

# Principles of Business Ethics



**You Are the Key  
to Integrity**

**HUMANA®**  
*Guidance* when you need it most

# *Humana's Vision*

To become the most  
trusted name in  
health solutions.



Dear Associate:

Humana is committed to maintaining high ethical standards in the conduct of its business. The key to upholding those standards is through the daily decisions and actions of each and every associate. You are the key to integrity.

We want to make it easy for all associates to understand our ethical standards, and to promote open communication regarding them. That's why we developed Humana's *Principles of Business Ethics*, to inform you of these standards in an easy-to-follow format.

Humana's *Principles of Business Ethics* is an important part of Humana's Corporate Compliance Plan, which is overseen by Humana's Ethics Office. The goal of our Corporate Compliance Plan *is to create a workplace climate in which ethics is so integral to day-to-day operations that ethical behavior is virtually self-enforcing*. Another important part of our Corporate Compliance Plan is our toll-free Ethics Help Line, **1-877-5THE KEY** (1-877-584-3539). The Ethics Help Line can help you get answers to questions regarding situations not covered in this booklet. It also provides a confidential way for you to report instances in which you believe Humana's *Principles of Business Ethics* are not being upheld, or when you are not comfortable taking your concerns to your manager or HR4U (1-888-431-4748).

Humana's *Principles of Business Ethics* is designed to educate each associate to contribute to the company's success through ethical behavior and by "doing the right thing in the right way for the right reasons." While the provisions set forth in this document do not cover every possible situation that may arise, you must comply with the spirit of these principles.

With your help, Humana will continue to show that maintaining high ethical standards is not simply the right thing to do, but that it is also good business.

Sincerely,



David A. Jones, Jr.  
Chairman of the Board



Michael B. McCallister  
President and  
Chief Executive Officer



Christopher M. Todoroff  
Senior Vice President and  
General Counsel  
Chief Compliance Officer

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# You Are the Key to Integrity

**“Upholding Humana's high ethical and compliance standards in our daily decisions is of great importance to me, and a critical part of our ongoing success. As a leader in our industry, we should inspire, nurture and empower others to think ethically before acting.”**

**Christopher M. Todoroff  
Senior Vice President and  
General Counsel  
Chief Compliance Officer**

## Humana's Ethical Principles

Humana's *Principles of Business Ethics* reaffirms Humana's commitment to integrity as the cornerstone of the behavior of its board of directors, CEO, senior management, associates, and any others who act on the company's behalf. It is important that we conduct ourselves in an ethical, legal and above-board manner. Our understanding of this commitment and our willingness to raise ethical concerns are essential to the well-being of our members and to the success of Humana.

**Honesty:** Act fairly and honestly with those who are affected by our actions and treat them as we would expect them to treat us if the situation were reversed.

**Compliance with Laws:** Comply not only with the letter of all applicable laws and regulations, but also with the spirit of the law or regulation. Act in such a manner that the full disclosure of all facts related to any activity would reflect favorably upon the company or you.

**Business Responsibility and You:** Adhere to the highest ethical standards of conduct in all business activities and act in a manner which enhances Humana's standing as a corporate citizen and ethical competitor within the business community. Pursue no business opportunity that requires violation of these principles.

**Responsibility for Reporting Violations:** You are responsible for reporting suspected ethical violations. Humana promotes relationships based on mutual trust and respect and provides an environment in which associates may question a company practice without fear of adverse consequences.

Ethical violations include, but are not limited to: violations of laws or policies, dishonest or unethical behavior, conflicts of interest, fraud, questionable accounting and internal controls, criminal misconduct, or any suspicious activity.

Humana's *Principles of Business Ethics* is intended to be a guide to ethical behavior and not a comprehensive set of rules. You should also reference Humana's policies found on Humana's intranet, HOWIE, in Policy Source.

## Integrity Judgment Test

The guidelines in this document are meant to help all of us better understand what we believe to be in the best interest of our members, associates, shareholders, those with whom we do business, and the public at large. Ultimately, however, you are left to depend on your own individual judgment in deciding on the correct course of action.

**If you are confronted with a situation that you are unsure how to handle, examine your options with this Integrity Judgment Test:**

- Will my actions follow approved company practices?
- Will my actions give the appearance of being unethical or illegal?
- Will my actions bring discredit to any associate or the company if disclosed to the public?
- Will my actions, or the actions I am aware of, cause harm to individuals?
- Can I defend my actions to my supervisor or manager, other associates, and to the public?
- Will my actions meet my personal code of behavior?

Any of the following phrases you hear, read, or think may signal a warning that the situation might be an ethical concern:

- “Well, maybe just this once...”
- “Nobody will ever know.”
- “It doesn’t matter how it gets done as long as it gets done.”
- “Everyone does it.”
- “What’s in it for me?”
- “Don’t call HR4U or the Ethics Help Line.”
- “Remember, we didn’t have this conversation.”

## Higher Responsibilities for Humana Leaders

While all Humana associates are obligated to follow Humana’s *Principles of Business Ethics*, we expect our leaders to set the example. They must provide associates and contracted entities which they oversee the sufficient information to comply with laws, regulations, and policies, as well as the necessary resources to resolve ethical dilemmas. Humana’s leaders must help maintain a culture within the company, which promotes the highest standards of ethics and compliance. This culture must encourage all associates in the organization to communicate concerns when they arise. Humana leaders are responsible for understanding and communicating the principles set forth in this document. We must never sacrifice ethical and compliant behavior in the pursuit of business objectives.

All officers, directors, associates and contracted entities, including contracted sales agents or agencies, pharmacies and other vendors, are required to report information and should assist in any investigation by any regulatory or law enforcement agency, elected officials, or others responsible for such matters, concerning matters such as bank or securities fraud, or any fraud against shareholders, or questionable accounting or internal controls, as well as violations of principles set forth in this document. The Board of Directors will consider and resolve any waiver, or conflict of interest, involving a director or executive officer. A waiver is the approval of a material departure from the provisions of this *Principles of Business Ethics* document. Such waivers will be promptly disclosed on the Humana Web site at [www.humana.com](http://www.humana.com).

**Q:** *What should I do if my supervisor or manager asks me to do something I think violates Humana’s Principles of Business Ethics, related policies, or is illegal?*

**A:** You should immediately report the request to a level of management above your supervisor or manager, or to HR4U, Humana’s Ethics Office, or the Ethics Help Line. The matter will be investigated promptly so that you can be given proper guidance.

# Getting Answers to Business Ethics Questions

**Q:** *Is the Ethics Help Line staffed by Humana associates?*

**A:** No. The Ethics Help Line is staffed by specially trained, external representatives who are not Humana associates, but who are obligated to keep all Humana information confidential and will not share information outside of Humana.

## **1-877-5THE KEY**

Your confidential Ethics Help Line is available 24 hours a day, 7 days a week.

## **Humana Internal Communication Process**

The principles in this document are intended to reflect the collective good judgment and common sense of all Humana associates. If you become aware of a situation that violates these principles, it is important that you take one of the steps below so that the issue can be addressed. Choose the step you feel most comfortable following:

- Discuss the issue with your supervisor or manager.
- Speak to your supervisor's immediate manager or the next level of management.
- Report your concern to HR4U (1-888-431-4748).
- Bring the issue to the attention of Humana's Ethics Office (ethics@humana.com).

## **Ethics Help Line (1-877-5THE KEY)**

If you feel uncomfortable talking to your supervisor, manager, or other management, call the confidential Ethics Help Line at **1-877-5THE KEY** (1-877-584-3539). Ethics Help Line staff are available to take your calls 24 hours a day, 7 days a week. The Ethics Help Line is operated by a separate company, unrelated to Humana.

You are encouraged to call the Ethics Help Line for clarification regarding, or to report any suspected violation of, a Humana policy or a federal, state, or local law or regulation; for assistance with ethical questions; or to raise an issue you feel cannot be addressed through the communication steps listed above.

Ethics Help Line staff take your calls very seriously. Calls to the Ethics Help Line are received by trained, external staff who are not Humana associates. They document and forward your information to Humana's Ethics Office for review and determination of action. Many calls are referred to internal departments for investigation. Calls may be made anonymously, and they cannot be traced or otherwise identified. If you choose to remain anonymous, Humana encourages you to provide enough information regarding the potential violation to allow the company to review the situation and respond appropriately. You will be assigned a confidential identification number to follow up on the status of your call.

You also may report a concern using the Ethics Help Line Web reporting site at <https://www.ethicshelpline.com/>. Reporting also can be made anonymously via this Web site. You will be provided with a confidential report number, personal identification number for confidential follow-up, and a recommended follow-up date.



