



## Compliance Oversight Committee Charter

**COMMITTEE GOAL/MISSION:**

Blue Cross Blue Shield of Massachusetts (Company) and its Board of Directors, management, associates, and business partners are committed to complying with the letter and spirit of all applicable legal and ethical standards and performing their responsibilities with the highest degree of integrity and honesty. This is reflected in The Blueprint: Code of Ethics and Conduct of Blue Cross Blue Shield of Massachusetts and the Associate Conduct Policies. The Company’s Compliance and Ethics Program promotes trust, integrity, compliance, and ethical standards and behavior throughout the Company. In support of its overall compliance program, specific compliance efforts are undertaken in various areas.

**COMMITTEE PURPOSE:**

The BCBSMA Compliance Oversight Committee (the Committee) oversees and coordinates the Company’s Compliance and Ethics Program. The Committee provides a forum for escalating key policy or compliance matters and a venue for discussion of priorities and exchange of information. In addition, the Committee shall advise and assist the Compliance Officer, the Medicare Compliance Committee, the Privacy and Security Champions Council, and the Security Oversight Committee in the implementation, management, and evaluation of compliance requirements on an on-going basis.

**EXECUTIVE SPONSOR(s):** Donald Savery, Senior Vice President, and General Counsel

**CHAIR(s):** Jennifer Abdel-Samed, Chief Compliance and Privacy Officer

**MEMBERSHIP:**

Voting Members		
Name	Title	Department
Jennifer Abdel-Samed	Chief Compliance Officer	Legal
Donald Savery	Senior Vice President and General Counsel	Legal
Candace Reddy	Chief of Staff to CEO, Senior Vice President	Government and Regulatory Affairs
Sarah Stanton	Vice President	Government and Regulatory Affairs
Dawn Perry	Senior Vice President and Chief Risk and Audit Officer	Audit and Risk
Lisa George	Vice President, Internal Audit	Audit
Jennifer Stewart	Vice President, Enterprise Risk Management	Enterprise Risk Management
David Corkum	Executive Vice President and Chief Operating Officer	Commercial and Specialty Benefits



## Compliance Oversight Committee Charter

Voting Members		
Name	Title	Department
<b>Dennis Charland</b>	Senior Vice President	Commercial and Pharmacy Market Sales
<b>Paul Sweeney</b>	Senior Vice President	Municipal, Labor, and Diversified Sales
<b>Summer Latif</b>	Chief Marketing Officer	Marketing
<b>Rachel Vorobyev</b>	Vice President	Product Management and Innovation
<b>Richard Lynch</b>	Executive Vice President, Chief Operating Officer	Corporate Operations
<b>Steve Akeley</b>	Vice President	Member & Provider Service
<b>Dr. Sandhya Rao</b>	Senior Vice President and Chief Medical Officer	Medical Innovation
<b>Ruby Kam</b>	Executive Vice President and Chief Financial Officer	Finance
<b>Minita Shah-Mara</b>	Chief People Officer	Human Resources
<b>Ann Chang</b>	Chief Information Security Officer	Information Security
<b>Prem Somasundaram</b>	Chief Digital & Technology Officer	Enterprise Technology
<b>Krista Bowers</b>	Senior Vice President	Government Programs
<b>Lynne Newson</b>	Vice President, Medicare Markets	Government Programs
Non-Voting Members		
Name	Title	Department
<b>Geoffrey Wood</b>	Senior Director and Senior Associate Counsel, Fraud Investigation and Prevention	Legal
<b>Anna Gosline</b>	Senior Director	Strategic Initiatives
<b>Jennifer Read</b>	Senior Director	Governance, Risk & Compliance
<b>Shane Rawson</b>	Director, Inter-Plan Executive	Inter-Plan Program Governance
<b>Patricia Dillane</b>	Senior Director, Federal Employee Program	Federal Employee Program
<b>Christina Sullivan</b>	Director, Medicare Compliance	Government Programs



## Compliance Oversight Committee Charter

Membership will be reviewed and updated no less than annually by the Committee Chair with approval by Voting Members. In determining the Committee membership, the Committee Chair shall consider the compliance oversight recommendations published by the Centers for Medicare and Medicaid Services (CMS), the U.S. Department of Health and Human Services Office of Inspector General (HHS-OIG), the Federal Sentencing Guidelines (FSG) and other applicable guidance.

