



## 2014 PUBLIC ACCOUNTABILITY QUESTIONNAIRE

**This Questionnaire Covers Calendar Year 2014.**

**Please return your response to [amy.demske@arentfox.com](mailto:amy.demske@arentfox.com) no later than May 15, 2015.**

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### **OWNERSHIP AND ORGANIZATIONAL STRUCTURE**

1. Describe the ownership structure of your GPO and/or its parent or affiliated companies, including details regarding the following:
  - Person(s) or entit(ies) that control the majority of voting interests in your GPO;
  - The types of equity holders of your GPO (e.g., publicly-held company, healthcare providers, individuals, for-profit and/or not-for-profit entities);
  - The corporate form of your GPO and/or its parent or affiliated companies – such as corporation, partnership, limited liability company, co-op;
  - Whether the GPO is organized as a for-profit or not-for-profit organization; and
  - Location of corporate headquarters.

As of January 1, 2015, 176 U.S. hospitals, health systems and other healthcare organizations control the majority of voting interests in our GPO. The equity holders of our GPO are for-profit and not-for-profit hospitals, health systems and other healthcare organizations. There are no private citizens that hold any direct equity in our GPO. Our GPO is not a publicly-held company but the parent organization of our GPO, Premier, Inc., is a publicly-held company. We do have equity holders in our GPO that are publicly-held companies. The corporate form of our GPO is a limited partnership. The parent organization of our GPO organization, Premier, Inc. is a corporation with its headquarters in Charlotte, NC. Our GPO is organized as a California limited partnership.

2. Describe the composition of your Board of Directors or other governing body and reflect any changes from the previous HGPII reporting year. Include the following in your response:
  - Number of individuals serving on your Board;
  - Percentage of Board representing GPO customers;
  - Percentage of Board that are employees of the GPO; and
  - Percentage of Board members also serving as employees, officers, or directors of a participating vendor.

There are sixteen individuals serving on our Board. Nine of sixteen (56%) of the directors represent entities that participate in the GPO. None of the directors on the governing

board are employees of the GPO. Only one member (0.06%) of Premier's Board of Directors is an employee of Premier, Inc., the parent company of the GPO. One member (0.06%) of our Board also serves as a director of a Participating GPO Vendor.

3. Indicate whether any equity holder of your GPO and/or its parent or affiliated companies is a physician (or an immediate family member of a physician).

Not applicable.

#### **CONFLICT OF INTEREST**

4. Describe the GPO's policies and procedures that address conflicts of interest for:
  - Employees in a position of influence with regard to contracting decisions;
  - Clinical Advisory Members; and
  - Members of the GPO's Board of Directors or other governing body.

As part of your response, provide details about reporting requirements for conflicts and provide a copy of written policies.

Premier's comprehensive policies and procedures ensure that all employees, Premier Board members and non-employee sourcing committee members adhere to strict conflict of interest disclosure, divestiture and/or recusal. Adopted in November 2002, these comprehensive conflict of interest policies address equity and non-equity potential conflicts. Premier's Group Purchasing Code of Conduct specifically addresses conflicts of interest involving (1) employees and their families, (2) Board members and their families, and (3) sourcing committee members and their families. No Premier employee can own stock equity in a participating vendor. A participating vendor is a vendor that has a contract or submits a formal bid or offer to contract to provide goods or services to members. Monthly, all employees receive a memorandum reminding them of the policy as well as a link to the latest Participating Vendor List. Annually, all employees reaffirm their understanding and compliance to the Conflict of Interest Policy. No member of Premier's leadership team, individuals who are in a position to influence the contracting decisions, or individuals who are director-level and above in group purchasing and/or their spouse or dependents can own equity in a participating vendor.

No employee should accept gifts, favors, entertainment or hospitality that is expressly meant to influence their decision-making or action affecting Premier, regardless of value. In no case should an employee or an employee's spouse or dependents accept a gift, entertainment, favor, honoraria, personal services payment, gratuity, benefit, loan, or hospitality of greater than nominal value from any participating vendor, nor from one specific person or group. Gifts of money in any amount may not be accepted including gift cards. Gifts not only include material goods, but also services, discounts on personal purchases of goods and services, non-business entertainment, personal travel or lodging, or any other arrangement that benefits the individual recipient. Entertainment includes but is not limited to tickets to sporting events, concerts and plays. An employee may not accept any commission or payment of any kind from an outside concern in connection with work

performed, services rendered, or supplies provided for or to Premier, unless specifically approved by the employee's manager. "Nominal value" means any item, service or other thing of value (not including cash or cash equivalents) that does not exceed \$50 per instance or \$100 in any given calendar year. Any item, service or other thing of value that costs \$10 or less is not counted toward the \$100 annual limit.

