

Policy No.: 1	Policy for the Promotion of Ethical Conduct
Version: 3.0	Effective Date: 2/24/2022

Policy

As a nonprofit organization at the forefront of health information exchange, Healtheway, Inc.'s (dba eHealth Exchange) policy is to uphold the highest legal, ethical, and moral standards. Our directors, officers, donors and volunteers support eHealth Exchange because they trust us to be good stewards of their resources, and to uphold rigorous standards of conduct. eHealth Exchange's reputation for integrity and excellence requires the careful observance of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.

Procedure

eHealth Exchange shall comply with all applicable laws and regulations and expects its Directors, officers, employees, contractors and volunteers to conduct business in accordance with the letter and spirit of all relevant laws; to refrain from any illegal, dishonest, or unethical conduct; to act in a professional, businesslike manner; and to treat others with respect. Directors and officers shall not use their positions to obtain unreasonable or excessive services or expertise from eHealth Exchange's staff.

In general, the use of good judgment based on high ethical principles should guide Directors, officers, employees, contractors and volunteers with respect to lines of acceptable conduct. If, however, a situation arises where it is difficult to determine the proper course of conduct, or where questions arise concerning the propriety of certain conduct by an individual or others, the matter should be brought to the attention of eHealth Exchange. Employees, contractors and volunteers should contact the eHealth Exchange Executive Director unless the concern involves the Executive Director in which case they will bring their concerns to the Director appointed to the Board of Directors by The Sequoia Project, Inc. The Director shall work with Sequoia's legal counsel to determine the appropriate course of action. Board members should raise any such concerns with the chairperson of the eHealth Exchange's Board unless the concerns involve the chairperson in which case they will bring their concern to the to the eHealth Exchange Executive Director who shall consult with eHealth Exchange's legal counsel. The Executive Director shall work with legal counsel to determine the appropriate course of action.

Version History

Version	Date	Major Changes
1	10/9/2018	Policy created
2	6/24/2021	<ul style="list-style-type: none"> A. Replaced "members" with "Board" since eHealth Exchange does not have "members". B. Clarified how to address concerns with the Executive Director and with Board members. C. Added this version history section to track changes.

3	2/24/2022	Replaced engaging The Sequoia Project CEO with engaging the Sequoia Project board Director when ethics issues arise regarding the Executive Director's conduct.

Policy No.: 2	Compensation of Individuals While Serving as Board Members Policy
Version: 2.0	Effective Date: 6/24/2021

Policy

This policy establishes expectations for providing compensation to individuals who provide services to eHealth Exchange while also serving as eHealth Exchange Board members.

Compensation for Serving on the Board

No compensation of any kind shall be paid to any Director for the performance of his or her duties as a Director. Board members may be allowed reasonable reimbursement of expenses incurred in the performance of their duties, including attendance at Board-authorized meetings and conferences, pursuant to prior approval from eHealth Exchange.

Compensation for Services outside the Duties of a Board Member

Subject to the eHealth Exchange Conflict of Interest Policy, this policy shall not in any way limit reasonable compensation for payment for services provided to eHealth Exchange by the Director in any capacity separate from his or her responsibilities as a Director, provided that there is full disclosure of the terms of such compensation and the arrangement has been approved by the Board. The provisions of this section shall not in any way limit reimbursement of or payment for services provided to eHealth Exchange by any organization with which a Director is affiliated. This provision shall also not apply to the Sequoia representative who serves as an eHealth Exchange Director.

Procedures

In order to avoid a conflict-of-interest situation between an individual Board member and eHealth Exchange, the following procedures will be observed:

1. If a Board member, either personally or through their organization, desires to perform a specific service or provide a product for which they seek payment from eHealth Exchange, they shall advise the Executive Director in writing of such desire. If eHealth Exchange requests that a Board Member, either personally or through their organization, perform a service or provide a product to eHealth Exchange this request shall be in writing from the Executive Director.
2. If there is agreement between the Executive Director and the Board Member about the scope of services or product and that payment for those services or product, then the Executive Director shall present the proposal to the Board of Directors for consideration. Approval by a majority of disinterested Directors is required approve such engagement and any Board members who are involved in the engagement shall announce that they have a conflict of interest and refrain from voting on the issue. Board members with a conflict of interest may participate in the Board's

discussion of the engagement once they have informed the remainder of the Board of their conflict.

