

## **COPA Compliance Office – Quarterly Report for FQ 1 of CY 2018**

(Covering 02/01/2018 – 03/31/2018)

Submitted pursuant to the Terms of Certification Governing the Certificate of Public Advantage Issued to Ballad Health Pursuant to the Master Affiliation Agreement and Plan of Integration by and between Wellmont Health System and Mountain State Health Alliance Approved on September 19, 2017 and Issued on January 31, 2018 (“TOC”) and the Virginia Order and Letter Authorizing a Cooperative Agreement dated October 30, 2017 (“CA”).

### **CERTIFICATION OF COMPLIANCE WITH THE TOC AND THE CA**

Pursuant to section 6.04(a) of the TOC, the undersigned hereby certifies the following report and its attachments are true and correct to the best of his/her knowledge after due inquiry and are accurate and complete.



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Gary Miller  
Sr. Vice President  
Interim COPA Compliance Officer  
Ballad Health

1. Requirements. Exhibit G of the TOC provides a list of items required for the submission of the quarterly report. The section of Exhibit G relevant to the COPA Compliance Office (“CCO”) Quarterly Reports is attached hereto as Attachment 1.
2. Compliance Office Quarterly Reports. Description of process for receipt of all compliance complaints – TOC: 6.02, Exhibit F
  - a. The CCO has established a process for all Certificate of Public Advantage and Cooperative Agreement (“COPA”) related complaints to be documented. All Ballad Health Team Members have access to an AlertLine that they may call anonymously to register complaints or concerns, 1-800-535-9057. The AlertLine is answered by an external agency who then supplies the information to the Ballad Health Compliance Department and any COPA related issues are forwarded to the CCO. The AlertLine number is posted in the Ballad Health Code of Ethics, on the Ballad Health external website, and on the Ballad Health internal websites. Additionally, a description of the CCO and the process for filing complaints has been added to the Ballad Health external website and includes a link to an email address for COPA Compliance, [copa.compliance@balladhealth.org](mailto:copa.compliance@balladhealth.org). If a complaint is received, the CCO will investigate per the COPA Compliance Internal Investigations Policy.
  - b. As of the date and time of the submission of this Quarterly Report, no complaints have been filed with the CCO.
    - The TDOH referred a complaint which it had received March 24, 2018 to the CCO on April 4, 2018. After review, that complaint was determined not to involve a COPA issue and was forwarded to the appropriate department for review.
  - c. Description of COPA Compliance Office Processes:  
The COPA Compliance Office is a department within Ballad Health that has been established to:
    - Be the primary contact with the Departments of Health of Tennessee and Virginia for required submissions.
    - Educate and train Ballad Health’s Board members, Leadership, Management and Team Members on COPA Requirements according to the COPA Education and Training Policy
    - Provide a system for complaints to be registered in an anonymous manner that are related to the requirements of the COPA, TOC and CA to be registered, investigated and resolved
    - Identify potential problems related to compliance with the TOC and CA
    - Prepare and submit DOH required deliverables and the Quarterly and Annual Reports

- Establish a satellite office in Virginia to provide access to services of the CCO across the Geographic Service Area  
Location: Johnston Memorial Hospital  
Administration Office  
16000 Johnston Memorial Drive  
Abingdon, VA 24211

d. Policies established by the CCO, Attachment 2

- COPA Compliance Officer – 2a
- COPA Compliance Program Description – 2b
- COPA Compliance Reporting – 2c
- COPA Compliance Education and Training – 2d
- COPA Reporting Submission – 2e
- COPA Compliance Internal Investigations – 2f
- COPA Compliance Communications and Interpretation – 2g

e. The staffing of the CCO consists of the following five positions:

COPA Compliance Officer

Director

Two Analysts

Administrative Assistant

## **ATTACHMENT 1**

### **QUARTERLY REPORT CONTENTS** (excerpt from Page 3 of Exhibit G of the TOC)

The Department reserves the right to change these quarterly reporting requirements upon adequate notice.

- Compliance Office Quarterly Reports
  - o Complaints by type
  - o Resolution of complaints

ATTACHMENT 2

COPA COMPLIANCE OFFICE POLICIES

**Ballad Health**  
**COPA Compliance Policy**  
**COPA Compliance Officer**  
**Date: April 12, 2018**

**Purpose -**

It is the purpose of Ballad Health to retain a COPA Compliance Officer who oversees the Ballad Health COPA Compliance Program, which reviews and evaluates compliance within the organization relating to the requirements set forth in the Terms Of Certification Governing the Certificate of Public Advantage Issued to Ballad Health by the Tennessee Department of Health (the "Tennessee TOC"), the Order and Letter Authorizing a Cooperative Agreement issued by the State Health Commissioner of the Commonwealth of Virginia (the "Virginia Order"), and the applicable statutes and regulations governing the Certificate of Public Advantage in Tennessee and the Cooperative Agreement in Virginia (collectively referred to as the "COPA Requirements").

