

Anti-Bribery and Anti-Kickback Policy

Policy Translations

[French Translation](#)

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[Translation](#)

Introduction

Cerner Corporation and its controlled affiliates (“Cerner”) are dedicated to conducting business in a fair and ethical manner. This Policy addresses Cerner’s commitment to good faith compliance with global anti-bribery and anti-corruption laws, as well as the US Anti-Kickback Statute. Specifically, Cerner requires: i) that its associates and its consultants, contractors, distributors, agents, local sponsors and any other business partner (collectively, “Business Partners”) comply with all anti-bribery and anti-corruption laws in countries where Cerner operates or proposes to operate, including without limitation, the U.S. Foreign Corrupt Practices Act (“FCPA”) and the United Kingdom Bribery Act 2010, ii) that its associates and Business Partners comply with the Anti-Kickback Statute when interacting with US healthcare providers, and iii) that associates and Business Partners accurately reflect and report all business transactions, as appropriate, for financial recording and reporting purposes in Cerner’s books and records.

Policy Statement

No Cerner associate or Business Partner may offer a kickback or bribe or accept bribes from any person in order to obtain or retain business on behalf of Cerner, nor may any Cerner associate or Business Partner offer or receive payment or anything of value in exchange for referrals of U.S. government paid healthcare services or products, and all transactions must be accurately reported to Cerner and/or reflected on Cerner’s books and records.

What it Means:

1. Cerner associates and Business Partners may not directly or indirectly offer, promise, give, authorize a payment of or require, solicit or accept any bribe or kickback, whether cash or any other kind of inducement, or create an impression of the same, to create new or retain existing business opportunities for Cerner.
 - o The acts listed above need not be successful or actual to incur liability under applicable laws; an offer or impression of a bribe is sufficient to violate this Policy.

- The person offering a bribe and the recipient of a bribe need not be the person obtaining the benefit or receiving the inducement. For example, the bribe could take the form of a donation to a charity, the president of which is a decision-maker at a potential client.
 - Mere knowledge of a bribe (including: willful blindness, a firm belief that circumstances exist that may result in a bribe and/or ignoring red flags), without affirmative steps to prevent the activity, may be enough to create personal and/or corporate liability.
2. Facilitation or “grease” payments to any government official by Cerner, a Cerner associate or a Business Partner are prohibited.
 - Facilitation payments are payments of small sums made with the purpose of expediting or facilitating the performance by a public official of a routine governmental action (e.g., paying a utilities official \$20.00 to expedite the installation of a telephone connection).
 - Any exception that would permit a facilitation payment is extremely unusual and country specific, would be very narrow (e.g., facilitation payments related to health and safety related routine government actions may be permissible in certain circumstances) and must be pre-approved by Cerner Legal.
 3. Cerner Associates and Business Partners must comply with the Anti-Kickback Statute. In some industries it is acceptable to reward referrals of business or pay a finders’ fee or commission for referrals, but in U.S. Federal healthcare programs, any exchange of value for referrals is a crime, subject to limited safe harbor exceptions.
 - Cerner Associates and Business Partners must not offer any payment to induce or reward a client, or an employee, associate or agent of a client, to purchase Cerner’s electronic health record products as the U.S. government offers healthcare providers incentives for the purchase and use of electronic health records.
 - Illegal remuneration or payment may include anything of value including free or discounted rent, travel expenses, excessive compensation for medical consultancy, reference credits or gifts or entertainment. If you have any question about the legality of any financial transaction, whether a gift, discount or payment for services, between Cerner and a U.S. healthcare provider, please contact Cerner Legal for guidance.
 - Payments or other items of value offered *to* Cerner and intended to generate patient referrals may also violate the Anti-Kickback Statute.
 4. Cerner associates and Business Partners must be diligent and accurate in recording and/or reporting all business transactions on Cerner’s books and records.

What Cerner Associates Must Do:

1. Take affirmative steps to prevent those doing business directly or indirectly on Cerner’s behalf from engaging in bribery.

