



NHP Governance Plan

State Fiscal Year
2025-2026

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MESSAGE FROM THE CEO

Dear Colleagues, Partners, and Stakeholders,

At Northeast Health Partners (NHP), our commitment to integrity, accountability, and transparency serves as the foundation of how we operate and deliver on our mission. As a managed care organization entrusted with the health and well-being of our members, we understand the critical importance of strong governance structures that safeguard public trust and promote ethical conduct at every level of our organization.

This Governance Plan reflects our organization's dedication to principled leadership and oversight. It outlines the policies and procedures we follow to ensure that our Board of Directors, leadership team, and operational units are aligned in our approach to conflict of interest, compliance, and accountability.

As we continue to navigate an increasingly complex healthcare landscape, it is more important than ever that we remain vigilant in our responsibility to uphold sound governance practices and ensure compliance with applicable laws and regulations. We strive to ensure that every decision made is grounded in fairness, equity, and the best interests of the individuals and communities we serve.

I want to thank our leadership, board, and staff for their continued commitment to excellence in governance. Your shared dedication ensures that NHP remains a trusted steward of the public resources we manage and a valued partner in delivering quality care.

Sincerely,

Kari Snelson

Kari Snelson
Chief Executive Officer
Northeast Health Partners
RAE Region 2

GOVERNANCE OVERVIEW

Northeast Health Partners (NHP) is committed to improving the health and well-being of the members we serve by advancing access to high-quality care and operating with integrity. As part of our responsibility to the members we serve, we uphold strong standards of governance and work to ensure that all decisions are made in the best interest of our members. This includes being transparent, accountable, and proactive in identifying and addressing conflicts of interest.

To support this commitment, NHP has implemented a multi-faceted Conflict of Interest framework that applies to our Board of Directors, employees, advisory councils, providers, and vendors. This framework includes formal policies and procedures, training, required disclosures, and mechanisms for resolving conflicts in a timely and ethical manner.

STRUCTURE

BOARD OF DIRECTORS

NHP is governed by a Board of Directors that plays a critical role in guiding the organization's mission, ensuring ethical oversight, and maintaining compliance with state and contractual requirements. The Board is structured to balance the expertise of founding members with the independence of disinterested representatives, reinforcing NHP's commitment to impartial governance.

The NHP Board consists of eight members: four Founding Directors, each representing one of the four Founding Organizations, and four Disinterested Directors, representing the community and inclusive of Members, who are not employed by, nor provide direct services to, any provider organization. This structure was intentionally designed to support neutrality in oversight and decision-making, and to align with the requirements of the Medicaid contract. At present, the Board does not have any actual or perceived Conflicts of Interest based on the criteria set forth in the contract.

NHP's governance practices are reinforced through formal policies, clear delineation of responsibilities, and regular engagement with the Colorado Department of Health Care Policy and Financing. The Board remains committed to strong, mission-driven leadership and the continuous evaluation and refinement of governance practices to meet and exceed expectations.

In alignment with Colorado Revised Statutes § 25.5-5-402, effective January 1, 2023, NHP complies with specific Conflict of Interest safeguards applicable to Managed Care Entities. The Board may not have more than fifty percent (50%) of its members be contracted providers. Board members who are also contracted providers are prohibited from having control, influence, or decision-making authority over the development or administration of the provider network. Additionally, NHP is required to report quarterly to the Colorado Department of Health Care Policy and Financing the number of provider applicants denied network participation, along with a comparison of rate ranges between providers with and without Board membership in NHP. Except in the roles of Chief Clinical Officer or Utilization Management Director, individuals may not

be employed simultaneously by NHP and a contracted provider. These requirements further strengthen NHP's commitment to impartial governance, accountability, and transparency in network management.

SENIOR LEADERSHIP

NHP is led by a multidisciplinary senior leadership team responsible for guiding the organization's operations, strategic direction, and compliance with state, federal, and contractual requirements. The team brings together expertise in clinical care, behavioral health, finance, data and technology, quality improvement, population health, and provider and community engagement.