**Scope -**

All team members, Physicians, students, independent contractors, volunteers and vendors

**Facilities/Entities -**

Ballad Health Corporate

Tennessee: BRMC, FWCH, HCH, HCMH, HVMC, IPMC, JCCH, JCMC, LMH, SSH, TRH, UCMH, WPH, Kingsport Day Surgery (a separate legal entity managed by Ballad Health), Niswonger Children's Hospital, New Leaf, Madison House, Unicoi County Nursing Home, Wexford House

Virginia: DCH, JMH, LPH, MVRMC, NCH, RCMC, SCCH, Clearview Psychiatric Unit, Francis Marion Manor Health & Rehabilitation, Green Oak Behavioral Health (Geriatric Behavioral Health Inpatient Program – DCH), Norton Community Physicians Services (NCPS), Community Home Care (CHC), Abingdon Physician Partners (APP)

Blue Ridge Medical Management Corporation (BRMMC)

Bristol Surgery Center, LLC

Holston Valley Imaging Center

Home Health/Hospice

Integrated Solutions Healthcare Network (ISHN)

Mountain States Pharmacy at Norton Community Hospital

Sleep Services

Wellmont Cardiology Services

Wellmont Medical Associates

Wilson Pharmacy, Inc.

WPS Providers, Inc.

## **Definitions -**

Not Applicable

## **Policy-**

### **I. DUTIES AND RESPONSIBILITIES**

The COPA Compliance Officer oversees the Ballad Health COPA Compliance Program, which reviews and evaluates compliance within the organization relating to the requirements set forth in the Terms Of Certification Governing the Certificate of Public Advantage Issued to Ballad Health by the Tennessee Department of Health (the "Tennessee TOC"), the Order and Letter Authorizing a Cooperative Agreement issued by the State Health Commissioner of the Commonwealth of Virginia (the "Virginia Order"), and the applicable statutes and regulations governing the Certificate of Public Advantage in Tennessee and the Cooperative Agreement in Virginia (collectively referred to as the "COPA Requirements").

The COPA Compliance Officer shall, at all times, be an individual with proper training in compliance, be qualified to perform investigatory functions, and be knowledgeable generally about hospital and health system operations. The COPA Compliance Officer will be employed by Ballad Health but his/her employment can only be terminated with the written approval of the Tennessee Commissioner of Health. The COPA Compliance Officer will report jointly to the Executive Chair/President and to the Audit and Compliance Committee of the Ballad Health Board of Directors.

#### Primary Responsibilities

The COPA Compliance Officer shall:

- Develop, initiate, maintain and revise policies and procedures for the general operation of the COPA Compliance Program.
- Manage day-to-day operation of the COPA Compliance Program.
- Establish a compliance plan annually, which shall be presented to, and approved by, the Audit and Compliance Committee of the Ballad Health Board of Directors.
- Review any complaint related to compliance with the COPA and Terms of Certification, and, when appropriate, investigate and ascertain the facts. Recommend corrective action if a violation of the COPA has occurred.
- If a violation of the COPA is asserted by a Payor, gather the facts. If there is Noncompliance, make a recommendation to management for corrective action, including, if feasible, any recommendations for a cure, and report such Noncompliance and recommendations to the Audit and Compliance Committee of the Board.
- Provide employees of Ballad Health the ability to register complaints related to the COPA and the Terms of Certification. Employees shall have the ability to make

complaints in an anonymous manner, and the COPA Compliance Office will protect the identity of any such employee.