3. If there is an urgent need for approval, and eHealth Exchange Board cannot reasonably be convened, then the Executive Committee is authorized to consider any proposed engagement and act on behalf of the full Board.

Version History

Version	Date	Major Changes
1	10/9/2018	Policy created
2	6/24/2021	A. Clarified that compensation provisions do not apply to the Sequoia representative who serves as an eHealth Exchange Director. B. Made adjustments since eHealth Exchange has no employees. C. Added this version history section to track changes.

Policy No.: 3	Confidentiality Policy
Version: 2.0	Effective Date: 6/24/2021

Policy

eHealth Exchange and its Board members, committee members, staff, consultants and volunteers (“Personnel”) may only use and disclose eHealth Exchange Confidential Information as authorized by eHealth Exchange, in the conduct of eHealth Exchange’s affairs, and shall use their best efforts to prevent unauthorized disclosures of eHealth Exchange Confidential Information.

eHealth Exchange Confidential Information shall include all information relating to (i) eHealth Exchange members, Participants and Personnel; or (ii) all other information related to eHealth Exchange and its programs operations, policies, plans, goals, or objectives. eHealth Exchange Confidential Information shall not include information previously known to Personnel, eHealth Exchange membership, the general public, or previously recognized as standard practice in the field.

All files, documents, and working papers of eHealth Exchange and eHealth Exchange Confidential Information are the property of eHealth Exchange. When Personnel cease to be affiliated with eHealth Exchange, such Personnel shall return to eHealth Exchange all eHealth Exchange Confidential Information and all materials supplied to them by eHealth Exchange, including, but not limited to, files, documents, working papers, agendas, minutes and supporting documents in whatever media those Confidential Information is retained. In lieu of returning the Confidential Information, the Personnel may destroy it and certify in writing to eHealth Exchange that the Confidential Information has been destroyed.

Any Personnel who purposely, or through a failure to exercise the duty of care required by this Policy, causes eHealth Exchange Confidential Information to be disclosed improperly will be barred from providing any services to eHealth Exchange.

Procedures

eHealth Exchange employees, contractors, volunteers and other staff shall execute a Confidentiality Agreement with eHealth Exchange.

eHealth Exchange shall include confidentiality provisions in legal agreements it executes with service providers, suppliers, and partners to protect eHealth Exchange Confidential Information.

eHealth Exchange Board members shall execute a Consent to be Named a Director, which includes obligations for safeguarding eHealth Exchange Confidential Information.

Version History

Version	Date	Major Changes
1	10/9/2018	Policy created
2	6/24/2021	A. Removed references to “donors” and “clients” since historically eHealth Exchange has had no “donors” and has “participants” instead of “clients”. B. Made adjustments since eHealth Exchange has no employees. C. Added this version history section to track changes.

Policy No.: 4	Conflict of Interest-Directors, Officers, and Committee Members
Version: 2.0	Effective Date: 6/24/2021

Policy

Directors, Officers and committee members (“Covered Persons”) shall always act in the best interests of eHealth Exchange in carrying out their duties. In order to fulfill this obligation, Covered Persons shall use their best efforts to avoid situations in which their personal, employment, business or financial relationships prevent them from acting in the best interests of eHealth Exchange. Covered Persons shall disclose to eHealth Exchange all possible conflicts of interests that may arise in the course of serving as a Director, Officer or committee member by notifying the Executive Director in writing of the facts which have led the Covered Person to conclude that a conflict of interest might exist. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest.

Annual Attestation

Each Covered Person will be required, on an annual basis, to submit a Conflicts of Interest Policy Acknowledgement Statement, attached as Exhibit A, attesting that he or she has read and understands this Conflicts of Interest Policy. In addition, each Director will also be required to annually complete the Conflicts of Interest Disclosure Form, attached as Exhibit B.