Lunch and dinner appointments and recreational activities, including but not limited to golf and tennis, paid for by outside concerns are acceptable if bona-fide business matters are discussed. However, such activities not related to bona-fide business matters are limited to a nominal value. No employee should accept the offer of recreational activities, including but not limited to golf and tennis, that is expressly meant to influence his or her decision-making or action affecting Premier, regardless of value.

Employees may attend events sponsored by vendors or business partners. However, travel and lodging expenses may not be paid by such vendors or business partners.

Sourcing committee members disclose any potential conflicts they may have through an annual process as well as prior to the commencement of any discussions. Premier's policy states that sourcing committee members and/or their spouse and dependents cannot have extensive equity in a participating vendor. "Extensive" means investments in three or more participating vendors in the general product area of the committee or investments in participating vendors in such product area that in the aggregate have a total value in excess of \$20,000.

Premier's Board Code of Ethics requires directors to have a duty of loyalty avoiding abuses of power and conflicts of interest as defined by the Board of Directors Conflict of Interest Policy. Annually, Premier's Board members must disclose any equity interest in vendors. Board members disclose any potential conflicts that they, their immediate family members and related parties may have as it relates to financial interest/other substantial personal interest/affiliation with a vendor, position of authority to influence an organization, compensation relationship with any company, use of non-public information, opportunities taken for personal gain and other interests, activities, investments or involvement relevant for full disclosure of all actual, apparent or potential conflicts of interest. Board members may hold equity but must disclose and recuse as appropriate.

**Group Purchasing Code of Conduct:**

<https://www.premierinc.com/download/supply-chain-management/?wpdmdl=3100&ind=0>

**Conflict of Interest Policy:**

<https://www.premierinc.com/download/business-practices/?wpdmdl=3093&ind=0>

**Participating Vendor List:**

<https://www.premierinc.com/download/participating-vendor-list/?wpdmdl=4609&ind=0>

**Board of Directors Code of Ethics:**

<http://investors.premierinc.com/common/download/download.cfm?companyid=AMDA->

[24J90L&fileid=709131&filekey=B948F8F0-02E1-4ADB-9E24-0697010179C1&filename=Premier\\_inc\\_Board\\_Code\\_of\\_Ethics.pdf](http://investors.premierinc.com/common/download/download.cfm?companyid=AMDA-24J90L&fileid=709131&filekey=B948F8F0-02E1-4ADB-9E24-0697010179C1&filename=Premier_inc_Board_Code_of_Ethics.pdf)

**Board of Directors Conflict of Interest Policy:**

[http://investors.premierinc.com/common/download/download.cfm?companyid=AMDA-24J90L&fileid=709132&filekey=4C675983-7B74-49C3-9AC0-F62A25FF2072&filename=Premier\\_Board\\_Conflict\\_of\\_Interest\\_Policy\\_and\\_Disclosure\\_Statement.pdf](http://investors.premierinc.com/common/download/download.cfm?companyid=AMDA-24J90L&fileid=709132&filekey=4C675983-7B74-49C3-9AC0-F62A25FF2072&filename=Premier_Board_Conflict_of_Interest_Policy_and_Disclosure_Statement.pdf)

5. Describe actions the GPO takes to avoid conflict of interest issues for members of the Board of Directors (e.g. disclosure and/or prevention of equity investments in participating vendor relationships and acceptance of gifts/meals/travel/entertainment paid for by vendors.)

Premier's Board Code of Ethics requires directors to have a duty of loyalty avoiding abuses of power and conflicts of interest as defined by the Board of Directors Conflict of Interest Policy. Annually, Premier's Board members must disclose any equity interest in vendors. Board members disclose any potential conflicts that they, their immediate family members and related parties may have as it relates to financial interest/other substantial personal interest/affiliation with a vendor, position of authority to influence an organization, compensation relationship with any company, use of non-public information, opportunities taken for personal gain and other interests, activities, investments or involvement relevant for full disclosure of all actual, apparent or potential conflicts of interest.