You are encouraged to use the Ethics Help Line to report examples of good ethical behavior. If you become aware of a situation in which someone sets a good example by making a sound ethical decision, call the Ethics Help Line and identify that individual. Associates will be recognized for setting examples of good ethical behavior, and the situation may be cited in awareness and education programs.

### Chief Compliance Officer

Humana's Chief Compliance Officer is responsible for Humana's Compliance Program. The Ethics Office is accountable for the Ethics Help Line and Humana's Corporate Compliance Plan. The goal of the Corporate Compliance Plan *is to create a workplace climate in which ethics is so integral to day-to-day operations that ethical behavior is virtually self-enforcing.*

The Chief Compliance Officer encourages any associate with suggestions or comments on maintaining ethical behavior, or deleting and preventing fraudulent or criminal misconduct, to contact the Ethics Office or call the Help Line at **1-877-5THE KEY** (1-877-584-3539).

**“Don’t say what you  
believe about Ethics ...  
show what you believe.”**

*The Ethics of Excellence,  
by Price Pritchett*

# Reporting and Investigation of Violations

**Q:** What happens if someone deliberately makes a false report in order to get me into trouble?

**A:** All investigations are handled professionally and objectively. Intentionally making a false accusation is a serious violation and may lead to disciplinary action, up to and including termination of employment.

## Reporting of Violations

If you become aware of a possible violation of Humana's *Principles of Business Ethics* or any related law or policy, you should immediately report it to your supervisor or manager, another manager, HR4U (1-888-431-4748), or the Ethics Office. If the matter cannot be resolved through these channels, or if you feel uncomfortable using these channels, call the Ethics Help Line at **1-877-5THE KEY** (1-877-584-3539) or use the Ethics Help Line Web reporting site at <https://www.ethicshelpline.com/>.

## No Retaliation

Humana strictly prohibits retaliation against any associate who, in good faith, reports an actual or possible violation of ethical standards. Your call to the Ethics Help Line may be made anonymously.

## Investigation of Violations

Humana promptly investigates any reported potential violations of its *Principles of Business Ethics* and Humana policies and procedures. All reported issues are treated as confidentially as possible. You are expected to cooperate fully in any investigation of an alleged violation. If you wish to remain anonymous, please provide enough information to allow Humana to investigate the issue.

## Discipline for Violations

You should do what is permissible, acceptable, and expected. That means using common sense, good judgment, and proper behavior. Violation of Humana's *Principles of Business Ethics* and policies and procedures could compromise Humana's integrity and reputation, cause Humana to be subject to criminal and monetary penalties and will result in disciplinary action for the associate, up to and including termination of employment.

### **The following are examples of conduct that may result in disciplinary action:**

- Authorization or participation in actions which violate Humana's *Principles of Business Ethics* or Humana policies;
- Failure to report a violation of the *Principles of Business Ethics* or Humana policies;
- Refusal to report a violation of the *Principles of Business Ethics* or Humana policies;
- Refusal to cooperate in an investigation of an alleged violation of the *Principles of Business Ethics* or Humana policies;
- Failure by a violator's supervisor or manager to detect and report a violation of the *Principles of Business Ethics* or Humana policies, if such failure reflects inadequate supervision or lack of oversight;
- Retaliation against an individual for reporting a violation or possible violation of the *Principles of Business Ethics* or Humana policies.

## Conflicts of Interest

Business decisions and actions must be based wholly on the best interests of Humana and must not be motivated by personal considerations or relationships. Generally speaking, you should not engage in activities that compete with any of Humana's lines of business, provide services or assistance to a competitor, or interfere with the performance of job duties. A good general rule is to avoid any action or association that would be embarrassing to you or Humana if it were disclosed to the public, or be perceived as a potential conflict of interest.

Associates are required upon hire, and annually thereafter during Ethics and Compliance Training, to complete a *Conflict of Interest Information Disclosure and Agreement* disclosing any activity which may constitute a conflict of interest with Humana. Any activity or interest that is questionable should be disclosed to your immediate supervisor or manager and via the *Conflict of Interest Information Disclosure and Agreement* form as soon as you become aware of it. The Conflict of Interest Review Committee will review all disclosures regarding potential conflicts of interest. *Conflict of Interest Information Disclosure and Agreement* forms should be updated to reflect any current potential conflicts. This is an ongoing duty of all Humana associates. Failure to disclose reportable interests may result in disciplinary action, up to and including termination of employment, and appropriate legal action may be implemented.

### Outside Employment and Activities

You may not provide services to any business entity that competes with Humana. In addition, you generally may not accept compensation for services performed for Humana outside of your regular job, except when those services have been disclosed to and approved by Humana. A conflict of interest may arise if your potential outside employment activities impair your business loyalty and effective performance for Humana. You must inform your immediate supervisor or manager and submit a *Conflict of Interest Information Disclosure and Agreement* form if you plan to take employment outside Humana so the company can determine if such outside employment could constitute a potential conflict of interest.

You must ensure that any outside activity is strictly separated from your Humana employment. Doing outside work on Humana time or using any Humana resources, including computer systems, telephone systems or personnel, is unacceptable and may lead to disciplinary action, up to and including termination of employment.

**Q:** *I believe one of our sales associates works for a Humana competitor on the side and is stealing Humana customer information. What should I do?*

**A:** This is an immediate threat to Humana and a conflict of interest. Immediately notify your supervisor or manager, HR4U (1-888-431-4748), Humana's Ethics Office, call the Ethics Help Line at 1-877-5THE KEY (1-877-584-3539), or use the Ethics Help Line Web reporting site at <https://www.ethicshelpline.com/>.

**Q:** *I do consulting work for another health insurance company. Is this allowed?*

**A:** No, this is not allowed. You cannot do consulting work for a competitor. Any work you perform for any entity with which Humana has a relationship should be disclosed to your supervisor or manager and also via the *Conflict of Interest Information Disclosure and Agreement* form.

## Employment of Relatives

You must also disclose the name of any relative who engages in competing activities by informing your immediate supervisor or manager and by submitting a *Conflict of Interest Information Disclosure and Agreement* form.

Refer to the section entitled “Personal or Familial Relationships with Other Associates,” located in this document.

## Business Affiliations and Financial Investments and Opportunities

A business affiliation or financial investment that compromises your independent judgment or work at Humana is a conflict of interest. The term “financial investment” means stock, options to buy stock, or other ownership interest in an entity.

Humana strongly discourages investing in a Humana competitor. In addition, you should not invest in current or prospective Humana vendors, suppliers, or companies with which Humana is contemplating a transaction. You should particularly avoid investing in such companies if you are making, or will be required to make, recommendations or decisions relating to the purchase or evaluation of products, services, or the merits of a transaction from that particular vendor, supplier, or company.

You also are prohibited from directly or indirectly buying, leasing, or otherwise acquiring rights to any property or materials if you believe that Humana also may be interested in pursuing such an opportunity. If you plan to pursue any business opportunity of which you become aware through your position with Humana, notify your supervisor or manager and submit a *Conflict of Interest Information Disclosure and Agreement* form.

## Communications with the Media, Financial Analysts, Other Outside Persons/Entities

All public statements or acts must be carefully thought out and personal views kept separate from corporate views. All Humana-related inquiries from the news media must be directed to the Corporate Communications Department to be addressed by Humana’s designated spokesperson. If you receive a call or request from the news media, do not engage in any conversation, but immediately direct the call to the Corporate Communications Department.

Inquiries from financial analysts (including personal financial planners) and stockholders regarding Humana performance or trading activity in Humana's stock should likewise be referred to Humana's Investor Relations Department. When communicating regarding matters not involving Humana business, you should separate your personal roles from your position with Humana.

Do not use Humana computer systems, stationery or titles in communications involving non-Humana business, especially when expressing personal views on political or controversial matters, or for fundraising of any kind other than Humana-approved charitable activities. In addition, you should clearly state that any opinions you express are your own, and not those of Humana.

### Political Contributions and Activities

Humana encourages you to participate in our country's political process as you so desire. You may make personal political contributions or communicate your personal beliefs to elected officials. Federal law and Humana policy prohibits employees from being reimbursed for their personal political contributions. Personal compensation will not be altered in any way, under any circumstances, to reflect such contributions.

It is important to distinguish between personal and corporate political activities. As a responsible corporate citizen, Humana occasionally speaks out on issues of importance to the company. Senior management is responsible for developing Humana's positions on relevant legislative and regulatory issues.

Unless you are specifically requested by the company to represent Humana before legislative or other governmental bodies, be sure you clearly label any personal communication with legislators as your own beliefs. If legislators or regulators contact you regarding Humana's position on public issues, you should refer them to the Government Relations Department.

