



Supplier Code of Conduct

Trinity Health is committed to complying with all applicable laws and regulations and operating with the highest professional and ethical standards. As a Trinity Health supplier¹, you help us achieve these goals. This Supplier Code of Conduct sets forth the minimum standards² by which all Trinity Health suppliers are expected to conduct themselves when providing goods or services to our system. You are responsible for sharing this Supplier Code of Conduct with all your organization personnel who may be engaged in conducting business activities with a Trinity Health organization.

Respectful Behaviors and Relationships – All suppliers must act with honesty, dignity and respect when providing services for Trinity Health. This includes maintaining a positive and courteous customer service orientation, speaking professionally, and responding to requests for information or assistance in a timely manner.

Essential Services and Business Continuity – If a supplier's services are essential to Trinity Health's ability to provide health care services to Trinity Health patients and customers, supplier must maintain, test and continuously improve business continuity and disaster recovery plans. Essential Suppliers are also expected to maintain adequate security safeguards to prevent cybersecurity interruptions.

Gifts – Trinity Health recognizes the cost of gifts, including meals, entertainment, and social activities, provided by suppliers is reflected in the cost of goods and services we purchase. Consistent with our mission to be faithful stewards of our resources, Trinity Health discourages suppliers from providing any gifts or other items of value, including food, to our colleagues, physicians or contractors working in Trinity Health facilities (“Trinity Health Personnel”). The following items are never acceptable:

- Gifts given to Trinity Health Personnel to influence a purchasing or contracting decision;
- Gifts that reasonably could be perceived as a bribe, payoff, deal, or any other attempt to gain a competitive advantage;
- Cash or items redeemable for cash such as checks, gift cards, stocks, etc.;
- Gifts to or from government representatives;
- Gifts or other incentives to encourage or reward patient referrals; and
- Gifts that may violate a law or regulation.

¹ The term "Supplier" is used herein to refer to all vendors, independent contractors, agents, and other business partners providing goods or services to Trinity Health organizations.

² Trinity Health organizations or departments may establish, and share with you, through written agreements or otherwise, more restrictive guidelines than those described in this document. You are expected to adhere to the most restrictive standard provided to you.

The above requirements do not apply to meals and refreshments provided in connection with a conference or other educational program sponsored by a supplier for the benefit of all attendees. Supplier provided food associated with education should be nominal in value and limited in frequency (no more than once per year).

Sponsored Events – Trinity Health colleagues may attend supplier sponsored local or out-of-town programs, workshops, seminars and conferences that have a legitimate educational purpose or otherwise support a Trinity Health business objective (e.g., product training) provided such events are infrequent (i.e., no more than once annually) and Trinity Health, not the supplier, pays for any related travel and lodging costs.

Fundraising – As a tax-exempt, charitable organization, Trinity Health may solicit charitable contributions to support our health care ministries. Only Trinity Health foundations or specific departments responsible for fundraising activities may solicit such gifts. Trinity Health colleagues with responsibilities for ongoing supplier business relationships, including negotiation or supplier selection, are prohibited from solicitation and fundraising activities. **Other than legitimate fundraising activities as described above, Trinity Health colleagues are not allowed to solicit gifts, entertainment or meals from suppliers at any time.** Suppliers who encounter situations where Trinity Health Personnel are in violation of this policy are expected to **contact the Trinity Health Integrity & Compliance Line at 866-477-4661.**

Conflicts of Interest – Conflicts of interest must be disclosed. Conflicts of interest include situations where a Trinity Health board member, medical staff, or colleagues' relationship (e.g., employment, investment, consulting services or other connection) with a supplier conflicts, or could appear to conflict with Trinity Health's business interests. Trinity Health does not permit persons with conflicts to make purchasing decisions. In addition, Trinity Health requires colleagues to disclose any employment, financial interest or relationship with a Trinity Health supplier to their direct leader or through the Trinity Health conflicts of interest disclosure process. We expect our suppliers to bring any actual, potential, or perceived conflicts of interest to the attention of a Trinity Health high-level representative (other than the person who has a relationship with the supplier) in a timely manner.

Compliance with Laws – Suppliers are required to conduct their business activities in compliance with all applicable laws and regulations, including laws applicable to individuals and entities directly or indirectly receiving Medicare, Medicaid and other federal fund, including but not limited to the Anti-Kickback Statute, Civil Monetary Penalties Law, Eliminating Kickbacks in Recovery Act, the Physician Self-Referral Law (Stark Law), and the False Claims Act, and applicable state laws.

