

Guiding Principles



The following guiding principles establish a framework for expected interaction, decision-making, and partnership:

- Preserve the organizational strengths, create and realize additive affiliation value
- No decision will be made which adversely affects the customer
- Focus on member, provider, customer, and stakeholder experiences
- We will act in the best interest of the entire enterprise
- Good, quick decisions are better than slow, perfect ones
- Transparent communication is critical to our success
- We are in this together – be change leaders and work collaboratively
- Co-create a future together with a partnership of equals
- Be open-minded about new ways of working
- Use common language vs. company specific terminology
- Share continuous feedback, ask questions

BCBSVT – BCBSM Rules of Engagement



- During integration planning and up to the close of the deal, strategic or operational decisions are to be made with appropriate coordination, while acknowledging that regulatory approval is not taken for granted
- Both organizations are to be proactively transparent about initiatives on their roadmaps that impact on the transition and communicate about upcoming vendor decisions
- Prior to close, sharing of data or other information should be kept to the minimum necessary and in compliance with any applicable competition / antitrust laws and/or data security and privacy law (including but not limited to HIPAA) – a Confidentiality Agreement is in place between the two entities
- Sensitive business and proprietary/confidential information should not be shared without consulting the appropriate legal counsel, please submit queries to the IMO for coordination and tracking purposes
- All integration initiatives and supporting plans are to follow the decision and prioritization process for formal approval
- Prioritization process will focus on initiatives that are key Affiliation Value drivers (e.g., focus on the actions that drive maximum value in the shortest available timeframe with the highest probability of success); both parties acknowledge that affiliation value is the north star but not the only driver for decision making
- IMO will be overseen by a committee consisting of an equal number of representatives from both parties
- Focus on roles and responsibilities rather than individual names and titles
- Some interim decisions according to the PTA will need to be approved by BCBSM; the escalation process is separate from IMO planning
- Integration decisions that will impact BCBSVT's P&L will require consent from BCBSVT Executive Sponsor; BCBSVT's run-the-business decisions are out of scope for the IMO
- We will not revisit mutually agreed upon decisions related to employee rebadging and Day 1 org structure that were made prior to the signing of the PTA; as the workstreams evaluate the optimal future operating model, any related org structure changes need to be made by the Executive Oversight Committee