Violations of the Conflicts-of-Interest Policy

1. If the eHealth Exchange Board of Directors has reasonable cause to believe a Covered Person has failed to disclose a possible conflict of interest, it shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose.
2. If, after hearing the individual’s response and after making further investigation as warranted by the circumstances, the eHealth Exchange Board of Directors determines the individual has failed to make any required disclosure, it shall take appropriate disciplinary and corrective action which may include suspension or termination of the Covered Person from their involvement with eHealth Exchange.

Version History

Version	Date	Major Changes
1	10/9/2018	Policy created
2	6/24/2021	A. Adjusted the disclosure form to refer only to immediate family members. B. Added this version history section to track changes.

Exhibit A

EHEALTH EXCHANGE

ANNUAL CONFLICTS OF INTEREST POLICY STATEMENT

Pursuant to the applicable provisions of the Conflicts of Interest Policy ("Policy") of eHealth Exchange, a Virginia nonstock corporation, the individual who executes this statement affirms that such individual:

1. Has received a copy of the [Policy](#).
2. Has read and understands the Policy.
3. Agrees to comply with the Policy.

Signature

Printed Name

Title(s) or Office(s)

Date

Exhibit B

EHEALTH EXCHANGE

DIRECTOR ANNUAL CONFLICTS OF INTEREST DISCLOSURE FORM

1. I am not aware of any relationship or interest or situation involving myself or an immediate family member that might result in, or give the appearance of being, a conflict of interest with the eHealth Exchange.

Initials: _____

or

2. The following are relationships, interests, or situations involving me or an immediate family member that I consider might result in or appear to be an actual, apparent, or potential conflict of interest between such family members or myself on one hand and eHealth Exchange on the other:

- Service on the governing body or any committee thereof of the following organizations:

- Memberships in the following organizations:

- Contracts, business activities, and investments with or in the following organizations:

- Other relationships and activities:

- My primary business or occupation at this time:

I have read and understand eHealth Exchange's Conflict-of-Interest Policy and agree to be bound by it. I will promptly inform the Chairperson of eHealth Exchange Board of any material change that develops in the information contained in the foregoing statement.

Type/Print Name

Signature

Date

Policy No.: 5	Director Expectations
Version: 2.0	Effective Date: 6/24/2021

Directors are responsible, both individually and collectively, for contributing to the effective governance of eHealth Exchange and for fulfilling the responsibilities of the Board of Directors. To that end, Directors are responsible to:

1. Learn about eHealth Exchange, read all materials provided to Directors about eHealth Exchange, and keep up-to-date on eHealth Exchange activities, programs, and management.
2. Be familiar with and act in accordance with eHealth Exchange's policies and procedures.
3. Use their best efforts to support eHealth Exchange so that it reaches its goals.
4. Prepare for Board meetings by diligently reviewing all materials provided to Directors in advance of the meeting.
5. Participate in as many Board of Directors meetings as practical, and participate in all such meetings using fair, independent judgment and due care in conducting the business of eHealth Exchange. Directors are not permitted to send a proxy if the Director is unable to attend the meeting.
6. As appropriate, serve on committees.
7. Act as an informed advocate of eHealth Exchange by promoting its mission, generating good will for eHealth Exchange, and encouraging participation by relevant stakeholders.
8. Always exercise Board of Director powers in the interest of eHealth Exchange, and not for the interest of the Director or others.
9. Maintain and promote high ethical standards including good-faith Board of Director decision making and avoid an actual or perceived conflict of interest with other activities, interests, and/or organizations with which the Director may be involved.
10. Provide constructive input and respect the diverse opinions of others.
11. Be accessible, at least by phone or e-mail, to staff and other Directors as needed.
12. Agree that in the event, for whatever reason, a Director can no longer fulfill his/her duties and responsibilities as a Director, such Director will immediately notify the Chairperson and resign from the Board of Directors. Notice of resignation shall be effective when delivered unless the notice specifies a later effective time.

