

**EPIC MANAGEMENT, L.P.
BEAVER MEDICAL GROUP, L.P.
EPIC HEALTH PLAN**

**ADMINISTRATIVE POLICY AND PROCEDURE
COMPLIANCE**

SUBJECT: Board Compliance Obligations	
DRAFTED BY: Sherry Miller, CCO	DATE: 8/17/2020
REVIEWED BY:	DATE:
REVISED BY:	DATE:
APPROVED BY: Compliance Committee	DATE: 8/17/2020
BOARD APPROVAL DATE: N/A	
EFFECTIVE DATE OF POLICY: 9/1/2020	

1. **PURPOSE:** This EPIC Board Compliance Obligations Policy sets forth minimum requirements for the Board with respect to fulfilling its compliance obligations. **ATTACHMENTS:** N/A. **DEFINITIONS:**
 - a. All capitalized terms used but not defined in this Policy shall have the meaning attributed to them in the EPIC Compliance Program Definitions Policy.
 - b. In addition, the following capitalized terms shall have the following meanings for purposes of this Policy:
 - i. “Board” refers collectively to the Boards of Directors of EPIC Health Plan, EPIIC Management, Inc., and The Beaver Medical Clinic, Incorporated.
 - ii. “Independent Member” refers to a member of the Board that does not serve in an executive management role at EPIC and is not otherwise an employee of EPIC.

4. **POLICY:** The Board shall be responsible for the review and oversight of EPIC’s Compliance Program, including, but not limited to, (i) the performance of the Corporate Compliance Officer and Compliance Committee, (ii) the effectiveness of its Compliance Program, and (iii) matters related to EPIC’s compliance with Federal Health Care Program requirements and its obligations under the CIA.
 - a. **Independent Members on Board**

- i. To protect against organizational bias, the Board must include Independent Members.
- b. **Board Compliance Responsibilities**
 - i. In addition to such other actions that may be necessary and appropriate to review and oversee the effectiveness of EPIC's Compliance Program, the Board's compliance responsibilities shall include:
 - (1) Receiving in-person reports from the Corporate Compliance Officer on a regular basis (at least quarterly) regarding compliance matters and the operation of EPIC's Compliance Program;
 - (2) Ensuring that the Corporate Compliance Officer and the Compliance Committee have the authority and freedom to report on compliance matters to the Board at any time;
 - (3) Reviewing and approving the centralized annual risk assessment and internal review process developed by the Corporate Compliance Officer and the Compliance Committee, and reviewing its implementation and oversight by the Compliance Committee;
 - (4) Reviewing and approving the Training Plan developed by the Corporate Compliance Officer and the Compliance Committee;
 - (5) Reviewing the development and implementation of EPIC's Code of Conduct and Compliance Program Policies;
 - (6) Authorizing reasonable and appropriate funding and resources to support the effective implementation and operation of EPIC's Compliance Program, including, but not limited to, such funding necessary for the Corporate Compliance Officer and Compliance Committee to reasonably perform their responsibilities;
 - (7) Taking appropriate action in response to Compliance Concerns raised to the Board, including, but not limited to, ensuring that Compliance Concerns raised to the Board are appropriately investigated and resolved consistent with EPIC's Compliance Program

requirements, and that appropriate corrective action and discipline are implemented to address or correct such Compliance Concerns;

- (8) Participating in periodic (at least annual) compliance training and education concerning issues relevant to the Board's review and oversight of the Compliance Program; and
- (9) On an annual basis, adopting a resolution, to be signed by each Board member, summarizing the Board's review and assessment of EPIC's Compliance Program.

c. Board Compliance Meeting Requirements

- i. The Board shall meet at least quarterly, or more frequently as the Board may determine from time to time, specifically to discuss and/or take action with respect to its duties and obligations set forth in this Policy. With the exception of meetings called on an ad hoc basis, the Board's meeting schedule for addressing its compliance duties and obligations described herein shall be determined in advance on an annual basis.
- ii. The Board may not conduct its business unless there is a quorum present of each of the Boards of Directors of EPIC Health Plan, EPIIC Management, Inc., and The Beaver Medical Clinic, Incorporated, as defined in their respective bylaws. Notwithstanding the foregoing, for any Board action required under the CIA, the Board must comply with the quorum requirements (if any) set forth in the CIA.
- iii. All actions by the Board shall be adopted by an affirmative vote of all three of the Boards of Directors of EPIC Health Plan, EPIIC Management, Inc., and The Beaver Medical Clinic, Incorporated. The voting rules for each the prior listed Boards of Directors shall be governed by their respective bylaws. Notwithstanding the foregoing, for any Board action required under the CIA, the Board must comply with the voting requirements (if any) set forth in the CIA.
- iv. The Board shall keep written minutes of its meetings, which minutes shall be maintained as part of EPIC's corporate records.

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- v. Board members are expected to regularly attend scheduled and called meetings; provided, however, that absence may be excused for good cause.
- vi. Board members shall not disclose any sensitive information regarding individuals or EPIC, or other information identified as confidential and proprietary, unless directed by Health Care Counsel or other legal counsel.