



# CODE OF CONDUCT

Northeast Delta Dental









## TABLE OF CONTENTS

About Northeast Delta Dental.....	1
A Message from our President and CEO .....	2
Core Values .....	2
Our Vision.....	2
Our Mission .....	2
Enforcement.....	3
Personal Responsibility .....	3
Reporting Possible Violations.....	3
Conflicts of Interest .....	4
Protection of Assets.....	4
Confidentiality of Information.....	5
Information Technology (IT) Systems.....	6
Intellectual Property.....	6
Funds.....	6
Compliance with the Law & Organizational Policies & Procedures.....	7
Record Retention.....	7
Tax Exemption .....	7
Antitrust Laws .....	7
Fraud, Waste and Abuse .....	8
Excluded Providers.....	8
Vendor Management .....	8
Financial Integrity.....	9
Accurate Financial Records.....	9
Social Responsibility .....	9
Lobbying/Political Contributions.....	9
Non-Discrimination .....	9
Harassment .....	10
Social Media and Networking .....	10
Marketing and Public Affairs .....	10
Directors/Trustees as Fiduciaries .....	11
Duty of Loyalty .....	11
Duty of Care .....	11
Periodic Review .....	11
Resources and Assistance .....	12
Conduct Checklist.....	13





## About Northeast Delta Dental

Northeast Delta Dental specializes in the administration of dental programs and has become the leader in the dental benefits marketplace with the highest market share of any dental benefits provider in the Tri-State area of Maine, New Hampshire and Vermont. Northeast Delta Dental has succeeded by promoting quality plan designs, expertise in claims administration, dedication to outstanding customer service, and recognition of the importance of all stakeholders – purchasers, subscribers, and dentists.

Northeast Delta Dental is the trade name for the cooperative arrangement among Delta Dental Plan of New Hampshire (DDPNH), Delta Dental Plan of Maine (DDPME), and Delta Dental Plan of Vermont (DDPVT).

Northeast Delta Dental Board of Directors/Trustees members (“Directors/Trustees”) and employees understand, acknowledge and agree to comply with the Code of Conduct.

## A Message from our President and CEO



All of us at Northeast Delta Dental understand the power of core values to guide our decisions and behaviors and to provide a strong base for our relationships with everyone who contributes to our continued success—our customers, service suppliers, and ourselves.

The following value statements were developed collaboratively and guide our actions and influence our decisions as Directors/Trustees and at work.

### Core Values

- We believe that effective **communication** is essential for our continued success as a great place to work and a stellar place to do business for all customers, service providers, and employees.
- We believe that **teamwork** is the key to working effectively toward our mission, being committed to giving 100% and to working collaboratively with shared responsibility and accountability.
- We believe that **quality** is a core value that enables us to strive toward reaching our mission and goals, and to achieving excellence in all that we do, resulting in our pride in our work at Northeast Delta Dental.
- We believe that **integrity** is a crucial value that enables us to be respectfully honest and responsive to internal and external customers.

### Our Vision

To be a world-class benefits company that is community focused.

### Our Mission

To advance the oral health and overall wellness of our customers and the general public by providing innovative benefits and professional partnerships through diversified strategic business and philanthropic initiatives.



## Enforcement

This Code of Conduct document is not intended to be a contract nor take the place of any laws, policies or procedures affecting Northeast Delta Dental. This document is to be used as a guideline only. However, employees may be subject to corrective action, including immediate termination, for violation of or failure to report violation of this Code of Conduct or the related Northeast Delta Dental policies or procedures.

In all instances in this Code of Conduct, “Northeast Delta Dental” refers to the Delta Dental Plans of Maine, New Hampshire and Vermont and their subsidiaries, Board Members and employees.

Certain Northeast Delta Dental policies expand upon the topics covered in this Code of Conduct. These policies include the Corporate Director’s Code of Conduct, the Employee Handbook, the HIPAA manual, and other department-specific policies.

## Personal Responsibility

### Reporting Possible Violations

Concerns or suspicions regarding violations of any compliance obligation, federal or state law, rule, regulation, standard, or policy, or possible illegal or unethical conduct, activities, or practices with respect to auditing, accounting, compliance or other corporate matters should be reported.

Concerns regarding possible illegal or unethical conduct involving Northeast Delta Dental can be reported to any member of the Senior Management team, the Vice President & General Counsel, or anonymously through the dedicated Integrity Hotline by calling (603) 223-1166 or by email at [IntegrityReporting@nedelta.com](mailto:IntegrityReporting@nedelta.com).

Concerns regarding discrimination in the provision of health care programs can be reported to the Civil Rights Coordinator, who will investigate and resolve the complaint.

