

SESSION 107: MERGERS & ACQUISITIONS DURING A TIME OF HEALTHCARE TRANSFORMATION

Compliance Professional Considerations

Session Presenters

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- UnitedHealthcare is dedicated to simplifying the health care experience, meeting consumer health and wellness needs, and sustaining trusted relationships with care providers.
- The company provides global health care benefits, serving individuals, employers and Medicare and Medicaid beneficiaries.
- Sample of recent UnitedHealthcare acquisitions:



Session Outline

Due Diligence

Integration

Case Examples

Due Diligence

How to get
Compliance
a seat at the
table?

- Begin with the who – start with your Legal partners
- Execute on the why – Compliance value proposition

Due Diligence



Scope of
review –
what to ask
and look for?

- Seven element framework as the starting point
- Regulatory relationships and enforcement activity
- Who is doing what?
Compliance vs. Legal vs. Operations
- Assess organizational culture

Due Diligence



How to highlight identified compliance risks?

- Document observations – potential risks and mitigating factors
- Be mindful of ‘compliance speak’
- Capture risks and considerations yet get to the point – Go / No Go

Integration



Where to start – sign vs. close?

- Start even earlier – as you finalize the due diligence report and summary
- Be prepared to ride the waves of uncertainty

Integration



How to
prioritize –
people,
process,
technology?

- Emotional intelligence – approach with empathy
- Know your organization's strategy
- Have a plan and be ready to flex

Integration

Who are
your
partners?

- Know who is on point for the integration work – at both your organization and the new entity
- Focus on relationship building – can be leveraged no matter what comes up

Case Examples

Integration
Approach
Considerations

- The one with a high risk business practice
- The one that is never fully integrated
- The one you weren't involved in until it's here

Case Examples

Integration
Approach
Considerations

- The one where there are multiples deals in motion
- The one with an entirely new business model
- The one that became a CIA target

Case Examples

Integration Approach Considerations

- The one with multiple platforms/vendors
- The one that comes just ahead of a regulatory audit
- The one with the sacred cow

Case Examples

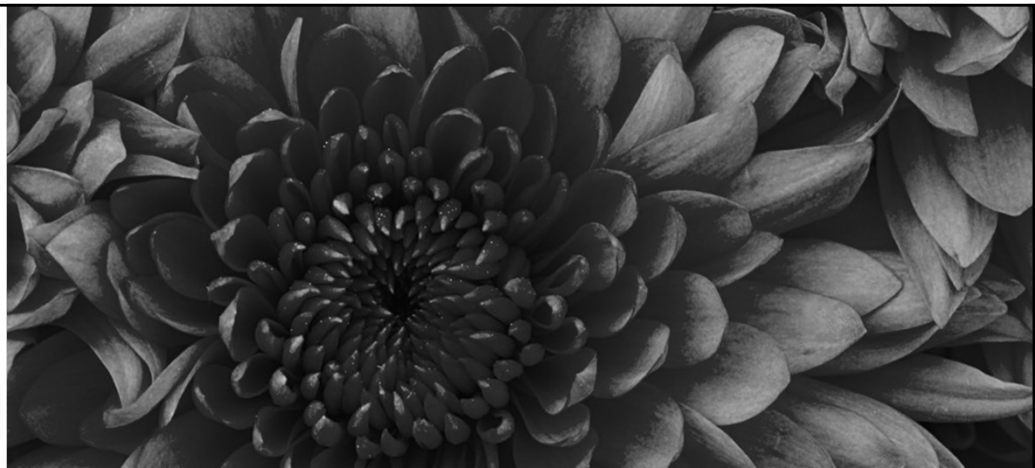
Lessons Learned

- Challenging regulator relationships
- Different interpretations of regulations
- Communication channels and expectations
- Watch out for foggy strategy

Case Examples

Sample Tools & Templates

- Sample Seven Element Due Diligence Framework
- Sample Compliance Due Diligence Report Framework
- Sample Compliance Integration Planning Framework
- US DOJ Evaluation of Corporate Compliance Programs Checklist



Alone we can do so little; Together we can do so much.

– Helen Keller