



## ETHICS & COMPLIANCE PROGRAM CHARTER

Updated and Approved: 12/14/2023

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### PREAMBLE

Knight Health Holdings LLC d/b/a ScionHealth and its subsidiaries (“ScionHealth”) sets forth this Charter for its Ethics & Compliance Program. ScionHealth’s adherence to the provisions of this Charter is intended to (1) support and maintain ScionHealth’s present and future responsibilities related to participation in federal healthcare programs; and (2) demonstrate ScionHealth’s commitment to (a) fostering an environment that promotes the highest ethical standards among all employees, officers and managers, physicians, contractors, and agents; (b) complying with all applicable federal and state laws and regulations; and (c) aligning with its mission, values, and behavior expectations.

The primary focus of ScionHealth’s Ethics & Compliance Program is on Federal Health Care Program (“FHCP”) requirements, including, but not limited to those of Medicare and Medicaid. During the performance of their duties for ScionHealth, ScionHealth employees, officers and managers, physicians, contractors, and agents are required to follow the provisions of the ScionHealth Code of Conduct, ScionHealth policies and procedures, and the requirements set forth in this Charter.

### I. ETHICS & COMPLIANCE PROGRAM GOVERNANCE AND OVERSIGHT

The ScionHealth Ethics & Compliance Program includes the following governance and oversight committees:

#### A. Compliance Committee of the Board of Managers

ScionHealth’s Compliance Committee of the Board of Managers (“Board Compliance Committee”) shall be comprised of two or more members. The members of the Board Compliance Committee shall be appointed by the Board and serve at the pleasure of the Board. The Board Compliance Committee shall

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provide oversight of ScionHealth’s Ethics & Compliance Program as outlined in the *ScionHealth Charter of the Compliance Committee of the Board of Managers*.

### B. Enterprise Compliance Steering Committee

ScionHealth’s Enterprise Compliance Steering Committee (“ECSC”) shall include executive and senior leadership as determined by the Executive Leadership Team. The ECSC shall be responsible for (1) providing oversight for ScionHealth’s Ethics & Compliance Program in collaboration with the Board Compliance Committee; (2) evaluating and managing existing and emerging regulatory risks; and (3) providing cross-functional input on Ethics & Compliance program initiatives. The ECSC shall meet no less than quarterly and shall keep a formal record of its proceedings.

### C. Policy Governance Committee

ScionHealth’s Policy Governance Committee (“PGC”) shall include senior leadership and cross-functional operational representatives as determined by the Chief Compliance Officer in collaboration with the Executive Leadership Team. The PGC shall be responsible for reviewing and approving all ScionHealth enterprise and model policies and providing strategic oversight of policy development, vetting, communication, and implementation across the enterprise. The PGC will meet as needed and shall keep a formal record of its proceedings. Additionally, the PGC will provide quarterly reports on policy program activity to the ECSC and the Board Compliance Committee.

### D. Drug Diversion Prevention & Oversight Committee

ScionHealth’s Drug Diversion Program Oversight Committee (“DDPOC”) shall include senior Support Center leadership and operational representatives from Pharmacy and Clinical Operations as determined by the Chief Compliance Officer in collaboration with the Executive Leadership Team. The DDPOC shall be responsible for: (1) reviewing enterprise data related to controlled substance monitoring efforts; (2) discussing lessons learned from drug diversion activity across the organization; and (3) advising on program adjustments to more effectively prevent drug diversion activity at individual

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facilities and across the enterprise. The DDPOC shall meet no less than quarterly and shall keep a formal record of its proceedings. Additionally, the DDPOC shall provide quarterly reports related to monitoring and auditing efforts, drug diversion activity, and mitigation actions taken to the ECSC and the Board Compliance Committee.

### E. Privacy & Security Program Oversight Committee

ScionHealth's Privacy & Security Oversight Committee ("PSOC") shall include senior Support Center leadership and operational representatives from Information Technology, Health Information Management, and Clinical Operations as determined by the Chief Compliance Officer in collaboration with the Executive Leadership Team. The PSOC shall be responsible for: (1) reviewing enterprise data related to privacy and security reporting and monitoring efforts; (2) assessing and decision-making related to enterprise initiatives with specific privacy or security implications; and (3) advising on program adjustments to effectively address privacy and security risk at individual facilities and across the enterprise. The PSOC shall meet no less than quarterly and shall keep a formal record of its proceedings. Additionally, the PSOC shall provide quarterly reports on its activities to the ECSC and Board Compliance Committee.