You may not make any contribution on behalf of Humana, or use the company's name, funds, staff, property, or services for the support of political parties or candidates, unless the contribution is permitted by law and is authorized in advance by Humana's Government Relations Department.

No one at Humana may pressure or solicit another associate to express a political view that is contrary to his or her personal view, or to contribute to a political action committee, political party or candidate, or charitable organization.

As permitted by law, Humana uses corporate funds to administer a political action committee. The Humana Political Action Committee is formed and operated by participating Humana associates to distribute contributions to candidates for federal and state elected offices.

**Q:** *My financial advisor called and told me he is seeing an unusual stock trading activity in Humana and one of its competitors. He asked if I know what is going on and whether it affects Humana. What should I tell him?*

**A:** Do not answer the question. Refer the call to Investor Relations at 502-580-3644. Unless you have been given permission by Humana senior leadership, you should not share any Humana business information with any outside party.

Associates' contributions to the Humana Political Action Committee are strictly voluntary. The Humana Political Action Committee does not contribute company funds to candidates.

If you plan to run for political office of any type, contact the Government Relations Department to assess whether any potential conflict of interest exists. Holding a political office must not interfere with the satisfactory performance of your job duties and should not conflict with your responsibilities to Humana.

## Lobbying

Associates authorized by Humana to make contact with members of legislative bodies and other officials to advocate for Humana are expected to abide by all applicable laws at all times. No associate should engage in lobbying without authorization from the Humana Government Relations or Law Departments. Written authorization must be obtained from the Government Relations Department and the offices of both the Chief Financial Officer and the General Counsel prior to engaging any lobbyist, outside legal counsel, or consultant to lobby for, or otherwise promote, Humana's interests on any legislative, regulatory, or other governmental issue.

The Honest Leadership and Open Government Act of 2007 requires lobbyists and Humana to certify that associates are familiar with gift and travel requirements and that Humana and its associates have not knowingly violated those rules. This Act imposes tougher penalties, increased frequency of disclosure, and increased quantity of disclosure.

Humana and its lobbyists may not give anything of value (gifts, meals, travel) to U.S. legislative branch officials (members of the U.S. Senate, U.S. House of Representatives and their staffs) unless it qualifies for the pre-existing gift exception. Humana and its lobbyists must report, on a semiannual basis, contributions in any amount (unless otherwise reported to the Federal Election Commission) made by Humana or a political committee established or controlled by Humana to or for:

- Events to honor or recognize covered legislative or executive branch officials;
- Entities named for a covered legislative branch official;
- Persons or entities in recognition of a covered legislative branch official;
- Entities designated, established, financed, maintained, or controlled by covered legislative or executive branch officials;
- Meetings, retreats, conferences, or other similar events held by, or in the name of, a covered legislative or executive branch official.

The Federal Election Commission is an independent regulatory agency responsible for disclosing campaign finance information; enforcing the limits, prohibitions and other provisions of the election law; and administering the public funding of Presidential elections.

If you have any questions, or wish to report a suspected violation of these requirements, contact Humana's Ethics Office at [ethics@humana.com](mailto:ethics@humana.com), or call the Ethics Help Line at 1-877-5-THE KEY. You also may report a concern using the Ethics Help Line Web reporting site at <https://www.ethicshelpline.com/>.

## Community Involvement and Board Memberships

Humana strives to be a responsible corporate citizen in the communities and areas in which it operates. The Humana Foundation, a non-profit organization, provides financial support to organizations that improve the quality of life in communities where Humana has a business presence. The community volunteerism offered by thousands of Humana associates is another example of long-standing civic commitment.

Humana encourages you to participate in community activities. However, in the conduct of your personal affairs, you should clearly state that your views and actions are your own, and not those of Humana. You also should ensure that your outside activities do not interfere with your job performance and do not constitute a conflict of interest with Humana.

As a Humana associate, you are permitted to serve on the boards of directors of community or other organizations, or donate volunteer time, if the activity does not diminish your ability to perform your duties for Humana. However, to ensure there is no conflict of interest, you must notify your supervisor or manager about the board membership. If the board membership is for an organization with a competitive or business relationship with Humana, you must complete or update a *Conflict of Interest Information Disclosure and Agreement* form.

**Q:** *May I sit on the board of directors for a non-profit hospital that is one of Humana's providers?*

**A:** You may serve as a board member for a community organization. Before doing so, you should notify your supervisor or manager and complete a *Conflict of Interest Information Disclosure and Agreement* form, since the hospital has a provider relationship with Humana. You may not make decisions in the scope of your Humana employment that could create a conflict of interest, such as being involved in contracting with the hospital.



## Participation in Professional Societies and Vendor Seminars

Humana encourages you to broaden your knowledge and competence by participating in job-related professional society meetings, seminars, and other similar events. Since Humana is concerned about the appearance of conflicts of interest, you should obtain approval for your plans in advance from the PHIVE (Protected Health Information and Vendor Ethics) Committee. Also, you should report stipends, fees, grants, or other payments from professional or other groups to the PHIVE Committee so a determination can be made as to whether the funds should be retained by Humana.

## Updating Conflict of Interest Forms

The *Conflict of Interest Information Disclosure and Agreement* is updated annually by associates during Ethics and Compliance Training. If your disclosures on your *Conflict of Interest Information Disclosure and Agreement* become inaccurate or incomplete because of a change in circumstances, immediately complete and submit a new form, detailing the changes. The Conflict of Interest Review Committee will review all disclosures regarding potential conflicts of interest.

**“Values are how you act if no one is around and no one would know the difference.”**

*Ethics Matters - How to Implement Values Driven Management,*  
**by Dawn-Marie Driscoll  
and  
W. Michael Hoffman**



## *Gifts, Favors, Travel and Entertainment*

Accepting or giving gifts, favors, travel, and entertainment may create a conflict of interest with your obligations to Humana and may constitute a violation of law.

### **Gifts**

Generally, you cannot give or accept gifts of more than nominal value — as a rule of thumb, no more than \$50. In addition, Medicare’s marketing guidelines allow nominal giveaway items for prospective members only if the value does not exceed \$15 retail and the gift cannot be redeemed for cash. Any nominal courtesies or gifts received must be lawful, unsolicited, and infrequently provided. Gifts of money or cash equivalents are never permissible. You should not give gifts, meals, favors, travel, or entertainment to vendors, suppliers, customers, or others without the consent of senior management. You cannot accept gifts from any vendor or supplier, or supplier of materials or services, other than ones of nominal value (no more than \$50). This policy also applies, but is not limited to, prizes, drawings, raffle winnings, gratuities, and awards.

### **No Gifts, Meals, or Gratuities for Government Employees**

As a general rule, you may not provide or pay for meals, refreshments, travel, or lodging expenses for government employees. Government employees generally must pay their fair share whenever Humana and government personnel participate in a joint endeavor. For example, if traveling from the airport to a common destination, the fare should be shared. If business extends over the noon hour, you must make arrangements for the government personnel to pay for their own lunch.

Very strict guidelines prohibit giving any type of gift, gratuity or anything of value to federal and some state employees. Your compliance with these guidelines is required. Other state and local governments may have more flexible rules regulating the acceptance of business courtesies, such as meals and refreshments, which, of course, you must observe.

Also, federal laws and regulations prohibit giving any type of gift, gratuity or anything of value to employees and representatives of foreign governments. Your compliance with these guidelines is required.

These guidelines apply to contacts with foreign governments or entities working with foreign governments at the national or local levels (vendors, consultants, quasi-governmental bodies, etc.).

**Q:** *One of our suppliers gave me a large food basket during the holidays. Was it okay to accept it?*

**A:** If the value of the food basket is more than \$50, you should not accept the gift. Accepting gifts under \$50 from non-government employees is permitted as long as they do not appear to obligate or influence you or Humana. If you are unable to return the gift, worth more than \$50, share the food with other associates so that the value of the gift is spread among several associates.

**Q:** *I am considering buying a piece of equipment for my department. The vendor has offered me a discount on a computer and software for my personal use if I sign a contract to purchase the equipment for my department. The purchase price of the equipment is reasonable and I really need a personal computer. Is this allowed?*

**A:** No. Humana does not allow its associates to accept discounts or other gifts in exchange for signing contracts or doing business with a company or vendor.

