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:
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
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<tr>
<th>Case Examples</th>
<th>Integration Approach Considerations</th>
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<tbody>
<tr>
<td></td>
<td>The one with a high risk business practice</td>
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<td>The one that is never fully integrated</td>
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<td>The one you weren’t involved in until it’s here</td>
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Case Examples

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