The Chief Executive Officer, who also serves as the Program Officer, provides overall leadership for the organization and serves as the primary liaison to the Colorado Department of Health Care Policy and Financing. The leadership team includes roles such as Chief Financial Officer, Chief Operating Officer, Chief Behavioral Health Officer, and Chief Clinical Officer, as well as directors and managers overseeing core functions like care coordination, quality management, regional contracting, provider relations, health information technology, and compliance.

Leaders across the organization work collaboratively to ensure effective program implementation, support a culture of accountability and ethics, and drive continuous improvement across service lines. As part of their responsibilities, senior leaders are also expected to uphold the organization's Code of Conduct, disclose any potential Conflicts of Interest, and model the ethical standards and transparency required of all NHP personnel. Their efforts are aligned with NHP's mission to meet the needs of the communities served and fulfill its responsibilities as a Regional Accountable Entity.

CONFLICT OF INTEREST MANAGEMENT

NHP maintains a comprehensive approach to identifying, disclosing, and managing Conflicts of Interest to protect the integrity of its operations and ensure decisions are made in the best interests of the communities it serves. NHP's Conflict of Interest Policy (see Appendix A) outlines expectations for all Board members, officers, and staff to avoid actual or perceived conflicts that could compromise their objectivity or loyalty to the organization. The policy requires individuals to disclose any personal, financial, professional, or fiduciary interests that may intersect with NHP's business or decision-making processes. To support transparency and accountability, the following practices are in place at NHP:

- As part of the onboarding process, new Board members and staff are required to complete the Conflict of Interest Disclosure Form and attestation.
- All Board members and staff complete an annual Conflict of Interest Disclosure Form (see Appendix B) and sign an attestation affirming compliance with NHP's policy.
- Both Board members and staff receive training on conflicts of interest at onboarding and annually thereafter to reinforce expectations and ensure consistent understanding of responsibilities.

- Individuals must disclose any new or emerging conflicts as they arise throughout the year.
- When a conflict is identified, appropriate mitigation strategies are implemented, including recusal from related discussions and decision-making.
- Disclosures are reviewed by the Compliance Officer and, when necessary, escalated to the Board for further action.

The Board of Directors adheres to these standards as part of its formal governance responsibilities. When a Board member is also a Medicaid provider or has a closely affiliated interest, they are required to recuse themselves from any vote or discussion that may present a conflict. This ensures that Board decisions remain objective, impartial, and aligned with contractual and regulatory expectations.

CODE OF CONDUCT AND ETHICAL STANDARDS

NHP maintains two formal Codes of Conduct—one for staff and affiliated personnel, and another for Board members—each designed to uphold ethical behavior, legal compliance, and the highest standards of professional integrity across the organization.

The Code of Conduct for staff (see Appendix C) and affiliated personnel outlines expectations related to compliance with laws and regulations, confidentiality, member-centered care, Conflict of Interest, professional conduct, equity, financial integrity, and environmental responsibility. All employees are required to review the Code of Conduct during onboarding and on an annual basis thereafter. Contractors and affiliates are expected to adhere to the principles outlined in the Code to the extent applicable to their role and relationship with NHP. The Code is reinforced through training and integrated into ongoing compliance and performance expectations.

The Code of Conduct for the Board of Directors (see Appendix D) establishes ethical guidelines specific to the governance role of Board members, including provisions on accountability, professional excellence, confidentiality, Conflict of Interest, and collaborative decision-making. Board members are expected to act in the best interest of NHP, adhere to policies and bylaws, and model behavior that reflects the organization's mission and fiduciary responsibilities. Board members are required to review the Code of Conduct during onboarding and on an annual basis thereafter.

Together, these Codes of Conduct support NHP's commitment to a culture of ethics, transparency, and responsible stewardship. They serve as a foundation for individual and organizational accountability and provide clear standards for reporting, addressing, and mitigating misconduct or Conflicts of Interest.