Privacy and Security – Federal and state laws require Trinity Health and our suppliers to maintain the privacy and security of Trinity Health protected health information (PHI). Suppliers are responsible for ensuring all supplier personnel who provide services to Trinity Health are aware of and familiar with the requirements of both the Health Insurance Portability and Accountability Act (HIPAA) Privacy and Security Rules and, where applicable, those state laws that provide more stringent protection of PHI or other personally identifiable information. Suppliers are also responsible for ensuring all supplier personnel who provide services using network connected devices receive role-appropriate and periodic cybersecurity training and assessments (at least annually). In addition, suppliers are responsible for ensuring all reasonable and customary industry accepted actions are taken to protect supplier devices from malware, viruses, and other cyber threats prior to installation and/or use. If a supplier's business relationship with Trinity Health requires access to or use of PHI, the supplier will be required to sign a Business Associate Agreement.

Infection Control Policies – Supplier personnel whose activities require access to direct patient care environments must adhere to Trinity Health infection control policies applicable to the organizations visited.

Eligibility to Participate in Federal and State Health Care Programs – Trinity Health will not conduct business with any supplier (or subcontractor to a supplier) excluded, precluded, debarred, or ineligible to participate in federal or state health care programs such as Medicare and Medicaid, or whose officers, directors or employees are excluded from participating in such programs. Suppliers are responsible for taking all necessary steps to ensure supplier and supplier subcontractor personnel providing goods and services to Trinity Health, directly or indirectly, are eligible to participate in federal and state health care programs. Such steps include conducting periodic checks of the Office of Inspector General's List of Excluded Individuals/Entities (LEIE) and General Services Administration's System for Award Management (SAM) databases.

Fraud, Waste and Abuse (FWA) – Trinity Health will promptly investigate any reports of alleged violations of law, regulations, or Trinity Health policies involving supplier or a supplier's personnel, including allegations of FWA involving federal or state health care programs. Suppliers are expected to fully cooperate in such investigations and, where appropriate, take corrective actions in response to confirmed violations. The Federal False Claims Act and similar state laws make it a crime to knowingly present a false claim to the government for payment. These laws also protect “whistleblowers” – people who report noncompliance or fraud, or who assist in investigations – from retaliation. **Trinity Health policy prohibits retaliation of any kind against individuals exercising their rights under the Federal False Claims Act or similar state laws.**

Deficit Reduction Act of 2005 (DRA) Requirements – The DRA requires Trinity Health to provide detailed information to its employees, contractors and agents regarding the Federal False Claims Act and applicable state false claims laws. Suppliers are responsible for reviewing the False Claims Act Information section of the Trinity Health [Code of Conduct](#) and for sharing this information with its employees and contractors conducting Trinity Health business.

Environmental Purchasing Policy – Trinity Health is committed to purchasing goods and services with sustainable environmental impacts. Trinity Health expects suppliers to develop price-competitive, environmentally sound, and safe goods and services that help us achieve these objectives.

Supplier Impact Program – Trinity Health Supply Chain is committed to Impact Purchasing, which promotes the intentional use of our buying power to positively impact the communities we serve. The intent is to improve community health by seeking vendor partners that build community wealth and create economic mobility in Trinity Health's service areas. Impact Purchasing is also critical to supply chain resiliency. The focused effort to seek suppliers invested in our communities is a protective action that strengthens the organization's ability to respond to risks in the supply chain. Vendors currently within scope of Impact Purchasing are community-based, represent disadvantaged communities and have demonstrated commitment to the environmental health of communities.

Visitor Policy – When visiting Trinity Health facilities, suppliers must comply with applicable Trinity Health visitor policy, including but not limited to, infection control policies. Supplier representatives are required to schedule appointments and must register and satisfy outstanding requirements through our vendor

management system prior to visiting any Trinity Health medical facility. Representatives will be required to state the area to be visited, and visits must be restricted to those location(s) only. Properly issued guest badges provided by the facility must be worn at all times.

Product Samples – With the exception of drug samples provided to a physician office or clinic and managed in accordance with Trinity Health procedures, supplier product samples may not be provided without the advance review and approval of Trinity Health Supply Chain Management.

Publicity – Suppliers must not distribute advertising, press releases, or any other general public announcement regarding its relationship with Trinity Health unless they have first obtained prior written permission from an authorized Trinity Health management colleague.

Business Record Retention – Trinity Health requires suppliers to retain and make available records related to business with Trinity Health in accordance with applicable law, regulation, and contract requirements. Trinity Health also requires suppliers to retain and disclose known cybersecurity vulnerabilities as well as mitigations for devices purchased from supplier.

Government Contractor Requirements – Trinity Health is not a federal government contractor; however, some of our individual affiliates may be federal government contractors. For those Trinity Health affiliates that are federal government contractors, supplier acknowledges the clauses regarding equal employment opportunity and affirmative action contained in 41 CFR 60-1.4(a), 41 CFR 60-300.5(a), and 41 CFR 60-741.5(a) shall apply. These regulations prohibit discrimination against all individuals based on their race, color, religion, sex, or national origin.