Note: The Vice President & General Counsel and all members of the Vice President team are required to notify the Board Chair, the Chair of the Finance Committee, and/or the Chair of the Corporate Governance Committee of any substantive reports they receive under this policy.

## **IMPORTANT: EMPLOYEES WHO REPORT SUSPECTED MISCONDUCT IN GOOD FAITH ARE PROTECTED FROM RETALIATION OR JOB DISCRIMINATION.**

### **Conflicts of Interest**

Northeast Delta Dental Directors/Trustees, officers and employees avoid all activities or associations where personal interests might appear to conflict with the interest of Northeast Delta Dental.

Examples of conflicts of interest may include: working for a person or a company that may interfere with your ability to provide loyal services to Northeast Delta Dental, doing business with friends or relatives, and accepting certain business gifts or hospitality.

If you believe you may have a conflict of interest, it is your responsibility to disclose the conflict. As an employee of Northeast Delta Dental, you must disclose any potential conflict of interest to your manager or the Vice President and General Counsel.

Board Members, Vice Presidents and certain other key employees annually disclose conflicts of interest in writing by completing the Conflict of Interest form. The Vice President and General Counsel reviews the disclosures and provides a report to the Board of Directors/Trustees. Directors/Trustees should notify the Vice President and General Counsel of any changes to his or her annual disclosure.



**Checking In:** I am considering joining a board outside of Northeast Delta Dental. Is this a problem?

**Answer:** Northeast Delta Dental expects you to exercise good judgment when considering activities and committees outside of your involvement here. Your involvement outside of Northeast Delta Dental should not interfere or compete with your responsibilities to Northeast Delta Dental.

### **Protection of Assets**

Northeast Delta Dental's assets—buildings, vehicles, computers, printers, records (paper and electronic), funds, technology, data, both tangible and intangible, etc.— must be used appropriately. All communications systems, including but not limited to computers, mobile devices such as smartphone and tablets, electronic mail,

intranet, internet access, telephones and voicemail are also Northeast Delta Dental assets.

Directors/Trustees and employees are responsible for protecting all such assets from misuse, waste, theft, fraud, loss, disclosure, removal or disposal because to do otherwise inhibits our work.

### Confidentiality of Information

It is our obligation to handle confidential information and materials with great care to avoid inappropriate disclosure. Confidential information includes: personal identifiable data relating to employees, Northeast Delta Dental strategic planning materials, advance product plans/marketing strategies, unpublished financial data, proposed product plan prices, major upcoming changes in management or policy, unpublished employment statistics, dentist payment/earnings, documents marked confidential, internal/external audit and review findings, auditor/training manuals, rating formulas/underwriting manual, legal opinions and other legal communications, trade secrets/confidential information/intellectual property of Northeast Delta Dental, technological capabilities developed by Northeast Delta Dental, purchased or leased technology.

Northeast Delta Dental, in its roles as covered entity and Business Associate, creates, stores and uses Protected Health Information (PHI). PHI must be handled in accordance with the Health Insurance Portability and Accountability Act (HIPAA) and other federal and state regulations.

You must access Northeast Delta Dental's records and data, including PHI, through proper channels.

Email communications among employees and Board Members are confidential unless otherwise noted.



**Checking In:** You find a thumb drive in the parking lot as you are leaving to go home for the night. What do you do?

**Answer:** Pick it up and turn it in to the Information Security Officer so that he or she can verify that the information contained has not created a confidentiality breach.

## Information Technology (IT) Systems

Employees are responsible for protecting Northeast Delta Dental's IT systems (computers, smartphones, tablets, networking resources, email systems, and voice systems) and the information on them from unauthorized disclosure, damage or theft.

If you are responsible for transferring data and/or funds through electronic means, you should do so honestly and accurately in accordance with all procedures. You are responsible for safeguarding our technology against unauthorized disclosure.

Northeast Delta Dental reserves the right to monitor all electronic transmission conducted via our systems and Directors/Trustees and employees do not have an expectation of privacy in Northeast Delta Dental systems.

## Intellectual Property

Employees are responsible for protecting Northeast Delta Dental's intellectual property from misuse or disclosure. Intellectual property includes innovations, trademarks, copyrights, trade secrets, business ideas, unique products, business methodologies, and information that Northeast Delta Dental owns. Any work product or intellectual property that you develop while employed by Northeast Delta Dental remains the property of Northeast Delta Dental, and your obligation of confidentiality continues, even if your employment terminates.