PREVENTION AND REPORTING MECHANISMS

NHP promotes a culture of compliance, transparency, and ethical conduct through clearly defined prevention and reporting practices. These practices ensure that staff and leadership understand their obligations, can identify potential issues early, and have accessible, confidential ways to report concerns without fear of retaliation. As

part of NHP's onboarding and ongoing compliance efforts, all staff are required to review the following documents:

- Compliance Plan
- Governance Plan
- Conflict of Interest Policy
- Conflict of Interest Disclosure Form
- Staff Code of Conduct

These materials are reviewed during onboarding and on an annual basis thereafter to ensure consistent awareness of expectations and responsibilities. Board members are required to review and acknowledge the applicable Code of Conduct and Conflict of Interest Policy, and complete the Conflict of Interest Disclosure Form during onboarding and on an annual basis thereafter.

NHP provides multiple channels for reporting concerns, all of which are outlined in the organization's Compliance Plan. These include the following:

- A confidential compliance hotline (855-267-5989)
- A dedicated compliance email address (compliance@nhpllc.org)
- Direct communication with the Compliance Officer or designated compliance staff

Reports may involve potential violations of law, policy, the Code of Conduct, or any suspected misconduct. All concerns are taken seriously and are reviewed promptly and objectively. Individuals who report in good faith are protected from retaliation under NHP policy.

The Compliance Office is responsible for the oversight of prevention and reporting efforts. This includes maintaining and updating key compliance policies, receiving and investigating reports, coordinating mitigation or remediation when necessary, and advising leadership and the Board on compliance-related trends and risks. Through this structure, NHP ensures that prevention and accountability mechanisms are not only available, but actively maintained and enforced.

SUBCONTRACTOR AND PROVIDER NETWORK OVERSIGHT

NHP recognizes that its success as a Regional Accountable Entity relies on strong, transparent relationships with both subcontractors and network providers. Subcontractors perform delegated administrative or operational functions on behalf of NHP under formal agreements that include oversight requirements. In parallel, network providers deliver clinical services directly to members as part of NHP's provider network and are subject to credentialing, monitoring, and performance expectations consistent with state and federal Medicaid standards.

To uphold ethical standards and regulatory compliance, NHP maintains robust oversight of its subcontracted functions. All subcontractors performing work under

NHP's Medicaid contract are required to operate in alignment with applicable federal and state regulations, including those related to fraud, waste, and abuse; member confidentiality; and Conflicts of Interest. Expectations are communicated through formal agreements and reinforced through monitoring and accountability mechanisms.

Subcontractors must maintain their own Conflict of Interest policies that meet the standards outlined in 42 CFR § 438.58 and 42 CFR § 438.602(h). These policies must be designed to prevent, identify, and address actual or perceived conflicts relevant to the subcontracted services. While subcontractors are not required to adopt NHP's internal Conflict of Interest policy, they must demonstrate that their internal policies are sufficient and appropriate for the scope of their engagement.

In addition, all provider agreements include language addressing fraud, waste, and abuse, and the provider manuals include a dedicated section outlining provider responsibilities related to FWA prevention, detection, and reporting. These requirements reinforce NHP's broader commitment to ethical operations, transparency in service delivery, and sound governance practices across all operational partnerships.

CONCLUSION

NHP's Governance Plan reflects the organization's commitment to ethical leadership, transparent decision-making, and regulatory compliance in all aspects of its operations. By maintaining clear governance structures, defined roles, and robust oversight mechanisms, NHP ensures that its Board of Directors leadership, staff, and partners operate in alignment with its mission and obligations under the Medicaid program.

Through proactive Conflict of Interest management, comprehensive Codes of Conduct, and accessible reporting channels, NHP fosters a culture of integrity and accountability. These efforts are essential to ensuring the delivery of high-quality, equitable care to members and to maintaining the trust of the communities we serve and the Colorado Department of Health Care Policy and Financing.