- Report any activity that appears to violate the anti-bribery intent of this Policy to Cerner Legal or the Cerner Ethics Hotline (see bottom of this document for details).
2. Follow the process set forth below when working with Business Partners or exploring any business opportunity.
- Obtain appropriate internal Cerner approval of any new Cerner business relationship pursuant to Cerner's Contracting and Signatory Authority Policy.
 - Consult with Cerner Legal and/or the Chief Compliance Officer to conduct appropriate background inquiries, business assessments and due diligence investigations to identify and address potential bribery issues with respect to potential Business Partners, acquisition targets and joint venture partners. Due diligence on new Business Partners is particularly important in countries with a high risk for corruption based on the corruption perception index, including India, Brazil, countries in the Middle East and China, among others.
 - Periodically ask questions of and remain engaged with Business Partners to ensure understanding of services being provided and how services are being compensated.
 - Identify red flags, such as: excess payments, payments directly to an individual, agreement to pay in the form of travel or something other than cash, large discounts, unusual expense requests, the exchange of cash for reimbursement of an expense and payments based on a percentage of a transaction, and report such activity to Cerner Legal, the Chief Compliance Officer or the Cerner Ethics Hotline.
 - Accurately report and record financial information related to the relationship/services and all underlying activities via the existing procurement and payables processes by submitting timely requisitions and invoices.
 - Appropriately retain all related documents.
3. When dealing with United States healthcare providers, including any employees, associates or agents of a provider client (e.g., hospital, clinic, pharmacy, etc.) ensure compliance with the Anti-Kickback Statute.
- Client expenses for meals, travel or entertainment should be limited only to business related expenses. For example, covering the cost of travel to Cerner offices for key client representatives to learn about Cerner products is acceptable. However, paying for travel or meals for family members, paying for travel expenses to another venue for entertainment or a non-Cerner conference, taking clients out for dinner unrelated to any business meetings, or paying for entertainment unrelated to a business purpose, such as a sporting event or concert, are not acceptable.
 - Business Partners are not permitted to directly or indirectly pay any travel-related expenses on behalf of Cerner without prior approval from Cerner Legal. If Cerner is offering payment to a US healthcare provider or client for consulting, reference credits, or any other service, consult with Cerner Legal to ensure the payment is compliant with the Anti-Kickback Statute.
 - In no case should payments be made to US healthcare providers, US healthcare clients or client representatives that exceed the fair market value of the service provided by Cerner.

4. Because Cerner clients include US healthcare providers, government officials and other parties that have strict rules around the receipt of any gift or exchange of value from a vendor, extreme caution should be exercised and offering gifts to clients is generally discouraged. Gifts, entertainment or charitable contributions by Cerner, Cerner associates or a Business Partner to, on behalf of or for the benefit of any client, potential client or Individual must be limited to a modest amount, offered only as a business courtesy within the normal course of business, otherwise comply with any local or industry regulations and must not be offered to influence any Cerner business purchase or negotiation
 - **Gifts or entertainment expenses of any amount are prohibited for US federal, state and local government employees or representatives**, and many other global government employees or representatives. No gifts or entertainment are permitted for government employees, representatives or clients. See [U.S. Federal, State and Local Government Contracting Compliance Policy - Human Resources - Cerner Wiki](#)
 - Gifts or entertainment should be avoided in proximity to a business negotiation to avoid the appearance of intention to improperly influence the business dealings.
 - Specifically, Cerner associates may only accept a gift, entertainment, hospitality or a discount if such complies with Cerner's Conflicts of Interest Policy.
 - Charitable contributions and sponsorships should not be used as a subterfuge for bribery. Business Partners are not permitted to make charitable contributions or commit to sponsorships on behalf of Cerner without prior approval from Cerner Legal. For Cerner associates, all charitable contributions must be reviewed and approved in accordance with Cerner's [Charitable Contributions Policy](#).
5. Consult with Cerner Legal in any of the following high risk scenarios:
 - Use of a Business Partner who may interact with government officials or other third parties directly or indirectly on Cerner's behalf.
 - Payment of fees to a government official or client/potential client employee or agent who provides services as a speaker, advisor or consultant.
 - Political contributions to any government official, political party, candidate or political organization by Cerner or on behalf of Cerner by a Business Partner.
 - Payments to third parties not described above, including companies or individuals, unaffiliated with a contract.

