



# Code of Ethics

Effective June 2021





**Sloan Clardy**

Chief Executive Officer

Dear Colleagues,

At nThrive, our passion is to enable providers to better serve their mission. Our clients, business partners, colleagues and communities rely on us to operate ethically and in a compliant manner.

To be an nThrive colleague carries a responsibility to always act with integrity and the highest ethical standards. This is a commitment that must guide our behaviors beyond mere compliance with law and regulation, driving us to make the right choice in any situation. The nThrive Code of Ethics reflects this commitment.

This Code of Ethics defines the expectations that we have for each other and for our business interactions and equips us with skills for success.

Each colleague is responsible for understanding the nThrive Code of Ethics and applying these principles in our daily work. This reference document is here to support everyone at nThrive so that we can remain true to our clients, business partners, colleagues and communities.

I thank you for your continued dedication and support.

*Sloan*

# Contents

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## 4 | VMVA

## 5 | Introduction to the Code of Ethics

- 5 | Our Principles of Business Ethics
- 5 | Our Core Responsibilities
  - Reporting and Investigating Alleged Misconduct
  - No Retaliation
  - Violations of the Code of Ethics – Colleague Discipline

## 7 | nThrive CARES for our Clients and Business Partners

- 7 | Privacy and Security of Sensitive Information
- 7 | Honest and Fair Business Practices
  - Contracting and Impermissible Side Deals
  - Bribery, Gifts, Gratuities and Kickbacks
  - False Claims
  - Fair Competition
  - Intellectual Property of Others

## 8 | nThrive CARES for our Colleagues and Community

- 8 | Respect in the Workplace
  - Prevention of Workplace Harassment
  - Diversity and Inclusion
  - Protection of Colleague Personal Information
  - Health and Safety
- 8 | Corporate Responsibility
  - Heart and Soul
  - Environmental Responsibility

## 9 | nThrive CARES about Integrity

- 9 | Company Assets
  - Accurate Business Records
  - Information Retention and Disposal
  - Company Confidential Information and Intellectual Property
  - Personal Use of Company Resources
- 10 | Conflicts of Interest
  - Business Ventures with the Company
  - Outside Employment
  - Outside Ownership Interests and Investments
  - Political and Charitable Contributions
- 11 | Communications with External Parties
  - Public Communications
  - Social Media Activity
  - Government Relations



## Our organizational DNA

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

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

### // VISION

We empower healthcare for every one in every community

### // MISSION

We transform financial and operational performance, enabling healthcare organizations to thrive

### // VALUES

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

### // APPROACH

We are Focused, United, Nimble and Accountable

## Our Values

*We live by our values*

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

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

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

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

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

## Our Approach

*Behaviors we exhibit to operationalize our Vision, Mission and Values*

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

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

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

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



# Introduction to the Code of Ethics



## Our Principles of Business Ethics

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

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

## Our Core Responsibilities

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

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

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

### **All of us are expected to:**

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

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

We follow our Compliance Program and Helpline Information guidelines.

### **When faced with a difficult situation, ask yourself:**

- Is it legal and in line with company policies?
- Could this harm the reputation of myself or the company?
- Am I being fair and honest with everyone involved?
- How will my actions appear with the benefit of hindsight?
- Will I sleep soundly tonight?



# Introduction to the Code of Ethics

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## **Reporting and Investigating Alleged Misconduct**

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

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

## **No Retaliation**

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

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

## **Violations of the Code of Ethics**

### **– Colleague Discipline**

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

## Privacy and Security of Sensitive Information

We have an ethical duty, and in some cases a regulatory obligation, to respect the privacy of individuals' personal information that we may encounter at our company. Confidential individually identifiable and other sensitive information therefore must be accessed and disclosed only on a "need to know" basis in accordance with our assigned job duties. This includes but is not limited to Protected Health Information (PHI) and payment card data (PCI data).

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

We follow our HIPAA and Information Security Policies.

## Honest and Fair Business Practices

### Contracting and Impermissible Side Deals

We do not enter in to any oral or written 'side deal' which falls outside of our formal contracting process. All commitments with our current or prospective clients or business partners must go through our contracting or procurement teams. We consult with the Company's Legal team for direction and guidance as needed.

### Bribery, Gifts, Gratuities and Kickbacks

We do not offer nor accept any bribe, kickback or other

improper payment to or from our clients, vendors, or any other current or prospective business partner. We raise any questions or concerns about gifts, gratuities or other impermissible payments via one or more of the available reporting mechanisms (as noted above). This means:

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

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

### False Claims

We are committed to following local, State and Federal laws, rules and regulations that address the prevention, detection, reporting and correction of fraud, waste and

abuse of public funding in the conduct of serving our clients. We report any complaint regarding acts which violate the False Claims Act via one or more of the available reporting mechanisms (as noted above). Any such complaint will be promptly reported, investigated and remedied, as appropriate and required by law.