To assist the Directors in fulfilling their responsibilities, eHealth Exchange staff will provide each Director with the following:

1. Access to the management team of eHealth Exchange, as needed for proper operation of the Board of Directors
2. Ample notice of all Board meetings

3. Minutes of all Board meetings
4. Relevant information to conduct his or her job as a Director
5. Respect for his or her time
6. The use of his or her talent effectively
7. Straightforward and thorough responses to any questions necessary to carry out his or her responsibilities to eHealth Exchange.

Version History

Version	Date	Major Changes
1	10/9/2018	Policy created
2	6/24/2021	Added this version history section to track changes.

Policy No.: 6	Lobbying and Political Activity
Version: 2.0	Effective Date: 6/24/2021

1. eHealth Exchange encourages individual participation in civic affairs. However, as a charitable organization, eHealth Exchange may not participate in lobbying acts or make contributions to any candidate for public office or political committee and may not intervene in any political campaign on behalf of or in opposition to any candidate for public office. To avoid any appearance that eHealth Exchange is engaging in prohibited lobbying or political activities, Directors and Officers must refrain from making any contributions to any candidate for public office or political committee on behalf of eHealth Exchange.
2. Personnel shall refrain from engaging in political activities or making any contributions to any candidate for public office or political committee in a manner that may create the appearance that the contribution is on behalf of eHealth Exchange.
3. eHealth Exchange shall refrain from using any of eHealth Exchange financial resources, facilities, or personnel to endorse or oppose a candidate for public office.
4. eHealth Exchange shall clearly communicate that eHealth Exchange Personnel are not acting on behalf of the organization while engaging in political activities in an individual capacity.

Version History

Version	Date	Major Changes
1	10/9/2018	Policy created
2	6/24/2021	A. Made adjustments since eHealth Exchange has no employees. B. Added this version history section to track changes.

Policy No.: 7	Decision Making and Consensus Processes
Version: 2.0	Effective Date: 6/24/2021

Policy

eHealth Exchange is committed to function with openness, engage stakeholders and promote a consensus process for its projects and initiatives. This policy describes the processes that eHealth Exchange follows for reaching consensus agreement by its Board of Directors; the committees of the Board as defined by the by-laws (“Board committees”); and any other committees, workgroups, or other formal entities designated by the Board Chair or Executive Director to carry out its work (“committees and workgroups”).

Definitions

1. The Board, the Board committees, and other committees and workgroups of eHealth Exchange, will endeavor to reach agreement through consensus decision making wherever possible. For the purposes of this policy, “consensus” means an opinion, position or decision reached by, and accepted by a group as a whole. While consensus decision making is the goal, eHealth Exchange is a corporation and it is governed by its Board of Directors. In order for a decision to be recognized as a valid decision of the company, it must be approved by the Board of Directors or, by the Officers or the Executive Director under the authority specifically delegated to them by the bylaws or by the Board of Directors. eHealth Exchange bylaws provide for the voting mechanisms that will be used by the Board for all of its actions.
2. eHealth Exchange, decision-making through consensus consists of:
 - a. Full deliberation among meeting participants;
 - b. Consideration of all points of view;
 - c. Resolution of differences of opinion through discussion;
 - d. Identification of areas of agreement and disagreement through discussion; and
 - e. Dialog until the sense of the group is clear.

Procedures

Reaching Consensus Decisions

1. Where unanimity is not possible, the participants should strive to make decisions where there is at least consensus with substantial support from all participants.
2. Participants are encouraged and expected to participate actively and to express affirmatively their agreement or disagreement with a standard or other matter under discussion.
3. The Chairperson and Vice Chairperson of the Board, the Board committee chairs, and the individual committee and workgroup chairs are responsible for assessing overall consensus through:
 - a. Summarizing the sense of the discussion;
 - b. Articulating the specific decisions; and
 - c. Asking whether there are other concerns, and if necessary, returning to deliberations.
4. Decisions may be made during meetings (face-to-face or distributed) as well as through email, teleconferences, and any other medium so long as the principles expressed in this policy are adhered to.

Version History

Version	Date	Major Changes
1	10/9/2018	Policy created
2	6/24/2021	Added this version history section to track changes.