While certain customs or accepted practices of the culture may appear to condone or even require that gifts, gratuities, or other payments be made in order to conduct business, such exchanges of anything of value may violate the Foreign Corrupt Practices Act (FCPA). The FCPA has specific criminal penalties for violations involving what may be considered bribery of foreign business partners. These penalties include fines for Humana and fines and imprisonment for individuals convicted of such conduct. Violations of FCPA can further result in the forfeiture of all revenue or profit from any contract or business arrangement considered to have been entered into as a result of an FCPA violation. Accordingly, no gifts, gratuities, or anything of value should be given to a foreign government or non-government entity without clearance from Humana's Law Department.

Both Humana policy and laws could be violated if anything of value is given to a government employee, even if there is no intent to influence an official action or decision. **Therefore, no employee should entertain a public official or otherwise engage in lobbying efforts without authorization from Humana's Government Relations Department or Law Department.**

## Favors and Discounts

You may not accept discounts on personal purchases of products and services of a vendor, supplier, or customer unless such discounts are offered to Humana associates in general through a Humana-approved program. You should also never solicit or accept favorable treatment on loans or other services unless they are similarly broadly available through an approved program, such as Great Deals found on HOWIE.

## Travel and Entertainment

Humana pays all reasonable expenses for your business trips, in accordance with its *Expense Reimbursement and Travel* policy, found on HOWIE in Policy Source. Generally, trips should not be financed by anyone with whom you are doing business, or contemplating doing business, without approval from your supervisor or manager.

On occasion, accompanying a business contact to a cultural or sporting event or business meal, or attending a holiday or celebration function of a vendor, supplier, or customer may be acceptable. You will not be reimbursed for expenses incurred in establishments which could be offensive to some and which are not suited for general business, such as adult entertainment establishments, or establishments which are known to discriminate based on race, sex, national origin, religious preference, age, sexual orientation, or disability.

Offers exceeding \$50 in compensation or funding of travel, or sponsoring a program for Humana, must be reviewed and approved by the PHIVE (Protected Health Information and Vendor Ethics) Committee. If you have questions about accepting something of value greater than \$50 from a Humana vendor, contact [PHIVE@humana.com](mailto:PHIVE@humana.com).

**“Excellence never happens by accident, we have to make it happen.”**

*The Ethics of Excellence,*  
**by Price Pritchett**

# Marketing Practices

**Q:** *I'm a Humana MarketPOINT sales representative and learned during a recent visit that a prospective Medicare beneficiary may have a chronic health condition, but has not yet seen a doctor. Should I enroll this person?*

**A:** Yes. If eligible Medicare beneficiaries want to be members, you are required to enroll them regardless of age, health status, or cost of services needed (unless otherwise regulated, such as end stage renal disease).

## Marketing and Advertising Practices

Humana is engaged in the advertising, marketing, and sale of various insurance and health plan products, both to employer groups and to individuals. Humana associates must accurately represent products, services, benefits, and prices when engaging in marketing and sales efforts and should always do so with integrity. Prior to any distribution, all marketing materials should be carefully reviewed to assure that statements are factual, up-to-date, not misleading, and that they follow specific policy guidelines, including proper regulatory approval. This applies not only to prospective members of Humana plans, but also to current members of Humana plans.

Medicare Advantage and Part D plans are required to enroll all eligible Medicare beneficiaries regardless of age, health status, or cost of health services needed, unless otherwise regulated (such as end stage renal disease). Sales representatives and other associates must not discriminate on the basis of health status when enrolling beneficiaries, which means that no prospective Medicare member may be asked questions concerning health status, and no medical screening of any kind may be performed. A Health Risk Assessment (HRA) can be done after enrollment to place the member in an appropriate disease or medical case management program. In addition, sales presentations of Humana Medicare plans must take place in settings that are accessible to persons of all health statuses.

Similarly, any efforts to encourage disenrollment of any Medicare or Medicaid beneficiary because of the individual's health status are strictly prohibited. The Centers for Medicare and Medicaid Services (CMS) also has published guidelines for use by Medicare Advantage plans in marketing to beneficiaries. These guidelines should be strictly followed.

Any reported violation of these requirements will be promptly investigated and immediate disciplinary action, up to and including termination of employment, will result if a violation is found.

## Sales Practices

Each sales representative must adhere to all applicable state laws and Humana policies, and those selling to Medicare- and Medicaid-eligible individuals must adhere to CMS regulations as guidelines for honest marketing practices. Each Humana MarketPOINT sales representative is required to read and sign a separate *Humana MarketPOINT Sales and Marketing Code of Ethics* relating to sales practices, before becoming authorized to act on behalf of Humana, and annually thereafter.

It is never acceptable to disregard Humana's *Principles of Business Ethics* or *Humana MarketPOINT Sales and Marketing Code of Ethics* to benefit you or Humana, even if it would result in more sales.

### Anti-Kickback Laws

The federal anti-kickback laws that apply to Medicare and Medicaid prohibit persons or entities from knowingly offering, paying, soliciting, or receiving remuneration of any kind to induce the referral of business under a federal program. In addition, most states have laws that prohibit kickbacks and rebates.

Also related to marketing to Medicare enrollees, health plans are specifically prohibited from providing any kind of remuneration to entice beneficiaries to join our plans, although the government recognizes that providing very nominal items (defined as having a retail value of \$15) in the course of marketing activities is acceptable.

### Antitrust Laws

State and federal antitrust laws prohibit monopolistic conduct and agreements that restrain trade. Humana is committed to competition and consumer choice in the marketplace. All Humana associates must adhere to the antitrust laws, and must avoid any agreements or understandings with competitors on price, customers, markets, or other terms of dealing, and avoid trade practices that unfairly or unreasonably restrain competition in dealings with providers or customers.

### False Claims Act

The False Claims Act is a federal statute that deals with any federally funded contract or program, including Medicare and Medicaid, regarding fraudulent activities. Liability for any person or company who knowingly submits or causes to be submitted a false or fraudulent claim (any request or demand for money) to the U.S. Government is documented in the False Claims Act.

**Q:** *A friend who works for a competitor is negotiating rates with a provider. The provider claims that Humana pays it more than her health plan does. Your friend calls you to verify how much Humana pays that provider. Is it okay for you to tell her how much Humana pays that provider?*

**A:** No. This might create the impression that Humana and the competitor were “fixing” reimbursement rates.

# *Integrity of Company Information*

## **Accuracy of Information**

Humana is committed to providing accurate and truthful information in any transaction. This commitment is reinforced by internal controls and procedures developed so that any report and record of any type is accurate and reliable. This includes a system of internal accounting controls designed to maintain the integrity and reliability of our financial reporting to the Securities and Exchange Commission, the Departments of Insurance, and other regulatory agencies. Humana's financial reporting system also provides assurance to these regulatory agencies, stockholders, the Board of Directors, and management that our assets are safeguarded and transactions are executed and recorded properly in accordance with appropriate authorization. All associates, within their areas of responsibility, are expected to adhere to the proper policies and procedures and to maintain the integrity of any report or document we create. If you have a question concerning the accuracy of a report you must resolve the question before the report is submitted.

Appropriate audits will be conducted to test the ongoing accuracy of these reports. However, it is imperative that you be aware of the need for accuracy and report any inaccuracy immediately. If you know of any reason to question the accuracy of such financial reporting documents, it is your current and ongoing responsibility to immediately raise any issues you may have with the appropriate management, calling the Ethics Help Line at 1-877-5THE KEY, or reporting your concern via the Ethics Help Line Web reporting site at <https://www.ethicshelpline.com>.

Humana's Board of Directors has an Audit Committee composed solely of independent, outside directors. The Audit Committee meets periodically with management and the internal and external auditors to oversee Humana's financial reporting processes. You have an obligation to provide accurate and complete information to auditors about the status of financial, operational, and compliance risks and controls. If you feel you have been asked to withhold information from auditors you should immediately call the Ethics Help Line at 1-877-5THE KEY or report your concern at <https://www.ethicshelpline.com>.

Managers have the responsibility to support internal audit efforts by:

- Cooperating with the performance of audits;
- Requiring prompt responses and actions from management on audit reports;
- Keeping internal audit informed of changes to the risk and control profile of the business process.

## Safeguarding Information Assets

Humana associates have access to Humana Internal, Humana Restricted and Confidential information, which must be safeguarded to prevent inappropriate disclosure of our associates, members, contracted entities, and providers' information. Information assets include information that is stored, accessed, or transmitted through physical (paper, copier, or facsimile), electronic (e-mail, facsimile or data files) or any oral communication that may or may not be recorded. Unauthorized disclosure of, or access to, Humana Internal, Humana Restricted or Confidential information may result in disciplinary action, up to and including termination of employment, and also may result in civil and criminal penalties.