- Prepare a log documenting all complaints (and the resolution, if any, of such complaints) related to the COPA and the Terms of Certification. No less than semi-annually, the COPA Compliance Office shall prepare a report containing all complaints, findings, resolutions and open items. Each report shall be simultaneously delivered to the Audit and Compliance Committee of the Board and the COPA Monitor.
- Identify potential systemic problems, particularly those related to compliance with the COPA Requirements.
- Establish a process for gathering the information needed from the various Ballad Health departments to submit the Quarterly and Annual Reports, as well as any other information required to be submitted to Tennessee and Virginia.
- Assemble and submit the COPA Compliance Office Annual Report, which shall include an account of the activities of the Office, including the number and nature of complaints, identification of any potential violations of the COPA Requirements, and other items as identified by the Tennessee Department of Health or by the Local Advisory Council established by the Tennessee Terms of Certification. The COPA Compliance Office Annual Report shall be submitted, if not sooner, according to the same time frame applicable to the submission of the Annual Report of Ballad Health. See Section 6.04(b) of the Terms of Certification.
- Establish a satellite office in Virginia and provide for access to services of the COPA Compliance Office across the Geographic Service Area.
- Prepare a forecast of expenses on an annual basis which supports the functions of the program.

## **II. REPORTING RESPONSIBILITIES**

The COPA Compliance Officer will be considered a member of Ballad Health Management and will report jointly to the Executive Chair/President and to the Audit and Compliance Committee of the Ballad Health Board of Directors. The COPA Compliance Officer shall have direct access to the Ballad Health Board of Directors and will make regular reports to the Executive Chair/President and the Audit and Compliance Committee of the Ballad Health Board of Directors on the status of the Ballad Health COPA Compliance Program.

The COPA Compliance Office will provide an initial step for resolution of complaints that are believed to relate to the COPA Requirements. Complaints related to the COPA Requirements that the COPA Compliance Officer cannot resolve shall be referred to the Audit and Compliance Committee of the Board for direction as to resolution.

The COPA Compliance Officer will present to the Executive Chair/President and Audit and Compliance Committee of the Ballad Health Board of Directors in a clear and consistent manner any corrective action plans needed to resolve complaints related to the COPA Requirements.

## **III. EXTENDED ABSENCE OR VACANCY OF COPA COMPLIANCE OFFICER**

In the event of an extended absence or vacancy of the COPA Compliance Officer, the Ballad Health Executive Chair/President will appoint, subject to the approval of the

Ballad Health Board of Directors and the Tennessee Commissioner of Health, an interim or new COPA Compliance Officer to serve in this role.

**Ballad Health**  
**COPA Compliance Policy**  
**COPA Compliance Program Description**  
**Date: April 12, 2018**

**Purpose -**

It is the purpose of Ballad Health to comply with the requirements set forth in the Terms Of Certification Governing the Certificate of Public Advantage Issued to Ballad Health by the Tennessee Department of Health (the "Tennessee TOC"), the Order and Letter Authorizing a Cooperative Agreement issued by the State Health Commissioner of the Commonwealth of Virginia (the "Virginia Order"), and the applicable statutes and regulations governing the Certificate of Public Advantage in Tennessee and the Cooperative Agreement in Virginia (collectively referred to as the "COPA Requirements"). Accordingly, the Ballad Health Board of Directors and management have adopted this COPA Compliance Program.

**Scope -**

All team members, Physicians, students, independent contractors, volunteers and vendors

**Facilities/Entities -**

Ballad Health Corporate

Tennessee: BRMC, FWCH, HCH, HCMH, HVMC, IPMC, JCCH, JCMC, LMH, SSH, TRH, UCMH, WPH, Kingsport Day Surgery (a separate legal entity managed by Ballad Health), Niswonger Children's Hospital, New Leaf, Madison House, Unicoi County Nursing Home, Wexford House

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### **Definitions -**

Not Applicable

### **Policy-**

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### **Procedure-**

1. Ballad Health endeavors to communicate to all personnel the intent to comply with all COPA Requirements through the COPA Compliance Program and the accompanying policies.
2. The COPA Compliance Program will be responsible for the following functions:
  - Educate and train the appropriate Ballad Health employees and Board members on the COPA Requirements according to COPA Education and Training Policy.
  - Provide employees of Ballad Health the ability to register complaints related to the COPA Requirements according to the COPA Reporting Policy.
  - Review any allegation of non-compliance with the COPA Requirements, and, when appropriate, investigate and ascertain the facts according to the COPA Internal Investigation Policy.
  - Establish a process for gathering the information needed from the various Ballad Health departments to submit the Quarterly and Annual Reports, as well as any other information required to be submitted to Tennessee and Virginia under the COPA Requirements, according to the COPA Report Submission Policy.
  - Ensure information is timely posted on Ballad Health's website as set forth in the COPA Requirements.
  - Establish a satellite office in Virginia and provide for access to services of the COPA Compliance Office across the Geographic Service Area.
  - Subject to the COPA Compliance Policy on COPA Interpretations and Communications with State Officials, manage communication and interaction related to compliance with the COPA Requirements between Ballad Health and the COPA Monitor, the Tennessee Department of Health, the Tennessee Attorney General's Office, the Local Advisory Council, the Virginia Commissioner of Health, and the Virginia Attorney General's Office.
3. Overall responsibility for operation and oversight of the COPA Compliance Program belongs to the Ballad Health Board of Directors; however, the day-to-day responsibility for

operation and oversight of the COPA Compliance Program rests with the COPA Compliance Officer, who will have direct access to the Ballad Health Board of Directors as described in COPA Compliance Officer Policy.

