action. The WVUPC supervisor or managerial employee responsible for ensuring attendance at any mandatory organizational compliance training session will maintain records regarding employee and/or covered/relevant covered person attendance, and will forward copies of such records to the WVUPC Compliance Officer upon request.

As determined to be necessary from periodic audits and other forms of compliance-related review, remedial education and training will be provided as directed by the Compliance Officer and/or the Corporate Compliance Committee. New or revised policies and procedures relating to compliance requirements will be communicated by the Compliance Officer to the practice administrators of each clinical department for distribution to all relevant employees and covered/relevant covered persons.

Component D: Queries and Reporting; Open Lines of Communication

Open lines of communication are critical to the success of this Compliance Plan. WVUPC employees are expected to report conduct known to them which a reasonable person would, in good faith, believe to be erroneous or fraudulent. Failure to report erroneous or fraudulent conduct is a violation of this plan.

WVUPC employees are also expected and encouraged to question any activities which they are concerned may differ in some material way from the legal parameters set forth within this Plan, and from the policies and procedures which are developed, adopted and implemented by the WVUPC Board of Directors. Good faith reporting of conduct which a reasonable person would believe may be erroneous or fraudulent will not subject the reporting employee to any form of retribution relating to his or her employment.

To facilitate and encourage open lines of communication between employees and WVUPC management on compliance related issues and concerns, employees are encouraged to report any such issues and concerns to the WVUPC Compliance Officer. A form is attached to this Code of Conduct which may be submitted for this purpose, anonymously if preferred. The form, when completed, should be forwarded to the WVUPC Compliance Officer at the following address: Susan B. Saxe, R.N., J.D., Director of Corporate Compliance and Regulatory Affairs, West Virginia University Physicians of Charleston, 3110 MacCorkle Avenue, S.E., Charleston, West Virginia, 25304.

All persons may also utilize the Compliance Hotline which has been established by the WVUPC corporation for the reporting of compliance related concerns or complaints, anonymously if preferred. Calls to the Compliance Hotline should be as specific as possible to allow for a meaningful review of the concerns or complaints being reported, and the identity of any persons utilizing the Hotline will be protected to the extent requested, subject to the corporation's obligation to comply with all relevant provisions of law. In the Charleston, West Virginia area, the WVUPC Compliance Hotline may be accessed at (304) 556-3807. Outside the local area, such calls may be made on a toll-free basis to (800) 566-1483.

The Compliance Officer or his/her designee shall maintain a disclosure log which shall include a record and summary of each disclosure received (whether anonymous or not), the status of the respective internal review, and any corrective action taken in response to the internal review. The disclosure log shall be made available to the OIG upon request.

Compliance related guidance will also be provided by the Compliance Officer and/or WVUPC Corporate Compliance Committee to any departmental chair or practice administrator who seeks information or direction on any issues relevant to compliance. Requests for such information or direction should be directed to the Compliance Department for review and appropriate follow-up.

Component E: Auditing and Monitoring

1. Generally

Monitoring and auditing are critical to the success of our compliance efforts, in that such activities will enable us to identify conduct or behavior which may violate applicable laws, and/or any weaknesses or errors in our claim development and submission. Regular monitoring and auditing, properly executed, will also enable us to appropriately target and measure the effectiveness of our policy/procedure development, the success of our educational efforts relating to compliance issues, and the appropriateness of any corrective action which has been implemented.

WVUPC will utilize an ongoing integrated evaluation process, designed to ensure that our organizational standards and procedures are current and accurate, and that our compliance program is working. Our objective is to perform three types of reviews: 1) standards and procedures review; 2) claims submission reviews in accordance with the Office of Inspector General (“OIG”) guidance; and 3) Health Insurance Portability and Accountability Act of 1996 (“HIPAA”) compliance audits.

2. Standards & Procedures

WVUPC shall, through the efforts of its Compliance Officer and Corporate Compliance Committee, review and update this Plan, including the employees’ Code of Conduct and all compliance related policies and procedures, on at least an annual basis and more frequently as necessary to accommodate relevant changes in applicable law. Standards, policies and procedures which are found to be outdated or inaccurate will be modified and/or updated to reflect changes in governmental regulations and compendiums generally relied upon by providers and insurers, including but not limited to any changes in the Current Procedural Terminology (CPT) and International Classification of Diseases, 9th revision, Clinical Modification (ICED-9-CM) Codes.

3. Claims Submission Reviews

WVUPC shall implement a periodic review of claims submitted to federal health care payors. Our objective is to determine the following for both professional and technical component billing activity:

- That bills are coded accurately, and accurately reflect the services provided in the medical record;
- That documentation is being completed correctly in accordance with federal guidelines and rules, including those rules relating to supervising physicians in teaching settings;
- That “incident to” billing is reported accurately;
- That services or items provided are reasonable and necessary;
- That incentives for unnecessary services do not exist;
- That claims for clinical and diagnostic laboratory services are accurately and timely processed.

Claims submission audits will be conducted by a certified professional coder to be appointed annually by the COO, with the advice and input of the Compliance Officer. The number of claims reviewed per provider shall be determined according to internal review procedures developed by the WVUPC Compliance Officer, taking into account the recommendations of the Office of Inspector General of the United States Department of Health & Human Services in its compliance program guidance for physician practices.

A randomly selected number of medical charts will be reviewed by the internal auditor for each WVUPC provider who has been assigned a provider number by the federal health care programs, and for those members of the corporation’s coding and billing staff who are designated for review by the Compliance Officer, with advice and input from the staff member’s clinical department.. Such reviews will occur on at least an annual basis to ensure that coding has been performed accurately and that all other applicable billing related requirements have been followed. The sample selection will be

made in a manner consistent with claims submission review processes developed and implemented by the WVUPC Compliance Officer, and in a manner which will provide a consistent methodology for selecting and examining records and claims on a regular and ongoing basis.