APPENDICES

APPENDIX A

CONFLICT OF INTEREST POLICY

Title:		Policy Number:	
Conflict of Interest		Policy Number: 01.5	
Responsible Department:		Author:	Approver:
Finance		Kari Snelson	Kari Snelson
Original effective date:	Date of policy retirement:	Last revision date:	Last reviewed/ approval date:
09/12/2018	N/A	05/30/2025	06/02/2025
Applicability			
<input checked="" type="checkbox"/> NHP Staff <input checked="" type="checkbox"/> Subcontractors <input type="checkbox"/> Provider Network		Policy applies to: NHP's Medicaid line of business	
Regulatory Information / Resources and References			
Federal or state regulations and/or accreditation requirements: <ul style="list-style-type: none">• 42 CFR § 438.602(h)• 42 CFR § 438.58• C.R.S. § 25.5-5-402• NCQA standards			

I. OVERVIEW

Northeast Health Partners (NHP) is committed to the highest standards of ethical conduct, transparency, and accountability in all aspects of its governance and operations. As a Regional Accountable Entity (RAE) under the Colorado Medicaid program, NHP is responsible for administering services with integrity, free from improper influence or perceived bias. As a steward of public resources and a partner in community health, NHP recognizes the importance of identifying and managing Conflicts of Interest to safeguard its decision-making, contractual obligations, and public trust. This policy reflects that commitment by establishing clear principles and expectations for all individuals and entities acting on behalf of NHP.

II. PURPOSE

The purpose of this policy is to define a consistent and compliant process for identifying, disclosing, and managing actual or perceived Conflicts of Interest involving NHP directors, officers, employees, subcontractors, and affiliated entities. The policy is designed to ensure that decisions are made objectively, without undue influence, and in the best interest of NHP, the State, and the communities it serves. This policy supports compliance with federal and state regulatory requirements and it helps ensure program integrity, particularly in areas like provider contracting, claims adjudication, and governance.

III. SCOPE

This policy applies to all members of NHP's Board of Directors, executive leadership, employees, agents, and subcontractors, as well as any other individuals or entities performing functions on behalf of NHP related to its Medicaid line of business. This includes individuals involved in decision-making, operational oversight, provider network development, claims adjudication, compliance, or any function that may influence outcomes under NHP's responsibilities as a RAE.

The policy covers actual, potential, and perceived Conflicts of Interest involving financial, professional, personal, or fiduciary relationships. It is designed to ensure transparency and accountability in support of regulatory compliance, program integrity, and the protection of public trust in NHP's Medicaid operations.

Subcontractor Responsibilities

Subcontractors performing functions on behalf of NHP under its Medicaid contract are expected to maintain their own Conflict of Interest policies that align with applicable state and federal regulations, including 42 CFR § 438.602(h) and 42 CFR § 438.58. NHP ensures appropriate oversight of subcontractor compliance with Conflict of Interest requirements through the following actions:

- Including language in all subcontractor agreements that requires subcontractors to maintain compliance programs, including written policies and procedures addressing Conflicts of Interest.
- Verifying that subcontractors have appropriate Conflict of Interest policies in place that meet regulatory standards.
- Monitoring implementation through compliance attestations, audits, or other oversight mechanisms.

Subcontractors are not required to adopt NHP's internal Conflict of Interest policy but must demonstrate that their internal policies and practices sufficiently address Conflicts of Interest relevant to the services they perform on NHP's behalf.

IV. POLICY

NHP is committed to ensuring ethical conduct, transparency, and accountability in all business and governance practices. This Conflict of Interest Policy is designed to guide directors, officers, employees, subcontractors, and other representatives in identifying, disclosing, and appropriately managing situations where personal, financial, or professional interests could conflict—or appear to conflict—with their obligations to NHP.

This policy establishes a clear framework for recognizing and reporting actual or potential conflicts of interest. It supports NHP's broader compliance efforts, including prevention of fraud, waste, and abuse (FWA), and aligns with federal regulatory requirements, including:

- 42 CFR § 438.602(h) – requiring managed care entities to maintain written procedures to identify and address conflicts of interest, and
- 42 CFR § 438.58 – mandating that state contracts with managed care organizations contain safeguards against conflicts of interest.

Fiduciary Duty and Ethical Expectations

All individuals subject to this policy owe a fiduciary duty of loyalty to NHP and must act at all times in the best interests of the organization. This duty requires placing the interests of NHP above personal or external interests, and avoiding situations that could impair impartial judgment or create divided loyalties.