**Acceptance of Gifts, Honoraria or Personal Services Payments:** Directors, Immediate Family Members and Related Parties may not accept gifts, entertainment, favors, honoraria or personal services' payments, except of Nominal Value (see definition) from any Participating Vendor. Any director, Immediate Family or Related Party who has received such items from a Participating Vendor (a) must disclose such fact on an annual basis and prior to the commencement of discussions relating to the applicable Participating Vendor; and (b) must avoid participating in any discussions, negotiations, voting or other decisions relating to the Participating Vendor from whom such items have been received.

**Travel, Meals and Entertainment:** Breakfast, lunch and dinner appointments, recreational activities and travel paid for by outside concerns are acceptable if bona fide business matters are discussed. However, such activities not related to bona fide business matters are limited to a Nominal Value. No director shall accept an offer of meals, travel or recreational activities that is expressly meant to influence their decision making or action affecting Premier, regardless of value.

6. Describe the GPO's policies and procedures that address activities, including other lines of business of the GPO and/or its affiliates (including non GPO services and strategic

investments) that might constitute conflicts of interest to the independence of its purchasing activity.<sup>1</sup>

Premier has policies and procedures which address activities that might constitute a conflict of interest to purchasing activity. These are addressed in Premier's Group Purchasing Code of Conduct Conflict of Interest Provisions in sections 6-10.

Premier, pursuant to the Group Purchasing Code of Conduct, discloses to members business relationships with participating vendors. These business relationships include the sale of Premier products and services to participating vendors or any other type of arrangement where money flows from participating vendors to Premier. This list does not include business relationships that exist to purchase goods and services that are utilized by the organization to carry out its general business operations so long as the terms of the arrangements reflect fair market value for the goods being purchased (e.g., Premier may use rental cars or purchase computer equipment from vendors that are also participating vendors). These business relationships have no bearing on GPO contracting decisions.

Premier, pursuant to its Group Purchasing Code of Conduct, discloses to its members and the public any equity interests held by it in a participating vendor. A participating vendor is a vendor that has a contract or submits a formal bid or offer to contract to provide goods or services to members. A potential vendor is a vendor of products or services to the healthcare industry that does not have a contract to provide goods or services to members, nor has it currently submitted a formal bid or offer to contract.

## **OTHER LINES OF BUSINESS**

7. Describe other lines of business or investments of the GPO and its affiliates. We are interested in hearing about new as well as nontraditional GPO services that your company and its affiliates are involved with.

Premier provides on its website all information related to investments by the GPO, its parent company and parent affiliates, and any business relationships with vendors. This information is released in our Disclosure of Business Relationships and Disclosure of Corporate Equity Interests documentation.

Premier has the following other lines of business: Informatics & Technology Services provides clinical and operational comparative databases, infection surveillance and analytic services primarily through company-hosted software as a service (SaaS) application, and common data transformation, communication and routing functions in a single rack-mountable network device through an Integration as a Service model. Premier Performance Partners provides collaborative services and clinical, operational and supply

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<sup>1</sup> Business concerns, organizations, or individuals are affiliates of each other if, directly or indirectly, (1) either one controls or has the power to control the other, or (2) a third party controls or has the power to control both. (See 48 CFR, Section 9.403 (2007): Securities Act, Sec. 16, 15 USC 77p(f)).

chain performance improvement for hospitals and healthcare systems, clinical performance improvement services and non-health system research services. Premier Insurance Management Services, Inc. helps alliance members and others manage insurance costs by improving risk management and claims capabilities while seeking to provide stability and predictability in coverage and manage both risk-bearing insurance programs and sponsored programs in several lines of coverage including excess professional medical liability for hospital systems. Commcare Pharmacy provides specialty drug dispensing and associated care services to members and their patients. S2S Global, a direct sourcing company, obtains quality healthcare products, both domestically and internationally, and provides these products to members along with meaningful cost savings opportunities. SYMMEDRx is an analytics services business focused on lowering the cost of physician preference items through the innovative use of data. Meddius is an Integration as a Service (IaaS) business focused on managed data integration through a combination of remotely managed hardware, software and professional services. MEMdata is an equipment planning, sourcing, and analytics business, focused on the capital equipment needs for existing medical facilities, as well as those under construction. Aperek is a web-based analytics and savings solutions for the healthcare supply chain that include: product spend visibility and analysis, price optimization using volume, centralized management of contracts, compliance tracking, and purchased Services spend visibility and analysis. TheraDoc is a leading provider of electronic clinical surveillance that brings disparate data from a hospital's source systems, helps alert clinicians to potential risks, and empowers them with knowledge to improve clinical outcomes, lower costs and strengthen regulatory compliance.