### **MEETINGS:**

The Chair will set the date, time, and location of Committee meetings in consultation with the Committee members and will issue notices and agendas of meetings. Committee members are expected to attend all meetings but may be represented by an appropriate replacement in their absence. The Committee will meet at least quarterly and may hold special meetings as necessary. A quorum will consist of a majority of the Committee members.

The frequency of the meetings will be reviewed on a yearly basis. Committee members are expected to attend all meetings but may be represented by an appropriate replacement in their absence.

### **OBJECTIVES:**

The Committee shall ensure that roles and responsibilities related to Medicare, Privacy, Information Security, regulatory requirements, and other related compliance requirements are understood and communicated throughout the Company. It shall have general oversight of and provide guidance to the Compliance Officer and associates charged with the following responsibilities (as may be amended from time to time):

- Analyze the Company's regulatory environment, including the legal and requirements with which it must comply and identify specific risk areas.
- Update existing policies and procedures periodically to reflect changes in the legal and regulatory environment.
- Work with appropriate departments to develop standards of conduct and policies and procedures that promote the Company's compliance program.
- Recommend and monitor, in conjunction with the relevant departments, the development of internal systems and controls to carry out the Company's standards, policies and procedures as part of its daily operations.
- Receive and review reports from the Medicare Compliance Director to help ensure compliance with Medicare Advantage and Medicare Prescription Drug program requirements, applicable laws, and ethical standards.
- Support the development and dissemination of informational products and training to ensure that management, employees, related entities, contractors and subcontractors receive proper information about the operation of the Company's compliance plan including the Blueprint, and the Medicare Compliance Program, and Privacy Program and their duties under it.
- Assess staffing levels and other resources devoted to the Company's compliance program.

## Compliance Oversight Committee Charter

- Direct contractor oversight to ensure compliance with accreditation requirements with CMS and compliance-related contractual requirements.
- Develop a system to solicit, evaluate and respond to complaints and problems, and assist in the development and implementation of corrective action plans, as necessary.

Individually, Committee members are responsible for bringing compliance issues to the Committee as appropriate, and for promoting a culture that encourages ethical conduct and a commitment to compliance with the law, especially in the business area they represent.

**DECISION-MAKING:** A quorum will consist of a majority of the Committee members.

**REPORTING STRUCTURE OF COMMITTEE:**

The Committee, through the Compliance Officer, will provide regular and ad hoc reports to the Audit Committee of the BCBSMA Board of Directors regarding the status of compliance. In addition, the executive sponsor of the Committee will provide regular updates to the Executive Management Team.

**CONFIDENTIALITY**

In conducting its business, members of the Committee will take special care, consistent with the Company’s Code of Ethics and Conduct (the Blueprint) to protect the confidentiality of sensitive information it receives.

**CONFLICTS OF INTEREST**

Committee members will promptly disclose any conflict of interest they may have with respect to any matter to be discussed by the Committee.

**ANNUAL REVIEW:** The Committee Charter will be reviewed and updated annually, and when significant changes occur such as leadership changes, changes in focus to respond to revised corporate priorities, changes in reporting, changes in decision making authority and/or structure, and/or responding to external changes such as regulatory updates.

**REVISION HISTORY:**

Version	Date	Revision Summary
2.0	TBD at Q3 meeting	Transitioned to new charter template

**DOCUMENT OWNER:**



## Compliance Oversight Committee Charter

Name	Organization
Jennifer Abdel-Samed	Legal

DRAFT