Humana classifies information by the following definitions:

- **Public:** Information which is not business sensitive and is available for public release
- **Humana Internal:** For Business Use Only – Information that is generally available to Humana associates, but not for public disclosure.
- **Humana Restricted:** Protected Information – Sensitive information intended for use only by named individuals or departments.
- **Confidential:** Protected Information – Provider, third party, and private personal information protected by either state or federal legislation. This includes Individually Identifiable Health Information (IIHI), Protected Health Information (PHI), Electronic Protected Health Information (ePHI), Personally Identifiable Financial Information (PIFI), and Non-Public Personal Information (NPPI) in accordance with Health Insurance Portability and Accountability Act (HIPAA), Gramm-Leach-Bliley Act (GLBA), and other state and federal legislation.

Confidential information includes not only member information but also prospective member information. This includes: health information; financial information; Social Security number; and banking and payment card information (PCI). It also includes agent/broker information such as federal tax ID, agent/broker Social Security number, bank account information and provider information including provider federal tax ID and/or Social Security number, credentialing information and provider bank account information and employer group banking account information.

**“Ethics alone do not guarantee success, but without them, sustained success is impossible.”**

**Mike McCallister**  
President and  
Chief Executive Officer  
Humana Inc.



To prevent inadvertent disclosure of Humana Internal, Humana Restricted or Confidential information to unauthorized persons you should follow these information protection procedures:

- Adopt a “clean desk/clean screen” habit for Humana Restricted or Confidential information. Secure all Humana Restricted or Confidential information, including protected health information (PHI) in locked offices, desks, or file cabinets when not in use.
- Practice a “clean screen” standard including locking your workstation when you step away for any period of time and using the *Go Home* icon on your desktop at the end of each business day.
- Discard appropriate documents containing Humana Internal, Humana Restricted, or Confidential information, including protected health information (PHI), in accordance with Humana’s *Record Retention Policy*. Destroy these documents by shredding or placing them in locked, designated areas for shredding, in accordance with local facility security plans.
- Physically secure laptop computers out of sight in a locked desk, cabinet, or other lockable container, overnight, or when the laptop is not used for prolonged periods of time.
- Secure laptops and other computing equipment out of sight when traveling and when not in use (for example, in the trunk of an automobile).
- Storing Humana Internal, Humana Restricted and Confidential information on removable storage devices or media is prohibited unless using a Humana approved device, and then only when a business need can be justified and approved by your manager, your director and the Security Review Committee (SRC). There are other secure means of transferring sensitive information, such as secure file transfer protocol (SFTP).
- Follow all provisions of Humana’s *Data Classification, Handling & Labeling Standard; Device and Media Controls Standard; and Clean Desk/Clean Screen Standard*, located on HOWIE in Policy Source.



## Protecting Our Members' Personal Information

Humana's most prized relationships are those we have with our members. If we are going to maintain their trust and loyalty, we have to respect their concern for personal privacy. Many associates have access to some amount of non-public personal information or protected health information. These two types of information are otherwise known as protected information. Any inappropriate or unauthorized disclosure of that information undermines the trust our members have in Humana, damages our long-term relationships, and places us at legal risk.

The role of Humana's Privacy Office is to oversee activities related to the development, implementation, maintenance of, and compliance to Humana's privacy policies and procedures for protected information. To promote increased awareness and compliance, all Humana associates are encouraged to take the time to review Humana's *Privacy Policy*, *Confidentiality of Individual Information* and their departmental privacy procedures.

Below are a few of the critical concepts from Humana's *Privacy Policy* and corporate guidelines that help to shape our decision-making at Humana with regard to privacy and confidentiality of protected information. The *Privacy Policy* and all guidelines referenced are located on HOWIE in Policy Source.

- Complete the authentication process for all inbound and outbound telephone calls before disclosing any protected information which includes verifying the identity of the person requesting the information and the authority of any person to have access to the information. Refer to Humana's *Guide for Disclosure of Information*.
- Obtain proper consent from a member prior to releasing their protected information to an unauthorized third party. Refer to Humana's *Corporate Consent Guide*.
- Execute a Business Associate Agreement with the contracted entity if it is your responsibility to contract with an external entity where protected information is used, disclosed, created or accessed. When contracting with new entities, refer to Humana's *Business Associate Agreements*.
- Limit the use and disclosure of protected information to those uses and disclosures outlined in Humana's *Privacy Policy – Confidentiality of Information*.
- Limit the use and disclosure of protected information to the least amount required to accomplish the intended purpose of the use, disclosure, or request.

**Q:** *My child's friend at school is rumored to have a contagious disease, which I fear my child may contract. I have access to the claims administration system for my job. Can I look up my child's friend's medical information to see if she has been treated for a contagious disease?*

**A:** No. You have no legitimate business purpose for accessing the member information. It would be an inappropriate use and therefore a breach of Humana member information.

**Q:** *I am a good friend of a salesperson for a competitor. When we go out for dinner we often trade tales about the health care industry and the latest marketing plans our companies are planning to roll out. Is this okay?*

**A:** No. Humana has invested significant resources in the confidential marketing plans you are revealing, so you may be divulging Humana's proprietary information. In addition, a discussion of marketing and pricing with any competitor's representative may appear to be collusion and therefore may be a violation of antitrust laws. You should contact Humana's Ethics Office or call the Ethics Help Line (1-877-5THE KEY), or report your concern at <https://www.ethicshelpline.com> for clarification of what is appropriate to discuss.

The Privacy Office has a Web site on HOWIE (under My Company/Departments) to provide you guidance when handling protected information.

You can contact the Privacy Office for guidance on any privacy issues via e-mail at [PrivacyOffice@Humana.com](mailto:PrivacyOffice@Humana.com) or [hmhprivacyoffice@humana.com](mailto:hmhprivacyoffice@humana.com) (for HMHS privacy-related issues).

## Humana Information

Failure to adequately protect Confidential, Humana Restricted, and Humana Internal information may place Humana at a competitive disadvantage in the marketplace. Because of this risk of harm, you should not use for your own benefit, or disclose to others, any confidential information obtained during the course of employment, without the written consent of Humana, during your employment or anytime thereafter, other than what may be required by law or in the ordinary course of Humana's business. The obligation to keep Humana information confidential continues after termination of your employment with Humana.

This information includes, but is not limited to, Humana methods, processes, techniques, computer software, equipment, research data, clinical and pharmacological data, marketing and sales information, associate data, customer lists, financial data, business plans, and all other trade secrets which are in the possession of Humana and which have not been published or disclosed to the general public. Refer to the section in this document entitled "Insider Information and Securities Trading" for more information.

## Requirement of Signed Confidentiality Agreement

All associates must sign a *Confidentiality Agreement* when beginning a relationship with Humana, and on an annual basis during Ethics and Compliance Training, and must strictly adhere to its provisions.

## Insider Information and Securities Trading

As a publicly traded company, Humana provides full and fair public disclosure on a timely basis of any activities which would materially affect the value of Humana's stock, options, or any of its securities.

In the normal course of business, some associates may have access to information about these activities before it becomes public knowledge. Until it is released to the public, this knowledge is considered “insider” information and must be kept confidential. This applies to information concerning Humana or any other corporation or business about which associates obtain such information. Acting on this information for personal gain, or releasing it to anyone else prior to its effective disclosure to the general public, is a violation of federal law and Humana policy.

Insider information is considered “material” if there is a substantial likelihood that you or another reasonable investor would consider the information important in deciding whether or not to buy, sell, or hold Humana’s stock, options, or other Humana securities. Specific examples of “material” information generally include unanticipated changes in annual and quarterly earnings or dividend rates, stock splits or dividends, significant acquisitions, reorganizations, proposed tender offers, and senior management changes. Information regarding major new products, contract awards, expansion plans, or significant litigation or regulatory proceedings may also fall in the category of “material” information. You may not act on this information or release it to anyone else, including relatives, friends, colleagues, or stockbrokers, until the information has been disclosed publicly and the public has had time to react to it.

If you obtain access to non-public, material information about the organization while performing your job, you may not discuss this type of information with anyone outside of Humana. Within Humana, you should discuss this information on a strictly “need to know” basis only with other colleagues who require this information to perform their jobs. You may not use the information to buy, sell, or retain securities of Humana or any other company. Even if you do not buy or sell securities based on what you know, discussing the information with others, such as family members, friends, vendors, suppliers, and other outside acquaintances is prohibited until the information is considered to be public.

## Creating and Retaining Business Communications

Almost all business records and communications, including e-mail, may become subject to public disclosure in the course of litigation or government investigations. Business communications are also often obtained by outside parties or the media. When writing notes, documents, or e-mails, you must pay attention to the words or expressions you use. You should therefore attempt to be clear, concise, truthful, and accurate when creating any information and in representing your role, responsibilities and authority. Avoid using exaggeration, colorful language, speculation, legal or risk conclusions, and derogatory characterizations of people or their motives.