8. What policies or guidelines does the GPO have to address potential conflicts of interest with regard to other lines of business engaged in by the GPO and/or its parent or affiliated companies?

Premier has policies and procedures which address activities that might constitute a conflict of interest to purchasing activity. These are addressed in Premier's Group Purchasing Code of Conduct Conflict of Interest Provisions in sections 6-10.

Premier, pursuant to the Group Purchasing Code of Conduct, discloses to members business relationships with participating vendors. These business relationships include the sale of Premier products and services to participating vendors or any other type of arrangement where money flows from participating vendors to Premier. This list does not include business relationships that exist to purchase goods and services that are utilized by the organization to carry out its general business operations so long as the terms of the arrangements reflect fair market value for the goods being purchased (e.g., Premier may use rental cars or purchase computer equipment from vendors that are also participating vendors). These business relationships have no bearing on GPO contracting decisions.

Premier, pursuant to its Group Purchasing Code of Conduct, discloses to its members and the public any equity interests held by it in a participating vendor. A participating vendor is a vendor that has a contract or submits a formal bid or offer to contract to provide goods or services to members. A potential vendor is a vendor of products or services to the

healthcare industry that does not have a contract to provide goods or services to members, nor has it currently submitted a formal bid or offer to contract.

## **MONIES FROM VENDORS**

9. Describe the GPO's policy with respect to the receipt of sponsorship funds, grants for research or other educational programs, or any other source of non-administrative fee revenue from vendors. What policies does the GPO have to guard against any potential conflict of interest relating to such payments?

Participating vendors provide funds to Premier to purchase exhibition/booth space at Premier's national meetings. These fees are designed to cover actual costs of the exhibition/booth space and other meeting costs. Premier's Group Purchasing Code of Conduct states that Premier does not accept other fees including sponsorship funds or educational grants for vendors.

10. Does the GPO and/or its parent or affiliated companies accept vendor fees relating to conference sponsorship or exhibit booth space? What policies does the GPO have to guard against a potential conflict of interest relating to vendor participation in industry trade shows, and donations in general?

Yes, as part of Premier's Group Purchasing Code of Conduct, Premier discloses that "vendor participation in any additional services for which fees may be charged (such as trade shows, periodical advertising and data services) shall be entirely voluntary and a vendor's participation shall have no bearing on GPO contracting decisions." The Disclosure of Business Relationships further discloses that participating vendors may also provide funds to Premier to purchase exhibition/booth space at Premier's national meetings. These fees are designed to cover actual costs of the exhibition/booth space and other meeting costs.

11. Describe any services or products the GPO or its affiliates provide to vendors on a fee-for-service basis (e.g. data, claims processing, etc.).

Premier, pursuant to the Group Purchasing Code of Conduct, discloses to members business relationships with participating vendors. These business relationships include the sale of Premier products and services to participating vendors or any other type of arrangement where money flows from participating vendors to Premier. This list does not include business relationships that exist to purchase goods and services that are utilized by the organization to carry out its general business operations so long as the terms of the arrangements reflect fair market value for the goods being purchased (e.g., Premier may use rental cars or purchase computer equipment from vendors that are also participating vendors). These business relationships have no bearing on GPO contracting decisions.

12. Does the GPO make annual disclosures of administrative fees received from vendors for contracting activities with respect to the member's purchase of products and services (e.g. safe harbor reports)? If this document is publicly available, provide an electronic link to this information.

Yes, in accordance with the GPO Safe Harbor regulation, Premier makes annual disclosures to each member the amount of administrative fees received from vendors for contracting activities with respect to that member's purchase of products and services.

13. Does the GPO disclose to members all payments other than administrative fees the GPO receives from any vendor in the course of the GPO's group purchasing activities (e.g. booth space, educational grants, marketing fees, honoraria, etc.) whether from the purchasing activity of those members or not? Describe your disclosure practices.

Yes, as part of Premier's Group Purchasing Code of Conduct, Premier discloses that "vendor participation in any additional services for which fees may be charged (such as trade shows, periodical advertising and data services) shall be entirely voluntary and a vendor's participation shall have no bearing on GPO contracting decisions." The Disclosure of Business Relationships further discloses that participating vendors may also provide funds to Premier to purchase exhibition/booth space at Premier's national meetings. These fees are designed to cover actual costs of the exhibition/booth space and other meeting costs.

14. Describe the GPO's policy with respect to administrative fees received on purchases made by an ineligible member (e.g., a policy regarding the return of such administrative fees to the applicable vendor).