Conflict of Interest Definition

A Conflict of Interest exists when an individual's personal, business, financial, or fiduciary interests—or those of a family member, business partner, or close associate—could compromise or reasonably appear to compromise their objectivity in performing their role for NHP. Conflicts may arise from the following:

- Business or employment relationships (including compensation or consulting arrangements)
- Financial interests, including significant ownership or investment positions
- Fiduciary roles, such as serving on boards or advisory bodies of other entities
- Personal relationships that intersect with professional responsibilities

Publicly traded investments of less than 1% ownership do not generally constitute a conflict.

A Conflict of Interest arises whenever a person's interests compete with or have the potential to compete with NHP's best interests. A conflict is presumed to exist if a person with an interest is involved in any way in the transaction or arrangement in which he or she has such interest.

Disclosure and Determination Process

1. Disclosure Requirements
 - a. All individuals covered by this policy must fully disclose any actual or potential conflicts of interest upon onboarding, annually thereafter, and as new conflicts arise—regardless of whether a conflict is ultimately determined to exist.
 - b. Disclosures must be submitted in writing using the designated Conflict of Interest Disclosure Form.
2. Review and Determination
 - a. Disclosures by Board members are reviewed by the Board of Directors, with the interested Board member recused from deliberations.
 - b. The Chief Executive Officer, in consultation with the Compliance Officer will assess disclosures from employees or other covered individuals and determine any necessary mitigation.
 - c. If a Conflict of Interest is identified, the following mitigation options may be considered based on the nature and severity of the conflict:
 - i. Recusal: The individual may participate in related discussions but will be recused from voting or final decision-making on the affected matter.

- ii. **Alternative Arrangements:** The Board or Chief Executive Officer may request an evaluation of alternative, conflict-free arrangements or approaches to the proposed transaction or activity.
- iii. **Proceeding with Safeguards:** If it is determined to be in NHP's best interest to proceed despite the conflict, the Board or CEO may authorize the activity with appropriate safeguards in place, such as maintaining an "arm's-length" relationship consistent with 45 C.F.R. Part 74 standards.
- iv. **Disassociation:** In cases of pervasive or unresolvable conflict, the individual may be required to withdraw from their role at NHP unless the individual, family member, or business associate chooses to disassociate from the external interest causing the conflict.

3. Enforcement and Oversight

- a. The Board of Directors retains ultimate enforcement authority for matters involving governance or Board members.
- b. The Compliance Officer is responsible for monitoring adherence to this policy and may initiate reviews, recommend corrective action, or escalate concerns as appropriate.
- c. If the Board or Chief Executive Officer, as applicable, has reasonable cause to believe that an individual has failed to disclose an interest as required, the individual will be informed of the concern and given an opportunity to respond and explain.
- d. Following review of the response and any additional investigation deemed necessary, if it is determined that the individual has failed to disclose an interest in accordance with this policy, appropriate corrective or disciplinary action may be taken. This may include, but is not limited to, the following:
 - i. Removal from participation in the selection, negotiation, or administration of any contracts or grants
 - ii. Formal written warning or reprimand
 - iii. Reassignment of duties or responsibilities
 - iv. Termination of employment or removal from the Board of Directors, as applicable
- e. All enforcement actions shall be documented. For Board of Directors matters, meeting minutes shall clearly reflect any recusals, voting exclusions, or related decisions. For staff or operational matters, documentation of conflict reviews and any resulting actions shall be maintained in accordance with NHP's compliance and personnel procedures.

Disclosure of Supplemental Outside Employment or Consulting

All individuals covered by this policy must disclose any plans to accept supplemental outside employment or consulting arrangements that may present an actual, potential, or perceived conflict of interest with their responsibilities to NHP. To ensure appropriate oversight and alignment with organizational interests, individuals must submit written notice as follows:

- Board members and the Chief Executive Officer must submit written notice of such plans to the Board Chair
- All other staff must submit written notice to the Chief Executive Officer

NHP will review each disclosure to determine whether the proposed outside engagement conflicts, or appears to conflict, with the interests of NHP. Written approval from NHP is required prior to engaging in

any such employment or consulting activity. This process helps ensure that individuals avoid commitments that could compromise their objectivity, create divided loyalties, or interfere with NHP’s operations and contractual obligations.