4. Ballad Health will attempt to communicate changes or modification of the COPA Compliance Program concurrently with such changes or prior to the implementation of such changes or modifications; however, Ballad Health reserves the right to change, modify, or amend the COPA Compliance Program as deemed necessary by Ballad Health without prior notice

**Ballad Health**  
**COPA Compliance Policy**  
**COPA Compliance Reporting**  
**Date: April 12, 2018**

**Purpose -**

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**Scope -**

All team members, Physicians, students, independent contractors, volunteers and vendors

**Facilities/Entities -**

Ballad Health Corporate

Tennessee: BRMC, FWCH, HCH, HCMH, HVMC, IPMC, JCCH, JCMC, LMH, SSH, TRH, UCMH, WPH, Kingsport Day Surgery (a separate legal entity managed by Ballad Health), Niswonger Children's Hospital, New Leaf, Madison House, Unicoi County Nursing Home, Wexford House

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### **Definitions -**

Not Applicable

### **Policy-**

Ballad Health is committed to complying with the requirements set forth in the Terms Of Certification Governing the Certificate of Public Advantage Issued to Ballad Health by the Tennessee Department of Health (the "Tennessee TOC"), the Order and Letter Authorizing a Cooperative Agreement issued by the State Health Commissioner of the Commonwealth of Virginia (the "Virginia Order"), and the applicable statutes and regulations governing the Certificate of Public Advantage in Tennessee and the Cooperative Agreement in Virginia (collectively referred to as the "COPA Requirements"). The organization desires a climate that discourages improper conduct and facilitates open communication of any compliance concerns and/or questions related to the COPA Requirements. If any Ballad Health employee has knowledge of, or in good faith, suspects any non-compliance with the COPA Requirements, they should immediately report it so that an investigation can be conducted and appropriate action taken.

There are many ways to report actual or suspected non-compliance with the COPA Requirements. Any concerns should be brought to the attention of the COPA Compliance Officer through mechanisms provided by Ballad Health, which include the opportunity to report such concerns anonymously. Failure to report any known or suspected non-compliance with the COPA Requirements can have serious consequences for the organization. Retaliation or reprisal against anyone for making a good faith report is strictly prohibited and is a violation of Ballad Health policy. Employees who report actual or suspected non-compliance are required to participate in any subsequent investigation.

Any supervisors, managers, or executives learning of an actual or suspected non-compliance issue identified by an employee shall immediately report the complaint to the COPA Compliance Officer. Issues that do not raise a potential compliance issue with the COPA Requirements should be referred to the appropriate department (e.g. corporate compliance, risk management, Human Resources, facility management, etc.).

Sometimes employees may become suspicious of innocent activities due to insufficient information. To prevent misunderstanding, all employees are encouraged to immediately bring any concerns related to the COPA Requirements forward using the established internal channels.

Employees may be reluctant to discuss compliance issues with their supervisors or managers out of fear of retaliation. However, no retaliation will be permitted against an employee who brings forward concerns made in good faith. Only where it has been clearly determined that someone has made a report of non-compliance maliciously, frivolously, or in bad faith will disciplinary action be considered.

**Procedure-**

1. If at any time, an employee becomes aware of or suspects a violation of the COPA Requirements by a facility, another employee, a board member, a vendor, a contractor, medical staff member or a volunteer has occurred, the employee must report it immediately to the COPA Compliance Officer.
2. Any employee may also make a report by using the toll-free Compliance Hotline (1-800-535-9057). A report using the Compliance Hotline can be made anonymously, if the employee chooses.
3. Employees may also contact the COPA Compliance Office by email at [copa.compliance@balladhealth.org](mailto:copa.compliance@balladhealth.org) to report actual or suspected non-compliance. The COPA Compliance Office may enter these communications into the Compliance Hotline log and investigate as required.
4. Self-reporting is encouraged. Anyone who self-reports their own actual or suspected non-compliance of the COPA Requirements will be given due consideration in potential mitigation of any disciplinary action that may be taken.
5. Once a report is received, an appropriate person will then conduct an investigation into the allegations to determine the nature, scope, and duration of non-compliance, if any. The COPA Compliance Office investigates all non-frivolous claims of wrongdoing.
6. If the allegations of non-compliance are substantiated, a plan for corrective action will be developed consistent with the COPA Requirements.
7. Retaliation in any form against anyone (i) who makes a good faith report of non-compliance or (ii) cooperates in an investigation is strictly prohibited. If any employee feels that they have been retaliated against, the employee should report it immediately, using any of the reporting methods referenced in this policy.