## Funds

Northeast Delta Dental funds are to be used responsibly and for Northeast Delta Dental business transactions only. Employees are responsible for protecting Northeast Delta Dental's funds from misuse or theft and to ensure that Northeast Delta Dental receives the best value for money paid. Reimbursement to employees is only permitted for authorized business expenses.



**Checking In:** You work in accounting and you notice an employee's credit card has charges for lunch meetings with the same client several times a month. What do you do?

**Answer:** Report your finding to your immediate manager and the Senior Vice President for Finance.

## Compliance with the Law & Organizational Policies & Procedures

Northeast Delta Dental employees are responsible for complying with laws, policies and procedures that impact the day to day operations of Northeast Delta Dental. This includes state and federal laws, Northeast Delta Dental policies and procedures, and Delta Dental Plans Association (DDPA) policies and procedures.

Noncompliance with legal, ethical or organizational requirements, or the failure to report suspected noncompliance, may result in discipline, including immediate termination.



**Checking In:** You visit your dentist for your dental check-up and your dentist offers to waive your co-payment for the services you or your family members receive. What do you do?

**Answer:** Decline politely and explain that it would be unethical to receive preferential treatment. Report the incident to your immediate manager and to Provider Relations.

### Record Retention

Employees are responsible for retaining and disposing of Northeast Delta Dental records in accordance with legal, regulatory and business requirements, and Northeast Delta Dental policies and procedures. For more specific guidelines, see Northeast Delta Dental's Record Retention Policy.

### Tax Exemption

Northeast Delta Dental is a 501(c)(4) Social Welfare Tax-Exempt Organization. Federal law requires that 501(c)(4) Social Welfare Tax-Exempt Organizations must not be for profit and must operate for exclusively to promote social welfare. In order to maintain our tax-exempt status, Northeast Delta Dental must operate primarily to further the common good and general welfare of the community.

### Antitrust Laws

Antitrust laws are designed to protect market competition in products and services related to pricing, boycotts, professional/trade association activity and reciprocity, and tie-in sales. The antitrust laws protect domestic transactions and foreign transactions made by

U.S. businesses. The antitrust laws regulate the competitive conduct and relationship of businesses to promote and protect competition so that the private enterprise system will work.

Employees who have marketing, sales or purchase responsibilities, contact with competitors, or are involved in professional/trade associations must observe the requirements of the law because violations, such as sharing Northeast Delta Dental rate information with a competitor, may have an effect on Northeast Delta Dental and the individual in violation.

### Fraud, Waste and Abuse

As a first-tier entity under a Medicare Advantage plan, Northeast Delta Dental has an obligation, under law, to conform to the applicable requirements of the Medicare program. Fraud, waste and abuse committed against the program may be prosecuted under various provisions of the United States Code and could result in the imposition of restitution, fines, and in some instances, imprisonment. Northeast Delta Dental's expectation is that employees, board members and downstream entities (PPO participating dentists) report potential concerns of fraud, waste and abuse to the Compliance Officer, the Vice President & General Counsel or the Integrity Hotline.

### Excluded Providers

As a first-tier entity under a Medicare Advantage plan, Northeast Delta Dental is subject to federal and state laws that prohibit Northeast Delta Dental from contracting with any dentist for services payable by Federal Health Care Programs who has been excluded from participation in government programs. Northeast Delta Dental regularly reviews the Office of Inspector General (OIG) excluded provider list and does not contract for services payable by Federal Health Care Programs with excluded providers.

### Vendor Management

Northeast Delta Dental continually strives to enhance and improve its services to customers, which includes the use of third party vendors, consultants and contractors. It is Northeast Delta Dental's policy to ensure that all vendor, contractor or consultant relationships are correctly identified, properly contracted and responsibly managed in a way that protects the confidentiality of subscribers' PHI and PII and promotes the interests of the Company.

## Financial Integrity

### Accurate Financial Records

Informed decisions depend upon accurate, complete and timely information. Northeast Delta Dental is committed to providing its Board of Directors/Trustees, regulators and other stakeholders with accurate, complete and timely reports regarding Northeast Delta Dental's financial condition. To accomplish this goal, transactions must be accurately and promptly recorded.

From time to time, Northeast Delta Dental may be subject to a state, federal or DDPA audit or examination. It is our responsibility to fully cooperate by providing the most accurate information and to not attempt to influence or interfere with an audit or examination.

## Social Responsibility

### Lobbying/Political Contributions

As a non-profit social welfare organization under Section 501(c)(4) of the Internal Revenue Code, Northeast Delta Dental may engage in limited political campaign activities, including donations to candidates and campaigns as long as such activities are not Northeast Delta Dental's primary purpose. Northeast Delta Dental may also engage in advocacy and lobbying activities related to its purpose. Such lobbying and campaign activities are governed by Northeast Delta Dental's Political Contribution and Lobbying Policy and administered by the Legal Department.