Annual Attestation

All Board members and employees subject to this policy must annually review the policy and complete the Conflict of Interest Disclosure Form. Completed forms will be reviewed by the Compliance Officer (or the Board of Directors, as applicable).

V. ENFORCEMENT

Enforcement procedures, including roles, responsibilities, and consequences for noncompliance with this policy, are outlined in Section IV: Disclosure and Determination Process – Enforcement and Oversight.

VI. DISTRIBUTION

This policy shall be distributed to all NHP staff upon onboarding and reviewed as part of annual compliance activities. It will also be made available at all times through NHP’s internal policy repository. For subcontractors, NHP’s Conflict of Interest Policy is made available for review through delegation oversight processes.

VII. POLICY REVISION HISTORY

Version	Date	Description	Approved By
1	09/12/2018	01.1	Kari Snelson
2	01/20/2020	01.2	Kari Snelson
3	12/12/2023	01.3	Kari Snelson
4	07/01/2024	01.4	Kari Snelson
5	05/30/2025	01.5	Kari Snelson

VIII. REFERENCES

Health First Colorado Managed Care Contract Region 2 between NHP and HCPF
Administrative Services Agreement between NHP and RMHP
NHP Employee Handbook
Code of Conduct for Board of Directors
Code of Conduct for NHP Staff
Conflict of Interest Attestation and Disclosure Form

APPENDIX B

CONFLICT OF INTEREST DISCLOSURE FORM

As a member of the staff or Board, I recognize that I owe a fiduciary duty of loyalty to Northeast Health Partners, LLC (NHP). This duty requires me to avoid Conflicts of Interest and to act at all times in the best interests of NHP. The Conflict of Interest Policy aims to help inform the Board about what constitutes a Conflict of Interest, assist the Board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of Conflicts of Interest where necessary.

Annually, all staff and Board members will be provided with the Conflict of Interest Policy and are required to complete this disclosure form and sign the corresponding attestation to affirm their understanding and compliance. All completed forms shall be provided to and reviewed by the Compliance Officer, as well as all other conflict information, if any, provided by staff and Board members.

Please attach additional pages as needed to provide complete responses. If no disclosures apply to a particular item, clearly write "None."

DISCLOSURE OF BUSINESS RELATIONSHIPS

List any business relationships that could present a conflict or an appearance of a conflict with your role at NHP.

--

DISCLOSURE OF FINANCIAL RELATIONSHIPS

List any financial relationships you or a family member have in entities that do or may do business with NHP.

--

DISCLOSURE OF FIDUCIARY ROLES

List any positions you hold as a director, trustee, officer, or other fiduciary role in organizations that could relate to or impact your duties at NHP.

DISCLOSURE OF PERSONAL RELATIONSHIPS

Disclose any personal or family relationships with individuals or organizations that may intersect with NHP's operations or interests.

DISCLOSURE OF SUPPLEMENTLE INCOME OR OUTSIDE EMPLOYMENT

List any additional employment or income-generating activities you participate in that are unrelated to NHP.

MITIGATION STRATEGIES

If you listed any potential conflicts above, please describe how you suggest they be managed or mitigated to avoid impacting your role at NHP.

ATTESTATION

As a Board member, officer, employee, or subcontractor of Northeast Health Partners, LLC (NHP), I understand that I have a duty to avoid actual or potential conflicts of interest. This includes situations where my responsibilities to NHP may be — or may appear to be — divided by personal, professional, business, or other outside interests.

To help avoid such conflicts, I have disclosed all other responsibilities and affiliations that could present a real or perceived conflict with my duties to NHP, as described in its Conflict of Interest Policy, Employee Handbook, and the applicable Code of Conduct — whether for Board members or staff — including any affiliations with founding members of NHP.

I have received and read the Conflict of Interest Policy and Governance Plan. I understand my obligations under these policies and affirm that I am in compliance. I am not aware of any violations or deviations from these policies. I have raised in writing any concerns about actual or potential conflicts of interest, and I certify that the information provided in this disclosure is complete and accurate to the best of my knowledge. I further agree to promptly notify the Compliance Officer if I become aware of any new information that may affect the accuracy of this disclosure or my compliance with NHP's Conflict of Interest Policy or Governance Plan.