**Q:** *I realize I cannot buy Humana stock based on insider information, but can I advise a family member or friend to do so?*

**A:** No. You would be violating insider-trading laws, just as if you were buying the stock yourself. The person you advised also could be violating the law if he/she knew your recommendation was based on insider information.

**Q:** *I am a Humana Sales representative and find that it is easier for me to get in the door to speak to prospective customers if I use the title of Director on my business cards and in correspondence. Is this appropriate?*

**A:** No. Misrepresentation of an associate's role, responsibilities, and/or authority is not ethical. For questions regarding your title, please contact your supervisor or manager, or HR4U.

Treat electronic messages and other documents stored in a computer as you would paper documents. Business documents in the electronic files of associates are generally subject to disclosure if so required by law.

All member, business, and associate documents and records are retained in accordance with the law and Humana's Record Retention Portal (<http://home.humana.com/HRMP/main.html>). Pertinent records include, but are not limited to, member, business, and associate documents including paper documents such as letters and memos, computer-based information such as e-mail or computer files on disk or tape, and any other medium that contains information about the organization or its business activities. It is important to retain or destroy records appropriately according to Humana policy. Records should not be tampered with, removed, or destroyed prior to the specified date. If litigation, an audit, or a government investigation is pending, do not destroy any related records. You are encouraged to request a copy of the *Record Retention Policy* from your supervisor if you have questions regarding record retention.

### Information Protection Acceptable Use

Humana establishes appropriate measures to minimize risk and safeguards to protect Humana's information and Information Technology Systems, which are recognized as critical and important corporate assets. These measures will help maintain confidentiality, provide data integrity, system availability and User accountability. Refer to the *Information Protection Acceptable Use Policy*, found on HOWIE in Policy Source.

You are accountable for maintaining the confidentiality of your user access account information, including any and all passwords, user IDs, logons, personal identification numbers, dial-up phone numbers, etc., and should not share or keep such information in plain view.

Humana reserves the right to monitor, access, read, copy, delete, and disclose information on Humana Information Technology Systems. The use of a password does not create a right of privacy. There is no expectation of privacy with respect to the use of Humana's Information Technology Systems.

Humana's information technology infrastructure, processes and services include:

- All network infrastructure, communications and technology systems, access and services, which include, but are not limited to, all software, computers, peripherals (external or integrated), storage media, computing, printing or display devices and equipment, whether stationary, portable, networked or stand-alone;
- All voice, audio, video, and data communications, telephony, cellular or other wireless access services, and devices such as phones, pagers, voice mail, aircards, and facsimiles;
- All Internet, intranet, extranet and Web-related access, services, and devices such as e-mail and instant messaging; or
- Any other computing or communication access, service, device, software, or facility.

These are collectively Humana “Information Technology Systems.” Humana Information Technology Systems are Humana property and vital assets for operating the business and serving stakeholders.

Humana has an obligation to ensure that information technology systems are used appropriately and that proprietary or confidential information is protected. All associates must assist in protecting these systems, as outlined in the *Information Technology Security Agreement* that each associate and all others who have systems access must sign and abide by.

Specifically, associates and other users must use Humana Information Technology Systems primarily for business purposes. Inappropriate use of Humana Information Technology Systems is strictly prohibited.

Follow all provisions of Humana’s *Information Protection Acceptable Use Policy*, located on HOWIE in Policy Source.

Humana Information Technology Systems are NOT to be used to:

- Access, create, store, send (upload), receive (download), or print any inappropriate, offensive, or disruptive messages or material. Among those which are considered inappropriate or offensive are messages, images, or material that contain sexual implications, profanity, racial or ethnic slurs, or other comments or images that offensively address someone’s age, gender, sexual orientation, religion, political views, national origin, ancestry, or disability;
- Communicate other improper messages or material, for example, messages or material that are violent, defamatory, derogatory, or pornographic or otherwise obscene;
- Annoy, abuse, threaten, or harass another person;
- Violate any laws and regulations of the United States or any other nation, or the laws and regulations of any state, city, province, or other jurisdiction in any fashion;

**Q:** *When I was on vacation, my supervisor accessed my e-mail system. I had several personal messages that she may have seen. Does she have the right to access my e-mail system without my permission?*

**A:** Yes. Humana reserves the right to review your e-mail for any reason. Your company e-mail accounts belong to Humana and should be used primarily for Humana business.

- Visit sexually explicit, offensive, or otherwise inappropriate Web sites or engage in gambling activities or adult chat;
- Send chain letters, or distribute information or solicit funding or support for non-Humana sponsored activities, charitable causes or events, or personal interests;
- Spend an unreasonable amount of time for personal use, including shopping, trading, or surfing the Internet;
- Access personal Webmail services from Humana computers;
- Chat, Instant Messaging (IM), Web blogging, etc... which are strictly prohibited (Lotus Notes IM is the only authorized IM tool).

If you receive any type of inappropriate communication, refer to the *Reporting a Suspected Privacy or Security Policy Violation* procedure, found in Policy Source on HOWIE, to report the incident. Misuse of Humana Information Technology Systems may result in disciplinary action, up to and including termination of employment, and civil and criminal penalties also may apply.

### Requirement of Signed Information Technology Security Agreement

All associates must sign an *Information Technology Security Agreement* when beginning a relationship with Humana (and annually thereafter during Ethics and Compliance Training) and must strictly adhere to its provisions.

### Reporting of Suspected Privacy or Security Violations

Suspected privacy and/or security violations must be promptly reported, following the Corporate Policy, *Reporting a Suspected Privacy or Security Policy Violation* located on HOWIE in Policy Source. Choose the step you feel most comfortable following:

- Report the issue to your leader or manager.
- Report the issue to your leader's immediate manager or the next level of management.
- Report the issue to HR4U.
- Report the issue to Humana's Ethics Office.
- Call the Ethics Help Line at 1-877-5THE KEY or report your concern at <https://www.ethicshelpline.com/>.

If you are an associate in a management or supervisory role, upon receipt of the report of the suspected privacy and/or security violation, contact the Ethics Office or the Ethics Help Line. Associates who violate or fail to comply with these policies and procedures will be subject to disciplinary action, up to and including termination of employment, and may be subject to civil and criminal penalties.

**1-877-5THE KEY**

Your confidential  
Ethics Help Line is  
available 24 hours a  
day, 7 days a week.



# *Doing Business with the Government*

## **Contracting with the Government**

As a government contractor, Humana complies with various federal and state laws, which impose stringent requirements.

It is essential that there be strict compliance with all laws and regulations in transacting business with the government. The terms of contracts with the government require explicit compliance.

Humana associates who deal with government officials and contracts are responsible for knowing and complying with applicable laws and regulations.

Questions concerning doing business with the government should be directed to the Law Department or the Chief Compliance Officer.

## **No Gifts, Meals, or Gratuities for Government Employees**

Refer to the section in this document entitled “Gifts, Favors, Travel, and Entertainment.”

## **Procurement Integrity Act**

The Procurement Integrity Act (the Act) prohibits Humana, as a federal contractor, from:

- Receiving contractor bid or proposal information, which would give Humana an unfair competitive advantage;
- Giving anything of value to a procurement official;
- Discussing or making an offer of employment to a federal government or military procurement official, or certain family members. Some procurement officials have a two-year ban, and some have a lifetime ban, on employment discussions with Humana.

Violations of the Act committed by contractors or their employees are punishable by fines and imprisonment, loss of government contracts, and/or suspension or debarment from participating in federal procurement opportunities.

**“We judge ourselves by  
our intentions, but  
others judge us by  
our actions.”**

*Walk the Talk...And Get  
the Results You Want,  
by Eric Harvey and  
Alexander Lucia*



Humana's policy is to avoid even the appearance of impropriety. We comply with the Act in all respects. For more information about the Act, contact the Humana Military Healthcare Services Director of Human Resources or the Humana Law Department.

## **Hiring Former and Current Government Employees**

The government has created specific rules to eliminate even the appearance of a conflict of interest by former government employees who work for government contractors.

You should obtain clearance from the Law Department or the Humana Military Healthcare Services Director of Human Resources prior to discussing the employment or possible retention as a consultant of any current or former government employee.

## **Dealing with Government Agencies**

Humana's Law Department should be informed of all notifications of a violation or citations alleging a violation from a governmental regulatory agency. The person receiving the notification should direct the request to the Law Department.

You must never:

- Destroy or alter any document or record in anticipation of a request for the document or record by a government agency or court;
- Lie or make false or misleading statements to any government investigator;
- Persuade any associate, or any other person, to provide false or misleading information to a government investigator.