What Business Partners Must Do:

1. Take affirmative steps to prevent those doing business directly or indirectly on behalf of or in connection with your Cerner engagement from engaging in bribery.
 - Report any activity that appears to violate the anti-bribery intent of this Policy to Cerner Legal or the Cerner Ethics Hotline (see bottom of this document for details).
2. When working with your own Business Partners or exploring any business opportunity on behalf of or in connection with your engagement with Cerner:

- Conduct appropriate background inquiries and business assessments of potential Business Partners, and due diligence investigations with respect to acquisition targets and joint venture partners, to identify and address potential bribery issues.
- Periodically ask questions of and remain engaged with Business Partners to ensure understanding of services being provided and how services are being compensated.
- Identify red flags, such as: excess payments, payments directly to an individual, agreement to pay in the form of travel or something other than cash, large discounts, and payments based on a percentage of a transaction, and report such activity to Cerner Legal or the Cerner Ethics Hotline.
- Accurately report and record financial information related to the relationship/services and all underlying activities.
- Appropriately retain all related documents.

Enforcement

The prevention, detection and reporting of bribery and/or corruption is the responsibility of all Cerner associates and Business Partners, and any Cerner associate or Business Partner aware of a violation or potential violation of this Policy **must** report such activity to Cerner Legal or the Cerner Ethics Hotline.

Cerner monitors and audits Cerner's business as appropriate for potential bribery activities and risks and to ensure that accounting books and records are being maintained in accordance with this Policy.

Investigation/Remedial Action

Cerner will promptly investigate all reports of potential violations of this Policy and applicable anti-bribery laws and will take appropriate action in all cases where a violation is found to have occurred. Any Cerner associate or Business Partner violating this Policy or who knowingly fails to report a violation of this Policy will be subject to appropriate corrective action and/or disciplinary action, as appropriate, up to and including dismissal or termination of employment or engagement for Cerner associates (as permitted by local law), termination of an existing contract for Business Partners or other actions for either Cerner associates or Business Partners as appropriate and as permitted by local law. Additionally, violations of this Policy could lead to liability or other remedial action from the applicable government agencies, including civil and criminal fines, exclusion from government contracting and potential jail time.

Who to Contact

Cerner Legal:

- Kathleen Fisher, Chief Compliance Officer – kathleen.fisher@cerner.com, + 816.201.1596

- Amy Abrams, Sr. Corporate Counsel, U.S. – amy.abrams@cerner.com, + 816.201.0635
- Jana Fuchs, Sr. Corporate Counsel, EMEA – jana.fuchs@cerner.com, +49 40 30333 5931
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EMEA Compliance:

- EMEA Compliance Officer - EMEAComplianceOfficer@cerner.com

Ethics Hotline:

Associates and Business Partners may report any unlawful or unethical situation via Cerner's Ethics Hotline, which is available 24 hours a day, 7 days a week. The phone number (or website address, if applicable) for accessing the Ethics Hotline from your country can be found by visiting the [Ethics Hotline Information](#) uCern Wiki page. Cerner's Ethics Hotline is confidential, except as needed to conduct a full, fair investigation. You may remain anonymous if you so choose, except where restricted by local law. Due to local privacy laws in certain countries and the European Union, the Ethics Hotline may permit only specific types of calls, such as financial, accounting, auditing and bribery related offenses or offenses committed by company executives or persons with a management role. Alternatively, contact your HR or AR_Partner (only for Cerner associates) or the Cerner Legal Group (for any others) to report any issues. All reports of unlawful or unethical conduct will be investigated promptly.

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