Signature

Date

Printed Name

Title/Position

REVIEWED BY

Signature

Date

Printed Name

Compliance Officer
Title/Position

APPENDIX C

CODE OF CONDUCT FOR STAFF MEMBERS

INTRODUCTION

At Northeast Health Partners (NHP), integrity is more than a value—it's a daily commitment to doing what's right for our members, our communities, and one another. As a Managed Care Entity entrusted with delivering high-quality care and services, we recognize that every interaction matters. Our reputation depends on the choices we make individually and collectively.

This Code of Conduct sets forth the ethical and professional standards expected of all employees, subcontractors, and affiliated personnel who represent NHP. It serves as a guide to help each of us navigate complex situations, make responsible decisions, and uphold the trust placed in us by the Colorado Department of Health Care Policy and Financing, our partners, and the people we serve. By following this Code, we help create a culture rooted in transparency, accountability, and respect—one that not only meets regulatory expectations but also reflects who we are as an organization and what we stand for.

SCOPE

This Code of Conduct applies to all employees of Northeast Health Partners (NHP), including full-time, part-time, and temporary staff. While subcontractors are not required to adopt NHP's internal Code of Conduct, they are expected to maintain their own codes of conduct or equivalent policies that align with applicable federal and state regulations, contractual obligations, and the core principles outlined herein. NHP's expectations for ethical behavior, legal compliance, and accountability extend to all individuals and entities acting on its behalf.

STANDARDS OF CONDUCT

NHP holds all employees to the highest standards of ethics, professionalism, and accountability. The following principles guide our day-to-day conduct and decision-making:

Follow the Law

Compliance with the law is a fundamental responsibility for everyone at NHP. By understanding and following applicable laws, regulations, and contractual obligations, we protect our organization, our members, and the integrity of our work.

- Legal Compliance: Follow all applicable federal, state, and local laws and regulations.
- Health Plan Regulations: Adhere to laws specific to managed care, including HIPAA, ACA, and ERISA.
- Contractual Obligations: Comply with timelines and requirements outlined in the Health First Colorado Managed Care Contract for Region 2 and related agreements.

Act with Integrity

Trust is built through honesty, accountability, and ethical behavior. Integrity guides our work and helps ensure that we make the right decisions for members, partners, and one another.

- Be Honest: Communicate truthfully in all professional interactions.
- Be Transparent: Share accurate information and take responsibility for your actions.

Protect Privacy and Confidentiality

As stewards of sensitive data, we are obligated to protect personal and health information in compliance with privacy laws and internal standards.

- Member Privacy: Safeguard all member information in accordance with HIPAA and applicable privacy laws.
- Data Security: Ensure secure access, storage, and handling of sensitive data.

Prioritize Quality of Care

Delivering high-quality, member-centered care is at the core of NHP's mission. Every action and decision should support the health, dignity, and well-being of the people we serve.

- Member First: Center all decisions around what is best for the member.
- Continuous Improvement: Seek ways to improve the quality and delivery of services.

Avoid Conflicts of Interest

We must avoid situations where personal interests could influence—or appear to influence—our professional responsibilities. Transparency and early disclosure are key to maintaining trust.

- Disclose Conflicts: Report any personal, financial, or professional interests that may create a conflict.

- Act Impartially: Avoid involvement in decisions where objectivity could be compromised.

Maintain Professionalism

We are all ambassadors of NHP's mission. Treating others with respect and maintaining professional competence are essential to a productive and inclusive work environment.

- Respect Others: Treat colleagues, members, and partners with dignity and courtesy.
- Stay Competent: Engage in ongoing learning to ensure your skills remain current and effective.

Report Concerns Responsibly

We all have a duty to speak up when something seems wrong. Timely reporting helps protect members, the organization, and one another.

- Speak Up: Promptly report suspected violations of policy, law, or this Code.
- No Retaliation: NHP prohibits retaliation against individuals who report in good faith.
- Be Accountable: Accept responsibility for your actions and support accountability across the organization.