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

### Fair Competition

We respect fair and open competition and do not engage in practices that illegally restrain trade or reduce competition. We do not share our pricing information with competitors or other individuals who do not work for the company. We only gather competitive information through legal and ethical practices.

### Intellectual Property of Others

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

## Respect in the Workplace

### Prevention of Workplace Harassment

We are committed to providing a workplace that is free from harassment or discrimination. We do not support behaviors that create or contribute to an offensive, intimidating or uncomfortable workplace. We demonstrate our CARES values when interacting with our colleagues, clients, business partners or other individuals and treat each other with respect and dignity.

We follow the **Anti-Harassment Policies** set forth in our **Colleague Handbook**.

### Diversity and Inclusion

We value a diverse and balanced work environment. We believe our unique backgrounds and experiences will lead to innovative solutions and opportunities. We cooperate to create a productive work environment where we are open to feedback and ideas that are different from our own.

### Protection of Colleague Personal Information

We safeguard personal colleague information collected during employment with our company. We respect each other by protecting this information and limiting access to those colleagues with a business "need to know." We comply with all applicable federal, state or local laws governing our use of this information which may include salary, benefits and payroll information, personnel files and information pertaining to performance counseling or other disciplinary matters.

We comply with the policies outlined in our **Colleague Handbook** regarding confidential information.

### Health and Safety

We are committed to the health and safety of our colleagues. We recognize that a healthy workforce is a productive workforce. We encourage each other to participate in wellness activities and to follow health guidance, including safety protocols to reduce the transmission of illness within the office environment. We comply with our security policies to protect our physical environment and prevent unauthorized access to our office locations.

We follow the safety and security policies outlined in our **Colleague Handbook** and the **Information Security Policy**.

## Corporate Responsibility

### Heart and Soul

We believe that volunteering in one's community is an important part of corporate stewardship. We use our Heart and Soul time to give back to our community and to promote a culture of service at our Company.

### Environmental Responsibility

We believe in taking steps to protect our environment. We enable a remote workforce which helps to reduce emissions. We leverage recycling programs offered at our office locations.



## Company Assets

### Accurate Business Records

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

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

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

### Information Retention and Disposal

We are committed to managing our business records regarding both proper retention and destruction in satisfaction of our legal, regulatory and business requirements.

#### RETENTION AND DESTRUCTION

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

#### LEGAL HOLDS

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

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

### Company Confidential Information and Intellectual Property

We each have a duty to protect, keep confidential and use company information for authorized business purposes only.

#### NON-DISCLOSURE AND CONFIDENTIALITY AGREEMENTS

We comply with the confidentiality agreements that we sign upon joining the Company. We never share sensitive or confidential information about the Company without first securing appropriate legal protections, such as through a non-disclosure agreement. We consult with the Company's Legal team for direction and guidance as needed.

#### INTELLECTUAL PROPERTY

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

## PERMISSIBLE DISCLOSURES

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

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

- is made both (i) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or
- is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.

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

## Personal Use of Company Resources

We have access to a variety of resources (such as computers, phones and other equipment) for use in conducting Company business. We keep our personal use of these resources to a reasonable amount to

avoid excessive costs and expenses for the Company; unavailability of the resources for business use; and adverse impacts to our job performance.

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

## Conflicts of Interest

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

## Business Ventures with the Company

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

## Outside Employment

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

## Outside Ownership Interests and Investments

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

## Political and Charitable Contributions

- We obtain Executive Leadership Team approval for any charitable contributions made to our clients or others on the Company's behalf.
- We value the opportunity for each of us to have and express a political voice. However, we do not use company time or resources for personal political activity. We do not make political contributions on behalf of the Company. We follow the **Political Contributions** policy outlined in our **Colleague Handbook** when making any personal political contributions.

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

## Communications with External Parties

### Public Communications

We do not provide information to the media or other outside parties on behalf of the Company unless expressly authorized by our Corporate Communications/Marketing team.

### Social Media Activity

We use social media responsibly and understand that we are personally accountable for what we communicate on social media. We do not claim to represent the Company in our social media posts. We respect all copyright, privacy, financial disclosure and other applicable laws in our use of social media.

We follow the **Social Media and Networking Policy** within our **Colleague Handbook**.

## Government Relations

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

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

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