### F. Community Hospital Compliance Committees

Each ScionHealth Community Hospital shall have a Hospital Compliance Committee ("HCC"). The HCC shall be chaired by the designated Facility Compliance Officer ("FCO") for the hospital and shall include, at a minimum, the hospital CEO, CFO, CNO, Human Resources Director, and other appropriate operational leaders of hospital functions with significant regulatory risk. The HCC shall meet, on at least a quarterly basis, and shall keep a formal record of its proceedings.

## II. ETHICS & COMPLIANCE PROGRAM

The ScionHealth Ethics & Compliance Program is comprised of the following:

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### A. Chief Compliance & Privacy Officer

ScionHealth has a Chief Compliance & Privacy Officer who is responsible for building and managing the Ethics & Compliance function across the enterprise. The Chief Compliance & Privacy Officer shall be a senior leader of ScionHealth and shall report directly to ScionHealth's Chief Administrative Officer ("CAO") as well as the Board Compliance Committee.

1. The Chief Compliance & Privacy Officer shall meet independently and regularly, on at least a monthly basis, with the ScionHealth Chief Executive Officer ("CEO") to advise on compliance matters, existing and emerging risks, and program focus areas.
2. The Chief Compliance & Privacy Officer shall make routine reports, on at least a quarterly basis, to the Board Compliance Committee regarding material compliance matters, existing and emerging risks, and program focus areas. The Chief Compliance & Privacy Officer is authorized to report to the Board of Managers (including the Board Compliance Committee) at any time.
3. To advance his/her Ethics & Compliance Program responsibilities, the Chief Compliance & Privacy Officer shall have the authority monitor and perform risk assessments of the operations engaged in by ScionHealth, employees, officers and managers, physicians, contractors, and agents. The Chief Compliance & Privacy Officer may reasonably request and have access to any ScionHealth business record at any time to ensure ScionHealth's compliance with applicable federal and state laws and regulations and ScionHealth's policies and procedures.
4. The Chief Compliance & Privacy Officer shall develop an annual risk-based Ethics & Compliance Work Plan ("Work Plan") and an annual budget for the Ethics & Compliance Department. The Chief Compliance & Privacy Officer will be responsible for overseeing completion of the Work Plan and adjusting initiatives based on emerging risks and resource availability. The ECSC will approve the

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Work Plan and any substantive changes made to the Work Plan throughout the year.

### B. Ethics & Compliance Department

ScionHealth's Ethics & Compliance Department, led by the Chief Compliance & Privacy Officer, is responsible for managing ScionHealth's Ethics & Compliance Program; responding to existing and emerging compliance risks, and ensuring ScionHealth's compliance with all applicable federal and state laws and regulations. The Ethics & Compliance Department will develop all Ethics & Compliance Program elements in a way that is consistent with the Office of Inspector General Compliance Program Guidance and the Department of Justice's Evaluation of Corporate Compliance Programs. While the Ethics & Compliance Department is ultimately accountable for managing compliance risk for ScionHealth, it does so in coordination with, and with cooperation from, the entire enterprise, including, but not limited to, Legal, Clinical Operations, Human Resources, Quality Management, Revenue Cycle, Internal Audit, Information Security, and Information Technology. The Ethics & Compliance Department shall carry out the following functions:

#### 1. Speak Up Line Reporting & Investigations Management

ScionHealth's Ethics & Compliance Department shall oversee a multi-channel reporting program in which individuals may raise potential compliance concerns through a third-party hotline (ScionHealth's Speak Up Line), via email and web form, or by directly contacting a member of the Ethics & Compliance Department. Reporters will have the option to request to remain anonymous when they raise their concerns. Upon receipt of a concern, a case will be opened and assigned to a lead investigator to review and engage appropriate stakeholders. The Ethics & Compliance Department will work with stakeholders to address any substantiated concerns consistently and in accordance with ScionHealth's policies and procedures.