Premier believes that any purchase pursuant to one of its group purchasing agreements is a purchase by an eligible member and reports all member purchases as required by the safe harbor regulations on an annual basis. In the event that a supplier reports inaccurate amounts or identifies payments that were not pursuant to a Premier agreement, those amounts are returned to the supplier.

#### **MEMBER FEES**

15. Does the GPO pay fees or offer equity to members upon the signing or re-signing of a participation agreement with the GPO or the joining or renewal of membership in the GPO program?

No, Premier does not pay fees to members upon the signing or re-signing of a participation agreement with the GPO or the joining or renewal of membership in the GPO program.

#### **BID AND AWARD/CONTRACTING ISSUES**

16. Does the GPO have a publicly-available description of its bid and award process? If so, provide a link and written description of your bid and award process. If not, describe how it may be obtained.

Yes, all bidding processes are performed in coordination with a rolling twelve-month calendar that is publicly accessible on Premier's website. The Contract Bid Calendar reflects product categories that are scheduled for bid, the calendar quarter the bid will be



conducted, the status of each bid and a contact for the supplier if there are questions. The Contract Bid Calendar is updated on a bi-monthly basis or as necessary to reflect any changes to the current bid status.

**Contract Bid Calendar:**

<https://www.premierinc.com/supplier-partners/how-to-become-a-supplier/contract-bid-calendar/>

17. Describe the GPO's requirements for how products or services are published so they are accessible to potential vendors. If a bidder is not awarded a contract, is that bidder able to review the decision criteria used to evaluate the bid? Include in your response a general description of the GPO's criteria for vendor selection.

All bidding processes are performed in coordination with a rolling twelve-month calendar that is publicly accessible on Premier's website. The Contract Bid Calendar reflects product categories that are scheduled for bid, the calendar quarter the bid will be conducted, the status of each bid and a contact for the supplier if there are questions. The Contract Bid Calendar is updated on a bi-monthly basis or as necessary to reflect any changes to the current bid status.

If a bidder is not awarded a contract, the vendor should address their concerns, grievances or complaints about the contracting process and contract award decisions through our [Vendor Grievance/Inquiry Policy](#)

Premier lists on its website the general criteria which are considered during the identification, review and selection of a new product or technology. These include, but are not limited to, quality, safety, clinical impact, cost effectiveness, physician preference, environmental impact, diversity, breakthrough potential and member input.

Premier's product planning process is designed to be standardized, but flexible. Many factors go into the ultimate selection of a product for contract. The best available clinical and market knowledge and expert review give Premier members the information they need to make sound product choices. Applicable products must be FDA-approved and demonstrate that they perform as designed in a safe and effective manner. A number of resources are used to gather information about products, including: randomized controlled trials published in peer-reviewed professional journals, case studies, market guides or product comparisons, field trials, clinical staff surveys, quality monitors, customer satisfaction data and financial data. In addition, Premier's Safety Institute may evaluate product-related information/data involving patient and worker safety, as well as environmental issues. A product's functionality must be able to be objectively measured.

Premier's goal is to ensure that all interested vendors and their products are considered and evaluated in a consistent, timely and fair manner, regardless of the size of a company, the breadth of its product line or its existing relationship with Premier. Premier's product planning process is shaped by the ever-changing needs of its members. Premier encourages interest from diverse vendors, including small businesses and those owned by minorities, women and veterans. Premier relies on its member sourcing

committees for decisions regarding new product categories and individual agreements. Member sourcing committees comprised of clinicians and others regularly meet to review new products and make award decisions.

18. Describe the GPO's policy with regard to the use of single, sole, dual, and multi-source procurement and provide an example or two to support use of these contracting tools.

Premier has sole, dual and multi-source agreements with vendors. Premier does not have single-source agreements. Quality Control Material is a dual-source award. Safety Phlebotomy is a multi-source award.

19. Does the GPO permit bundling of unrelated products or services from the same vendor or from different vendors? If so, under what circumstances would the GPO consider bundling to be appropriate?

No Premier GPO contracts should have bundling of Physician Preference Products with unrelated products. No Premier GPO contracts should have bundling of any unrelated products across different Vendors.

20. Describe the process for contracting for clinical preference items. Describe the GPO's policy guiding the appropriate length/term of contracts for clinical preference products.

Premier GPO contracts should be for 3 years or less, unless economic conditions require longer term agreements in the best interest of Members. Except in the case for Premier Performance Groups, Premier GPO sole-source contracts for Physician Preference Products and Services require review and approval by senior management, corporate compliance and legal. All Premier GPO contracts for Physician Preference Products should be written without GPO-imposed commitment levels.