Physician Owned Distributorships – Patients should be protected from inappropriate medical referrals or recommendations by health care professionals who may be unduly influenced by financial incentives. As such, it is the policy of Trinity Health to identify, appropriately review, and implement conflicts and other regulatory safeguards for agreements to purchase products or supplies, including but not limited to pharmaceuticals, implants, instruments and other medical devices, from Physician-Owned Distributorships or similar entities that maintain ownership or investment interests held by physicians and/or immediate family members of physicians on the medical staff of Trinity Health facilities. Suppliers are required to disclose to Trinity Health any such ownership or investment interests in their companies for appropriate review. **Trinity Health policy prohibits entering any arrangement that is intended to induce patient referrals.**

Resources – For more information on Trinity Health’s policies, visit Trinity Health’s Supply Chain Management web site at <http://www.trinity-health.org/supply-chain-management>.

Trinity Health Code of Conduct and Integrity & Compliance Line – The Trinity Health [Code of Conduct](#) describes actions and behaviors expected of all Trinity Health Personnel and all who work in Trinity Health. Suppliers may use the Integrity & Compliance Line to report any actual or suspected violations of the Code of Conduct including FWA matters, safety concerns, or other matters on an anonymous basis without fear of retaliation. The Integrity & Compliance Line is available 24 hours a day, 365 days a year at **866-477-4661**. Suppliers may also file reports online at www.mycompliancereport.com. When prompted for an access ID, please use THO to designate Trinity Health.

Medicare Managed Care Obligations Applicable to Suppliers – Trinity Health contracts with health plans to provide healthcare, prescription drug, and/or administrative services to Medicare eligible individuals reimbursed through Medicare Parts C and D plan sponsors. The Centers for Medicare & Medicaid Services (“CMS”) requires Trinity Health and other First Tier, Downstream, and Related Entities (“FDRs”) contracting with Medicare Parts C and D health plans to comply with certain CMS’ compliance program requirements. These requirements extend to Trinity Health suppliers engaged in one or more of the following activities on behalf of Trinity Health:

- Suppliers providing health care services to Medicare eligible individuals;
- Suppliers providing administrative services relating to Medicare program activities, including claims processing, patient management, and credentialing.

Trinity Health suppliers engaged in performing services reimbursed, in whole or in part, by the Medicare program are required to:

- Maintain and provide a code of conduct and Medicare compliance policies to all supplier and supplier subcontractor employees providing Medicare reimbursed services (“Applicable Supplier Personnel”).
- Provide Fraud, Waste, and Abuse (FWA) training, general compliance training, and HIPAA Privacy and Security training to Applicable Supplier Personnel. See *Fraud, Waste and Abuse (FWA)* and *Privacy and Security* herein for more information.
- Screen all employees and subcontractors prior to hire and monthly thereafter for eligibility to participate in federally funded healthcare programs. See *Eligibility to Participate in Federal and State Health Care Programs* herein for more information.
- Receive and respond to reports from employees and subcontractors of suspected or detected non-compliance or potential FWA.
- Regularly screen all employees, board members, and subcontractors for conflicts of interest. See *Conflicts of Interest* herein for more information.
- Obtain Trinity Health approval prior to offshoring any activities delegated by Trinity Health to supplier, its employees or subcontractors including receipt, processing, transferring, handling, storing or accessing of Protected Health Information (“PHI”) involving Medicare eligible members from outside the United States and its territories.
- Obtain Trinity Health approval prior to subdelegating any activities delegated by Trinity Health to supplier, its employees or subcontractors including receipt, processing, transferring, handling, storing or accessing of Protected Health Information (“PHI”) involving Medicare eligible members from outside the United States and its territories.
- Maintain routine internal operational oversight of supplier employees and subcontractors consisting of regular monitoring and auditing activities designed to ensure compliance with applicable laws, rules, and regulations, including Medicare, Medicaid and other government funded health care program regulations.
- Maintain documentation supporting supplier’s compliance program and all records pertaining to supplier’s business relationships with Trinity Health for a period of not less than ten (10) years.

As a component of the operational oversight required by Medicare, Trinity Health reserves the right to audit and/or monitor supplier's compliance with Medicare managed care requirements at any time upon seven (7) days' notice.

Suppliers who are currently or were formerly enrolled Medicare, Medicaid, or Children's Health Insurance Program (CHIP) are requested to notify Trinity Health of any Disclosable Events occurring within the past ten (10) years. Suppliers must also notify Trinity Health of Disclosable Events involving their owners/managing employees occurring within the past ten (10) years. Disclosable Events are defined as:

- Supplier/owner/managing employee currently has an uncollected debt to Medicare, Medicaid or CHIP;
- Supplier/owner/managing employee has been or is subject to a payment suspension under a federal health care program;
- Supplier/owner/managing employee has been or is excluded from Medicare, Medicaid or CHIP; or
- Supplier/owner/managing employee had its Medicare, Medicaid or CHIP billing privileges denied, revoked or terminated.

The Affordable Care Act provision 42 C.F.R. § 424.519 Disclosure of Affiliates requires Trinity Health to report to the Centers for Medicare and Medicaid Services any supplier Affiliations with Disclosable Events upon request.