## **Doing Business with Accrediting Agencies**

Humana associates are responsible for abiding by the standards of those outside accrediting agencies that accredit our plans to provide accurate information in a timely manner.

You must deal with all accrediting agencies in a direct, open, and honest manner. No action should ever be taken in relationships with accrediting agencies that would directly or indirectly mislead the agency.

## **Doing Business with Foreign Governments, Contractors, or Consultants**

U.S. laws regarding business dealings with foreign entities, such as the Foreign Corrupt Practices Act (FCPA), can be very complex as are international regulations of the host country or regional government, such as the European Union.

Humana associates who intend to interact or conduct business transactions with foreign entities must obtain authorization to do so from Humana senior management and instruction from Humana's Law Department regarding the FCPA. In addition, you should review the section in this document entitled "Gifts, Favors, Travel, and Entertainment."

# Workplace Conduct and Employment Practices

## Equal Employment Opportunity (EEO), Affirmative Action (AA), Diversity and Inclusion

Humana continues to evolve as an organization and is focused on leveraging diversity and inclusion to drive innovation and creativity while recognizing the importance of equal employment opportunity and affirmative action. We understand focusing solely on compliance will not create the greatest value for our organization. Only the combination of compliance, diversity, and inclusion at Humana contribute directly to:

- Success
- Innovation
- Commitment
- Engaged Associates
- Competitive Advantage
- Consumer Trust/Confidence
- Emotionally Connected Consumers

## EEO and AA Compliance

Humana provides equal employment opportunity for all individuals without regard to race, color, religion, sex, national origin, age, sexual orientation, disability, veteran status, or marital status. Humana is committed to the practice of equal employment opportunity. Our policy is to provide equal opportunity for all associates and applicants for employment as defined by federal, state, and local laws.

Specifically, Humana:

- Recruits, hires, trains, and promotes persons without regard to race, color, religion, sex, national origin, age, sexual orientation, disability, veteran status, or marital status;
- Administers other personnel-related activities without regard to race, color, religion, sex, national origin, age, sexual orientation, disability, veteran status, or marital status. These activities include compensation, benefits, promotions, transfers, layoffs, returns from layoff, Humana-sponsored training, educational assistance, and social and recreational programs;
- Encourages a culturally diverse work force and bases employment decisions on principles that promote equal employment opportunity.

**“Valuing, understanding, and leveraging the different perspectives of each Humana associate is critically important to our success. We recognize that diversity is not just “the right thing to do;” it’s a business necessity that is firmly grounded in today’s global realities... At Humana, every associate’s contribution counts, and our differences are used to produce superior business results. Diversity is Humana’s human capital advantage.”**

**Mike McCallister  
President and  
Chief Executive Officer  
Humana Inc.**

**“Diversity is the mix...inclusion makes the mix work.”**

**Source unknown**

All managers and supervisors are responsible for ensuring that nondiscrimination prevails throughout every aspect of employment.

To strengthen its commitment to equal employment opportunity, Humana has established an Affirmative Action Program which strives to ensure that minority and female representation in all job classifications is proportionate to the number of qualified minorities and females in each recruitment area. As a federal contractor, Humana prepares and implements annual, written affirmative action plans. To learn more about Humana’s Affirmative Action Program, contact the Diversity Department.

### **Hiring Associates of an Outside Auditor**

Humana must compete for diverse talent, frequently outside its industry, in order to acquire broad competence. In the search for talent, Humana is and will continue to be compliant with the provisions of all regulations and laws.

The Securities and Exchange Commission, in response to the Sarbanes-Oxley Act, prohibits the hiring of a member of Humana’s outside audit engagement team to work in a financial reporting oversight role at Humana within one year of the last audit. Offers of employment in a financial reporting position to associates of Humana’s outside auditors must be ultimately approved in advance by Humana’s Controller in the Finance Department and the Senior Vice President and General Counsel.

### **Individuals Ineligible for Employment**

As a health care insurer, Humana is subject to strict governmental regulation and oversight. The government requires that Humana refrain from hiring or contracting with individuals who have engaged in certain types of activities. Individuals will be ineligible for hire or continued employment or any contractual relationship if they have been:

- Convicted of a criminal offense related to health care;
- Listed as debarred, excluded, or otherwise ineligible for participation in federal health care programs;
- Identified and listed on the Executive Order 13224 - Blocking Property and Prohibiting Transactions with Persons Who Commit, Threaten to Commit, or Support Terrorism;
- Listed on the Department of Health and Human Services Office of Inspector General and General Services Administration Exclusion lists.

The exclusion lists are checked initially upon hiring and semi-annually thereafter. In addition, Humana is subject to the Violent Crime Control and Law Enforcement Act of 1994 which makes it a felony for Humana to hire or contract with an individual who has ever been convicted of any felony involving dishonesty or a breach of trust. These individuals will be ineligible for hire or continued employment at Humana or for any contractual relationship.

## Harassment

Humana does not tolerate any type of harassment of its associates, including harassment based on factors protected by federal, state, or local law. These factors include race, color, religion, sex, national origin, age, sexual orientation, disability, veteran status, or marital status. This specifically includes, but is not limited to, sexual harassment. The harassment in question may not be considered a violation of the law, but may still constitute a violation of Humana policies. Any associate who violates this policy may be subject to disciplinary action up to and including termination of employment.

Harassment by or of another associate, a contractor, vendor, or anyone else on Humana premises or in the course of Humana business is absolutely prohibited. Humana does not tolerate any situation where an associate's submission to harassment is made either explicitly or implicitly a term or condition of employment; is used as a basis for employment decisions; or where harassment has the effect of creating an intimidating, hostile, or offensive working environment. See Humana's *Harassment* policy located on HOWIE in Policy Source for examples of forms of harassment and for further detail.

Humana's Harassment policy applies to everyone - including all associates and applicants, as well as those having contractual relationships with Humana and any others on Humana premises. Humana's policy is to exercise reasonable care to prevent any harassment and, if such misconduct occurs, to investigate and take prompt and effective remedial action – no matter whom it involves.

You have the responsibility to promptly bring to management's attention any incidents believed to constitute harassment against you or anyone else. You may make a report about harassment to your supervisor or manager, Human Resources at HR4U, the Ethics Office, or the Ethics Help Line.

**Q:** *The driver who delivers packages to our company has been making comments about my appearance. His comments make me feel uncomfortable. What can I do?*

**A:** Report the situation to your supervisor or manager, HR4U (1-888-431-4748), the Ethics Office, call the Ethics Help Line (**1-877-5THE KEY**), or report your concern at <https://ethicshelpline.com/>. Humana attempts to prohibit harassment by contractors, vendors, or anyone on Humana premises.

Humana supervisors and managers are required to report allegations of harassment to Human Resources immediately upon receiving them. Human Resources will conduct a prompt and thorough investigation of the allegations.

You must cooperate with the investigation process. Humana will make reasonable attempts to protect the confidentiality of allegations and investigations. At the conclusion of harassment investigations, Humana will take appropriate corrective and remedial action, up to and including termination of employment of any associates who violate this policy.

Humana strictly prohibits retaliation against any associate who reports an alleged incident of harassment or who is involved in the investigation process. All associates must immediately report incidents believed to be retaliatory to management, HR4U, the Ethics Office, or the Ethics Help Line.

### **Drug- and Alcohol-Free Workplace**

It is Humana's policy to attempt to create a drug-free workplace in keeping with the spirit and intent of the Drug-Free Workplace Act. The unlawful use of controlled substances and the misuse of prescription drugs are inconsistent with the behavior expected of associates. Illegal drug use subjects all associates and visitors to our facilities to unacceptable safety risks, and undermines Humana's ability to operate effectively and efficiently. Reporting to work while under the influence; unlawful manufacture, solicitation, distribution, dispensing, possession, sale, or use of a controlled substance; or the misuse of prescriptions in the workplace or while engaged in Humana business off Humana premises is strictly prohibited at all times.

Humana also reserves the right to impose disciplinary action, up to and including termination of employment, for off-the-job (non-working time) illegal drug use. Off-the-job (non-working time) use could adversely affect an associate's performance or could jeopardize the safety of other associates or the public. Off-the-job illegal drug use could also jeopardize customers' or the public's confidence in Humana and its associates.

Other than at Humana-sponsored or approved functions, alcohol consumption is prohibited at all times on Humana property and is prohibited during working time, including rest periods. Aside from Humana-sponsored or approved functions, anyone who consumes alcohol on Humana property, or who comes to work while under the influence of alcohol, will be subject to disciplinary action, up to and including termination of employment.