#### **ADMINISTRATIVE FEES**

21. What is the GPO's practice regarding the amount of administrative fees accepted? If there is a written policy, please provide an electronic link or copy of the GPO's policy regarding these fees.

Premier accepts administrative fees up to but never exceeding 3 percent.

**Group Purchasing Code of Conduct:**

<https://www.premierinc.com/download/supply-chain-management/?wpdmdl=3100&ind=0>

22. Describe the conditions in which the GPO accepts administrative fees beyond 3 percent, requiring specific (not blanket) disclosure under the Federal Regulatory Safe Harbor provisions?

Not applicable.

23. Describe the range of administrative fees accepted and examples of the types of contracts (without specifying specific proprietary information) that have administrative fees greater than 3 percent.

Premier accepts administrative fees up to but never exceeding 3 percent.

#### **PRIVATE LABEL PROGRAMS**

24. Describe whether the GPO has a private label program and if so, describe the products the private label program covers.

In late 2012, Premier launched a private label program, Premier Pharmacy Access Program (PAP) in the generic pharmacy business due to member feedback over drug shortage concerns as well as the changing marketplace for these products. Premier's Pharmacy Access Program primarily includes generic injectable drugs. The product category is also open to gases such as those drugs administered via a vaporizer or bag.

25. Describe the GPO's practice regarding administrative fees derived from a private label program.

Administrative fees from PAP are up to 3 percent. No other fees are derived.

#### **VENDOR GRIEVANCE PROCESS**

26. Describe the GPO's policy and process with respect to responding to a vendor's grievance regarding the bid/award process.

Our [Vendor Grievance/Inquiry Policy](#), as communicated on our website, describes the process for vendors to follow to address concerns, grievances or complaints about the contracting process and contract award decisions. The process requires the supplier to notify Premier of the grievance within specified timeframes, either by sending an email to the designated Premier vendor grievance contact or, if the vendor wishes to remain anonymous, by contacting Premier's confidential [Ethics and Compliance Help Center](#).

All grievances are reviewed by a Grievance Review Panel that includes members of Premier's corporate compliance and legal departments and independent supply chain executives from Premier member organizations who were not involved in the award decision that forms the basis for the grievance. The Grievance Review Panel provides its report to Premier's supply chain leadership and the information is ultimately provided to the relevant member sourcing committee for its consideration and decision on the outcome of the grievance. Additionally, Premier subscribes to the HGPII Independent Evaluation process.

27. Did any supplier, since submission of the last GPO's Public Accountability Questionnaire, request an evaluation pursuant to the HGPII Independent Evaluation Process? If so, please provide information regarding the outcome of such evaluation.

No.

28. Does the GPO participate in HGPII's Independent Evaluation Process?

Yes.

29. Is the HGPII Independent Evaluation Process displayed on the GPO's public website? If so, please provide an electronic link to this information.

Yes.

**Vendor Grievance/Inquiry Policy:**

<https://www.premierinc.com/supplier-partners/faqs/vendor-grievance-policy/>

**INNOVATION**

30. Describe the GPO's policy and process to evaluate and provide opportunities to contract for innovative products and services.

An essential element of advancing the core objectives and mission of Premier is to encourage the development of healthcare technology that improves the quality, process, and/or outcome of care across all Premier agreements. The Technology Breakthroughs Program was created in 1997 to improve Premier members' access to new technologies and provide a mechanism for suppliers to introduce innovative products. Premier is committed to a Technology Breakthroughs Program that is fair, timely, confidential, and unbiased, with an opportunity for review of decisions.

31. Does the GPO have the right to enter into a GPO contract for innovative technology at any time during its bid and award cycle? Describe the process the GPO has for fostering the development of GPO contracts for innovative products.

Yes, each Premier group purchasing agreement contains a Technology Breakthroughs clause that supports the review of breakthrough products and new agreements for products meeting breakthrough requirements.

32. Are GPO members allowed to evaluate products and/or communicate with vendors, regardless of whether a vendor has a contract with the GPO?

Yes, Premier's Group Purchasing Code of Conduct states that members can communicate directly with vendors to assess products or services provided by vendors who do not contract with the GPO.

33. Are GPO members allowed to purchase non-contracted products or services directly from non-participating vendors?

Yes, Premier's Group Purchasing Code of Conduct states that members may purchase physician preference products directly from vendors who do not contract with the GPO.