Our commitment to compliance with the COPA Requirements depends on all employees. Should any employee find themselves in an ethical dilemma or suspect non-compliance, they should remember the internal processes that are available for guidance or for reporting suspected non-compliance, including the COPA Compliance Hotline and Web Reporting program.

**Ballad Health**  
**COPA Compliance Policy**  
**COPA Education and Training**  
**Date: April 12, 2018**

**Purpose -**

It is the purpose of Ballad Health to cooperate fully with the requirements set forth in the Terms Of Certification Governing the Certificate of Public Advantage Issued to Ballad Health by the Tennessee Department of Health (the "Tennessee TOC"), the Order and Letter Authorizing a Cooperative Agreement issued by the State Health Commissioner of the Commonwealth of Virginia (the "Virginia Order"), and the applicable statutes and regulations governing the Certificate of Public Advantage in Tennessee and the Cooperative Agreement in Virginia (collectively referred to as the "COPA Requirements"). To that end, the COPA Compliance Officer will design and implement a training and education program on the COPA Requirements for certain Ballad Health employees and board members.

**Scope -**

All team members, Physicians, students, independent contractors and vendors

**Facilities/Entities -**

Ballad Health Corporate

Tennessee: BRMC, FWCH, HCH, HCMH, HVMC, IPMC, JCCH, JCMC, LMH, SSH, TRH, UCMH, WPH, Kingsport Day Surgery (a separate legal entity managed by Ballad Health), Niswonger Children's Hospital, New Leaf, Madison House, Unicoi County Nursing Home, Wexford House

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### **Definitions -**

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### **Procedure-**

1. Training Plan for Employees. Within ninety [90] days after Closing, the COPA Compliance Officer shall develop a written plan (the "Training Plan") that outlines the steps Ballad Health will take to ensure that all appropriate employees receive adequate training regarding the COPA Requirements and COPA Compliance Program. The Training Plan shall be implemented as soon as practicable and to the maximum extent possible, shall coincide with training provided for the corporate and general compliance program, including reference to the COPA Compliance Program in the Ballad Health Code of Ethics.
2. Update of Training Plan. The COPA Compliance Officer shall review the Training Plan annually, and, where appropriate, update the Training Plan to reflect changes in the COPA Requirements, any issues discovered during the review and/or investigation of non-compliance allegations, and any other relevant information.
3. Computer-Based Training. Ballad Health may provide the training described above for employees through appropriate computer-based training approaches. If Ballad Health chooses to provide computer-based training, it shall make available appropriately qualified and knowledgeable staff or trainers to answer questions or provide additional information to the individuals receiving such training.
4. Board Member Training. Within 180 days after Closing, the COPA Compliance Officer shall provide training to members of the Ballad Health Board of Directors. This training shall address the COPA Requirements and COPA Compliance Program, as well as the responsibilities of Board members with respect to the COPA Requirements. New members of the Ballad Health Board of Directors shall receive the Board Member Training within sixty [60] days after becoming a member of the Board of Directors. Any training provided to Board members may be provided electronically or through written communication.

**Ballad Health**  
**COPA Compliance Policy**  
**COPA Report Submission Policy**  
**Date: April 12, 2018**

**Purpose -**

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**Scope -**

All team members, Physicians, students, independent contractors, volunteers and vendors