Promote Equity and Fairness

NHP is committed to equity in all we do—from service delivery to internal operations. Fair treatment is a right, not a privilege.

- Non-discrimination: Provide services and opportunities free from bias or unlawful discrimination.
- Equitable Access: Help ensure all members can access the services and benefits they need.

Uphold Financial Integrity

Accurate financial practices are critical to responsible stewardship and public trust. Each of us plays a role in preventing waste and misuse of resources.

- Be Accurate: Ensure all financial records and reports are complete and truthful.
- Prevent Fraud: Stay alert to signs of fraud, waste, or abuse—and take steps to report and address them.

Support Environmental Responsibility

We recognize the importance of sustainable practices in our operations. Environmental responsibility reflects our commitment to broader community well-being.

- Practice Sustainability: Reduce waste and consider the environmental impact of your work.
- Comply with Regulations: Follow all relevant environmental laws and guidelines.

CONCLUSION

This Code of Conduct is not just a reference document—it's a daily guide for how we uphold our responsibilities at NHP. Whether you're serving members, supporting colleagues, or managing systems, your actions reflect the integrity of our organization.

If you're ever unsure about the right course of action, ask questions. If you see something that doesn't align with these standards, speak up. Your commitment to doing the right thing ensures we remain a trusted partner to the communities we serve—and to one another.

ACKNOWLEDGEMENT AND ATTESTATION

I acknowledge that I have received and reviewed the NHP Code of Conduct. I understand that this Code outlines the expectations for ethical and professional behavior and that I am responsible for complying with the standards described.

I agree to conduct myself in a manner consistent with the principles set forth in this Code and to ask questions or report concerns if I become aware of actual or potential violations. I understand that failure to adhere to this Code may result in disciplinary action, up to and including termination of employment or contract. I understand that this attestation will be maintained as part of my personnel or contract file.

Signature

Date

Printed Name

Title/Position

APPENDIX D

CODE OF CONDUCT FOR BOARD MEMBERS

GOAL: To establish a set of principles and practices of the Northeast Health Partners, LLC (NHP) Board that will set parameters and provide guidance and direction for Board conduct and decision-making.

CODE: Members of the Board of NHP are committed to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities on the Board of NHP. Board members pledge to accept this code as a minimum guideline for ethical conduct and shall:

Accountability

- Faithfully abide by the Articles of Incorporation, by-laws and policies of NHP.
- Act in the best interests of NHP.
- Attend meetings on a regular and punctual basis. A Board member shall be considered for removal if a member misses 3 consecutive regular meetings of the Board or fails to attend 70% of the regular meetings of the Board in any 12 month period without approval or resolution of the Board.
- Fully disclose, at the earliest opportunity, information that would have significance in board decision-making.
- Fully disclose, at the earliest opportunity, information that may result in a perceived or actual Conflict of Interest.
- Abstain from discussion and voting on any matter in which there is or may be a Conflict of Interest.
- Remain accountable for prudent fiscal management to the Board, and where applicable, to government and funding bodies.
- Not violate any federal, state, or local laws governing NHP.

Professional Excellence

- Maintain a professional level of courtesy, respect, and objectivity in all NHP activities.
- Act honestly, fairly, ethically, and with integrity.
- Act in a manner to enhance and maintain the reputation of NHP.

Personal Gain

- Exercise the powers invested for the good of NHP rather than for a Board member's personal benefit, or that of the organization he or she represents.

Confidential Information

- Respect the confidentiality of information related to the affairs of the organization acquired in the course of service.
- Not use information acquired in the course of service for personal advantage.

Collaboration and Cooperation

- Respect the diversity of opinions as expressed or acted upon by the NHP Board, committees, and membership, and formally register dissent as appropriate.
- Promote collaboration, cooperation, and partnership among Board members.

A Board member who has concerns regarding compliance with this Code of Conduct should raise concerns with the Board Chair. In the extremely unlikely event that a waiver of this Code for a Board member would be in the best interest of NHP, it must be approved by the unanimous vote of the Board.

Board members will sign annually a confirmation that they have read and will comply with this Code of Conduct.

Signature

Date

Printed Name

Title/Position