## VENDOR DIVERSITY PROGRAMS

34. Describe the GPO's program or activities that encourage contracting with small, women-owned and minority-owned and veteran-owned businesses.

Our supplier diversity program provides minority, women and small veteran (veteran, disabled veteran, service-disabled veteran) business enterprises (MWVBEs) and small business enterprises (SBE) the opportunity to partner with us to support our efforts to continually lead the way in healthcare innovation. Premier and its member organizations are committed to building a portfolio of contracted products and services that mirrors the demographics of the communities served.

Sourcing Education and Enrichment for Diverse and Small Suppliers (SEEDS™), included in the supplier diversity program, provides the resources and tools to help MWVBE and SBE vendors gain contract sales with members and build long term relationships. SEEDS includes coaching, mentoring, business educational tools and a stair-stepped approach to contract. We also help MWVBE and SBE vendors learn how to work with our members and distributors to achieve local, regional and national distribution capabilities.

35. Has the GPO increased contracting with small, women-owned, minority-owned and veteran-owned businesses over the prior year? If so, quantify these increases in terms of the number of contracted vendors and volume of sales through such vendors in each category.

Yes, contract utilization by Premier members with diverse (MWVBEs) and small business suppliers continues to increase. This success is a result of the partnering effort between Premier, its members and the supplier community. Key examples of success include:

- In 2014, Premier members spent \$700 million on products and services from MWVBE and SBE vendors.
- In 2014, our portfolio of contracted diverse vendors reached an all-time high of 359 agreements representing 279 MWVBE and SBE vendors.
- When comparing CY2013 to CY2014, MWVBE and SBE vendors experienced increased growth in sales, contract penetration and customer base as detailed below:
  - MWVBE and SBE reported sales volume increased 5%.
  - Number of MWVBE and SBE agreements in the portfolio increased 1%.
  - Number of MWVBE and SBE vendors increased 5%.

## CODE OF CONDUCT

36. Provide a copy of (as well as an electronic link to) your GPO's written code of business ethics and conduct and describe any changes from the previous HGPII reporting year.

Premier's Group Purchasing Code of Conduct serves as the company's guide regarding GPO practices. In March 2014, the Code was updated to eliminate and modify the six sections outlined below.

Eliminated sections:

- 6.a. No Vendor Equity in Premier GPOs
- 8.b. Parent Company-Limitation on Business Activities.
- 11.1. No Private Label Programs

Modified sections:

- 2.c. Insider Trading. Since Premier now has a public company Insider Trading Policy the language was modified to state employees, non-employee directors, officers and advisors of Premier must comply with this policy.
- 11.b. Limitation on Sole-Source Contracts. With the growth of our performance groups such as ASCEND and the fundamental need to bring value to our members, the language was modified to stat that except in the case for Premier Performance Groups, Premier GPO sole-sourced contracts for physician preference products and services require review and approval by senior management, ethics & compliance and legal.
- 11.h. Standardization of Administrative Fees. Since the occurrence is rare and only necessitates a notification to the Board of Directors, the footnote was modified to state that it is anticipated that there will be few exceptions to the standard administrative fee and that exceptions will be approved by senior management.

**Group Purchasing Code of Conduct:**

<https://www.premierinc.com/download/supply-chain-management/?wpdmdl=3100&ind=0>

37. Describe whether and in what manner the GPO distributes its written code of business ethics and conduct to all applicable employees, agents, contractors, clinical advisory committees, and others involved in group purchasing activity. How often is the code of conduct provided to employees? Do employees receive annual refresher training on the GPO's ethics and the code of conduct? Describe the content of the training and the method of delivery.

Premier's Group Purchasing Code of Conduct is publicly available on our website for employees, agents, contractors, clinical advisory committees and others involved in group purchasing activity. As part of new hire orientation and ongoing semi-annual initiatives, all employees receive ethics and compliance education as well as information regarding Premier's Corporate Code of Conduct and Group Purchasing Code of Conduct, including a link to both online Code resources. Additional targeted face-to face, online and direct email education is provided for all employees involved in group purchasing activities.

38. Describe the mechanism (e.g., a corporate review board, ombudsman, corporate compliance or ethics officer) for employees to report possible violations of the written code of business ethics and conduct to someone other than one's direct supervisor, if necessary.

A core element of Premier's Corporate Compliance Program is the Help Center which is an anonymous third-party reporting tool to report misconduct, ask questions and promote a positive work environment. Individuals have the ability to file a confidential, anonymous report via the telephone or online 24 hours a day, seven days a week. Individuals may also follow up on a report in an anonymous manner. In addition, employees may contact

Premier's Chief Ethics & Compliance Officer or human resources to raise questions and concerns.

