

# **Delta Dental of Colorado Board of Trustees**

## **Business Ethics Policy**

### **Preamble**

The State of Colorado, by granting this Company tax-exempt status, has entrusted the members of the Board to oversee the operations of Delta Dental of Colorado in pursuit of its mission of improving the oral health of the communities it serves. This is why the members of the Board are called “Trustees” rather than “Directors”, and it is a title, which each member of the Board wears with pride, and with sober recognition of the weight of that trust and the resultant responsibility. With this trust comes the belief that the Company should not only do the right thing, but should go about doing the right thing by the right means.

The Board of Trustees also recognizes that one of the most valuable assets of the Company is its reputation for honesty and integrity, and that the Company’s ethical performance is equal to the sum of the ethical performance of each of its leaders and employees. While the law provides the legal standards of business conduct, the Board believes that the Company should strive for a level of ethical business conduct, which protects and enhances this valuable asset.

These concepts of business ethics are quite simple: In the conduct of business or any activity related to the Company, it’s not okay to lie, it’s not okay to cheat, it’s not okay to steal, it’s not okay to deny responsibility for things we did wrong, it’s not okay to treat others in a manner in which we would not wish to be treated, it’s not okay to violate the law or company policy, and it’s not okay to knowingly allow others to get away with doing any of these things.

While the intention of our Code of Conduct is to reflect standards of legal compliance, it is in response to this sacred trust, and in recognition of Delta Dental of Colorado’s reputation as a strategic asset, that the Board of Trustees has taken this additional step to focus the attention of the Company on these important goals and concepts by promulgating this Business Ethics Policy.

### **Policy**

It is the policy of the Board of Trustees that Delta Dental of Colorado will uphold the highest commonly accepted standards of business ethics in the decisions and actions of its Trustees, non-Trustee Board Committee members, officers, and employees throughout the Company. Adherence to these same standards is expected of its agents and business associates as well, in that illegal or unethical activities by these entities could reflect negatively on the Company’s reputation and the manner in which it desires to do business.

Pursuant to this policy, Company management is hereby directed to:

- Enact appropriate measures that will enable all employees to understand and adhere to the requirements and goals contained in the Code of Conduct and the Business Ethics Policy.
- Take appropriate action to prevent false, misleading, exaggerated or inflated claims or other misrepresentations regarding the Company's plans, products, systems, capabilities, activities, or resources from being distributed to our existing or prospective subscribers, providers, regulators, auditors, business associates or the public at large.
- Communicate and provide training regarding ethical standards to all employees; design, implement and review systems for monitoring adherence to these standards; and regularly report to the Business Ethics and Corporate Compliance Committee on the efficacy and appropriateness of these systems.
- Ensure that the Company does not engage in illegal or unfair anti-competitive trade practices.
- Pursue all reasonable efforts to use natural resources as efficiently as possible.
- Provide personal certification by the President/CEO and Vice President of Finance/CFO as to the completeness and accuracy of all financial reports to be distributed outside the Company.
- Take appropriate action upon discovery of engagement in unethical or illegal practices by its agents or business associates, up to and including termination of the business relationship with that entity or person.

Pursuant to this policy, the Governance Committee shall be responsible for overseeing that Trustees and non-Trustee Board Committee members adhere to the applicable aspects of the Code of Conduct and the goals of this policy. The Chair of the Board and an ad hoc Committee of his/her Trustee designees shall oversee the investigation into allegations of improper, unethical or illegal conduct by Trustees, non-Trustee Board Committee members, Senior Leadership Team members and/or President/CEO and shall make recommendations based upon the results of such investigation to the Governance Committee. The Governance Committee shall make a final determination on the matter and take whatever action it deems appropriate under the circumstances. The Governance Committee also shall be responsible for providing appropriate initial and ongoing education to Trustees and non-Trustee Board Committee members regarding business ethics.

The Governance Committee will annually review the appropriateness and efficacy of this policy, presenting any recommended changes to the Board of Trustees for approval.