You are encouraged to become aware of the dangers of drug and alcohol abuse. Humana offers the confidential Employee Assistance Program (EAP) to help you obtain information about these dangers and how to maintain a healthy lifestyle. You may voluntarily request help in dealing with a drug or alcohol problem by participating in the EAP without jeopardizing continued employment with Humana. For information or help, contact the EAP directly at 1-877-509-0096, 1-866-500-6899 for Spanish language, or 1-800-735-2988 for TTY/TDD. While Humana encourages you to use the EAP, an associate who has already violated Humana policies is not protected from appropriate disciplinary action by voluntary use of the EAP.

Current associates may be required to submit to a drug or alcohol test when there are reasonable grounds to believe that their performance or behavior is impaired due to use of drugs or alcohol. Failure to immediately participate in a drug or alcohol screening under these circumstances will result in immediate termination of employment.

All Humana facilities have implemented drug screening during the pre-employment process. A prospective associate whose drug test is confirmed positive will not be offered employment.

If you are convicted of a violation of any criminal drug statute, where such violation occurred on the job or on Humana premises, federal law requires that you notify Human Resources (HR4U at 1-888-431-4748) no later than five days after such conviction. See Humana's Drugs and Alcohol policy located on HOWIE in Policy Source for more information.

Associates who violate any aspect of Humana's *Drugs and Alcohol* policy may be subject to disciplinary action, up to and including termination of employment.

## Personal Use of Company Resources

Humana entrusts all associates with numerous company assets, including financial assets, buildings, equipment, supplies, and the time it pays associates to work. Each associate is expected to use Humana assets in an honest manner and only for Humana purposes, unless authorization for other uses is obtained in advance, and to protect assets from loss, damage, misuse, or theft. For example, using the Internet or e-mail excessively for significant non-business purposes is unacceptable.

**Q:** *I am aware that two people in my department record more hours on their timesheet than they actually work. I believe this is wrong but do not know what to do about it.*

**A:** Deliberately recording incorrect hours on timesheets is unethical and a violation of company policy. You should contact your manager or supervisor, HR4U (1-888-431-4748), the Ethics Office, call the Ethics Help Line (1-877-5THE KEY), or report your concern at <https://www.ethicshelpline.com/>.

If you become aware of any improper use of resources you should immediately notify your supervisor or manager, HR4U, the Ethics Office or call the Ethics Help Line.

### **Personal or Familial Relationships with Other Associates**

No associate shall supervise or be supervised by, either directly or indirectly, a relative, household member, or other person with whom the associate has a close personal or romantic relationship. Such relationships create the potential for conflict. When marriage, transfer, or other circumstances bring associates into a situation in which a potential for conflict exists, the associates must immediately disclose the relationship to their supervisor or manager and submit a completed *Conflict of Interest Information Disclosure and Agreement* form. One of the associates must transfer or resign within 30 days of the occurrence.

Relatives are considered to be:

- By blood: parent, child, grandparent, grandchild, brother, sister, half brother, half sister;
- By marriage: husband, wife, stepparent, stepchild, stepbrother, stepsister, brother-in-law, sister-in-law, father-in-law, mother-in-law, son-in-law, daughter-in-law;
- Any other family member of the associate or his or her spouse.

Refer to the *Conflict of Interest* policy and process located on HOWIE in Policy Source, for more information.

### **Licensure and Certification Renewals**

The roles of many associates require them to be licensed and appointed by state agencies and also may require them to participate in a certification process by Humana. If you are in a position requiring licensure or certification, you are responsible for keeping your license or certificate current and in effect. No associate may be employed in such a position without the necessary license or certification. If you allow a lapse, or lose the license or certification, you may be subject to termination of employment.



## Environmental Responsibility

Humana is committed to conducting its business operations in an environmentally responsible manner and in compliance with all applicable environmental laws and regulations. You are expected to support this commitment by:

- Operating in full compliance with both the letter and the spirit of environmental, health, and safety laws and regulations;
- Encouraging care and regard for the environment among fellow associates and in the community;
- Reporting any environmental, health, and safety problems to supervisors;
- Identifying opportunities to improve environmental, health, and safety programs;
- Implementing emergency preparedness plans if necessary.

## Workplace Violence

The safety and security of associates, customers, visitors, or others on Humana premises is vitally important. Humana has a zero-tolerance policy toward threats of workplace violence, threatening behavior, acts of violence, or possession of weapons in the workplace and is proactive in its commitment to create and maintain a violence-free workplace.

Workplace violence is any physical assault, threatening behavior, or verbal abuse occurring in the work setting including, but not limited to:

- Threats of any kind;
- Physical contact or threatening, physically aggressive, violent, or intimidating behavior;
- Behavior that suggests a propensity toward violence, including belligerent speech, or sabotage or threats of sabotage of Humana property;
- Defacing or causing physical damage to Humana property or premises;
- Bringing weapons or firearms of any kind on Humana premises, or while conducting Humana business or engaging in Humana-related activities, or threatening to use weapons against other associates, the company, or other parties.

Humana prohibits firearms or weapons of any kind on Humana property or premises. Weapons include guns, knives, explosives, and other potential weapons. See Humana's *Workplace Violence and Weapons* policy, located on HOWIE in Policy Source, for more information.

**Q:** *I am a supervisor and one of my associates told me that another associate threatened to harm him. How do I handle reports of violence?*

**A:** Notify your manager, and call Building Security and Human Resources (HR4U at 1-888-431-4748) immediately. If it is not an immediate threat of harm, you may also call the Ethics Help Line (1-877-5THE KEY).

You are responsible for reporting threats witnessed or received by you, another associate, customer, visitor, contractor, vendor, or any other person who is on Humana premises or who is engaging in a Humana-related activity. You must notify Human Resources (HR4U at 1-888-431-4748) and Building Security immediately. Human Resources should report all incidents to the Corporate Director of Security and Risk Management. If Building Security or Building Management is not promptly available, you should dial 911 if an immediate emergency involving actual or threatened violence exists. Report as much detail as possible (name, location, floor, etc.) so that an appropriate emergency response can be initiated. In addition, notify your supervisor as soon as possible.

All reports of workplace violence will be taken seriously and will be promptly and thoroughly investigated. Anyone who makes threats, exhibits threatening behavior, or engages in a violent or threatening act on Humana premises will be removed from the premises by Building Security or management, if appropriate, as quickly as safety permits and must remain off Humana premises pending the outcome of an investigation. If you engage in acts or threats of violence on Humana premises, you may be subject to termination of employment, arrest, and prosecution.

You may report all violent acts or threats of violence without fear of retaliation.

If you are an HMHS associate, refer to the *Procedures for Dealing with Workplace Violence* policy found on HAN.

**“Trust is like the air we breathe. When trust is present, it’s never noticed. When it’s missing, it’s all that’s noticed.”**

*Ethics Matters – How to Implement Values Driven Management,*  
**by**  
**Dawn-Marie Driscoll and**  
**W. Michael Hoffman**

**“Humana was built on a foundation of absolute integrity. We are committed to honoring and extending that heritage by maintaining the highest standards of ethical behavior, under all circumstances, in our relationships with our associates, our health plan members, the physicians who take care of them and our business partners.”**

**David A. Jones, Jr.  
Chairman of the Board  
Humana Inc.**

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Thank you for your continued support of Humana's *Principles of Business Ethics*.

If you have ethical questions or concerns, please contact one of the following:

- Your supervisor or manager;
- Another member of management;
- Human Resources (HR4U at 1-888-431-4748);
- The Ethics Office (ethics@humana.com);
- The Ethics Help Line (**1-877-5THE KEY**);
- The Ethics Help Line Web reporting site at:  
<https://www.ethicshelpline.com/>.

Remember...

**You Are the Key to Integrity!**

# *Additional Resources*

## **Department Contacts**

Corporate Communications Department.....	502-580-1068
Diversity Department .....	502-580-3408
Employee Assistance Program.....	877-509-0096
Ethics Office.....	502-580-3060
Government Relations Department .....	502-580-3994
Human Resources Department (HR4U at 1-888-431-4748) or .....	502-580-4748
Humana Main Switchboard.....	502-580-1000
Humana Military Healthcare Services - Human Resources Department .....	502-580-2637
Internal Audit Department.....	502-580-3505
Investor Relations Department.....	502-580-3644
Law Department.....	502-580-2750
Privacy Office (HMHS) .....	502-580-1621
Special Investigations Department.....	800-558-4444 ext.8187

## **Other Resources**

Humana intranet – HOWIE – Policy Source

*The telephone numbers listed above may be subject to change.*