**Facilities/Entities -**

Ballad Health Corporate

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### **Procedure-**

1. Responsible Parties. The COPA Compliance Officer will work with the various department heads to identify the individual responsible for providing each piece of information that is required to be submitted in the Quarterly Reports, the Annual Reports, and all other information, data, plans, and reports (the "Other Submissions"). The COPA Compliance Officer will provide to each department head a list of the information that particular department is responsible for providing, including the responsible party in charge of providing the information, and the deadlines for the information to be provided to the COPA Compliance Office. The individual identified as responsible for providing each piece of information on the attached Tennessee Tracking Device and the Virginia Tracking Device shall provide that information to the COPA Compliance Office on the attached Tennessee Tracking Device and the Virginia Tracking Device.
2. Quarterly Reports. Ballad Health shall submit Quarterly Reports to Tennessee and Virginia that contain the information set forth in the COPA Requirements. The COPA Compliance Officer shall be responsible for assembling the Quarterly Report based on the information provided by the responsible parties as set forth on the attached Tennessee Tracking Device and the Virginia Tracking Device.
3. Annual Reports. Ballad Health shall submit Annual Reports to Tennessee and Virginia that contain the information set forth in the COPA Requirements. The COPA Compliance Officer shall be responsible for assembling the Annual Report based on the information provided by the responsible parties as set forth on the attached Tennessee Tracking Device and the Virginia Tracking Device.

4. Other Submissions. Ballad Health shall submit all Other Submissions to Tennessee and Virginia that contain the information set forth in the COPA Requirements. The COPA Compliance Officer shall be responsible for assembling the Other Submissions based on the information provided by the responsible parties as set forth on the attached Tennessee Tracking Device and the Virginia Tracking Device.

Tennessee Tracking Device

Tracking Device on file at the COPA Compliance Office

Virginia Tracking Device

Tracking Device on file at the COPA Compliance Office

**Ballad Health**  
**COPA Compliance Policy**  
**COPA Compliance Internal Investigations**  
**Date: April 12, 2018**

**Purpose -**

It is the purpose of Ballad Health to ensure compliance with the requirements set forth in the Terms Of Certification Governing the Certificate of Public Advantage Issued to Ballad Health by the Tennessee Department of Health (the "Tennessee TOC"), the Order and Letter Authorizing a Cooperative Agreement issued by the State Health Commissioner of the Commonwealth of Virginia (the "Virginia Order"), and the applicable statutes and regulations governing the Certificate of Public Advantage in Tennessee and the Cooperative Agreement in Virginia (collectively referred to as the "COPA Requirements"). The COPA Compliance Officer shall have responsibility and authority to conduct and oversee independent investigations to detect possible non-compliance with the COPA Requirements.

**Scope -**

All team members, Physicians, students, independent contractors, volunteers and vendors

**Facilities/Entities -**

Ballad Health Corporate

Tennessee: BRMC, FWCH, HCH, HCMH, HVMC, IPMC, JCCH, JCMC, LMH, SSH, TRH, UCMH, WPH, Kingsport Day Surgery (a separate legal entity managed by Ballad Health), Niswonger Children's Hospital, New Leaf, Madison House, Unicoi County Nursing Home, Wexford House

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Wellmont Medical Associates

Wilson Pharmacy, Inc.

WPS Providers, Inc.

**Definitions -**

Not Applicable

**Policy-**

Ballad Health is committed to complying with the requirements set forth in the Terms Of Certification Governing the Certificate of Public Advantage Issued to Ballad Health by the Tennessee Department of Health (the "Tennessee TOC"), the Order and Letter Authorizing a Cooperative Agreement issued by the State Health Commissioner of the Commonwealth of Virginia (the "Virginia Order"), and the applicable statutes and regulations governing the Certificate of Public Advantage in Tennessee and the Cooperative Agreement in Virginia (collectively referred to as the "COPA Requirements"). The COPA Compliance Officer shall have responsibility and authority to conduct and oversee independent investigations to detect possible non-compliance with the COPA Requirements. The extent of the investigation will vary depending upon the matter investigated.

**Procedure-**

1. The COPA Compliance Officer shall commence and/or oversee investigations on all compliance matters related to the COPA Requirements within a reasonable period (determined by the COPA Compliance Officer, but typically within fourteen (14) days) following receipt of the report indicating non-compliance warranting investigation. The COPA Compliance Officer shall notify the appropriate state officials of the possibility of non-compliance as required by the COPA Requirements.
2. The COPA Compliance Officer may delegate the investigation responsibilities but will retain ultimate supervision and responsibility for all COPA compliance investigations.
3. The investigation may include, but is not limited to:
  - reviewing and preserving documents related to the matter;
  - interviewing appropriate individuals;
  - reviewing policies and procedures applicable to the matter;
  - engaging an outside consultant or authority to assist in the investigation, as needed, and as approved by the Audit and Compliance Committee of the Board or the Executive Chair/President.
4. If a reportable COPA compliance issue is found, the COPA Compliance Officer shall notify the appropriate state officials as required by the COPA Requirements.

