

Colorado Community Health Alliance
Governance Plan
Region 6

Colorado Community Health Alliance Governance Plan

Describes how the Contractor will protect against any perceived conflict of interest among its governing body from influencing the Contractor's activities under this Contract.

- *The Contractor shall include as conflicts of interest any party that has, or may have, the ability to control or significantly influence a Contractor, or a party that is, or may be, controlled or significantly influenced by a Contractor.*
- *The Contractor shall ensure that conflicts of interest include, but are not limited to, agents, Managing Employees, persons with an ownership or controlling interest in the Contractor and their immediate families, members of the governing body, subcontractors, wholly-owned subsidiaries or suppliers, parent companies, sister companies, holding companies, and other entities controlled or managed by any such entities or persons.*
- *Is posted publicly on the Contractor's website.*

Governing Body

Colorado Community Health Alliance (CCHA) serves as the single Regional Accountable Entity (RAE) in Region 6 and performs all Contract functions in compliance with State and federal statutes, regulations, and rules. We administer the Accountable Care Collaborative (ACC) Program per the requirements for both a Primary Care Case Management Entity (PCCM Entity) and a Prepaid Inpatient Health Plan (PIHP) as defined in 42 C.F.R. §438.2 to fully integrate clinical care, operations, management, and data systems. We bring proven local and national approaches to integrated care under one, truly accountable entity dedicated to improving health of Members, improving quality and reducing costs in Colorado's Medicaid System. Our single governing body oversees all operations.

Process for Identifying and Resolving Conflict of Interests

CCHA upholds a strict Code of Business Conduct and Ethics, which obligates us to comply with all applicable laws, rules, and regulations related to operations. To uphold our Code, we act in an honest manner at all times; report any suspected or observed misconduct, including violations of law, policy, or procedure; make a full and timely disclosure of any situation that may result in a conflict of interest or the appearance of a conflict; conduct ourselves in a manner that avoids actual or apparent conflict of interests to protect our business reputation and integrity of the program; and not accept gifts, payments, fees, services, discounts, valuable privileges, or other favors that may appear to improperly influence performance of our duties. We also mandate that our vendors, Contractors, and Subcontractors comply with the Code.

CCHA maintains a conflict of interest policy and furthermore, has created procedures to make sure that all employees act in the best interest of our organization and to avoid conflicts. Please refer to attached CCHA Conflict of Interest policy for employees. We require all CCHA employees to complete the conflict of interest attestation to certify there are no potential conflicts. If any employees have a change in status, they must complete the attestation again within 30 days of the change. Management-level staff and board members must also complete the attestation once a year. Our commitment to compliance spans our entire organization. As soon as we learn of any potential conflict of interest or deficiency — whether identified by us, the Department, Providers, or other party — we will investigate the root cause and take action to mitigate the conflict and prevent recurrence. Our Ethics and Compliance team will research and investigate potential occurrences to determine if a conflict exists and take appropriate steps to resolve them. We will immediately report any identified conflicts to the Department. We embrace transparency, open communication, and continued dialogue across our organization and with the Department so we can continue to meet the expectations of the Department, Providers, and the Members we serve.

The CCHA Board of Directors

The CCHA governing body includes a board of directors (the board) augmented by a committee structure that promotes clear accountability while fostering inclusive participation from Members, Providers, and the Community to help guide and inform the RAE model. As we continue to serve Coloradans and expand as a RAE, our new governing body includes several board members, who have experience with the growth of the ACC program, plus new board members who bring extensive behavioral health (BH) background and expertise.

The CCHA board of directors comprises members from the four diverse managing partner entities who jointly oversee the activity and performance of CCHA. The 7-member board is selected based on their clinical, operations, management, and data experience as well as minimal opportunities for conflicts of interest. This board is augmented by region specific advisory committees, including Member, Provider, Health Neighborhood and community partners whom provide guidance and recommendations to the Board on a regular basis. The CCHA board of directors is responsible for the following:

- Driving the mission and purpose of CCHA;
- Monitoring and overseeing CCHA and the Colorado Medicaid Contract to meet ACC goals;
- Efficiently managing the CCHA financial operations in compliance with ACC Program requirements;
- Making sure CCHA adheres to legal and ethical standards;
- Reviewing data to evaluate and drive value, experience, and outcomes for the Medicaid program; and
- Administering the Medicaid program in compliance with the requirements for both a Primary Care Case Management Entity (PCCM Entity) and a Prepaid Inpatient Health Plan (PIHP).

The board members include senior hospital executives, primary care providers, BH experts, Medicaid program executives, and health management services organization experts. Their combined experience serving the physical and behavioral health needs of the Medicaid population is extensive and imperative to the success of the RAE. While we will actively seek Provider insight and feedback on our operations through various subcommittees, we believe it is important to separate the operations of CCHA from the direct delivery of service to Members to avoid conflicts of interest. Therefore, we will not include large Medicaid Providers, such as Federally Qualified Health Center (FQHC) and Community Mental Health Center (CMHC) representatives, on our board of directors.

Names and Credentials of CCHA Board of Directors:

- **Patrick K. Fox, MD**– Anthem, Inc., Behavioral Health Market Lead
- **Jack L. Young**– Anthem, Inc., Vice President and Legal Counsel
- **Ronald W. Penczek** – Anthem, Inc., Senior Vice President and Chief Accounting Officer
- **Kenneth Nielsen, CCHA Board Chairman** – Physician Health Partners, President and Chief Executive Officer
- **Manuel A. Arisso, JD, LHRM** – Anthem, Inc., Diversified Business Group Executive
- **Mark Carley** – Centura Health, Vice President Managed Care and Risk Products
- **Tom Cain, MD** – Primary Physician Partners, Board Chairman

We have listed the names and credentials of the board members on the CCHA website, CCHAcares.com.

Conflicts of Interest

The members of the CCHA board **do not have any** perceived conflicts of interest based on the description in 5.6.1.1 and 5.6.1.2 in the RAE contract. Furthermore, CCHA mitigates any perceived conflicts of interest through our governing board as well as through the governing committees and stakeholder committees. Our multilayer governing and advising structure fosters accountability throughout the organization. The CCHA board adheres to our written Conflict of Interest policy. Please refer to the attached CCHA Board of Directors and Key Employees Conflicts of Interest Policy. This policy was created to minimize and manage conflicts of interest; disclose ethical, legal, financial, and other conflicts; and remove themselves from decision-making if it is a conflict involving themselves, their family members, or entities to which they or their family members are closely associated. Under this policy, board members are required to disclose actual or potential conflicts of interest, as well as certain relationships and transactions, and to enable the CCHA board to take steps it considers necessary or advisable to address conflicts of interest.

The board of directors and the CCHA Audit, Compliance, and Finance Committee have primary responsibility for implementing this policy and reviewing it annually. This policy is disseminated to board members upon joining the board and annually thereafter. Any potential conflicts will be reviewed and the board will provide disclosure statements and make recommendations if action is required or advisable. If any conflicts of interest arise, CCHA will notify the Department via a Conflict of Interest Disclosure Statement and if any updates to the policy occur, CCHA will notify the Department and update the policy on CCHAcares.com.

CCHA will submit the Updated RAE Governance Plan to the Department as updates occur and we will post the RAE Governance Plan publicly on our website.