Policy No.: 8	Investment and Financial Reporting Policy
Version: 3.0	Revision Date: 7/22/2021

Purpose:

This policy establishes investment objectives, policies, guidelines and eligible securities related to all assets held by Healthway, Inc primarily for investment purposes. In doing so the policy will:

- clarify the delegation of duties and responsibilities concerning the management of funds.
- identify the criteria against which the investment performance of the organization's investments will be measured.
- communicate the objectives to the Board and others that might have involvement.
- confirm policies and procedures relative to the expenditure of funds.
- serve as a review document to guide the ongoing oversight of the management of the organizations' investments.

Healthway has two primary financial objectives:

- To establish a financial reserve sufficient to sustain Healthway operations in the event of fluctuations in revenue; and
- Provide as high a total rate of return on investments as is consistent with prudent investment risk while providing adequate liquidity to meet Healthway's requirements.

Responsibilities of the Board

The Board shall review and advise on investments and strategies for Healthway, Inc. The Board will consider investment structure and portfolio performance consistent with policies and procedures. Based on the advice and recommendations of The Sequoia Project's financial management team, the Board shall:

- review and approve investment policies and objectives that reflect the long-term investment-risk orientation of the nonprofit
- Review performance annually, unless there are significant changes in market conditions, then the review may take place more frequently
- Advise management regarding any adjustments to the investment policy

Responsibilities of the Sequoia Project Financial Management Team

The Financial Management Team is not accountable for less than desirable outcomes, rather for adherence to procedural prudence, or the process by which decisions are made in respect to Healthway, Inc assets. In consideration of the foregoing, the Team is responsible for the development,

recommendation, implementation and maintenance of all activities relative Healthway's funds and shall:

- develop and present policy recommendations to the Board with regard to the management of all funds.
- recommend long-term and short-term investment policies and objectives for funds, including the study and selection of asset classes, determining asset allocation ranges, and setting performance objectives.
- determine that institutional funds are prudently and effectively managed with the assistance of management and any necessary investment consultants and/or other outside professionals, if any.
- monitor and evaluate the performance of all those responsible for the management of institutional funds.
- receive and review reports from management, investment consultants and/or other outside professionals, if any.
- periodically meet with management, investment consultants and/or other outside professionals.
- convene regularly to evaluate whether this policy, investment activities, risk management controls and processes continue to be consistent with meeting the goals and objectives set for the management of institutional funds.
- oversee the day-to-day operational investment activities of all funds
- Regularly evaluate and assess compliance with investment guidelines, performance, outlook and investment strategies; monitor asset allocation and rebalance assets, and, tend to all other matters deemed to be consistent with due diligence with respect to prudent management of institutional funds.
- Prepare and issue periodic status reports to the Board.

Responsibilities of Management – Delegated to The Sequoia Project

Management shall be responsible for the overall administration and implementation of policies pertaining to the management of institutional funds. Management shall also be the primary liaison between any investment consultants and/or other outside professionals that may be retained to assist in the management of such funds. Management may delegate to The Sequoia Project to fulfill these responsibilities. Specifically, management shall:

- contract with any necessary outside service providers, such as: investment consultants, investment managers, banks, and/or trust companies and/or any other necessary outside professionals.
- ensure that the service providers adhere to the terms and conditions of their contracts; have no material conflicts of interests with the interests of Healthway; and, performance monitoring systems are sufficient to provide the Board with timely and useful information.
- comply with official accounting and auditing guidelines regarding due diligence and ongoing monitoring of investments, especially alternative investments.

Investment Considerations

The Sequoia Project must consider the purposes of Healthway and its assets in managing and investing

institutional funds. All individuals responsible for managing and investing Healtheway's institutional funds must do so in good faith and with the care that an ordinarily prudent person in a like position would exercise under similar circumstances. In making any decision relative to the expenditure of institutional funds, each of the following factors must be considered, and properly documented, in the minutes or other records of the applicable decision-making body:

1. general economic conditions;
2. possible effect of inflation or deflation;
3. expected tax consequences, if any, of investment decisions or strategies;
4. the role that each investment or course of action plays within the overall investment portfolio of the fund;
5. expected total return from the income and appreciation of investments;
6. other resources of the organization;
7. the needs of the organization and the fund to make distributions and preserve capital.