Errors or irregularities found as a result of internal claims submission reviews shall be reported within fifteen (15) days of the conclusion of the records review to the Faculty Chair and Practice Administrator of the Clinical Department to which the provider or staff member belongs, and to the WVUPC Compliance Officer.

If it is determined that any error or irregularity has been caused by improper procedures, misunderstanding of the rules, or other systematic problems, the Compliance Officer, in consultation with the Corporate Compliance Committee and corporate legal counsel, shall take immediate steps to correct the problem. Any identified risks or areas of potential billing vulnerability will be handled as follows:

- Education will be provided to the department, provider(s) and/or appropriate staff member(s) as needed;
- A follow-up review will be performed at an interval consistent with the direction of the Compliance Officer and/or Corporate Compliance Committee;
- When indicated, repayment will be made;
- When indicated, disclosures of any identified irregularities or errors will be reported pursuant to governmental self-disclosure protocols; and
- Information relating to any reported violations will be preserved, along with the providers response to and solution for the issue presented.

4. Internal Review Organization Audits

Consistent with the provisions of the CIA entered into by and between the WVUPC corporation and the federal government on January 27, 2006, the corporation will engage the services of an Independent Review Organization (“IRO”) to assist it in evaluating the

accuracy of the claims which the corporation has submitted to the federal health care programs and, when required by the terms of the CIA, the sufficiency of the organizational systems in place to ensure accurate claim submission. Such IRO reviews shall take place on an annual basis, and shall be conducted in a manner consistent with the requirements of the CIA. The IRO selected to perform these reviews shall be subject to the approval of the OIG, and the annual reviews performed by any such approved IRO shall comply in all respects with all applicable terms and requirements of the CIA.

5. HIPAA Audits

Periodically, but no less often than annually, internal audits will be performed by the WVUPC Compliance Officer/Privacy Coordinator, in cooperation and collaboration with corporate management, regarding our compliance with HIPAA's administrative simplification provisions, including but not limited to the privacy regulations set forth at 45 C.F.R. Parts 160 and 164.

Component F: Enforcement of Disciplinary Standards

WVUPC expects and requires its employees to carry out their duties for our organization in a manner consistent with this Compliance Plan. Conduct that does not comply with this Plan is 1) not authorized by WVUPC; and 2) may subject the employee to corrective disciplinary action up to and including termination. Such corrective discipline may also apply to any WVUPC supervisory employee who directs or approves an employee's improper actions, is aware of the improper actions but does not take appropriate corrective action, or otherwise fails to exercise appropriate supervision. Any violation of applicable law or deviation from the standards of conduct set forth within this Compliance Plan will subject an employee to corrective action, including but not limited to the following:

- Mandatory training;

- Counseling with the WVUPC Compliance Officer;
- Demotion;
- Suspension;
- Suspension of billing privileges; and/or
- Termination of employment.

In assessing disciplinary sanctions, mitigating or aggravating circumstances will be taken into account. Mandatory training and/or counseling will be the preferred corrective action, and will be utilized whenever appropriate. Other, more severe, corrective action will be used only in those egregious circumstances in which the violation was knowing, willful or reckless, or is found to be part of a pattern of disregard of the law, WVUPC policy, or the provisions of this Compliance Plan.

To ensure that all employees are adequately informed of their obligations under this Plan, and of the sanctions for non-compliance, WVUPC will distribute to all employees a letter from the President and Chief Executive Officer of the corporation which summarizes our organization's commitment to legal compliance, and which contains information relating specifically to the Code of Conduct contained herein. Human Resources will assist the Compliance Officer in the distribution of the Code of Conduct to new employees within thirty (30) days of their date of hire, and upon such other dates for existing employees as may be necessary to communicate any material modification to the Code or to comply with the terms of the corporation's CIA.

Employees will, as a condition of employment, be required to provide written acknowledgement of receipt of the Code of Conduct by executing a "Certification of Receipt of Code of Conduct Training." Employees will be periodically reminded of their obligations under this Compliance Plan, and of their duty to report suspected violations of the Plan and of applicable statutes and regulations.

Component G: Responding to Detected Offenses

When any report of suspected violation of this Compliance Plan or the laws which form the basis for it is made, the WVUPC Compliance Officer will promptly initiate a preliminary review of such report or allegation.

If the Compliance Officer reasonably determines that an internal investigation of the alleged misconduct is necessary, the Compliance Officer will consult and collaborate with the WVUPC Corporate Compliance Committee in the planning and facilitation of such investigation. General Counsel to the WVUPC organization will also be informed, and will render advice and assistance as needed.

Any internal investigation which becomes necessary in order to evaluate compliance with this Plan and all applicable laws shall be completed with both diligence and dispatch. The time for completion of such investigation will necessary depend upon the complexity and severity of the allegations or reported misconduct, the duration of the alleged misconduct, and other relevant circumstances.

The Compliance Officer will take appropriate steps to secure relevant documents and other evidence pending the completion of such investigation. Employees whose conduct is the subject of any reported compliance violation and who are under investigation may be removed from their current work activity and placed on temporary leave pending completion of the investigation in a manner consistent with WVUPC employment policies and procedures.

All internal investigations will be conducted in a manner consistent with the advice of corporate General Counsel, and the results thereof will be reported by the Compliance Officer to the Corporate Compliance Committee, to the Chief Operating Officer, and to the Board of Directors for formulation of an appropriate plan of corrective action.

SECTION IV

COMPLIANCE RELATED POLICIES & PROCEDURES

(SEPARATE DOCUMENTS APPENDED)