



## HEALTHY ALLIANCE WHISTLEBLOWER POLICY

Healthy Alliance<sup>1</sup> is committed to maintaining its reputation for honesty, fairness, respect, responsibility, integrity, trust, and sound judgment. To that end, Healthy Alliance has established policies that require employees and other covered persons to observe the spirit and letter of all applicable laws and regulations, and to conduct themselves in accordance with the highest standards of conduct and personal integrity.

As part of its commitment to ethical and legal conduct, Healthy Alliance expects its employees to bring to its attention all information about any ethical, financial, or legal concerns about Healthy Alliance or about known or reasonably suspected violations of this commitment by other individuals. This policy is intended to ensure that employees of Healthy Alliance are encouraged to report any ethical or legal concerns about Healthy Alliance without fear of reprisal or retaliation.

**COVERED PERSONS.** All board managers/directors, officers, committee members, and employees (each, a "Covered Person").

**WRONGFUL CONDUCT DEFINED.** The matters that should be reported under this Policy (collectively "Wrongful Conduct") include good faith concerns about the legality or propriety of any act, omission, or violation of policies in connection with Healthy Alliance's activities. Such conduct may include, but is not limited to, financial wrongdoing (including circumvention of internal controls or violations of the accounting policies of Healthy Alliance), fraud, professional wrongdoing and misconduct, or any other illegal or unethical conduct; a violation of Healthy Alliance policies or the use of Healthy Alliance property, resources, or authority for personal gain or other non-Healthy Alliance related purposes.

This Policy is not a vehicle for reporting violations of Healthy Alliance's applicable human resources-related policies, problems with co-workers or supervisors, or for reporting issues related to alleged employment discrimination or sexual or any other form of unlawful harassment, all of which should be dealt with in accordance with Healthy Alliance applicable policies.

**MAKING A DISCLOSURE.** Healthy Alliance has an open-door policy and encourages any employee or other Covered Person to submit, on a confidential, anonymous basis if the person so desires, good faith questions, concerns, suggestions, or complaints of alleged or suspected Wrongful Conduct (each a "Wrongful Conduct Concern") in accordance with the procedures set forth below. In most cases involving staff, a supervisor is in the best position to address a Wrongful Conduct Concern. If an individual is not comfortable speaking with a supervisor or is not satisfied with a supervisor's response, they should

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<sup>1</sup> References to "Healthy Alliance" throughout this policy include Alliance for Better Health, LLC, Health Alliance IPA, LLC and Healthy Alliance, Inc.



report directly to the following designated individual (the “Designated Individual”), Tom McCarroll - Compliance Officer.

Wrongful Conduct Concerns may be submitted either orally (in person or by phone) or in writing (including by electronic mail).

**NO RETALIATION.** No Covered Person who in good faith reports a Wrongful Conduct Concern pursuant to this Policy, provides information, causes information to be provided or otherwise assists in the investigation of any Wrongful Conduct Concern, or files, causes to be filed, testifies, participates in or otherwise assists in a proceeding filed or about to be filed that alleges Wrongful Conduct (together, "Protected Actions"), shall suffer intimidation, harassment, discrimination, or other retaliation or, in the case of employees, other adverse employment action as a result of such Protected Action.

Any person who retaliates against an individual for engaging in a Protected Action shall be subject to discipline, up to and including termination or removal.

**COMPLIANCE OFFICER.** The Compliance Officer shall be responsible for investigating and resolving all reported Wrongful Conduct Concerns. The Compliance Officer may inform the Board of Managers/Directors (the “Board”) of any such allegation. The Compliance Officer shall have direct access to the Board and shall be responsible to it for the administration of this Whistleblower Policy. He or she shall report to the Board at least annually on compliance activity. The Compliance Officer shall determine what internal resources or professional assistance, if any, is required in order to conduct a full investigation. The investigation shall not reveal the identity of any person so reporting in good faith who asks that his or her identity remain confidential.

**ACCOUNTING AND AUDITING MATTERS.** Based on the investigation undertaken by or at the direction of the Compliance Officer, the Audit and Compliance Committee shall address all reported Wrongful Conduct Concerns involving financial transactions or procedures, internal controls or auditing. The Compliance Officer shall immediately notify the Audit and Compliance Committee of any such report and work with the Committee until the matter is resolved.

**ACTING IN GOOD FAITH.** Anyone filing a report concerning a Wrongful Conduct Concern must be acting in good faith and have reasonable grounds for believing the information disclosed indicates such a Wrongful Conduct Concerns. Any allegation that proves not to be substantiated, or to have been made maliciously or knowingly to be false, will be viewed as a serious disciplinary offense.



**HANDLING OF REPORTED WRONGFUL CONDUCT CONCERNS.** The Compliance Officer shall acknowledge in writing receipt of each reported Wrongful Conduct Concerns within five business days thereafter. All reports shall be promptly investigated and appropriate corrective action taken if warranted by the investigation.

**RECORDS.** Healthy Alliance shall retain all records relating to any report of a Wrongful Conduct Concerns and to the investigation of any such report for such period as may be required to implement this Whistleblower Policy or otherwise as required by law.

**DISTRIBUTION.** A copy of the current version of this Policy shall be included, in replacement of former versions, in the Employee Handbooks of Healthy Alliance and distributed to all Managers/Directors and officers, to all employees of who have not received a current Employee Handbook, and to any volunteers who provide substantial services to Healthy Alliance.