This is not meant to affect your personal right to make political contributions from your own money or engage in political activity on your own time; however, Northeast Delta Dental encourages employees, officers and Directors/Trustees to take care to distinguish personal political contributions, activities and views from those of Northeast Delta Dental.

### Non-Discrimination

Northeast Delta Dental does not discriminate based on race, color, religion, gender, gender identity, age, national origin, sex, citizenship, disability, marital status, sexual orientation, pregnancy or military status.

## Harassment

Northeast Delta Dental Directors/Trustees and employees have the right to perform their duties in a professional atmosphere free from discriminatory practices, including harassment.

## Social Media and Networking

Social media and networking are encouraged at Northeast Delta Dental. However, it is important to remember that these forms of public communication are vast reaching and leave a lasting imprint. Please refer to the Employee Guide and policies regarding social media and networking. If you have additional questions, contact your immediate manager or Human Resources.



**Checking In:** You have just been nominated to participate in a broadcast about social media and what it means to your generation. During the interview, you are asked questions about Northeast Delta Dental. What do you do?

**Answer:** Explain that you would like to be certain they get the answers they are seeking and you would be happy to put them in touch with the Director of Marketing and Communications.

## Marketing and Public Affairs

Marketing and public affairs activities are conducted with truth, accuracy, fairness and responsibility to our customers, the community and the public-at-large, and hold to the fundamental values of dignity and freedom of speech, assembly and those guaranteed to the media by law. Northeast Delta Dental insurance products are regulated by the state departments of insurance and employees only market and sell approved products. Commissions are paid only to properly-licensed brokers.



## Directors/Trustees as Fiduciaries

Directors/Trustees, as part of their fiduciary duties, must adhere to the Duty of Loyalty and the Duty of Care.

### Duty of Loyalty

A Director/Trustee must in good faith (honestly) believe that he or she is acting in the best interests of Northeast Delta Dental and be free from conflicting personal interests.

The Duty of Loyalty obligates the Board to ensure that adequate information, reporting systems, and controls that are in place are designed to reasonably inform management and the board about the corporation's performance and compliance with the law.

### Duty of Care

Directors/Trustees are required to act with the diligence and competence of a reasonably prudent person in a similar position under like circumstances. Directors/Trustees must avail themselves of all material information reasonably available to them.

### Periodic Review

Northeast Delta Dental's Tri-State Compensation Committee will review this Code of Conduct annually to ensure its effectiveness. Recommendations for changes will be made to the Board of Directors/Trustees and discussed and implemented accordingly.

To ensure that Northeast Delta Dental operates in accordance with this Code of Conduct and does not engage in activities that could jeopardize its tax-exempt status, the committee will conduct periodic reviews on the adherence to the policies and procedures as outlined in this Code of Conduct and in the Corporate Compliance Plan.

Acknowledgment of receipt of the Code of Conduct will be requested on an annual basis and maintained by the Compliance Committee.

## Resources and Assistance

Integrity Hotline: 603-223-1166

[IntegrityReporting@nedelta.com](mailto:IntegrityReporting@nedelta.com)

Nondiscrimination in Health Care

<http://www.nedelta.com/Home>

Civil Rights Coordinator:

Neiko Lavery

Staff Attorney, Risk & Compliance

603-223-1207

[nlavery@nedelta.com](mailto:nlavery@nedelta.com)

Compliance Officer:

Brian Duffy

Vice President & General Counsel

603-223-1202

[bduffy@nedelta.com](mailto:bduffy@nedelta.com)

For questions regarding this Code of Conduct or any of the policies referenced in this Code of Conduct, please contact your Civil Rights Coordinator/Compliance Coordinator or your Compliance Officer/Vice President & General Counsel for assistance.

## Conduct Checklist

- Have I verified all the facts?
- Is this decision legal and ethical?
- Does this decision meet our standards?
- Will my actions impact the safety of the public or an employee?
- Is this decision fair?
- Does this decision feel right?
- How would this decision appear if captured on the internet or in the newspapers?
- Is this decision easy to explain to my parents, children or significant other?
- Will this decision make me feel uncomfortable, now or later?
- Have I sought out advice or a second opinion?

If you have any questions or concerns with items on this checklist or any of your responses to the items on the checklist, you can seek advice from your immediate manager, Human Resources, or the Vice President and General Counsel.

## NOTES

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Northeast Delta Dental  
One Delta Drive  
PO Box 2002  
Concord, NH 03302-2002  
[www.nedelta.com](http://www.nedelta.com)