## REPORTING POTENTIAL ETHICAL VIOLATIONS

39. What process is used to protect the confidentiality of the reporting employee's identity and what safeguards are in place to mitigate the opportunities for retaliation?

Confidentiality is protected at all times but may not be guaranteed in the event that an employee reports and provides material evidence of a violation of law or dire safety of another employee. Even in these cases, the company will take the appropriate security measures to preserve the confidential nature of the report.

Premier's Corporate Code of Conduct states that any person who asks a question about, or in good faith reports an actual or suspected violation of the Code will be protected from threats of retaliation, discharge or other types of discrimination, even if the report turns out to be incorrect. This protection also extends to anyone who assists in the investigation of a potential violation.

Premier has a stated non-retaliation policy and takes retaliation seriously. Premier prohibits retaliation against anyone who, in good faith, reports a possible violation or who participates in an investigation, even if sufficient evidence is not found to substantiate the concern. Premier takes appropriate disciplinary action against any individual determined to be engaging in retaliatory conduct up to and including termination of employment.

40. Describe how the GPO follows up on reports of suspected violations of the code of business ethics and conduct to determine if a violation has occurred and if so, who was responsible. Describe corrective and other actions taken in such circumstances.

Upon receipt of a suspected violation, employees can expect:

- Their concern or questions will be taken seriously.
- Their request for information or action will be handled promptly, discreetly, and professionally. Discussions and inquiries will be kept in strict confidence to the extent appropriate or permitted by policy or law.
- The individual's right to remain anonymous will be respected although they are encouraged to identify themselves.
- The Chief Ethics & Compliance Officer will immediately arrange for a detailed investigation to be conducted.
- The investigation will, as appropriate, include interviews of knowledgeable personnel and the review of relevant documents. All employees must fully cooperate with any internal or external investigation including producing relevant documents and participating in interviews.
- Individual accountability for adherence to the Code is critical. Violations of our Code are serious. A violation, including a failure to report potential violations by others, will be

viewed as a severe disciplinary matter and may result in personnel action, including termination of employment.

41. Describe the processes the GPO follows up on, to monitor on a continuing basis, adherence to the written code of business ethics and conduct, and compliance with applicable federal laws.

Premier has long had a policy of promoting compliance with all applicable laws, rules and regulations, as well as the highest standards of ethical conduct, in all matters regarding its operations. Annually, the Corporate Compliance department monitors adherence to Premier's Corporate Code of Conduct and Group Purchasing Code of Conduct. Premier also audits its adherence to its Codes on an ongoing basis through audits conducted by a third-party and reported to the Audit and Compliance Committee of the Board of Directors. Reports include recommendations for improving adherence to the Corporate Code of Conduct and Group Purchasing Code of Conduct.

42. Are periodic reports on the GPO's ethics and compliance program made to the GPO's Board of Directors or to a committee of the Board? If so, please state how often and in general, what information is reported? Are periodic reports on the company's participation in HGPII made to the GPOs Board of Directors or to a committee of the Board? If so, please state how often and in general, what information is reported.

Yes, Premier's Chief Ethics & Compliance Officer communicates quarterly to Premier's Board of Directors as well as the Audit and Compliance Committee. Topics include, but are not limited to, the overall corporate compliance program, key initiatives, Help Center and misconduct reporting statistics and investigations, compliance education and communication initiatives, compliance audits and risk assessments, and ethics culture surveys. Yes, periodic reports are made to Premier's Board of Directors a couple of times each year to inform them on the Public Accountability Questionnaire and overall work of the HGPII initiative.

43. How many of your GPO employees attended the Best Practices Forum in 2014? Include the name of the most senior executive who attended.

In 2014, eight Premier employees attended the Best Practices Forum. Durrall Gilbert, President, Supply Chain Services was the most senior executive who attended.

44. List the name, title and contact information of the senior manager assigned responsibility to oversee the business ethics and conduct program. Provide the name, title and contact information for the individual(s) responsible for responding to this report.

Premier's Corporate Compliance Program is directed by our Chief Ethics & Compliance Officer, Alan C. Sauber, who ensures that Premier's business practices continue to meet the established standards and further reflect the company's commitment to ethical conduct. Mr. Sauber can be reached at alan\_sauber@premierinc.com or 704.816.5253. Mr. Sauber may be contacted for questions related to this report.