5. The COPA Compliance Officer shall develop and recommend a corrective action plan in consultation with the other departments within Ballad Health that may be affected.
6. All investigation methods and findings pursuant to the investigation must be documented. Copies of supporting documents should be attached to all reports.
  - If the investigation findings do not substantiate the allegation or matter, the investigation will be closed by the COPA Compliance Officer. Documentation regarding the investigation will be filed and maintained by the COPA Compliance Officer for a minimum of seven (7) years after the investigation is closed.
  - If a compliance violation of the COPA Requirements is found, all documentation related to the investigation will be maintained as an "open" investigation until a corrective action plan has been completed and the matter has been resolved, at which time the investigation will be closed by the COPA Compliance Officer. Once closed, the investigation file will be filed and maintained by the COPA Compliance Office for a minimum of seven (7) years after the investigation has been closed.
7. For investigations implicating a member of the Ballad Health executive team or a facility CEO, the COPA Compliance Officer shall notify the Executive Chairman, the Chief Executive Officer and the General Counsel of Ballad Health. For investigations implicating the Executive Chairman, the Chief Executive Officer, or the General Counsel, the COPA Compliance Officer shall notify the Lead Independent Director and the Chair of the Audit & Compliance Committee of the Ballad Health Board of Directors. Investigations implicating the COPA Compliance Officer shall be handled by the Ballad Health General Counsel.

**Ballad Health**  
**COPA Compliance Policy**  
**COPA Interpretation and Communications with State Officials**  
**Date: April 12, 2018**

**Purpose -**

It is the purpose of Ballad Health to ensure an efficient flow of communications to and from the State officials tasked with responsibility to supervise the Terms Of Certification Governing the Certificate of Public Advantage Issued to Ballad Health by the Tennessee Department of Health (the "Tennessee TOC"), the Order and Letter Authorizing a Cooperative Agreement issued by the State Health Commissioner of the Commonwealth of Virginia (the "Virginia Order"), and the applicable statutes and regulations governing the Certificate of Public Advantage in Tennessee and the Cooperative Agreement in Virginia (collectively referred to as the "COPA Requirements").

**Scope -**

All team members, Physicians, students, independent contractors, volunteers and vendors

**Facilities/Entities -**

Ballad Health Corporate

Tennessee: BRMC, FWCH, HCH, HCMH, HVMC, IPMC, JCCH, JCMC, LMH, SSH, TRH, UCMH, WPH, Kingsport Day Surgery (a separate legal entity managed by Ballad Health), Niswonger Children's Hospital, New Leaf, Madison House, Unicoi County Nursing Home, Wexford House

Virginia: DCH, JMH, LPH, MVRMC, NCH, RCMC, SCCH, Clearview Psychiatric Unit, Francis Marion Manor Health & Rehabilitation, Green Oak Behavioral Health (Geriatric Behavioral Health Inpatient Program – DCH), Norton Community Physicians Services (NCPS), Community Home Care (CHC), Abingdon Physician Partners (APP)

Blue Ridge Medical Management Corporation (BRMMC)

Bristol Surgery Center, LLC

Holston Valley Imaging Center

Home Health/Hospice

Integrated Solutions Healthcare Network (ISHN)

Mountain States Pharmacy at Norton Community Hospital

Sleep Services

Wellmont Cardiology Services

Wellmont Medical Associates

Wilson Pharmacy, Inc.

WPS Providers, Inc.

### **Definitions -**

Not Applicable

### **Policy-**

It is the policy of Ballad Health to ensure an efficient flow of communications to and from the State officials tasked with responsibility to supervise the Terms Of Certification Governing the Certificate of Public Advantage Issued to Ballad Health by the Tennessee Department of Health (the "Tennessee TOC"), the Order and Letter Authorizing a Cooperative Agreement issued by the State Health Commissioner of the Commonwealth of Virginia (the "Virginia Order"), and the applicable statutes and regulations governing the Certificate of Public Advantage in Tennessee and the Cooperative Agreement in Virginia (collectively referred to as the "COPA Requirements"). An efficient flow of communication ensures information provided to the state is properly vetted for accuracy, and that the state officials may rely upon the information as official submissions from Ballad Health. An efficient flow of communication from state officials to Ballad Health ensures the information is properly logged and referred to the appropriate individuals within Ballad Health.