Guidelines for Investing

The Sequoia Financial Management Team in consultation with Management shall ensure the following parameters are considered:

1. The investment must be low risk.
2. The investment must contribute to the Healtheway goals in terms of funds: capital preservation, liquidity and income generation.
3. The gross return on any investment shall be at least 2%, noting the Company may invest in lower-yield Certificates of Deposit (CDs) and U.S. government securities backed by the U.S. Government.
4. Besides CDs and U.S. government securities, investments should occur only in those that receive higher ratings by credit rating agencies (investment grade bonds or funds).
5. Investments should incur low load fees and limit funds that involve investment advisor commissions or fees.
6. The maximum average maturity of the portfolio will be 2-3 years.

Performance Measurements Standards

The benchmarks to be used in evaluating the performance of the two main asset classes will be:

1. Return on investments
2. Risk

Financial Reporting Procedures

Monthly — Healtheway will provide the board with monthly written updates regarding substantial changes in the performance of the company's investments and financial performance.

Quarterly — Management will provide quarterly reports to the Healthway board of directors regarding the performance of the company’s investment portfolio, as well as the company’s overall financial status.

Annually — Management will present an annual report to the board of directors regarding investment performance over the course of the year.

Version History

ID	Date	Major Changes
1	10/9/2018	Policy created.
2	5/25/2021	<ul style="list-style-type: none"> A. Removed the requirement to staff a finance subcommittee B. Changed cash reserves goal to 12+ months cash instead of 3-6 months C. Replaced “BB” with “BBB”. D. Changed financials statement reporting to quarterly (from monthly) unless significant changes are encountered. E. Added this version history section to track changes.
3	7/22/2021	<ul style="list-style-type: none"> A. Revised to include an Investment Policy Statement Purpose, roles and responsibilities for the Board, Sequoia’s Financial Management staff and Management (delegated to Sequoia). B. The revisions also include Investment Considerations, Guidelines for Investing and Performance Measurement Standards. C. Removed limit of investing no more than \$250K per FDIC-insured bank

Policy No.: 9	Director Appointments
Version: 1.0	Effective Date: 9/23/2021

Policy

Healthway, Inc. Bylaws Article III Section 6 (Composition of the Board of Directors) permits the Board to reappoint Board-appointed Directors whose terms have expired. To reflect and achieve eHealth Exchange business goals and objectives, when deciding who to appoint when an incumbent Director's term concludes, the Board should promote a balance between introducing new Board Directors who may have new perspectives, versus reappointing existing Board Directors who provide continuity.

Procedure

When filling vacant director seats, the Board should:

1. Evaluate current and future needs of the organization given the current composition of the Board and the organization's roadmap to achieve goals.
2. Announce upcoming vacancies and Director requirements.
3. Collect names of interested candidates, potentially including the incumbent Director whose term is expiring if they express interest in serving another term.
4. Identify the slate of candidates which ideally emphasizes the desired skills and industry knowledge needed to execute the Board's mission and the goals of eHealth Exchange.
5. Review the slate of candidates to the Board.
6. Vote with the incumbent Director whose term is expiring recusing themselves if they express interest in serving another term.

Best Practices

1. Balance preserving continuity (including subject matter expertise gained during Board terms) with the value of new perspectives and opportunities.
2. Consider the degree to which the Board needs Directors to:
 - a. Challenge assumptions and identify weaknesses.
 - b. Surface emerging and relevant friction points (variables or tipping points reducing interoperability)
 - c. Strategically scan the market for opportunities.
 - d. View the world differently based upon diversity.
 - e. Provide sales introductions and otherwise accelerate growth.
 - f. Understand the market to identify differentiator opportunities.
 - g. Cultivate talent to maximize the company's potential.

Version History

Version	Date	Major Changes
1	9/93/2021	Policy drafted