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### 2. Privacy

ScionHealth's Ethics & Compliance Department shall develop and manage the company's privacy program to safeguard sensitive data including Protected Health Information and ensure compliance with applicable federal and state laws and regulations including, but not limited to, the Health Insurance Portability & Accountability Act. This program shall entail risk management, policies and procedures, workforce training and education, and auditing and monitoring, required to meet applicable regulatory requirements and industry standards.

### 3. Compliance Operations

ScionHealth's Ethics & Compliance Department shall entail a Compliance Operations function which is comprised of policy governance as well as Ethics & Compliance culture, communications, and education. The Compliance Operations function shall address existing and emerging compliance risk and regulatory obligations in its work efforts.

### 4. Risk & Oversight

ScionHealth's Ethics & Compliance Department shall have a Risk & Oversight function dedicated to identifying existing and emerging compliance risk through a formalized, consistent, and dynamic risk assessment process. The Risk & Oversight function will develop an Annual Auditing & Monitoring Plan that is responsive to identified compliance risk, which will be regularly adjusted throughout the course of the year to be responsive to new and emerging risks. Finally, the Risk & Oversight function is charged with auditing and monitoring compliance risk as designated by the Annual Auditing & Monitoring Plan.

### 5. Due Diligence & Integration

As ScionHealth evolves as a business, the Ethics & Compliance Department shall dedicate resources to due diligence efforts designed to identify, assess, and advise on risks associated with business development efforts. Similarly, the Ethics & Compliance Department will ensure plans are in place and implemented when

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integrating new service lines, programs, and facilities to appropriately address related compliance risks.

C. **Business Integrity Partners**

ScionHealth has dedicated Business Integrity Partners within the Ethics & Compliance Department to serve as the liaisons between the various Ethics & Compliance functions and ScionHealth facilities. Business Integrity Partners shall provide support to ScionHealth facilities by offering Ethics & Compliance guidance and expertise needed for key facility initiatives, leading complex ethics and compliance-related investigations, and assisting Facility Compliance Officers as warranted.

D. **Facility Compliance Officers**

ScionHealth has designated Facility Compliance Officers in every Community Hospital and select Specialty Hospitals to function as extensions of the Ethics & Compliance Department within the business. These individuals provide onsite field support to the facility and will often serve as the front-line Ethics & Compliance representative to those in ScionHealth facilities. They may partner with the assigned Business Integrity Partner to ensure appropriate compliance expertise is provided for key facility initiatives; assist with complex compliance-related investigations; conduct facility audits, assessments, and less complex investigations, when warranted; assist in carrying out Ethics & Compliance initiatives in the facility; and facilitate quarterly Hospital Compliance Committee meetings.

E. **Facility Privacy Officers**

ScionHealth has designated Facility Privacy Officers in every hospital to function as the front-line subject-matter expert for privacy-related questions and concerns and to ensure compliance with federal and state privacy laws and regulations. Facility Privacy Officers will bolster the Privacy function of the Ethics & Compliance Department by supporting Privacy-related initiatives in the facility; responding to questions and concerns as they arise; and leading or supporting Privacy investigations.

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### F. Ethics & Compliance Program Obligations

Each ScionHealth department and facility shall adhere to the requirements outlined in this Charter as well as ScionHealth's values and ethical behavior expectations, Code of Conduct, policies and procedures, and applicable laws and regulations to effectively mitigate compliance risk and promote a culture of ethics and compliance within the enterprise. Specific obligations include:

1. Refunding all overpayments received from FHCP within sixty (60) days of identification;
2. Prior to employment, engagement, or granting of privileges, screening all employees, contractors, and active members of the medical staff for exclusion from FHCP participation as required by federal and state laws and regulations;
3. Completing all required ethics and compliance training requirements within the time period specified; and
4. Promptly reporting all potential ethics & compliance concerns to the ScionHealth Ethics & Compliance Department through the Speak Up Line reporting process.

### III. PERFORMANCE MANAGEMENT & INCENTIVE PLANS

Non-compliance with Ethics & Compliance Program obligations will be addressed in accordance with ScionHealth's performance management policies. As part of ScionHealth's Short Term Incentive Plan, Short Term Incentive Award payments are contingent upon eligible employees' compliance with ScionHealth's values and ethical behavior expectations, Code of Conduct, policies and procedures, and applicable laws and regulations.