All written communications and notices directed to state officials related to COPA Requirements shall be submitted by the General Counsel of Ballad Health or his/her designated counsel, or, as outlined herein, by the COPA Compliance Officer. All communications submitted to the state officials related to COPA Requirements shall be logged, and copied to the COPA Compliance Officer (or to the General Counsel if submitted by the COPA Compliance Officer).

Ballad Health shall notify state officials that all communications related to COPA Requirements should be sent to the General Counsel of Ballad Health, and copied to the COPA Compliance Officer. Any such communications shall be logged by the General Counsel and routed to the appropriate subject matter leader within Ballad Health for review and action, if necessary.

Any written communications submitted to state officials by anyone other than the General Counsel or COPA Compliance Officer, based on the procedures herein, may not be relied upon as official communication by Ballad Health. Any written communication intended to be official by state officials to anyone at Ballad Health other than the General Counsel may not be determined to be officially received by Ballad Health.

### **Procedure-**

1. Questions involving the interpretation or application of provisions and requirements in the Tennessee TOC and the Virginia Order shall be submitted jointly to the COPA Compliance Officer and the General Counsel via email; requestors shall include a memo setting out the facts and the issues at question, including the sections of the Tennessee TOC or Virginia Order that the requestor believes to be applicable.

2. The COPA Compliance Officer and the General Counsel will review each request and will determine an appropriate response, which may include communications with the appropriate state agencies or engagement of outside counsel.
3. The General Counsel shall have sole authority to engage outside counsel, subject to certain powers reserved to the Ballad Health Board or its officers and committees.
4. All communications to state agencies involving interpretation of the Tennessee TOC or Virginia Order will be handled either through the General Counsel's Office or the COPA Compliance Office. The General Counsel will be responsible for correspondence relating to questions about the states' interpretation of their requirements and will copy the COPA Compliance Officer. The COPA Compliance Officer will be responsible for correspondence relating to the submission of routine materials or information required by the TOC or the Virginia Order with a copy to the General Counsel.
5. The COPA Compliance Officer and General Counsel will meet with the subject matter leaders within Ballad Health to discuss the issues related to the interpretation. It may be agreed that the matter may best be resolved through discussion with state officials during a regularly scheduled or special teleconference with the state officials, so that the state officials may understand the context of the issue Ballad Health is seeking clarification of. In the event such discussion occurs, the General Counsel will be responsible for following up with the state officials to obtain the state's official position on the matter or to document Ballad Health's understanding of the interpretation. The General Counsel shall document any such interaction, and communicate any result to the subject matter leaders impacted, with copy to the COPA Compliance Officer. The General Counsel and COPA Compliance Officer will confer regularly and prior to the submission of any required materials or prior to the sending of correspondence relating to the interpretation of the meaning of COPA Requirements.
6. It is likely that direct communication will occur between various state officials and leaders within Ballad Health, and such communication is appropriate as various collaborations materialize. Requests for such meetings should be channeled through the General Counsel's office. The General Counsel will ensure appropriate staff from Ballad Health are notified, the meeting scheduled and the meeting occurrence will be logged. The COPA Compliance Officer shall be notified of any meetings scheduled.
7. It is the policy of Ballad Health to resolve disputes related to interpretation of the COPA Requirements collaboratively internally and with state officials. The COPA Requirements recognize that there may be, at times, disagreement with respect to interpretation. As such, if there is a dispute related to interpretation of the COPA Requirements, and the subject matter leaders do not agree with the interpretation of the General Counsel and COPA Compliance Officer, or the matter is of such substance it could be material for Ballad Health, the matter will be referred to the Chairman/CEO, who will make the internal determination as to Ballad Health's position on the matter. If the Chairman/CEO makes a determination that is not in agreement with the interpretation by state officials, he/she shall notify the Lead Director and Chair of Audit and Compliance. The communication of any such decision resulting from such determination will be communicated to the state officials by the General Counsel. In the event there is a disagreement between Ballad Health's interpretation and the interpretation by state officials, the steps outlined in the COPA Requirements shall guide how such dispute is resolved if a dialogue with state officials fails to resolve the matter.

Ballad Health shall always endeavor to reach an amicable solution with state officials before articulating to the state a disagreement which may result in either enforcement action, or an administrative dispute under the COPA Requirements or state administrative rules.

8. Following resolution of any issues involving interpretation of provisions of the TOC or the Virginia Order, the COPA Compliance Officer or General Counsel shall communicate a response by email to the requestor, and such documentation shall be logged by the COPA Compliance Office for future reference. All such communications shall be copied to the COPA Compliance Officer or General Counsel, depending upon which originates the notification.